

29 Annual Report 2014-2015



CINERAD COMMUNICATIONS LIMITED

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Board of Directors

Vinita Daga #	-	Managing Director
Pradeep Kumar Daga ##	-	Director
Utapi Dey *	-	Non-Executive Director
Bishambar Pachisia	-	Independent Director
Dilip Kumar Hela	-	Independent Director
Manmohan R. Prahladka **	-	Non-Executive Director

Senior Management

Harshwant Joshi ***	-	Chief Financial Officer
Sweta Sethia	-	Company Secretary

Registered Office**Corporate Office**

Premises No.G-58, Ground Floor,
Om Heera Panna Premises Co-Op.
Society Ltd., Oshiwara, Andheri(W)
Mumbai - 400053, Maharashtra
Tel. : +91 33 6457 0111

Subol Dutt Building,
13, Brabourne Road.
Kolkata-700001 (W.B)
Phone: +91 33 2231 5686-87
Fax: +91 33 22315683
E-mail: cinerad@responce.in.
www.cineradcommunications.com

Auditors**Registrar & Transfer Agent**

M/s. Maroti & Associates
Chartered Accountants
9/12, Lal Bazar Street,
Block-E, 3rd Floor, Room No.2,
Kolkata-700001, WB (India)
Tel.: +91 33 2231 9392 / 9391
Fax: +91 33 2243 8371
E-mail: mkmaroti@gmail.com

System Support Services
209, Shivai Industrial Estate
89, Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai- 400 072
Tel : 022 2850 0835
Fax: 022 2850 1438

Bankers**C.I.N.**

HDFC Bank Ltd.
Stephen House Branch,
4, B. B. D. Bag (East),
Kolkata - 700001

L92100MH1986PLC040952

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the Twenty Ninth Annual Report together with the Audited Statement of Accounts of the Company for the Year ended March 31, 2015.

1. FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	March 31, 2015	March 31, 2014
Sales and Other Income	12.59	13.30
Profit before depreciation & taxation	(1.65)	1.91
Less: Depreciation	0.00	(19.21)
Less: Deferred Tax	16.59	4.43
Profit after taxation	14.93	(12.87)
Add: Balance brought forward from previous year	(818.19)	(805.32)
Surplus available for appropriation	(841.63)	(818.19)
Appropriations		
Deferred Tax Adjustment	17.11	0.00
Advance for FBT Written Off	(0.10)	0.00
Transitional Provision for Depreciation	(55.38)	0.00
Balance carried to Balance sheet	(841.63)	(818.19)

2. OPERATIONAL REVIEW:

Your Company has, during the period under review not done much activity on operation side. During the year under review, the Company has incurred an operating Loss of Rs. 1.65 lakhs as against operating profit of Rs. 1.91 lakhs for the previous year and the total profit of Rs. 14.93 lakhs as against Loss of Rs. 12.87 lakhs in the previous year. The Management is putting sincere efforts to start the operation at the full scale. The Management has decided to keep overhead to bare minimum till a new business plan with identified revenue streams is in place.

3. DIVIDEND:

Your Directors regret their inability to recommend any Dividend to equity shareholders for the year 2014-2015.

4. SHARE CAPITAL:

The paid up equity capital as on march 31, 2015 was Rs. 520 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

5. FINANCE:

Cash and cash equivalents as at March 31, 2015 was Rs. 7.06 lakhs. The company continues to focus on judicious management of its working capital, Receivables and other working capital parameters were kept under strict check through continuous monitoring.

6. FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee and & to the Board Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

9. CONSERVATION OF ENERGY:

Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the aforesaid Rules, the question of furnishing the same does not arise.

10. TECHNOLOGY ABSORPTION:

Company's activities are production of advertisement film by using in-house know how and no outside technology is being used for making advertisement films. During the year the company does not get any contract for production of advertisement films. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

11. FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review there was no foreign exchange earnings or out flow.

12. DIRECTORS:

Director Mr. Pradeep Kumar Daga (DIN 00080515) retire by rotation and, being eligible, offer himself for re appointment.

Shri Manmohan R. Prahladka (DIN 05160917), a non-executive director submitted his resignation to the Board on 11th November, 2014 due to some unavoidable personal reason. The same was accepted by the Board in its meeting held on 11th November 2014. The Board hereby places on record its sincerest thanks and gratitude for the invaluable contribution made by Shri Manmohan R. Prahladka (DIN 05160917) towards the growth and development of the company during his tenure as a director. The Board also on behalf of the members wishes to Shri Manmohan R. Prahladka (DIN 05160917) a long and healthy life.

The Board appointed to Shri Utpal Dey (DIN 06931935) as an additional director in its Board meeting held on 11th November 2014 under section 161 of the Companies Act, 2013, to hold the office up to the conclusion of this AGM. The Company has received a notice in writing from a member signifying his intention to propose Shri Utpal Dey (DIN 06931935) as candidate for the office of Directors who if appointed be eligible to retire by rotation.

13. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

14. REMUNERATION POLICY

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

15. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year twelve Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

16. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that :

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 the profit or loss of the Company for the year under review.
- iii) The directors have 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) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

17. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

18. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary, hence the compliance of provisions of section 212 of the Companies Act, 1956 are not applicable.

19. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the work place, in business practices and in

dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

20. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The vigil mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The Chairman of Audit and Chairman of the Board looks into the complaints raised.

21. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

22. AUDITOR'S:

Statutory Audit:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

M/s. Maroti & Associates, Chartered Accountants, (Firm Registration Number 322770E) as the Statutory Auditors for a period of 3 years to hold office from the conclusion of the ensuing Annual General Meeting (2015) till the Annual General Meeting (2017), subject to ratification of their appointment at every AGM, during the term of their office. They have confirmed their eligibility and willingness for appointment as Statutory Auditors for the aforesaid period, as per Section 141 of the Companies Act, 2013. The Board of Directors recommends their appointment to the shareholders.

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Secretarial Audit:

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. P. Doleswar Rao, of company Secretaries in practice (C.P. No. 14385) to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year ended 31st March, 2015 is annexed herewith as "Annexure A" to this report. The Secretarial Audit Report does not contain any qualification, reservation and adverse remark.

23. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as " Annexure B".

24. PARTICULARS OF EMPLOYEES: (rule 5(2) & rule 5(1))

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

For and on behalf of the
Board of Directors

Vinita Daga
Managing Director
(DIN 00080647)

Place : Kolkata
Date : May 26, 2015

ANNEXURE A TO BOARDS REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
M/s. Cinerad Communications Limited
Premises No. G-58, Ground floor,
Om Heera Panna Premises Co-Op. Society Ltd.,
Oshiwara Andheri (W),
Mumbai – 400053.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Cinerad Communications Limited (CIN: L92100MH1986PLCO40952) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Cinerad Communications Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Cinerad Communications Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28th October, 2014 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);
- (vi) The Company has identified the following laws as applicable to the company :
- (a) The Cinematograph Act, 1952;
 - (b) Uplinking / downlinking policy/guidelines issued by Ministry of Information and Broadcasting;
 - (c) Intellectual Property Rights related laws;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable to the Company during the audit period).

(ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation :

1. The Company has appointed Internal Auditor pursuant to Section 138 of the Companies Act, 2013 and required to file e-form MGT-14 pursuant to Section 179(3)(k) read with rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014.
2. The Company has appointed Mrs. Vinita Daga, as Managing Director of the Company w.e.f. 1st February, 2015 and required to required to file a return in e-form MR-1 pursuant to the Companies Act, 2013.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All majority decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committee of the Board as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period, the Company has not incurred any specific event/action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

	Name	: CS P. Doleswar Rao
Place: Kolkata	Mem No.	: A38387
Date : 26.05.2015	C. P. No.	: 14385

ANNEXURE B TO BOARDS REPORT

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L92100MH1986PLC040952
ii) Registration Date : 17/09/1986
iii) Name of the Company : CINERAD COMMUNICATIONS LTD
iv) Category / Sub-Category of the Company : Company Limited by Shares

v) Address of the Registered office and contact details:

Registered Office:

Premises No. G-58, Ground Floor
Om Heera Panna Pre. Co-Op. Society Ltd.
Oshiwara, Andheri (W)
Mumbai - 400053, Maharashtra

Corporate Office:

Subol Dutt Building
13, Brabourne Road
Mezzanine Floor
Kolkata - 700001, (W.B.)

- vi) Whether listed company : YES

vii) Name, Address and Contact details of Registrar and Transfer Agent:

System Support Services
209, Shivai Industrial Estate
89, Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai- 400 072
Tel.: 022 2850 0835; Fax : 2850 1438

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.	NIL	N.A.	N.A.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
The company has not any subsidiary company.					

IV. 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	
A. Promoters									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	0	0	0	0	0	0	0	0	0
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(1)	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
FOREIGN									
NRIs - Individuals	0	0	0	0	0	0	0	0	0
Other - Individuals	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	0	0	0	0	0	0	0	0	0
INSTITUTIONS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(2)	0	0	0	0	0	0	0	0	0
TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1) + (A)(2)	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0

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PUBLIC SHAREHOLDING									
INSTITUTIONS									
MUTUAL FUNDS	0	5700	5700	0.11	0	5700	5700	0.11	0
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0
INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0	0	0
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (B)(1)	0	5700	5700	0.11	0	5700	5700	0.11	0
NON-INSTITUTIONS									
BODIES CORPORATE	432277	548000	980277	18.85	404502	548000	952502	18.32	- 2.81%
I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH.	734059	170090	904149	17.39	724827	169690	894517	17.20	- 1.09%
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH.	945368	0	945368	18.18	982775	0	982775	18.90	3.96%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
NRI's	4235	0	4235	0.08	4235	0	4235	0.08	0
SUB-TOTAL (B)(2)	2115939	718090	2834029	54.50	2116339	717690	2834029	54.50	0
TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)	2115939	723790	2839729	54.61	2116339	723390	2839729	54.61	0
TOTAL (A)+(B)	4476210	723790	5200000	100	4476610	723390	5200000	100	0
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	4476210	723790	5200000	100	4476610	723390	5200000	100	0

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged/ encumbered to total shares	
1	Pradeep Kumar Daga	1177011	22.63	0	1177011	22.63	0	0
2	Vinita Daga	1183260	22.76	0	1183260	22.76	0	0
	Total	2360271	45.39	0	2360271	45.39	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the End of the year	N.A.	N.A.	N.A.	N.A.

(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		Shareholding at the end of the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	Chitrakut Computers Pvt. Ltd.	248600	4.78	248600	4.78
2	Premji B Gala (HUF)	207642	3.99	207518	3.99
3	Goldfish Computers Pvt. Ltd.	202400	3.89	202400	3.89
4	Vidyut Investments Ltd.	147475	2.84	147475	2.84
5	Paal Equities Pvt. Ltd.	89370	1.72	89370	1.72
6	Sonal Sheth	87000	1.67	87000	1.67
7	Manulife Insurance Services P. Ltd.	85000	1.63	85000	1.63
8	Sanjay M Vazirani	66530	1.28	66530	1.28
9	Suresh Gadaley	62217	1.20	62217	1.20
10	Kamal Gadalay	61362	1.18	61463	1.18

ANNUAL REPORT 2014 - 2015**(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
	At the beginning of the year	2360271	45.39	2360271	45.39
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	2360271	45.39	2360271	45.39

V. INDEBTEDNESS (Rs. In Lakhs)**INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT**

	Secured Loans excluding deposits	Unsecured Loans	Deposits *	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change Indebtedness	0	0	0	0
At the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1	Gross salary	Pradeep Kumar Daga (M.D. up to 31.01.15)	Vinita Daga (M.D. from 01.02.15)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	200000	40000	240000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify	0	0	0
5	Others, please specify	0	0	0
	Total (A)	200000	40000	240000
	Ceiling as per the Act	3000000	3000000	

B. REMUNERATION TO OTHER DIRECTORS: (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Dilip Kumar Hela	Bishambar Pachisia	Manmohan R. Prahladka	Utpal Dey	Pradeep Kumar Daga	
1	Independent Directors Fee for attending board / committee meetings	4800	4800	0	0	0	9600
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	Total (1)	4800	4800	0	0	0	9600
2	Other Non-Executive Directors Fee for attending board / committee meetings	0	0	200	1200	400	1800
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	1800
	Total (B)=(1+2)	4800	4800	200	1200	400	11400

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
1	Gross salary	Sweta Sethia (Company Secretary)	Harshwant Joshi (CFO from 11.09.15)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	84000	80000	164000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission - as % of profit - others, specify	0	0	0
5	Others, please specify	0	0	0
	Total (C)	84000	80000	164000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies, Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry Structure & Development - Media and Entertainment Industry**

The Indian M&E industry grew from Rs. 918 Billion in 2013 to Rs. 1026 billion in 2014, registering an overall growth of 11.7%. Although the macro-economic environment remained cautious, but the Industry started seeing benefits from digitisation, steady growth of regional media and fast emerging new media businesses. The industry is estimated to achieve a growth rate of 12.96% in 2015 to touch Rs.1,159 Billion. The sector is projected to grow at a healthy CAGR of 13.9 % to grow from Rs.1026 billion to reach Rs.1,964 billion by 2019.

The Indian media and entertainment industry has benefited from some fundamental growth drivers, which have facilitated its double digit growth in the recent past. Increasing per capital consumption of the Indian population along with the influx of foreign capital and brands has led to the emergence of an ever increasing & a large consuming class. This population is globally aware and acquisitive in nature thereby increasing their propensity to spend on entertainment activities. Majority of this spend is directed towards television subscription, film & print, thereby positively impacting the 3 largest sub sectors in the media & entertainment industry.

Compared to global average, India is lower on penetration of media, thereby signifying a large scope of growth in the coming future. The growing middle class is expected to drive the Indian media economy to its potential with increased spend on leisure & entertainment activities.

Favourable demographic composition of the nation, commonly referred to as the 'demographic dividend', which essentially implies that a large proportion of the country's populace is young and in the working age group, thus allowing for greater future consumption upside. The digitization of cable TV worked wonders for the television industry, according to a FICCI-KPMG report released ahead of FICCI Frames 2015. The Indian M&E industry grew from INR 728 billion in 2011 to INR 1026 billion in 2014, registering an overall growth of 40.93 percent in past 4 years. India offering the largest work force an expanding middle-class consisting one of the biggest consumer market. The global economy is struggling to gain momentum, as China suffers a slowdown, the Euro Zone slips into deflation, Bankruptcy of Greece and soft economy of Japan. While, 2014-15 was a challenging year for the industry, with some improvement in the global economy in 2015 India's economy on strong footing estimated 7.4% of GDP in FY 2015 while in FY 2016 has been paged at 8 to 8.5%, the prognosis for the Industry looks much better going forward. Given the impetus introduced by digitization, continued growth of regional media, upcoming elections, continued strength in the film sector and fast increasing new media businesses, the industry is estimated to achieve a healthy CAGR.

Business Overview

The Indian Entertainment and Media Industry have out-performed the Indian economy and is one of the fastest growing sectors in India. It is rising on the back of economic growth and rising income levels that India has been experiencing in the past years.

As the company belongs to Media & Entertainment industry which revealed opened door for the company to Film industry, television, print, music and radio, the different main components of Indian media and entertainment sector.

At the same time it require to infuse huge funds to start film production with greater risk and whereas the company had experienced financial distress in past. We, at Cinerad Communications Limited, decided to add Trading Activity to the Object in MOA of the company to generate revenue from trading business activity and thankful to our investors in this respect to adopt and approve the resolution adding Trading Activity to the Object in MOA.

Opportunities

The Media and Entertainment (M&E) industry is one of the forecast going sector in India. The industry primarily involves the creation, aggregation and distribution of the content, products and service, news and information advertising and entertainment through various channels and platforms such as Television, Print, Radio and Films. The business services firm's new Global Entertainment & Media Outlook 2012–2017 forecasts that the sector will rise in value to \$2.2 trillion worldwide in 2017, up from \$1.7 trillion in 2012. While television and print continued to dominate the Indian M&E industry, sectors such as gaming, digital advertising, and animation VFX grew at a faster rate and show tremendous potential in the coming years. By media channel, online advertising is expected to record the sharpest increase in expenditure.

Segment-wise Reporting

The Company has only one segment and segment-wise reporting does not apply to it.

Future Outlook

The Indian Entertainment and Media Industry have out-performed the Indian economy and is one of the fastest growing sectors in India. It is rising on the back of economic growth and rising income levels that India has been experiencing in the past years. This is significantly benefiting the entertainment and media industry in India as this is a cyclically sensitive industry and it grows faster when the economy is expanding. An added boost to the entertainment and media industry in India is from the demographic point of view where consumer spending is rising due to increasing disposable income on account of sustained growth in income levels and reduction of personal income tax over the last decade.

According to a report by the FICCI and research firm KPMG the growth of media and entertainment in times to come was going to be led by factors like increasing media penetration and per capita consumption in the sector across India, potential for growth in leisure platforms, immense penetration potential in the towns and rural markets, scope for digitization with film studios and music companies adopting digital prints and rising demand for same, rising consumer understanding enabling players to target their consumers specifically and build loyalty and regional media channels gaining popularity, different tastes of the audience and thereby different content and growth of the importance of the media. Additionally, convergence between entertainment, information and telecommunication is increasingly impacting India's overall media and entertainment industry.

As the company belongs to e-media & entertainment industry which revealed opened door for the company to Film industry, television, print, music and radio, the different main components of Indian media and entertainment sector.

The key growth drivers for the industry are expansion of multiplex screens resulting in better realizations, an increase in the number of digital screens facilitating wider releases, higher cable and satellite revenues, improving collections from the overseas markets and ancillary revenue streams like DTH, digital downloads, etc, which are expected to emerge in future.

Internal Control & Systems

The Company maintains an adequate and effective internal control system commensurate with its size and complexity. We believe that these internal control systems provide a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of the company are adequately safe-guarded against significant misuse and loss. Significant findings of the Internal Auditor are brought to the notice of the Audit Committee of the Board and corrective measures recommended for implementation.

Material development in Human Resources / Industrial Relations

The Company believes that the people are the key ingredient to the success of an Organisation. During the year under review, the Company recognized the importance and contribution of its human resources towards its growth and development and is committed to the development of their people.

Financial and Operational Performance

During the FY 2014-15 your company achieved revenue of Rs.12.59 lakhs as against Rs.13.30 lakhs in the previous year. During the year under review, the Company has incurred an operating Loss of Rs. 1.65 lakhs as against operating profit of Rs. 1.91 lakhs for the previous year and recorded a total profit of Rs. 14.93 lakhs as against the loss of Rs.12.87 lakhs in the Financial Year 2013-14.

Cautionary Statement

The Statements forming part of the Director's Report may contain certain forward-looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

For and on behalf of the
Board of Directors

Vinita Daga
Managing Director
(DIN : 00080647)

Place : Kolkata
Date : May 26, 2015

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

I. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Corporate Governance, which assumes great deal of importance at CINERAD COMMUNICATIONS LIMITED (CCL), is intended to ensure value creation for all its stakeholders. CCL believes that the governance process must ensure adherence and enforcement of the principles of sound Corporate Governance with the objectives of fairness, transparency, professionalism, trusteeship and accountability, while facilitating effective management of the businesses and efficiency in operations. The Company is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis. The revised Corporate Governance Code incorporated in Clause 49 of the Listing Agreement of the Stock Exchanges is applicable to your Company. The Company continues to have Independent Directors on the Board who are actively involved in all the important policy matters. Your Company strives to ensure that it follows the Code of Corporate Governance not only in letter but also in spirit to ensure transparency, accountability and integrity and has complied in all material respects with the features of corporate governance as specified in the Listing Agreement.

Rights of Shareholders

The Company is committed to facilitate the exercise of shareholders rights for voting on all crucial decisions, by making available voting through electronic means. The shareholders are given an opportunity at the general meetings to ask questions to the Board and the same are replied to by the Managing Director.

Information regarding the general meeting is given to the shareholders in advance and no shareholder has any control disproportionate to their holdings.

The Company has only one class of equity shares. The shareholders have the right to appoint/re-appoint the Directors on the Board. The Company has a framework to avoid Insider trading and abusive self dealing. The Company has adopted the Code of Fair Disclosure Practices for Prevention of Insider Trading and the same has been put up on its website.

The Company respects the rights of its shareholders and provides effective redressed mechanism for violation of their rights, if any. All information is provided on the website of the Company on a timely and regular basis to enable the shareholders to participate in Corporate Governance process. The Company also encourages employee participation in the Corporate Governance process through a strong whistle blower mechanism and conducts regular trainings to ensure employees are aware of the options available to them.

The Company follows all disclosure requirements on all material matters and has a strong Board fully conversant with the requirements of law. The Board fulfils all the key functions as required by it and also does the needful to carry out its other responsibilities.

Company believes that Corporate Governance is a tool to generate long term wealth and create value for all its stakeholders be it shareholders, customers, creditors, employees etc.

II. BOARD OF DIRECTORS**(a) Composition of the Board:**

The composition of Board is as per the Listing Agreement. The Board of Directors comprises five members including one Managing Director and four Non-executive Directors (including the additional Director) of whom two are Independent directors. Therefore more than fifty percent of the Board's strength is Non-executive Directors.

The composition of Board of Directors with their names, categories and shareholding in company, their attendance at Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorships and Committee positions as held by them in other public limited companies as on March 31, 2015 are given below

Name of the Board of Directors	Category	No. of Board Meetings attended during April 2014 to March 2015	Attendance at the last AGM held on September 20, 2014	No. of Directorships in other Public Limited companies	No. of Shares held in company as on March 31, 2015	No. of Committee positions held in other Public Limited companies	
						Chairman	Member
Mr. Pradeep Kumar Daga ¹ (Chairman)	Promoter & Non-Executive	12	Yes	8	1177011	1	1
Mrs. Vinita Daga ² (Managing Director)	Promoter & Executive	11	No	5	1183260	Nil	Nil
Mr. Manmohan R. Prahaldka ³	Non-Executive	01	Yes	Nil	Nil	Nil	Nil
Mr. Utpal Dey ⁴	Additional Director	06	No	Nil	Nil	Nil	Nil
Mr. Dilip Kumar Hela	Independent – Non Executive	11	No	Nil	Nil	Nil	Nil
Mr. Bishambar Pachisia	Independent – Non Executive	11	No	Nil	Nil	Nil	Nil

Notes:

1. During the year Pradeep Kumar Daga resigned from the post of Managing Director w.e.f. 31.01.2015 and consented to continue with the Board as Non-Executive Director under the category of promoter cum Chairman of the Board.
2. Mrs. Vinita Daga appointed by the Board as Managing Director and her appointment was accorded by shareholder by passing resolution through Postal Ballot. Her Appointment as Managing director is effective from 01.02.2015.
3. Mr. manmohan R. Prahaldka Non-Executive Directors ceased to be directors with effect from from 11.11.2014 on account of his resignation from the Board.
4. Appointed as Additional director w.e.f. 11.11.2014 and nominated for Director.
5. Except Pradeep Kumar Daga & Mrs. Vinita Daga, no other Director is related to any other Director on the Board in terms of the provisions of the Companies Act, 2013.
6. Memberships of the Directors in various Committees are within the permissible limits of the Listing Agreement.

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(b) Performance Evaluation:

The Board has carried out the annual evaluation of its own performance as well as the Directors individually. The performance evaluation of the Independent Directors was carried out by the entire Board, as per the criteria laid down by the Nomination And Remuneration Committee. A structured questionnaire was prepared, covering various aspects of the Board's functioning such as the participation in the Board & and its Committee meetings, strategic guidance, risk mitigation, internal controls and governance.

(c) Remuneration of Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees only. A Sitting Fee of Rs. 200/- per Board, Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee Meetings attended by the Non-Executive Directors is paid to them.

(d) Board Meetings and attendance of Directors:

Twelve Meetings of the Board of Directors were held during the year ended 31st March, 2015. These were held on 11.04.2014; 27.05.2014; 14.08.2014; 11.09.2014; 20.09.2014; 16.10.2014; 11.11.2014; 12.11.2014; 06.01.2015; 16.01.2015; 04.03.2015 and 24.03.2015.

(e) Code of Conduct:

The Company has framed a code of conduct for the members of the Board of Directors and Senior Management Personnel of the Company. The said code of conduct is available on the website of the Company. The declaration by Mrs. Vinita Daga Managing Director of the Company regarding compliance by the Board members and Senior Management Personnel, with the said code of conduct is given as Annexure 'A' to this report. In addition to this a separate code of conduct for dealing in equity shares and other securities conferring voting rights in the Company is also in place and has been complied with.

III. AUDIT COMMITTEE

The Audit Committee comprises of three members, viz; Mr. Dilip Kumar Hela, Mr. Bishambar Pachisia and Mr. Pradeep Kumar Daga to the committee. Mr. Dilip Kumar Hela is the Chairman of Audit Committee. All the members of Audit Committee are financially literate and one member has accounting and related financial management expertise. The terms of reference of the audit committee broadly are as under:

1. To hold periodic discussions with the statutory and internal auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the auditors;
2. To review compliance with the internal control systems;
3. To review the quarterly, half yearly and annual financial results of the company before submission to the board;
4. At Present to make recommendations to the board on any matter relating to the financial management of the company, including the audit report of the statutory and internal auditors.

During the year under review 4 (four) meetings of the Audit Committee were held on 27 May, 2014; 14 August, 2014, 12th November, 2014 and 16th January, 2015. At the invitation of the Company, representatives from CFO, internal auditors, statutory auditors and company Secretary, who is acting as Secretary to the Audit Committee, also attended the Audit Committee meetings to respond to queries raised at the Committee meetings. The attendance of each Audit Committee member is as under: -

Name Committee Members	Category	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
Mr. Dilip Kumar Hela	Chairman	4	4
Mr. Bishambar Pachisia	Member	4	4
Mr. Pradeep Kumar Daga	Member	4	4

IV. NOMINATION AND REMUNERATION COMMITTEE

Remuneration to Non-Executive Directors is decided by the Board of Directors as authorized by the Articles of Association of the Company and within the limits set out in Section 197 of the Companies Act, 2013. The Non-Executive Directors are paid sitting fee at the rate of Rs. 200/- for attending each meeting of the Board and each meeting of various Committees of the Board. The broad terms of reference are as follows: -

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

The Company had already constituted a Remuneration Committee comprising of three Non Executive including two Independent Directors as required under the provisions of the earlier Companies Act, 1956. In order of align itself with the provisions of the Companies Act, 2013 and the listing agreement, the Board on 27th May, 2014 changed the nomenclature of the Remuneration Committee to "Nomination and Remuneration Committee" with three Non Executive Directors comprising of two Independent Directors and one Promoter Director (i.e. Chairperson of the Company) as members of the Committee. The Nomination and Remuneration Committee meetings were held on 11th April, 2014; 26th July, 2014, 11th November, 2014, 8th January, 2015 and 17th March, 2015. The attendance of each Nomination and Remuneration Committee member is as under:

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Name of Committee Members	Category	No. of Nomination and Remuneration Committee Meetings held	No. of Nomination and Remuneration Committee Meetings attended
Mr. Dilip Kumar Hela	Chairman	5	5
Mr. Bishambar Pachisia	Member	5	5
Mr. Pradeep Kumar Daga	Member	5	5

Details of remuneration and sitting fees paid to Directors:

Executive Director and KMP

The Company pays Rs. 20,000/- p.m. as remuneration to its Managing Director by way of salary (a fixed component) as approved by the Shareholders, subjected to the overall ceiling as stipulated in the Companies Act, 2013. Given below are the details of Remuneration paid to Executive Director & Key Managerial Personal (KMP) Viz., Managing Director, Company Secretary & CFO:

Name of Executive Director & KMP	Category	Total Salary paid during April, 2014 to March, 2015
Mr. Pradeep Kr. Daga	Managing Director (up to 31.01.2015)	Rs. 2,00,000/-
Mrs. Vinita Daga	Managing Director (w.e.f. 01.02.2015)	Rs. 40,000/-
Mr. Harshwant Joshi	Chief financial Officer (w.e.f. 11.09.2014)	Rs. 80,000/-
Mrs. Sweta Sethia	Company Secretary	Rs. 84000/-

Non-Executive Directors

Given below are the details of Sitting fees paid to Non-Executive Directors for the Fin. Year ended 31.03.2015 for attending Board Meetings and various Committee Meetings.

Name of Committee Members	Category	Sitting Fees Paid
Mr. Pradeep Kumar Daga	Non-Executive	Rs. 400/-
Mr. Utpal Dey	Additional Director	Rs. 1200/-
Mr. Dilip Kumar Hela	Independent – Non Executive	Rs. 4800/-
Mr. Bishambar Pachisia	Independent – Non Executive	Rs. 4800/-
Mr. Manmohan R. Prahladka	Non-Executive	Rs. 200/-

None of the Non-Executive Directors has any material financial interest in the Company apart from the remuneration received by way of sitting fees received by them during the year.

V. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company had already constituted a Shareholders / Investors Grievances Committee comprising of three Non Executive including two Independent Directors to consider and resolve the grievances of the share holders of the company including complaints related to transfer of shares, non- receipt of balance sheet, non-receipt of declared dividends. In order of align itself with the provisions of the Companies Act, 2013 and the listing agreement, the Board on 27th May, 2014 changed the nomenclature of the Shareholders/Investors Grievances Committee to "Stakeholders' Relationship Committee" with three Non Executive Directors comprising of two Independent Directors and one Promoter Director (i.e. Chairperson of the Company) as members of the Committee. The "Stakeholders' Relationship Committee" meetings were held on 11.04.2014; 26th July, 2014, 16th October, 2014 and 6th January, 2015. The attendance of each "Stakeholders' Relationship Committee" member is as under:

Name of Committee Members	Category	No. of Stakeholders' Relationship Committee Meetings held	No. of Stakeholders' Relationship Committee Meetings attended
Mr. Dilip Kumar Hela	Chairman	4	4
Mr. Bishambar Pachisia	Member	4	4
Mr. Pradeep Kumar Daga	Member	4	4

The Company Secretary has been designated as the Compliance Officer. There were no investor complaints/queries were received during the year ended 31st March, 2015. There were no share transfers pending for registration for more than 15 days as on the said date.

VI. RISK MANAGEMENT :

The Company's Risk Management Processes ensure that the management controls risks through means of a properly defined framework. The risk is reviewed periodically by the MD and the CFO through an established Risk Assessment framework and also annually by the Board of Directors.

VII. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The provision relation to CSR is not applicable to the company and hence no such committee had been formed.

VIII. SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

IX. DISCLOSURES

- (i) Transactions with related parties as per requirements of Accounting Standard (AS) 18- 'Related Party Information' are disclosed in Note 17(vii) to the Financial Statements.
- (ii) All Accounting Standards mandatorily required have been followed without exception in preparation of the financial Statements.
- (iii) Procedures for assessment of risk and its minimization have been laid down by the Company and reviewed by the Board. These procedures are periodically reassessed to ensure that executive management controls risks through means of a properly defined framework.

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- (iv) No money was raised by the Company through public issue, preferential issue, rights issue etc. in the last financial year ended 31.03.2015.
- (v) (a) All pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company have been disclosed in item IV of this report.
- (b) The Company has one Whole-time Managing Director on the Board whose appointment and remuneration has been fixed by the Board in terms of a resolution passed by the members and has been further reviewed/approved by the Nomination and Remuneration Committee of the Board. The remuneration paid is mentioned in item IV of this report.
- (c) The number of shares held by each director is mentioned in item II(a) of this report.
- (vi) (a) Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of clause 49 of the Listing Agreement with Stock Exchanges.
- (b) There were no material financial & commercial transactions by Senior Management as defined in Clause 49 of the Listing Agreement where they have any personal interest that may have a potential conflict with the interests of the Company at large requiring disclosure by them to the Board of Directors of the Company.
- (vii) No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- (viii) The Company has established a vigil mechanism/whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud etc. and the same has been disclosed on the website of the Company.

X. COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from Auditors of the Company is given as Annexure – 'C' to this report.

XI. GENERAL BODY MEETINGS

- (a) (i) The details of Annual General Meetings held in the last three years are as under: -

<u>AGM for the Financial Year</u>	<u>Location of Holding AGM</u>	<u>Date and Time of AGM</u>
2013-2014	Killachand Conference Room, Second Floor, India Merchants Chamber, IMC Building IMC Marg, Chrchugate, Mumbai-400020	20 th September, 2014 at 11.30 A.M.
2012-2013	Killachand Conference Room, Second Floor, India Merchants Chamber, IMC Building IMC Marg, Chrchugate, Mumbai-400020	14 th September, 2013 at 11.00 A.M.
2011-2012	Killachand Conference Room, Second Floor, India Merchants Chamber, IMC Building IMC Marg, Chrchugate, Mumbai-400020	15 th September, 2012 at 11.00 A.M.

- (ii) There were no Extra-Ordinary General Meeting held in the last three years:

(b) Whether any special resolutions passed in the previous 3 AGMs/EGMs :

Yes, details of which are given hereunder: -

<u>Date of AGM</u>	<u>Matter of Passing Special Resolution</u>
20 th September, 2014	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(c) Whether any special resolution passed last year through postal ballot and details of voting pattern?

Yes, following Special Resolution were passed as prescribed under the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement. Mr. Rahul Jain, Practicing Chartered Accountant acted as scrutinizer to the postal ballot. The details of voting pattern are given hereunder:

Special Resolution passed on March, 04 2015

Consent of the Company under Section 180(1)(a) of the Act to the Board of Director to sale the Fixed Assets of the company.

	Promoter / Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	2360271	2360271	100	2360271	0	100	0
2	Public - Institutional holders	5700	NIL	NIL	NIL	NIL	NIL	NIL
3	Public- Others	2828329	30690	1.08	30680	10	99.97	0.03
	Grand Totals	5200000	2390971	45.98	2390971	10	45.98	.0004

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Special Resolution passed on March, 04 2015								
Consent of the Company under Section 13 of the Act to the Board of Director to Alter the main object in the MOA of the Company.								
	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	2360271	2360271	100	2360271	0	100	0
2	Public - Institutional holders	5700	NIL	NIL	NIL	NIL	NIL	NIL
3	Public- Others	2834029	30690	1.08	30680	10	99.97	0.03
	Grand Totals	5200000	2390971	45.98	2390971	10	45.98	0.0004

Special Resolution passed on March, 04 2015									
Consent of the Company under Section 149,152,196 and 197 of the Act to Appoint Mrs. Vinita Daga and approval of Remuneration.									
	Promoter/ Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	Votes Casted but Not counted	No. of Votes– against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	(5)	[6]	$[7]=\frac{[4]}{[2]}*100$	$[8]=\frac{[6]}{[2]}*100$
1	Promoter and Promoter Group	2360271	1177011	49.85	1177011	1177011	NIL	100.00	NIL
2	Public - Institutional holders	5700	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	Public- Others	2834029	30700	1.08	30690	NIL	10	99.96	0.03
	Grand Totals	5200000	1207711	23.22	1207701	1177011	10	99.99	0.03

XII. MEANS OF COMMUNICATION :

Quarterly, Half yearly and Annual results of the Company are published in newspapers such as Business Standard (an English daily) and Sagar & Mahanayak (in Marathi Mumbai Edition). These results are properly submitted to the Stock Exchanges so that the same can be displayed on their website. Management discussion and analysis form part of the Directors' Report enclosed in this Annual Report.

XIII. GENERAL SHAREHOLDER INFORMATION**(a) ANNUAL GENERAL MEETING :**

AGM Date, Time and Venue	Friday, the 22nd day of August, 2015 at 11.00 A.M. at Killachand Conference Room, Second Floor, Indian Merchants' Chamber, IMC Building, IMC Marg, Chrchugate, Mumbai-400020.
Financial Calendar	1st April, 2014 To 31st March, 2015
Date of Book Closure	17th August, 2015 to 22nd August, 2015
Listing on Stock Exchanges	BSE Limited
Stock Code	530457
Demat ISIN No. for CDSL and NSDL	INE959B01017
Listing Fee	Paid for the year 2013-2014
Registrar and Share Transfer Agents	SYSTEM SUPPORT SERVICES 209, Shivali Industrial Estate; 89, Andheri Kurla Road. Sakinaka, Andheri (E); Mumbai - 400 072 Phone: 2850 0385 & Fax : 2850 1438

(b) Market Price Data: High-Low During each month in the last Financial Year (In ₹)

<u>Month</u>	<u>High</u>	<u>Low</u>
April, 2014	4.20	4.20
May, 2014	4.60	4.37
June, 2014	4.35	4.14
July, 2014	4.13	3.73
August, 2014	4.93	3.70
September, 2014	7.51	5.17
October, 2014	7.76	7.35
November, 2014	10.44	7.75
December, 2014	10.60	9.03
January, 2015	8.99	6.20
February, 2015	6.83	5.89
March, 2015	4.20	4.20

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(c) Dematerialisation of equity shares:

About 86 % of total equity share capital is held in dematerialised form with NSDL and CDSL.

(d) Share Transfer System:

Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. Executives of the Company have been authorised to approve transfers in addition to the Committee.

(e) Distribution of shareholding on March 31, 2015

The shareholding distribution of equity shares of face value of Rs. 10/- each as at 31st March, 2015 is given below: -

No. of Equity Shares held from to	Shareholders		Shareholding	
	Nos.	%	Nos.	%
0001 - 5000	2048	97.154	847543	16.299
5001 - 10000	24	1.139	169466	3.259
10001 - 20000	15	0.712	227493	4.375
20001 - 30000	5	0.237	120365	2.315
30001 - 40000	1	0.047	32800	0.631
40001 - 50000	1	0.047	49000	0.942
50001 - 100000	8	0.38	587069	11.29
100001 & Above	6	0.285	3166264	60.89
Shares In Transit	Nil	0.00	Nil	0.00
TOTAL	2018	100.00	5200000	100.00

(f) Shareholding Pattern as on March 31, 2015 :

Category	No. of equity shares held	Percentage of shareholding
A. Promoter's holding		
1. Promoters*		
- Indian Promoters	2360271	45.39
- Foreign Promoters	Nil	0.00
Sub - Total	23,60,271	45.39
B. Non - Promoters Holding		
2. Institutional investors		
- Mutual Funds and UTI	5700	0.11
- Banks, Financial Institution, Insurance Companies	Nil	0.00
- FIIS	Nil	0.00

CINERAD COMMUNICATIONS LIMITED

Category	No. of equity shares held	Percentage of shareholding
Sub - Total	5,700	0.11
3. Others		
- Body Corporate	9,52,502	18.32
- Indian Public	18,77,292	36.10
- NRI / OCBs	4,235	0.08
- Any other – In transit (De-materialized)	Nil	0.00
Sub – Total	28,34,029	54.50
Grand Total	52,00,000	100.00

(g) Address for correspondence:

Registered Office : Premises No.G-58, Ground Floor, Om Heera Panna Premises
Co-op. Society Ltd., Oshiwara, Andheri (W), Mumbai-400053.

Corporate Office : Subol Dutt Building,13, Brabourne Road. Kolkata-700001 (W.B)
Phone : +91 33 2231 5686-87 & Fax: +91 33 22315683

Website : www.cineradcommunications.com

E-mail : cinerad@responce.in

(h) Non-Mandatory Requirements

1. The Board : An office for the use of the Chairman is made available whenever required.
2. Shareholders' Rights : Half yearly financial results including summary of the significant events in last six months are presently, not being sent to shareholders of the Company.
3. Audit Qualifications : There are no qualifications in the Auditor's report on the financial statements to the Shareholders of the Company.
4. Separate post of Chairman and CEO : The Company has a Whole-time Director in addition to the Non-Executive Chairman of the Board.
5. Reporting of Internal Auditor : Internal Auditors are invited to the meetings of Audit Committee wherein they report directly to the Committee.

(i) CEO/CFO Certification

As required by sub clause V of Clause 49 of the Listing Agreement with the Stock Exchanges, CFO have certified in Annexure "B" to the Board about compliance by the Company with the requirements of the said sub clause for the financial year ended 31st March, 2015.

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To
The Members of
Cinerad Communications Limited,

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchanges to further strengthen corporate governance practices of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2015.

For Cinerad Communications Limited

Date : 26th Day of May, 2015
Place : Kolkata

Vinita Daga
Managing Director

CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We have reviewed financial statements and the Cash Flow statement for the year ended 2015 and that to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
- ii. These statements together present a true and fair view of the Company's affairs and comply with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violation of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. Significant changes in the internal control during the year;
2. Significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and on behalf of the board of directors

Place: Kolkata
Date : 26th Day of May, 2015

Harshwant Joshi
[Chief Financial Officer]

Maroti & Associates
Chartered Accountants

9/12, Lal Bazar Street, 'E' Block, 3rd Floor
Suite No. 2, Kolkata - 700 001
Tel : +91 33 2231 9392 / 9391
Fax : +91 33 2243 8371
E-Mail : mkmaroti@gmail.com

AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE

To,
The Members of Cinerad Communications Limited

We have examined the compliance of conditions of Corporate Governance by Cinerad Communications Limited for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in Clause 49 of the mentioned Listing Agreement.

We further state that such Compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Maroti & Associates
Firm Registration No: 322770E
Chartered Accountants

Place: Kolkata
Date: May 26, 2015

M.K Maroti
(Partner)
Membership No: 057073

INDEPENDENT AUDITORS' REPORT

To the Members of

CINERAD COMMUNICATIONS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of CINERAD COMMUNICATIONS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

EMPHASIS OF MATTERS

We draw attention to the following matters in the Notes to the financial statements:

- a) As certified by the management and relied upon by us in the matter that no lawsuits filed against the company.
- b) That the Company has accumulated losses as at the end of the financial year and its net worth has been substantially eroded. The Company has incurred a net cash loss during the current financial year . However the Company has not incurred net cash loss during the immediately preceding previous year. However, the Company's current liabilities does not exceed its current assets as at the balance sheet date. These conditions, along with other matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis .

Our opinion is not modified in respect of these matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. We have not reported on internal financial control system as the same has been deferred by Ministry of Corporate Affairs, Government of India Notification No. G.S.R. 722(E) dated 14th October, 2014.
2. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in paragraph 3 and 4 of the order.
3. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - (f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For MAROTI & ASSOCIATES
Chartered Accountants

M.K.MAROTI
(Partner)

(Membership No. 057073)
(Firm Registration No. 322770E)

Place : Kolkata
Date : 26th Day of May, 2015

ANNEXURES TO THE AUDITORS' REPORT

Referred to in paragraph 2 under the 'Report on Other Legal and Regulatory Requirements' of my Report of even date on the Accounts for the year ended on 31.03.2015.

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) All the fixed assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its business. As informed no material discrepancies were noticed on such verification.
2. The company had No inventory during the year, accordingly this clause is not applicable to it.
3. The Company has not granted any secured/unsecured loans to parties covered in the Register maintained under section 189 of the Companies Act. Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business.
Further on the basis of our examinations and according to the information and explanations given to us we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
5. The Company has not accepted any deposits from the public. In our opinion and according to the information and explanations given to us the, directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the companies Act and the rules framed there under, to the extent applicable have been complied with.
6. According to the information and explanations given to us, the company is not required for the maintenance of cost records which has been prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013. Hence this clause is not applicable to it.
7. a) According to the records examined by us, the company is regular in depositing undisputed statutory dues with appropriate authorities including Income Tax, Wealth Tax, Service Tax, Cess and any other statutory dues applicable to it.

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As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, Custom Duty, Value added Tax and Excise Duty are not applicable to it.

Further there were no outstanding dues at the year end for a period of more than Six Months from the date they became payable.

b) According to the information and explanations given to us, no disputed amount is pending before any forum of the above mentioned statutory dues.

c) According to the information and explanations given to us, the company is not required to transfer any amount to the investor education and protection fund in accordance with the relevant provisions of Companies Act, and rules made thereunder has been transferred to such fund within time.

8. The Company has accumulated loss at the end of the financial year which is more than fifty percent of its net worth and it has incurred net cash loss during the financial year and in the immediately preceding financial year.
9. Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to financial institutions or bank or debenture holders.
10. According to the information and explanations given to us by the management, the company has not given any guarantee for loans taken by others from bank or financial institutions.
11. The Company has not obtained any term loans. Accordingly this clause of the Order is not applicable.
12. Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

For MAROTI & ASSOCIATES
Chartered Accountants

(M.K.MAROTI)
Partner

Place : Kolkata
Date : 26th Day of May, 2015

M . No. 057073
Firm Reg. No: 322770E

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
		₹	₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	5,20,00,000	5,20,00,000
(b) Reserves and Surplus	3	(3,38,74,690)	(3,15,30,900)
(2) Non Current Liabilities			
(a) Deferred Tax Liability (Net)	4	-	14,80,296
(3) Current Liabilities			
(a) Short Term Provisions	5	600	600
(b) Other current liabilities	6	62,561	31,090
TOTAL		1,81,88,471	2,19,81,086
II. Assets			
(1) Non-current assets			
(a) Fixed Assets			
(i) Tangible Assets		3	50,75,850
(ii) Intangible Assets		1	4,61,772
(b) Non Current Investment	8	1,45,00,000	-
(c) Long term loans and advances	9	1,88,034	1,82,034
(d) Deferred Tax Asset (Net)	4	18,89,577	-
(2) Current assets			
(a) Cash and cash equivalents	10	7,05,991	1,53,45,837
(b) Short Term Loans & Advances	11	9,04,865	9,15,593
TOTAL		1,81,88,471	2,19,81,086

SIGNIFICANT ACCOUNTING POLICIES

1

For and on behalf of the Board

OTHER NOTES ON ACCOUNTS

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In terms of our report of even date
FOR MAROTI & ASSOCIATES
(Chartered Accountants)
Firm Reg No : 322770E

(FCA. M. K. MAROTI)
(Partner)
Membership No. : 057073

Date : 26.05.2015
Place : Kolkata

VINITA DAGA
(DIN 00080647)
Managing Director

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

SWETA SETHIA
Company Secretary

HARSHWANT JOSHI
Chief Financial Officer

**STATEMENT OF PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED ON 31ST MARCH, 2015**

Particulars		Note No	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
			₹	₹
I	OTHER INCOME	12	12,59,380	13,29,962
II	TOTAL REVENUE		12,59,380	13,29,962
III	EXPENSES			
	Employee Benefit Expenses	13	5,03,320	4,49,500
	Depreciation	14	-	19,21,095
	Other Expenses	15	9,21,461	6,88,956
	TOTAL EXPENSES		14,24,781	30,59,551
IV	Profit Before Tax		(1,65,401)	(17,29,589)
V	TAX EXPENSES			
	a Current Tax		-	-
	b Deferred Tax		16,58,749	4,43,000
VI	PROFIT / (LOSS) FOR THE PERIOD		14,93,348	(12,86,589)
VII	Earning Per Equity Share	16		
	a Basic		0.29	(0.25)
	b Diluted		0.29	(0.25)

SIGNIFICANT ACCOUNTING POLICIES
OTHER NOTES ON ACCOUNTS

1
17

For and on behalf of the Board

In terms of our report of even date

FOR MAROTI & ASSOCIATES
(Chartered Accountants)
Firm Reg No : 322770E

VINITA DAGA
(DIN 00080647)
Managing Director

(FCA. M. K. MAROTI)
(Partner)
Membership No. : 057073

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

SWETA SETHIA
Company Secretary

Date : 26.05.2015
Place : Kolkata

HARSHWANT JOSHI
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	₹		₹	
1. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax (a)		(1,65,401)		(17,29,589)
Add :				
Depreciation		-		19,21,095
Less :				
Profit on sale of Mutual Fund		(12,59,380)		(13,29,962)
Sub Total - (b)		(12,59,380)		5,91,133
Operating Profit before Working Capital Changes (a + b)		(14,24,781)		(11,38,456)
Adjustments :				
Increase / (Decrease) in Current Liabilities		31,471		600
(Increase)/Decrease in Loans & advances		(5,916)		9,916
Sub Total - (c)		25,555		10,516
Net Cash from Operating Activities before Taxes Paid		(13,99,226)		(11,27,940)
Less: Taxes paid		-		-
Net Cash from Operating Activities A		(13,99,226)		(11,27,940)
2. CASH FLOW FROM INVESTING ACTIVITIES				
(Increase) / Decrease in Investment		(1,45,00,000)		-
Purchase of Fixed Assets		-		-
Other income received		12,59,380		13,29,962
Net Cash from Investing Activities B		(1,32,40,620)		13,29,962
3. CASH FLOW FROM FINANCING ACTIVITIES				
Net Cash from Financing Activities C		-		-
Net Increase in Cash/Cash Equivalent (A+B+C)		(1,46,39,846)		2,02,022
Cash/Cash Equivalent (Opening)		1,53,45,837		1,51,43,815
Cash/Cash Equivalent (Closing)		7,05,991		1,53,45,837

Notes

- 1 Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 issued by the Institute of Chartered Accountants of India

2	<u>Cash and Cash Equivalent</u>	<u>Figures as at the end of current reporting period</u>	<u>Figures as at the end of the previous reporting period</u>
		Cash in hand	38,597
	Cash at bank	6,67,394	1,50,85,191
		7,05,991	1,53,45,837

For and on behalf of the Board

In terms of our report of even date
For MAROTI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FIRM REG NO : 322770E

VINITA DAGA
(DIN 00080647)
Managing Director

SWETA SETHIA
Company Secretary

FCA. M. K. Maroti
(Partner)
Membership No. 057073

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

HARSHWANT JOSHI
Chief Financial Officer

Date : 26.05.2015
Place : Kolkata

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 2		
SHARE CAPITAL		
<u>Authorised</u> 15,000,000 (P.Y. 15,000,000) Equity Shares of Rs.10/- each	15,00,00,000	15,00,00,000
<u>Issued</u> 5,200,000 (P.Y. 5,200,000) Equity Share of Rs.10/- each	5,20,00,000	5,20,00,000
	5,20,00,000	5,20,00,000
<u>Subscribed & Paid up</u> 5,200,000 (P.Y. 5,200,000) Equity Share of Rs.10/- each, Fully Paid Up	5,20,00,000	5,20,00,000
	5,20,00,000	5,20,00,000

A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	52,00,000	5,20,00,000	52,00,000	5,20,00,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	52,00,000	5,20,00,000	52,00,000	5,20,00,000

B. TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity share having par value of Rs.10/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

C. Details of shareholders holding more than 5% shares of the Company

NAME OF THE SHAREHOLDER	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	%	Nos	%
(Equity Shares of Rs. 10/ Each Fully Paid Up)				
PRADEEP KUMAR DAGA	11,77,011	22.63	11,77,011	22.63
VINITA DAGA	11,83,260	22.76	11,83,260	22.76

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 3		
<u>RESERVE & SURPLUS</u>		
Capital Reserve		
OP. Balance	1,05,00,000	1,05,00,000
A	1,05,00,000	1,05,00,000
Securities Premium		
OP. Balance	3,97,88,290	3,97,88,290
B	3,97,88,290	3,97,88,290
Profit & Loss Account		
OP. Balance	(8,18,19,190)	(8,05,32,601)
Add: Profit/(Loss) for the year	14,93,348	(12,86,589)
Less: Advance for FBT written off	(10,644)	-
Less : Depreciation Adjustments as per Companies Act 2013 (Net of Deferred Tax Assets of Rs. 1711124) [Refer Note No. 17(9)]	(38,26,494)	-
C	(8,41,62,980)	(8,18,19,190)
TOTAL (A+B+C)	(3,38,74,690)	(3,15,30,900)
NOTE - 4		
<u>DEFERRED TAX LIABILITIES</u>		
Timing Difference		
Opening Liability	14,80,296	19,23,296
Add: Created during the year	-	-
Less: Reversed during the year	14,80,296	4,43,000
Closing Liability	-	14,80,296
<u>DEFERRED TAX ASSETS</u>		
Opening Balance	-	-
Add: Generated	18,89,577	-
Less: Reversed	-	-
Closing Balance	18,89,577	-
Net Deferred tax Assets/(Liabilities)	18,89,577	(14,80,296)
NOTE - 5		
<u>SHORT TERM PROVISIONS</u>		
Provision for Professional Tax	600	600
	600	600
NOTE - 6		
<u>OTHER CURRENT LIABILITIES</u>		
Liabilities For Expenses	53,590	31,090
TDS Payable	151	-
Provident Fund Payable	8,820	-
	62,561	31,090

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

**NOTE - 7
FIXED ASSETS**

Description	Gross Block			Depreciation			Net Block		
	As on 01.04.2014	Addition	Deletion	As on 31.03.2015	Upto 31.03.2014	For the year	Upto 31.03.2015	As on 31.03.15	As on 31.03.14
<u>Tangible Assets</u>									
Office Equipment	6,74,188	-	-	6,74,188	2,61,135	4,13,052	6,74,187	1	4,13,053
Plant & Machinery	3,00,61,895	-	-	3,00,61,895	2,54,29,128	46,32,766	3,00,61,894	1	46,32,767
Furniture & Fixtures	36,441	-	-	36,441	6,411	30,029	36,440	1	30,030
Sub Total (A)	3,07,72,524	-	-	3,07,72,524	2,56,96,674	50,75,847	3,07,72,521	3	50,75,850
<u>Intangible Assets</u>									
Software's	28,30,500	-	-	28,30,500	23,68,728	4,61,771	28,30,499	1	4,61,772
Sub Total (B)	28,30,500	-	-	28,30,500	23,68,728	4,61,771	28,30,499	1	4,61,772
Total	3,36,03,024			3,36,03,024	2,80,65,402	55,37,618 (*)	3,36,03,020	4	55,37,622
Previous Year	3,36,03,024	-	-	3,36,03,024	2,42,23,212	19,21,095	2,42,23,212	93,79,812	

(*) includes Rs. 55,37,618 adjusted with retained earnings (Refer Note No. 3)

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<u>NOTE - 8</u>		
<u>NON CURRENT INVESTMENTS</u>		
(Long Term, Non Trade, Valued at Cost)		
Unquoted Mutual Fund		
HDFC Liquid Mutual Fund	1,45,00,000	-
No. of Units 525080.754 & Market Value Rs. 14500000.01	1,45,00,000	-
<u>NOTE - 9</u>		
<u>LONG TERM LOANS & ADVANCES</u>		
(Unsecured, Considered good)		
Security Deposit	1,88,034	1,82,034
	1,88,034	1,82,034
<u>NOTE - 10</u>		
<u>CASH & CASH EQUIVALENTS</u>		
Cash in hand (As certified)	38,597	2,60,646
Balances with Schedule Bank in Current Account	6,67,394	1,50,85,191
	7,05,991	1,53,45,837
<u>NOTE - 11</u>		
<u>SHORT TERM LOANS & ADVANCES</u>		
Tax Deducted at Source	9,04,865	9,15,509
Employer's contribution to PF	-	84
	9,04,865	9,15,593
<u>NOTE - 12</u>		
<u>OTHER INCOME</u>		
Profit on sale of Mutual Fund	12,59,380	13,29,962
	12,59,380	13,29,962
<u>NOTE - 13</u>		
<u>EMPLOYEE BENEFIT EXPENSES</u>		
Salary & Allowances	2,58,320	2,09,500
Directors Remuneration	2,40,000	2,40,000
Employers contribution to Provident Fund	5,000	-
	5,03,320	4,49,500

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Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 14		
<u>DEPRECIATION</u>		
Depreciation	-	19,21,095
	-	19,21,095
NOTE - 15		
<u>OTHER EXPENSES</u>		
Advertisement Expenses	82,938	76,924
Audit Fees	29,775	29,775
Bank Charges	365	28
Business Promotion	-	3,500
Depository Expenses	33,708	33,708
E-voting Charges	27,307	-
Electricity Expenses	5,330	-
Filing Fees	29,530	2,000
Internal Audit Fees	3,000	3,000
Legal & Professional Charges	87,445	59,238
Listing Fees	1,12,360	40,261
Meeting Expenses	78,540	74,647
Miscellaneous Expenses	12,302	8,974
Office Maintenance	4,800	-
Postage & Telephone	62,002	26,576
Printing & Stationery	75,564	54,211
Rent, Rates & Taxes	1,98,000	2,28,600
Secretarial Audit Fees	15,000	-
Telephone Expenses	2,871	-
Transfer Agent Fees	55,622	44,944
Interest on TDS	2	-
Travelling & Conveyance	-	2,570
Website Development Expenses	5,000	-
	9,21,461	6,88,956
NOTE - 16		
<u>EARNING PER SHARE</u>		
Net Profit after tax as per Statement of Profit and Loss (A)	14,93,348	(12,86,589)
weighted Average number of equity shares outstanding (B)	52,00,000	52,00,000
Basic and Diluted Earnings per share (₹) [A/B]	0.29	(0.25)
Face value per equity share (₹)	10	10

NOTE - 1**Significant Accounting Policies :****01. ACCOUNTING CONVENTIONS**

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 2013 and applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

02. FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation and impairment if any. Cost comprises the purchase price inclusive of duties, taxes, and incidental expenses upto the date, the asset is ready for its intended use..

03. DEPRECIATION

Depreciation on Fixed Assets has been provided based on useful life assigned to each asset prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal.

In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

04. INTANGIBLE ASSETS

Intangible Assets are recognized if:

It is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost/fair value of the assets can be measured reliably.

05. IMPAIRMENT OF FIXED ASSETS

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

06. EARNING PER SHARE

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

07 INVESTMENTS

Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investments. All other Investments are classified as Non Current Investments. Current Investments are stated at lower of cost and market rate on an individual investment basis. Non Current Investments are considered 'at cost' on individual investment basis, unless there is a decline other than temporary in the value, in which case adequate provision is made against such diminution in the value of investments.

08 RECOGNITION OF INCOME & EXPENDITURE

Income and expenditure are accounted for on accrual basis . Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date. Income from Mutual Fund will be accounted for at the time of Redemption.

09 CONTINGENCIES :

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and material effect on the position stated in the Balance Sheet.

10 PROVISIONING FOR DEFERRED TAXES

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

11 PRELIMINARY EXPENSES

Preliminary Expense is amortised over a period of Five years.

12 TAXES ON INCOME

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

NOTE 17**OTHER NOTES ON ACCOUNTS**

- i Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
- ii The Company has parked temporarily its surplus funds in money market liquid funds which are readily realisable.
- iii The management has assessed that there is no impairment of Fixed Assets requiring provision in the Accounts. Accordingly, there is no debit to the Profit & Loss Account for the impairment of Assets.
- iv The Financial Statements and Notes on Account has been prepared as per Companies Act, 2013 with their Schedule as the same is effective on 1st April, 2014
- v **Deferred Taxation :**
No Provision has been made for Deferred Tax Assets in respect of assessed unabsorbed brought forward losses and unabsorbed depreciation as per Income Tax Act in view on uncertainty of income that will be available for realisation of the said asset. However, the company will made the deferred tax assets/ liabilities on the timing difference for the period in which there is virtual certainty of future income.
- vi **Segment Report :**
The Company is not engaged in any business during the year so Segment Reporting as per Accounting Standard 17 is not applicable.
- vii **Related Party Disclosure :**
As per accounting standard 18 the information for related parties is given below:

Name of the related parties

ASSOCIATES	-	None
SUBSIDIARIES	-	None
KEY MANAGEMENT PERSONNEL (KMP)		
1. Pradeep Kumar Daga (upto 31/01/2015)	-	Managing Director
2. Vinita Daga (from 01/02/2015)	-	Managing Director (Wife of Pradeep Kr. Daga)
3. Harshwant Joshi (from 11/09/2015)	-	Chief Financial Officer
4. Sweta Sethia	-	Company Secretary
RELATIVES OF (KMP)	-	None

ENTERPRISE IN WHICH KMP AND THEIR RELATIVES HAS SUBSTANTIAL INTEREST - None

RELATED PARTY TRANSACTION

Sl. No.	Nature of Transaction	Relation	31/03/2015 (Rs.)	31/03/2014 (Rs.)
	Directors Remuneration			
1	Pradeep Kumar Daga	Managing Director	2,00,000	1,40,000
2	Vinita Daga	Managing Director	40,000	-
	Salary			
1	Harshwant Joshi	Chief Financial Officer	80,000	-
2	Sweta Sethia	Company Secretary	84,000	84,000

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viii The Company has Complied this information based on the current information in its possession. As at 31.03.2015, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under under Micro, Small and Medium Enterprise Development Act, 2006.

Amount due to Micro Small and Medium Enterprises as on 31.03.2015 ₹ NIL (PY ₹ NIL)

ix Effective from 1st April, 2014, the Company has charged depreciation based on the useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. It has recomputed the depreciation on various fixed assets in accordance with and in the manner prescribed with Part C of Schedule II of the Companies Act, 2013. The aggregate difference between the depreciation so computed as per the companies Act, 2013 till 31st March, 2014 and the depreciation charged in the accounts till 31st March, 2014 has been debited to the opening balance of profit & Loss Account.

Deferred Tax assets arising there on has been debited to or credited to against the opening balance of Profit & Loss Account.

x No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.

xi No provision has been made on account of gratuity as there are no employees who have completed the required number of years as per the Payment of Gratuity Act, 1972.

xii Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.

For and on behalf of the Board

VINITA DAGA
(DIN 00080647)
Managing Director

In terms of our report of even date
For MAROTI & ASSOCIATES
(Chartered Accountants)
Firm Reg. No : 322770E

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

FCA. M. K. Maroti
(Partner)
Membership No. 057073

SWETA SETHI A
Company Secretary

Date : 26.05.2015

HARSHWANT JOSHI
Chief Financial Officer

Place : Kolkata

FORM NO. SH-13**Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies Share Capital and Debentures) Rules, 2014]

To,
M/s. System Support Services
Unit : Cinerad Communications Limited
209, Shivali Industrial Estate;
89, Andheri Kurla Road;
Sakinaka, Andheri (E); Mumbai - 400 072

I am/We are _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) e-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name:

Address:

Name of Security Holder(s)

Signature

Witness with name and address

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- 1 Please read the instructions given below very carefully. If the form is not filed as per instructions, the same will be rejected.
- 2 The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate.
- 3 If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- 4 A nomination must be witnessed by two witnesses. A nomination form not witnessed by two witnesses will be rejected.
- 5 A minor can be nominated and in that case the name and address of the Guardian shall be given by the holder.
- 6 The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
- 7 Transfer of Shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
- 8 Only one person can be nominated for a given folio.
- 9 Details of all holders in a folio need to be filed; else the nomination will be rejected.
- 10 The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee/guardian.
- 11 Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
- 12 The intimation regarding nomination / nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
- 13 Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
- 14 The Company will not entertain any claims other than those of a registered nominee.
- 15 The nomination can be varied or cancelled by executing fresh nomination form.
- 16 For shares held in dematerialised form nomination is required to be filled with the Depository Participant.

FOR OFFICE USE ONLY

Nomination Registration Number	
Date of Registration	
Checked By (Name and Signature)	

E-MAIL ADDRESS REGISTRATION FORM

In continuation of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively Issued by Ministry of Corporate Affairs, Government of India and pursuant to Section 101 of the Companies Act, 2013 & Rule 18(3)(i) of the Companies (management & Administration) Rule, 2014 & Rule 11 Companies (Accounts) Rule, 2014.

(For shares held in physical form)

To
M/s. System Support Services
209, Shivali Industrial Estate;
89, Andheri Kurla Road;
Sakinaka, Andheri (E); Mumbai - 400 072

Sub : **E-mail ID registration & Service of documents through electronic mode.**

Dear Sir,

I/We, Member(s) of M/s. **Cinerad Communications Limited**, hereby give my/our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) submit to you as under:

Kindly use my/our Email ID for serving the documents in electronic mode. I/We request you to note my/our e-mail address as mention below. If there will be any change in the e-mail address, I/We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	

Thanking you,
Yours faithfully

(Signature of First/Sole Member)

Place :

Date :

**Form No. MGT-12
Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Cinerad Communications Limited
Registered Office : Premises No.G-58, Ground Floor, Om Heera Panna Premises
 Co-Op. Society Ltd., Oshiwara, Andheri(W), Mumbai-400053
CIN : 92100MH1986PLC040952

BALLOT PAPER

Sl.No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution to consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors			
2.	Ordinary Resolution for Re-appointment of Mr. Pradeep Kumar Daga who retire by rotation.			
3.	Ordinary Resolution to ratify Re-appointment of M/s. Maroti & Associates, Chartered Accountants as Auditors and fixing their remuneration.			
4.	Ordinary Resolution to appoint Mr. Utpal Dey (DIN 06931935) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as Non Executive Director eligible to retire by rotation.			

Note :

- # Specify the total no of shares held by member in the Company in each respective column.
- \$ Provide the number of share voting in favour of the resolution.
- @ Provide the number of share to vote against the resolution.
- © Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)

BOOK POST

If undelivered please return to:
CINERAD COMMUNICATIONS LIMITED

Regd. Office:

Premises No. G-58, Ground Floor,
Om Heera Panna Premises Co-op. Society Ltd.,
Oshiwara, Andheri (W), Mumbai - 400 053