



ANNUAL REPORT 2019-2020

CINDRELLA HOTELS LIMITED

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

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

CIN: L45203WB1986PLC040417

Board of Directors :

Smt Sangita Devi Baid – Chairman

Sri Vivek Baid – Managing Director

Sri Rajendra Lakhotia – Independent Director

Sri Sanjay Agarwal – Independent Director

Registered Office:

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

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

Auditors :

Avijit Dutta & Co

Chartered Accountants

Maitra Bhawan, 2nd Floor

Sevoke Road

Siliguri 734001

Mem No : 067003

FR No 326719E

Email: caavijitdutta@gmail.com

Bankers :

Axis Bank Ltd, Siliguri

State Bank of India, Siliguri

Hotel at:

3rd Mile, Sevoke Road , Siliguri 734008 Dt Jalpaiguri

Phone: 0353-2547136/2544130, 2546581 Fax: 0353-2531173

E-mail: cindrela@bsnl.in

web: www.cindrellahotels.com, <http://www.cindrellahotelsltd.com>

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NOTICE

To,
The Shareholders,

NOTICE is hereby given that the 34th Annual General Meeting of **CINDRELLA HOTELS LIMITED** will be held on Wednesday, the 30th day of September, 2020 at 11:00 am through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business.

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 and the Statement of Profit & Loss Account for the year ended on that date (Financial Statements) 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.

By the order of the Board

Subhajit Mukherjee
Company Secretary

Place: SILIGURI
Dated: 30-08-2020

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NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The AGM shall be deemed to be held at the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to in this Notice.
3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, NICHE TECHNOLOGIES PVT. LTD, 3A Auckland Place, 7th Floor, Room No 7A & 7B, Kolkata 700017 for assistance in this regard.
4. Corporate Members are required to send a certified copy of the Board Resolution through email to cs.somenath@gmail.com , with a copy marked to helpdesk.evoting@cdslindia.com pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting on their behalf at the Annual General Meeting or any adjournment thereof.
5. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter se and Key Managerial Personnel as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith as **Annexure I**.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to all those members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with NICHE TECHNOLOGIES PVT. LTD, 3A Auckland Place, 7th Floor, Room No 7A & 7B, Kolkata 700017 (in case of Shares held in physical form).
8. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for FY 2019-20 will be available on the Company's website <http://www.cindrellahotelsltd.com> for their download and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. For any

communication, the shareholders may send a request to the Company's investor e-mail id: cindrela@bsnl.in.

9. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at cindrela@bsnl.in.
10. The Register of Members & Share transfer Books of the Company will remain closed from 24th September, 2020 to 30th September, 2020 (Both days inclusive) for the purpose of the AGM.
11. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. 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.
15. 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, 3A Auckland Place, 7th Floor, Room No 7A & 7B, Kolkata 700017.
16. 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.
17. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23rd September, 2020 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd September, 2020 only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting shall be able to exercise their voting rights in the meeting.
18. Shri Somnath Ganguly, Practicing Company Secretary (Membership No. ACS 12702; COP: 4663) 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.
19. 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.

20. **VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM**

- 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 Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights in the meeting. The members who have casted their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 27th September, 2020 (10.00 am) and ends on 29th September, 2020 (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 23rd September, 2020, 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	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
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 **EVS**N (Electronic Voting Sequence Number) **200902071** 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.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

Instructions for shareholders for attending the AGM through VC / OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company's email id - cindrela@bsnl.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cindrela@bsnl.in. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The instructions for shareholders for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

Name of Director	SANGITA DEVI BAID
DIN	00359298
Date of Birth	20/07/1950
Date of Appointment/Re-appointment	04/07/2012 (Re-designated as Chairman)
Qualification	NA
Expertise in specific functional Area	More than 30 years experience in Company management processes and administration.
Board membership of other Companies as on March 31 2020	1. Cindrella Financial Services Ltd. 2. Arrow Hotel and Resorts Ltd. 3. Cindrella Tea Ltd. 4. Sagarmal Dhanraj Ltd.
Membership/ Chairmanships of Committees of other Companies: Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Cindrella Financial Services Ltd. Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
No. of shares held in the Company	1,26,010

CINDRELLA HOTELS LIMITED
DIRECTORS' REPORT

To

The Members

Your directors hereby present the 34th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2020.

FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY

FINANCIAL RESULTS		Rs. in Lacs	
		YEAR ENDED 31.03.2020	YEAR ENDED 31.03.2019
Revenue from operations		479.01	478.00
Other Income		15.17	0.92
Total Revenue from operations		494.18	478.92
Profit before Financial Expenses, Depreciation and Taxation		95.18	95.26
Add: Exceptional Item		136.12	-
Profit after Exceptional Item		231.30	95.26
Less: Financial expenses		2.92	2.81
Operating profit before Depreciation & Taxation		228.38	92.45
Less: Depreciation		66.05	53.35
Less: Tax expenses	Current Year	12.27	12.94
	Deferred Tax Assets (Net)	(0.99)	(01.69)
Profit after Taxation		151.05	27.85

OPERATIONS

The Company's total revenue is Rs. 494.18 lacs for the year ended March 31, 2020 as against Rs. 478.92 lacs for the year ended March 31, 2019.

The Company's total profits after tax is Rs. 151.05 lacs (which includes an exceptional item of Rs. 136.12 lacs being profit from transfer of leasehold rights) for the year ended March 31, 2020, as compared to Rs. 27.85 lacs for the year ended March 31, 2019.

DIVIDEND

The Board of Directors of your Company has not recommended any dividend for the financial year 2019-20.

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 4 (Four) times during the year under review as follows:

Date	No. of Directors present
30/05/2019	4
13/08/2019	4
14/11/2019	4
14/02/2020	4

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 30th May, 2019 and 14th November, 2019 and reviewed the performance of the Board and assessed the processes in place for flow of information between various personnel and the Board.