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

ANNUAL REPORT 2016-17

CHINRELLA HOTELS LIMITED

9, MANGOE LANE, 3RD FLOOR, KOLKATA : 700 001

Phone : (033) 22481186

E-mail : cindrela@bsnl.in

www.cindrellahotels.com

Board of Directors

Smt. Sangita Devi Baid	Chairman
Sri Vivek Baid	Director
Sri Rajendra Lakhoria	Director
Sri Sanjay Kumar Agarwal	Director

Registered Office :	9, Mangoe Lane 3rd Floor, Kolkata - 700 001
Auditors :	M/s. Agarwal Mahesh Kumar & Co. Sevoke Road, Siliguri-734001 M. No. 54394
Bankers :	AXIS Bank, Siliguri State Bank of India, Siliguri
Hotel at :	Sevoke Road, 3rd Mile Siliguri - 734001 Dist. : Jalpaiguri Tel : (0353-2547136) Fax : (0353-2531173) E-mail : cindrela@bsnl.in

CINDRELLA HOTELS LIMITED

Regd Office: 9, Mangoe Lane, 3rd Floor, Kolkata-700 001
Ph: 22481186, 22201338 E-mail: cindrela@bsnl.in
CIN: L45203WB1986PLC040417

NOTICE

To,
The Shareholders,

NOTICE is hereby given that the 31st Annual General Meeting of CINDRELLA HOTELS LTD will be held at the office of the Company on Monday, the 18th day of September, 2017 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 2017 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 Smt Sangita Devi Baid (DIN 00359298) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint Avijit Dutta & Co., Chartered Accountants, Siliguri (FRN 326719E) in place of M/s Agarwal Mahesh Kumar & Co., Chartered Accountants as Statutory Auditor and fix their remuneration. To consider and if thought fit, to pass the following resolution with or without modification as ordinary resolution.

"RESOLVED that Avijit Dutta & Co., Chartered Accountants, Siliguri (FRN 326719E) be appointed as Statutory Auditor at this Annual General Meeting with effect from 01.04.2017 up to 31.03.2022 to hold office upto the conclusion of the Annual General Meeting for the year ended 31.03.2022 at such remuneration as may be determined by the Board of Directors of the Company."

For & on behalf of the Board

Smt Sangita Devi Baid
Chairman
(DIN 00359298)

Sri Vivek Baid
Director
(DIN-00437542)

Place: KOLKATA
Dated: 01/08/2017

CINDRELLA HOTELS LIMITED

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Ph: 22481186, 22201338 E-mail: E-mail: cindrella@bsnl.in
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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.

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 12th September, 2017 to 18th September, 2017 (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(RTA), viz NICHE TECHNOLOGIES PVT. LTD, D-511, Bagree Market, 5th Floor, 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 (India) Ltd. (CDSL).
9. Members who have multiple accounts in identical names or joint accounts in same order are requested to intimate the RTA 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.

11. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
 - (i) The remote e-voting period commences on 15th September, 2017 (10.00 am) and ends on 17th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (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 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) 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> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> 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 the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Cindrella Hotels Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.
12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cs.somenath@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 17th September, 2017 upto 5.00 pm without which the vote shall not be treated as valid.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
14. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on 28th July, 2017.

15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 11th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Investors who became members of the Company subsequent to the dispatch of the Notice/ Email and hold the shares as on the cut-off date i.e. 11th September, 2017 are requested to send the written / email communication to the Company at cindrella@bsnl.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. Shri Somnath Ganguly, Practicing Company Secretary (Membership No. ACS 12702) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://cindrellahotelsltd.com> and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. The BSE Limited and The Calcutta Stock Exchange Limited.

CINDRELLA HOTELS LIMITED

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CIN: L45203WB1986PLC040417

DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Director	SANGITA DEVI BAID
DIN	DIN 00359298
Date of Birth	20/07/1950
Date of Appointment/Reappointment	04/07/2012 (Re-designated as Chairman)
Qualification	N.A.
Expertise in specific functional Area	Promoter Director - More than 20 years experience in Company management processes and administration.
List of Public Ltd. Companies (in India) in which outside Directorships held	4 (Four) Cindrella Financial Services Ltd. Arrow Hotel and Resorts Ltd. Cindrella Tea Ltd. Sagarmal Dhanraj Ltd.
Membership/Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) Cindrella Financial Services Ltd.	1
No. of shares held in the Company including those by relative(s)	1,074,774

CINDRELLA HOTELS LIMITED

DIRECTORS' REPORT

To

The Members

Your directors hereby present the 31st Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2017.

FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY

FINANCIAL RESULTS		Rs. in Lacs	
		YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016
Revenue from operations		417.69	581.29
Other Income		0.37	1.17
Total Revenue from operations		418.06	582.46
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation		88.51	99.09
Less: Financial expenses 3.03		3.85	
Operating profit before Preliminary expenses, Depreciation & Taxation		85.47	95.24
Less: Depreciation & Preliminary expenses written off		52.31	61.52
Less: Provision for Taxation			
	Current Year	12.13	12.66
	Deferred	-1.88	2.51
	Earlier Years	-	0.17
Profit after Taxation		22.92	23.12

OPERATIONS

The Company's total revenue is Rs. 417.69 lacs for the year ended March 31, 2017 as compared to Rs. 581.29 lacs for the year ended March 31, 2016. However, the directors would like to report that the fall in revenues is not reflective of a decline in growth. Actually there has been growth in revenues as compared to the year ended 31st March 2015. The Directors had informed in their earlier report that the growth in the revenue for 2016 was due to an international event managed by the Company which had no possibility of re-occurrence in future.

The Company's profit after tax is Rs. 22.92 lacs for the year ended March 31, 2017 as compared to Rs. 23.12 lacs. This decrease in the current year is mainly due to higher depreciation in comparison to the earlier years.

DIVIDEND

The Board of Directors of your Company has not recommended any dividend for the financial year 2016-17.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid in the last financial year.

MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors met 6 (Six) times during the year under review. The details of Board

meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Report. As required, the gap between two Board meetings did not exceed 120 (one hundred and twenty) days.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 29th May, 2015 and 15th February, 2016 and reviewed the performance of the Board and assessed the processes in place for flow of information between various personnel and the Board.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan, guarantee or investment made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

RELATED PARTY TRANSACTION:

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable. The details in this respect are included in the Secretarial Audit Report, which forms part of this report.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The particulars in respect of Risk Management Policy are included in the Corporate Governance Report, which forms part of this report.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT

The Management Discussion and Analysis is provided later and forms part of this Annual Report.

As per Regulation 15(2) of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the requirements regarding disclosures with respect to Corporate Governance and the Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management and the Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance to be annexed with the directors' report do not apply to your Company.

However, a separate report on Corporate Governance is furnished pursuant to the Company's desire to continue to follow proper Corporate Governance policies.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING

COMPANY SECRETARY IN THEIR REPORTS

There was no qualification, reservation or adverse remark made by the Statutory Auditors and/or the Secretarial Auditor in their respective reports. The emphasis of matter in the Secretarial Audit Report has been clarified below in this report.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Nomination and Remuneration Committee of the Company constituted as per provisions of Section 178(1) of the Companies Act, 2013 oversees matters relating to the same.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is annexed as Annexure 1.

DIRECTORS

During the year under review, in accordance with the provisions of section 152 (5) of the Companies Act, 2013 read with the Articles of Association of the company, Smt. Sangita Devi Baid is liable to retire by rotation and being eligible your Board recommends her re-appointment. As per Regulation 15(2) of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions regarding the composition of the Board of Directors and the constitution and composition of various Committees of the Board inter alia shall not apply to your Company. However, the existing Committees of the Board shall remain as they are in compliance with the provisions of the Companies Act, 2013.

The Independent Directors have given declarations to the Company regarding fulfillment of criteria of independence as required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

OTHER BOARD MATTERS

Particulars relating to company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 and those indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors and details of the various committees of the Board are given in the Corporate Governance Report and forms part of this report. None of the Directors are in receipt of any remuneration from the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company's internal control systems are commensurate with the nature of its business and the operations.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiaries and Joint Ventures. Cindrella Financial Services Limited is an Associate Company by way of shareholding and common Directors.

AUDITORS

In terms of the sub-section (2) of section 139 of the Companies Act, 2013 (effective from 01-04-2014) no Listed Company shall appoint or re-appoint an Auditing Firm as the Auditor for more than two terms of five consecutive years. Provided that the firm is eligible to be appointed or re-appointed in the same Company after five years from the completion of existing term. In pursuance of the above, every listed Company shall comply with this requirement within a transitional period of three years from the date of commencement of the Act i.e. 1st April, 2014.

M/s Agarwal Mahesh Kumar & Co., Chartered Accountants, the existing Auditors, have been appointed with effect from 27th March, 1986, as the Statutory Auditors of the Company for auditing the annual financial statements of the Company from the financial year 1994-95.

Your Company had in the previous reports informed about compliance with the new provision within said transitional period of three years.

Therefore since the present Statutory Auditors M/s Agarwal Mahesh Kumar & Co., Chartered Accountants have to retire at the forthcoming Annual General Meeting the Company proposes to re-appoint another auditor in place of M/s Agarwal Mahesh Kumar & Co., Chartered Accountants as Statutory Auditor from the financial year 2017-18 for a period of 5 years up to the conclusion of the Annual General Meeting for the year ended 31.03.2022.

Accordingly, in agreement with the recommendations of the Audit Committee regarding appointment of Statutory Auditor the Board recommends the appointment of Avijit Dutta & Co., Chartered Accountants, Siliguri (FRN 326719E) at this AGM with effect from 01.04.2017 up to 31.3.2022 to hold office upto the conclusion of the Annual General Meeting for the year ended 31.03.2022.

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 134 of the Companies Act, 2013.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The particulars in respect of the above are included in the Corporate Governance Report, which forms part of this report.

SECRETARIAL AUDITOR

The Board has appointed Sri Somnath Ganguly, Company Secretary in Whole-time Practice under the provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder to carry out the Secretarial Audit for the year ended 31st March, 2017. The report of the Secretarial Auditor is enclosed to this report as Annexure B. This report contains emphasis of matter regarding Key Managerial Personnel.

Company's clarification:

The Directors are presently fulfilling this role and the Company is in the process of re-designating its Directors accordingly. The Company is not able to identify a suitable candidate for the post of full time Company Secretary willing to join service as per the Company's terms. However, the Company is making sincere efforts towards this end.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, none of the employees are in receipt of the remuneration which is in excess of the limits as specified in the regulation.

Disclosures pertaining to remuneration and other details as required under Section 197(12) read with Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are enclosed to this report. The Company does not have designated KMP as such and the non-executive Directors supervise the working of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company remains committed towards maintaining itself as an energy-efficient and environment friendly enterprise and continues to work on implementation of various measures regarding the same.

The company earns all its foreign exchange from Darjeeling and Bhutan Tours which is received in Indian currency by the company.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.

3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme and ESOS referred to in this Report.

4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Directors further state that during the year under review there were no complaints related to sexual harassment received by its Internal Complaints Committee, constituted pursuant to the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which is responsible for redressal of complaints related to sexual harassment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibilities Statement, it is hereby confirmed that;

i) in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;

ii) the 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 as at March 31, 2017 and of the profit or loss of the Company for the said period;

iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the directors had prepared the annual accounts for the financial year ended March 31, 2017 on a "going concern" basis;

v) they have laid down internal financial controls in the company that are adequate and were operating effectively and

vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

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.

For & on behalf of the Board

Smt Sangita Devi Baid
Chairman
(DIN 00359298)

Sri Vivek Baid
Director
(DIN-00437542)

Place: Siliguri

Dated: The 30th Day of May, 2017.

Registered Office:

9, Mangoe Lane, Kolkata-700001.

ANNEXURE - A

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45203WB1986PLC040417
2.	Registration Date	27-03-1986
3.	Name of the Company	CINDRELLA HOTELS LTD
4.	Category/Sub-category of the Company	Company Limited by shares / Indian Non-Government company
5.	Address of the Registered office & contact details	9, Mangoe Lane, 3rd Floor Kolkata 700001 Ph: 033-22201338, 22481186
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Pvt Ltd D-511, 71, BRB Basu Road Bagree Market Kolkata 700001 Ph. 033-2235-7271 Fax: 033-22156823

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Sales (Food & Beverages etc)	55209	31.99%
2	Room Rent	55109	47.06%
3	Tour Sales	63040	20.95%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held by the associate	Applicable Section
1	Cindrella Financial Services Limited	L67190WB1994PLC063029	Associate	31.068%.	2(6)

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(1) Indian									
a) Individual / HUF	1074764	720	1075484	29.875	1074764	720	1075484	29.875	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	1118439	0	1118439	31.068	1118439	0	1118439	31.068	0.000
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	2193203	720	2193923	60.942	2193203	720	2193923	60.942	0.000
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2193203	720	2193923	60.942	2193203	720	2193923	60.942	0.000
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions									
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	609084	2700	611784	16.994	608654	2700	611354	16.982	-0.012
ii) Overseas									

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	183008	432776	615784	17.015	191615	429976	621591	17.266	0.161
ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	162520	0	162520	4.514	171202	0	171202	4.756	0.242
c) Others Specify									
1. NRI	14271	0	14271	0.396	271	0	271	0.008	-0.388
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	1718	0	1718	0.048	1659	0	1659	0.046	-0.002
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	970601	435476	1406077	39.058	973401	432676	1406077	39.058	0.000
Total Public Shareholding (B) = (B)(1)+(B)(2)	970601	435476	1406077	39.058	973401	432676	1406077	39.058	0.000
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	3163804	436196	3600000	100.000	3166604	433396	3600000	100.000	0.000

ii.) Shareholding of Promoter-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	CINDRELLA FINANCIAL SERVICES LTD	1118439	31.068	0.000	1118439	31.068	0.000	0.000
2	RAJENDRA LAKHOTIA	10	0.000	0.000	10	0.000	0.000	0.000
3	SANGITA DEVI BAID	126010	3.500	0.000	126010	3.500	0.000	0.000
4	SURAJ KUNDALIA	10	0.000	0.000	10	0.000	0.000	0.000
5	VENUS BAID	88459	2.457	0.000	88459	2.457	0.000	0.000
6	VIVEK BAID	860995	23.917	0.000	860995	23.917	0.000	0.000
	TOTAL	21933923	60.923	0.000	21933923	60.942	0.000	0.000

iii.) Change in Promoters' Shareholding (please specify, if there is no change)
(No change during the year)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	CINDRELLA FINANCIAL SERVICES LTD				
	a) At the Beginning of the Year	1118439	31.068		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1118439	31.068
2	RAJENDRA LAKHOTIA				
	a) At the Beginning of the Year	10	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10	0.000
3	SANGITA DEVI BAID				
	a) At the Beginning of the Year	126010	3.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			126010	3.500
4	SURAJ KUNDALIA				
	a) At the Beginning of the Year	10	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10	0.000
5	VENUS BAID				
	a) At the Beginning of the Year	88459	2.457		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			88459	2.457
6	VIVEK BAID				
	a) At the Beginning of the Year	860995	23.917		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			860995	23.917
	TOTAL	2193923	60.942	2193923	60.942

iv.) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ARROW HOTELS AND RESORTS LTD				
	a) At the Beginning of the Year	235000	6.528		

	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			235000	6.528
2	CINDRELLA TEA LIMITED				
	a) At the Beginning of the Year	332400	9.233		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			332400	9.233
3	DEEPIKA KOTHARI				
	a) At the Beginning of the Year	50400	1.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			50400	1.400
4	HARSHA HITESH JAVERI				
	a) At the Beginning of the Year	28886	0.802		
	b) Changes during the year	1025	0.290		
	c) At the End of the Year			29911	0.831
5	HITESH RAMJI JAVERI				
	a) At the Beginning of the Year	30000	0.833		
	b) Changes during the year	7657	0.213		
	c) At the End of the Year			37657	1.046
6	INTELLIGENT MONEY MANAGERS PVT LTD				
	a) At the Beginning of the Year	13308	0.370		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			13308	0.370
7	SAGAR MUKESH CHOKSI				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	6970	0.194		
	c) At the End of the Year			6970	0.194
8	SAGARMAL DHANRAJ LIMITED				
	a) At the Beginning of the Year	19364	0.538		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			19364	0.538
9	SAPNA KOCHAR				
	a) At the Beginning of the Year	14500	0.403		
	b) Changes during the year	0	0.000		
	c) At the End of the Year			14500	0.403
10	SNEHALATHA SINGHI				
	a) At the Beginning of the Year	38734	1.076		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			38734	1.076
	TOTAL	760644	21.129	776392	21.566