

Name of Director	SANGITA DEVI BAID	VIVEK BAID	RAJENDRA LAKHOTIA	SANJAY KUMAR AGARWAL
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	Cindrella Financial Services Ltd. Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	N.A.	Cindrella Financial Services Ltd. Audit Committee, Nomination & Remuneration Committee
No. of shares held in the Company	1,26,010	860,995	10	NIL

CINDRELLA HOTELS LIMITED DIRECTORS' REPORT

To
The Members
Your directors hereby present the 33rd Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2019.

FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY

FINANCIAL RESULTS	Rs. in Lacs	
	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
Revenue from operations 478.00	462.35	
Other Income 0.92	0.51	
Total Revenue from operations	478.92	462.86
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	95.26	92.47
Less: Financial expenses 2.81	3.68	
Operating profit before Preliminary expenses, Depreciation & Taxation 92.45	88.79	
Less: Depreciation & Preliminary expenses written off 53.35	52.84	
Less: Provision for Taxation		
Current Year	12.94	12.12
Deferred	-1.69	-5.96
Earlier Years	-	-
Profit after Taxation	27.85	27.40

OPERATIONS

The Company's total revenue is Rs. 478.00 lacs for the year ended March 31, 2019 as compared to Rs. 462.35 lacs for the year ended March 31, 2018.

The Company's profit after tax is Rs. 27.85 lacs for the year ended March 31, 2019 as compared to Rs. 27.40 lacs for the year ended March 31, 2018.

DIVIDEND

The Board of Directors of your Company has not recommended any dividend for the financial year 2018-19.

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 5 (Five) times during the year under review as follows:

Date	No. of Directors present
30/05/2018	4
08/08/2018	4
13/11/2018	4
15/12/2018	4
13/02/2019	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, 2018 and 13th November, 2018 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 at 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.

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 has offered herself for re-appointment.

Shri Rajendra Lakhota (DIN 00163156) and Shri Sanjay Kumar Agarwal (DIN 00928946) were appointed as Non-executive Independent Directors, not liable to retire by rotation, on the Board of the Company in the Annual General Meeting of the Company held on 24th September, 2014 for a term of five consecutive years up to the date of AGM to be held for the year 2019.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Rajendra Lakhota and Shri Sanjay Kumar Agarwal are proposed to be re-appointed at the forthcoming AGM as Non-executive Independent Directors, not liable to retire by rotation, on the Board of the Company for a second term of five consecutive years from September 25, 2019 up to September 24, 2024 or up to the date of AGM to be held for the year 2024.

Shri Vivek Baid (DIN 00437542) Director was re-designated as Managing Director of the Company, for a period of 5 (five) years, with effect from December 15, 2018, at NIL remuneration since the said appointment is only for the purpose of complying with the requirements of KMP under the relevant abovementioned statutes. Since Shri Vivek Baid was re-designated by the Board, approval of the members, in terms of sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, is required for the aforesaid re-designation of Shri Vivek Baid and therefore proposed to be sought at the forthcoming AGM.

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. The existing Committees of the Board 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 AND MANAGEMENT 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. The Company was able to identify a candidate for the post of full time Company Secretary, who joined the service of the Company with effect from 15th December, 2018.

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 Associates, Subsidiaries and Joint Ventures.

AUDITORS

The Statutory Auditors of the Company Avijit Dutta & Co., Chartered Accountants, Siliguri (FRN 326719E) who were appointed at the AGM held in 2017 for a term of 5 years to hold office up to the conclusion of the Annual General Meeting for the year ended 31.03.2022 shall continue in office as Statutory Auditors of the Company.

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, 2019. The report of the Secretarial Auditor is enclosed to this report as Annexure B.

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 with this report.

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, 2019, 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, 2019 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, 2019 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: 30th May, 2019
Registered Office:
9, Mangoe Lane, Kolkata-700001.

ANNEXURE - A

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

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	49.82%
2	Room Rent	55109	50.18%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held in the associate	Applicable Section
Nil					