



CINERAD COMMUNICATIONS LIMITED

ANNUAL
REPORT
2018-19



- : CONTENTS : -

<i>Corporate Information</i>	3
<i>Directors' Report</i>	4
<i>Management Discussion & Analysis Report</i>	28
<i>Directors' Report on Corporate Governance</i>	31
<i>Code of Conduct</i>	39
<i>CEO & CFO Certificate</i>	40
<i>Auditors' Report on Corporate Governance</i>	41
<i>Independent Auditors' Report</i>	42
<i>Balance Sheet</i>	52
<i>Profit & Loss Account</i>	53
<i>Cash Flow Statement</i>	54
<i>Notes on Accounts</i>	57
<i>Form SH-13 for Registration of Nominee</i>	
<i>E - Mail Address Registration Form</i>	

:: Board of Directors ::

Mrs. Vinita Daga	-	Managing Director cum CEO
Mr. Pradeep Kumar Daga	-	Non-Executive Director
Ms. Kirti Sharma	-	Non-Executive Woman Director
Mr. Sudarson Kayori	-	Independent Director
Mr. Rathindra Nath Ghosh	-	Independent Director
Mr. Arun Chakraborty	-	Independent Director

:: Senior Management ::

Mr. Dilip Kumar Hela	-	Chief Financial Officer
Mrs. Pooja Goenka (resigned w.e.f. 22.05.2019)	-	Company Secretary cum Compliance Officer
Mrs. Sneh Gupta (appointed w.e.f. 01.06.2019)	-	Company Secretary cum Compliance Officer

:: Board Committees ::

Audit Committee	- - -	Mr. Arun Chakraborty (Chairman) Mr. Pradeep Kumar Daga Mr. Sudarson Kayori
Nomination and Remuneration Committee	- - -	Mr. Arun Chakraborty (Chairman) Mr. Rathindra Nath Ghosh Mr. Sudarson Kayori
Stakeholders Relationship Committee	- - -	Mr. Arun Chakraborty (Chairman) Mr. Rathindra Nath Ghosh Mr. Sudarson Kayori

Mr. Utpal Dey, Non-Executive Director of the company has been resigned w.e.f. 12.11.2018.

:: Registered Office ::

Subol Dutt Building,
13, Brabourne Road,
Mezzanine Floor,
Kolkata-700001, (W.B)
Phone: +91 33 2231 5686-5687
Fax: +91 33 22315683
E-mail: cinerad@responce.in
www.cineradcommunications.com

:: Registrar & Transfer Agent ::

Niche Technologies Pvt. Ltd.
3A Auckland Place,
7th Floor, Room No. 7A & 7B, Kolkata 700 017
Tel.: +91 33 2280 6616 / 17 / 18;
Fax: +91 33 2280 6619
E-mail: nichetechpl@nichetechpl.com

:: Auditors ::

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

:: Company Secretary ::

Mrs. Pooja Goenka (upto 22.05.2019)
Mrs. Sneha Gupta (w.e.f. 01.06.2019)
Phone: +91 33 2231 5686
+91 33 2231 5687
E-mail: cinerad@responce.in

:: Bankers ::

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

**:: Corporate Identification Number
::**

L92100WB1986PLC218825

"DIRECTORS' REPORT"**To the Members,**

The Directors submit 33rd Annual Report of the Company along with the Standalone Audited Statement of Accounts for the Year ended March 31, 2019. The financial results for the year are shown below.

1. SUMMARISED FINANCIAL RESULTS :

(` in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Sales and Other Income	13.89	1.53
Profit before depreciation & taxation	1.92	(10.58)
Less: Depreciation	0.00	0.00
Less: Deferred Tax	(11.88)	(0.16)
Profit after taxation	1.81	(10.74)
Add: Balance brought forward from previous year	(883.20)	(857.18)
Surplus available for appropriation	(881.40)	(883.20)
<i>Appropriations</i>		
Deferred Tax Adjustment	0.00	(15.29)
Advance for FBT Written Off	0.00	0.00
Transitional Provision for Depreciation	0.00	0.00
Balance carried to Balance sheet	(881.40)	(883.20)

2. COMPANY'S PERFORMANCE:

During the year under review, the Company has incurred an operating Profit of Rs. 1.92 lakhs as against operating loss of Rs. 10.58 lakhs for the previous year and the total Profit amounts to Rs. 1.81 lakhs as against total loss of Rs. 10.74 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 2018-19.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND :

Since there was no unpaid/unclaimed Dividend declared and paid in previous year, the provisions of Section 125 of the Companies Act, 2013 is not applicable to the Company.

5. SHARE CAPITAL :

The paid up equity capital as on March 31, 2019 was Rs. 520 lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity, during the year.

6. FINANCE :

Cash and Cash Equivalents as at March 31, 2019 was Rs. 7.90 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. After considering the market scenario during the year, your management of the company has invested a liquid fund into the HDFC Debt Mutual Fund to get some capital gain for meeting the expenses of the company.

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

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

8. RISK MANAGEMENT :

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

9. FIXED DEPOSITS :

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 as amended.

10. PARTICULARS OF LOANS, ADVANCES, GUARANTEES OR INVESTMENTS :

Pursuant to section 186 of Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), disclosure on particulars relating to Loans, advances, guarantees and investments, if any, are provided as part of the financial statements.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES :

The related party transactions, if any, 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.

12. SUBSIDIARY COMPANIES :

Provisions of section 129(3) of the Companies Act, 2013 are not applicable to our Company as we does not have any subsidiary.

13. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The Company does not attract the provisions of Section 134(3)(m) of the Companies Act,2013 read with Rule 8(3) of the Companies (Accounts) Rules,2014. Therefore, the question of furnishing the information in Form A annexed to the aforesaid Rules does not arise.

Company's activities are production of advertisement film by using in-house knows 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.

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

14. SIGNIFICANT AND MATERIAL ORDERS :

There are no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

15. 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 of the Board & to the 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 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.

16. CODE OF CONDUCT :

The Board of Directors has 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.

17. RELATED PARTY TRANSACTION POLICY :

The policy regulates all transactions between the company and its related parties. The policy is available on the website of the company (<http://www.cineradcommunications.com/Policy%20of%20Related%20Party%20Transaction.pdf>)

18. CORPORATE SOCIAL RESPONSIBILITY :

The provision of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to our Company and hence the said committee not constituted.

19. HEALTH, SAFETY AND ENVIRONMENT PROTECTION :

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

20. BUSINESS RESPONSIBILITY REPORT :

The SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 mandates inclusion of Business Responsibility Report (BRR) as part of the Annual Report for top hundred listed entities based on market capitalization. We do not fall in the top hundred listed entities and hence not provided the BRR as part of our Annual Report.

21. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT :

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and requirements under the Companies Act, 2013, the Report on Corporate Governance together with Statutory Auditors view and management discussion & analysis report regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

22. AUDITORS :

Statutory Auditors:

M/s. Maroti & Associates, Chartered Accountants (Firm Registration Number: 322770E), Statutory Auditors of the Company, will hold office up to the 36th Annual General Meeting of the Company to be held in respect of financial year 2022, as per the Companies Act, 2013.

Secretarial Auditor :

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

Pursuant to the 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 D Rao & Associates, Practicing Company Secretaries (C.P. No. 14385 & Membership Number A38387) to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year ended 31st March, 2019 is annexed herewith as "Annexure - A" to this report.

23. DIRECTOR'S RESPONSIBILITY STATEMENT :

The Financial Statement are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). There are no material departures from the prescribed accounting standards in the adoption of these standards. 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, for the financial year ended March 31, 2016 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 of 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.

24. DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

Mr. Utpal Dey (DIN: 06931935) has been resigned from the post of Non-Executive Director w.e.f. 12th November, 2018.

Pursuant to Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013,

reappointment of Mrs. Vinita Daga (DIN: 00080647), as the Managing Director for a period of five years with effect from 1st February, 2019 up to 31st day of January, 2024.

Pursuant to the provisions of section 203 of the Act, the Key Managerial Personnel of the Company as on 31.03.2019 are Mrs. Vinita Daga (DIN:00080647), Managing Director, Mr. Dilip Kumar Hela, Chief Financial Officer and Mrs. Pooja Goenka, Company Secretary.

25. PARTICULARS OF EMPLOYEES :

During the period under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of Section 197(12) of the Companies Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

26. PRESERVATION OF DOCUMENTS :

All the documents as required under the Act, has been properly kept at the registered office of the Company.

27. LISTING WITH STOCK EXCHANGE :

The Company confirms that it has not defaulted in paying the Annual Listing Fees for the financial year 2018-19 to the Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

28. FRAUD REPORTING:

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

29. SECRETARIAL STANDARDS OF ICSI :

The Company is in compliance with the relevant provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government and other applicable Secretarial Standards from time to time.

30. DECLARATION BY INDEPENDENT DIRECTORS :

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act 2013 that he/she meets the criteria laid down in Section 149(6) of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

31. COMMITTEES OF THE BOARD :

Currently, the Board has three committees: the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee. During the year 4 (Four) Audit Committee Meetings, 4 (Four) Nomination & Remuneration Committee Meetings and 4 (Four) Stakeholders' Relationship 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.

32. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS :

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

33. NOMINATION & REMUNERATION POLICY :

The Board has, on the recommendation of the Nomination & 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.

34. NO. OF BOARD MEETINGS :

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 12 (Twelve) Board 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.

35. 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.

36. 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.

37. ARCHIVAL POLICY :

The policy deals with the retention and archival of corporate records of Cinerad Communications Limited. The policy is available on the website of the company (<http://cineradcommunications.com/Archival%20Policy.pdf>).

38. 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".

39. POLICIES :

We seek to promote and follow the highest level of ethical standards in all our business transactions guided our value system. The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 mandated and formulation of certain policies for all listed companies. All our corporate governance policies are available on our website (<http://www.cineradcommunications.com/investors.htm>). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement. In addition to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows.

Name of the Policy	Brief Description	Web Link
Fair Disclosure Practice	Its relates to the code of practice, procedure and price sensitive information of the company.	http://www.cineradcommunications.com/Fair%20Disclosure%20Practice.pdf
Familiarization Programme imparted to Independent Director	Conduct program to familiarize the independent director(s) of the company.	http://www.cineradcommunications.com/Familiarisation%20Programme%20imparted%20to%20Independent%20Directors.pdf
Insider Trading	The policy provides the framework in dealing with securities of the Company.	http://www.cineradcommunications.com/Insider%20Trading.pdf

ANNUAL REPORT 2018-2019

Policy on determination of Materiality of event	Determination about the materiality of an event.	http://www.cineradcommunications.com/Policy%20on%20Determination%20of%20Materiality%20of%20Event.pdf
Policy on Related Party Transaction	The policy regulates all transactions between the Company and its related parties.	http://www.cineradcommunications.com/Policy%20of%20Related%20Party%20Transaction.pdf
Archival Policy	The policy deals with the retention and archival of corporate records.	http://cineradcommunications.com/Archival%20Policy.pdf
Terms and Conditions for appointment of Independent Directors	Appointment as per applicable provision of the Acts.	http://www.cineradcommunications.com/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20Directors.pdf
Whistle Blower Policy	The company has adopted the whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the company's code of conduct and ethics.	http://www.cineradcommunications.com/Whistle%20Blower%20Policy.pdf

40. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE : (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013 :

We seek Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. No cases have been files under the Act as the Company is keeping the working environment healthy.

41. 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

Place : **Kolkata**
Date : **21st day of May, 2019**

Vinita Daga
Managing Director cum CEO
(DIN 00080647)

ANNEXURE A TO BOARD REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

[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
Subol Dutt Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata – 700001.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices **M/s. Cinerad Communications Ltd : L92100WB1986PLC218825** (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 Ltd** 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, 2019 ('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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Cinerad Communications Ltd** ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013(the Act) and the rules made there under;
2. The Companies (Amendment) Act, 2017
3. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made here under;
4. The Securities and Exchange Board of India (Depository and Participant) Regulations, 2018;
5. 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;
6. 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, 2015 to the extent applicable to the Company during the period under review;
 - (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);**
7. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:
- Cinematograph Act, 1952 and the rules made thereunder.
 - Uplinking /downlinking policy/guidelines issued by Ministry of Information and Broadcasting;
 - Intellectual Property Rights related laws;

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

- (i) Revised Secretarial Standard (SS-1) and Secretarial Standard (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company during the period under review.

We 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 are 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 are 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 as represented by the management, are carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board as the case may be.

We further report that as represented by the Company and relied upon by us 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.

We 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.

P D Rao & Associates
Practising Company Secretaries

Place: Kolkata
Date: 21.05.2019

Signature :
Name : CS Puppala Doleswar Rao
(Proprietor)
Mem No. : A38387
C. P. No. : 14385

Note: This report is to be read with our letter of even date which is annexed as Annexure 'I' and form forms an integral part of this report.

Annexure 'I' to the Secretarial Audit Report :

To
The Members
M/s. Cinerad Communications Limited
Subol Dutt Building, Mezzanine Floor
13, Brabourne Road
Kolkata – 700001.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as are appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, standards is the responsibility of management. My examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

P D Rao & Associates
Practising Company Secretaries

Place: Kolkata
Date: 21.05.2019

Signature :
Name : CS Puppala Doleswar Rao
(Proprietor)
Mem No. : A38387
C. P. No. : 14385

**Secretarial Compliance Report
of M/s Cinerad Communications Ltd. for the year ended 31.03.2019:**

We, **P D Rao & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s Cinerad Communications Ltd. (L92100WB1986PLC218825)** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

ANNUAL REPORT 2018-2019

(i) Securities and exchange Board of India (Depository and Participants) Regulations, 2018;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr No	Compliance Requirements(Regulations/Circulars/guidelines including specific clauses)	Deviations	Observations/Remarks of the Practising Company Secretary
Nil	Nil	Nil	Nil

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) **under** the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No	Action taken by SEBI	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the practicing Company Secretary, if any
Nil	Nil	Nil	Nil	Nil

The listed entity has taken the following actions to comply with the observations made in previous report :

Sr No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the Company, if any	Comments of the Practising Company secretary on the actions taken by the listed entity
Nil	Nil	Nil	Nil	Nil

P D Rao & Associates
Practising Company Secretaries

Place: Kolkata
Date: 21.05.2019

Signature:
Name : CS Puppala Doleswar Rao
(Proprietor)
Mem No. : A38387
C. P. No. : 14385

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To**The Members****M/s. Cinerad Communications Ltd.****Subol Dutt Building, 13, Brabourne Road****Mezzanine Floor, Kolkata – 700001**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Cinerad Communications Ltd. (CIN : L92100WB1986PLC218825) and having registered office at Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata – 700001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule-V Para-C clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Directors Identification Number (DIN) status at the portal i.e. www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its Members, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2019 have been debarred or disqualified from being appointed or continuing Directorship in any Company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company (DD/MM/YYYY)
1.	Mrs. Vinita Daga	00080647	04/02/2012
2.	Mr. Pradeep Kumar Daga	00080515	04/02/2012
3.	Ms. Kirti Sharma	07434779	20/05/2016
4.	Mr. Arun Chakraborty	00140430	06/02/2016
5.	Mr. Rathindra Nath Ghosh	00152267	06/02/2016
6.	Mr. Sudarson Kayori	00165816	06/02/2016

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

M/s. P D Rao & Associates
Practising Company Secretaries

Signature :

Name : CS Puppala Doleswar Rao
(Proprietor)

Mem No. : A38387

C.P No. : 14385

Place: Kolkata

Date : 21st May, 2019

ANNEXURE B TO BOARDS REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[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* : L92100WB1986PLC218825
- 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:**
Subol Dutt Building
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001
- vi) *Whether listed company* : YES
- vii) *Name, Address and Contact details of Registrar and Transfer Agent* : **Niche Technologies Pvt. Ltd.**
3A Auckland Place,
7th Floor, Room No. 7A & 7B
Kolkata-700 017
Tel.: 033 2280 6616 / 17 / 18
Fax: 033 2280 6619

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:

S. 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. SHAREHOLDING 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	45.390	2360271	0	2360271	45.390	0.000
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	45.390	2360271	0	2360271	45.390	0.000
FOREIGN									
NRI's - 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
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)(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	45.390	2360271	0	2360271	45.390	0.000

ANNUAL REPORT 2018-2019

PUBLIC SHAREHOLDING									
INSTITUTIONS									
MUTUAL FUNDS	0	5700	5700	0.110	0	5700	5700	0.110	0.00
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 (FII)	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	0.110	0	5700	5700	0.110	0.00
NON-INSTITUTIONS									
BODIES CORPORATE	316057	548000	864057	16.616	315758	548000	863758	16.611	-
I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH.	777255	168490	945745	18.187	772267	164790	937057	18.020	0.167
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH.	1008519	0	1008519	19.395	950384	2500	952884	18.325	1.07
ANY OTHER Clearing members	11273	0	11273	0.217	17760	0	17760	0.342	0.125
NRI's	4435	0	4435	0.085	62570	0	62570	1.203	1.118
SUB-TOTAL (B)(2)	2117539	716490	2834029	54.501	2118739	715290	2834029	54.501	0.00
TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)	2117539	722190	2839729	54.610	2118739	720990	2839729	54.610	0.000
TOTAL (A)+(B)	4477810	722190	5200000	100.00	4479010	720990	5200000	100.00	0.00
SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	4477810	722190	5200000	100.00	4479010	720990	5200000	100.00	0.00

(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 shareholding 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	22.635	0.000	1177011	22.635	0.000	0.000
2	Vinita Daga	1183260	22.755	0.000	1183260	22.755	0.000	0.000
<i>Total</i>		2360271	45.390	0.000	2360271	45.390	0.000	0.000

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Name of Shareholders	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
1	Pradeep Kumar Daga				
	At the beginning of the year	1177011	22.63		
	Increase / (Decrease) in Promoters Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			1177011	22.63
2	Vinita Daga				
	At the beginning of the year	1183260	22.76		
	Increase / (Decrease) in Promoters Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			1183260	22.76

(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. At the beginning of the year	248600	4.78		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			248600	4.78

ANNUAL REPORT 2018-2019

2	PREMJI BHURALAL GALA At the beginning of the year	207518	3.99		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			207518	3.99
3	GOLDFISH COMPUTERS PVT. LTD. At the beginning of the year	202400	3.89		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			202400	3.89
4	VIDYUT INVESTMENTS LIMITED At the beginning of the year	147475	2.84		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			147475	2.84
5	POONAM DUSHYANT DAVE At the beginning of the year	102500	1.97		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			102500	1.97
6	PAAL EQUITIES PRIVATE LIMITED At the beginning of the year	89370	1.72		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			89370	1.72
7	SONAL SHETH At the beginning of the year	87000	1.67		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			87000	1.67
8	NARESH CHAND CHUGH At the beginning of the year	66530	1.28		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			66530	1.28
9	SURESH GADALEY At the beginning of the year	62167	1.20		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			62167	1.20
10	KAMAL GADALAY At the beginning of the year	61463	1.18		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			61463	1.18

CINERAD COMMUNICATIONS LIMITED

(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
1	Mrs. Vinita Daga, Managing Director At the beginning of the year	1183260	22.76		
	Increase / (Decrease) in Promoters Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			1183260	22.76
2	Mr. Pradeep Kumar Daga Non Executive Director At the beginning of the year	1177011	22.63		
	Increase / (Decrease) in Promoters Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			1177011	22.63
3	Ms. Kirti Sharma Non Executive Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0
4	Mr. Arun Chakraborty Non Executive Independent Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0
5	Mr. Sudarson Kayori Non Executive Independent Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0
6	Mr. Rathindra Nath Ghosh Non Executive Independent Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0
7	Mr. Dilip Kumar Hela Chief Financial Officer At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0
8	Mrs. Pooja Goenka (upto 22.05.2019) Company Secretary At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0

ANNUAL REPORT 2018-2019**V. INDEBTEDNESS (Rs. In Lakhs)**

The Company has not availed any loan during the year and is a debt-free company.

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
1	Gross salary	Vinita Daga Managing Director	Amount
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.40	2.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify	0	0
5	Others, please specify	0	0
	Total (A)	2.40	2.40
	Ceiling as per the Act		

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

Sl. No.	Particulars of Remuneration	Total Amount	Total Amount
1	Independent Directors Mr. Arun Chakraborty Mr. Sudarson Kayori Mr. Rathindra Nath Ghosh Fee for attending board / committee meetings	0 0 0	0 0 0
	Commission	0	0
	Others, please specify	0	0
	Total (1)	0	0
2	Other Non-Executive Directors Mr. Pradeep Kumar Daga Mr. Utpal Dey (upto 12.11.2018) Ms. Kirti Sharma Fee for attending board / committee meetings	0 0 0	0 0 0
	Commission	0	0
	Others, please specify	0	0
	Total (2)	0	0
	Total (B)=(1+2)	0	0

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Pooja Goenka (Company Secretary)	Dilip Kumar Hela (CFO)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.80	1.20	3.00
	(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)	1.80	1.20	3.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2019.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure & Development-Media and Entertainment Industry

The Indian M & E industry in 2019 was able to sustain a healthy growth on the back of strong economic fundamentals and steady growth in domestic consumption coupled with growing contribution of rural markets across key segments.

The Indian economy continued to grow well in the context of declining growth across the major global economies. India is now one of the world's fastest growing large economies and shows good signs on continuing to grow. India's economy has grown at a strong pace in recent years owing to the implementation of critical structural reforms, favorable terms of trade, and lower external vulnerabilities. The economy stands at 7.1 percent in FY 2019, bolstered by the Government of India's consistent roll-out of robust policy initiatives

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.

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, added a 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 FOR INDIAN FILM INDUSTRY

1. Organic and inorganic growth of multiplexes
2. Increase in per capita income and growing middle class
3. The expansion of overseas market is expected to drive growth
4. Rise in acquisitions of digital content by over-the-top (OTT) platforms
5. Increase in regional content depth will uplift the regional markets

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 organization. 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.

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 cum CEO
(DIN 00080647)

Place : **Kolkata**

Date : **21st day of May, 2019**

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("the Listing Regulations") is given below:

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance refers to the way in which a company is directed, administered, and controlled and concerns the relationships among various internal and external stakeholders. Corporate governance also provides the structure through which the objectives of a company are set and the means of attaining those objectives and monitoring performance are determined.

The Company is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis. 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 Regulations.

In terms of the Listing Regulations, the details of the compliance are as follows:

I. BOARD OF DIRECTORS

Your Company's Board comprises of 6(six) directors, which includes one Managing Director, two Non-Executive Directors and three Non-Executive Independent Directors. Therefore more than fifty percent of the Board's strength is Non-executive Directors. Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company.

The names, categories of the Directors on the Board, their attendance at the Board meetings held during the year and the number of directorships and Committee Chairmanships and Memberships held by them in other public companies as on March 31, 2019 are given below:

Name of the Director	Designation	Number of board meetings during the year 2018-19		Whether attended last AGM held on 15th September, 2018	No of other Directorship in other Companies		Number of Committee's ² position held in other Public Companies	
		Held	Attended		Public	Private	Chairman	Member
Mrs. Vinita Daga	Managing Director cum CEO	12	11	Yes	2	2	--	--
Mr. Pradeep Kumar Daga	Non-Executive Director	12	11	Yes	7	2	--	2
Ms. Kirti Sharma	Non-Executive Director	12	11	Yes	3	--	--	--
Mr. Arun Chakraborty	Non-Executive Independent Director	12	12	Yes	3	--	3	3
Mr. Sudarson Kayori	Non-Executive Independent Director	12	11	Yes	3	--	1	1
Mr. Rathindra Nath Ghosh	Non-Executive Independent Director	12	10	Yes	3	--	2	3

1. Memberships of the Directors in various Committees are within the permissible limits of the Listing Regulations.

ANNUAL REPORT 2018-2019

2. Includes Membership of Audit and Stakeholders Relationship Committees of other Indian Public Limited Companies only.
 3. Mr. Utpal Dey, Non-Executive Director of the Company has been resigned w.e.f. 12.11.2018.
- i) Twelve Board Meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the meetings were held: 04.04.2018; 28.05.2018; 25.06.2018; 13.07.2018; 13.08.2018; 17.09.2018; 08.11.2018; 12.11.2018; 21.12.2018; 30.01.2019; 04.02.2019; and 26.03.2019. The necessary quorum was present for all the meetings.
 - ii) The Board periodically reviews the compliance reports of all the laws applicable to the Company, prepared by the Company.
 - iii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
 - iv) During the year, one meeting of the Independent Directors was held on 07.01.2019. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.
 - v) None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. None of the Directors are related to each other except Mrs. Vinita Daga and Mr. Pradeep Kumar Daga who are wife and husband respectively.
 - vi) The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.
 - vii) Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the meeting with the permission of the Chairman.
 - viii) A formal evaluation mechanism is in place for evaluating the performance of the Board, Committees thereof, individual Directors and the Chairman of the Board. The evaluation was done based on criteria which includes, among others, providing strategic perspective, Chairmanship of Board and Committees, attendance and preparedness for the meetings, contribution at meetings, effective decision making ability, role of the Committees.
 - ix) The Board of Directors have laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. The Code is posted on your Company's website www.cineradcommunications.com.

II. AUDIT COMMITTEE

The Audit Committee of the Board, reviews, acts on and reports to our Board with respect to various auditing and accounting matters. The primary responsibilities of the Committee, inter-alia, are;

- Auditing and accounting matters, including recommending the appointment of our

independent auditors to the shareholders;

- Compliance with legal and statutory requirements;
- Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors;
- Performance of the Company's internal audit function, independent auditors and accounting practices; and
- Review of related party transactions and functioning of whistle blower mechanism.

The composition of the Audit Committee complies with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. Two out of three members of our Audit Committee are Independent Directors and all of them are financially literate. The Chairman of our Audit, Risk and Compliance Committee has the accounting and financial related expertise. Statutory Auditors as well as Internal Auditors always have independent discussions with the Audit Committee and also participate in the Audit Committee meetings. Our Chief Financial Officer also makes periodic presentations to the Audit Committee on various issues.

During the year under reference 4 (Four) meetings of the Audit Committee were held on 28.05.2018; 13.08.2018; 08.11.2018; and 30.01.2019. 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 of Committee Members	Category	No. of Audit Committee Meetings	
		Held	Attended
Mr. Arun Chakraborty	Chairman	4	4
Mr. Sudarson Kayori	Member	4	4
Mr. Pradeep Kumar Daga	Member	4	4

III. NOMINATION AND REMUNERATION COMMITTEE

During the year, the Nomination and Remuneration Committee met 4 (four) times to deliberate on various matters. The meetings were held on 28.05.2018; 13.08.2018; 08.11.2018; and 30.01.2019. The composition and attendance are as follows:

Name of Committee Members	Category	No. of Nomination and Remuneration Committee Meetings	
		Held	Attended
Mr. Arun Chakraborty	Chairman	4	4
Mr. Sudarson Kayori	Member	4	4
Mr. Rathindra Nath Ghosh	Member	4	4

The Nomination and Remuneration Committee is authorised to:-

- formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in Senior Management and recommend the same to the Board;

ANNUAL REPORT 2018-2019

- review and implement succession and development plans for Managing Director, Executive Directors and Senior Management;
- devise a policy on Board diversity;
- formulate the criteria for determining qualifications, positive attributes and independence of Directors;
- formulation of criteria for evaluation of Independent Directors and the Board.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Governance, Nomination and Remuneration Committee.

Details of remuneration paid to Directors:

Executive Director and KMP

The Company paid 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, 2018 to March, 2019
Mrs. Vinita Daga	Managing Director cum CEO	2,40,000/-
Mrs. Pooja Goenka	Company Secretary cum Compliance Officer	1,80,000/-
Mr. Dilip Kumar Hela	Chief financial Officer	1,20,000/-

Non-Executive Directors

The Company had not paid sitting fees to Non-Executive Directors for the financial year ended 31.03.2019. None of the Directors has any material financial interest in the Company.

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The role of Stakeholders Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and the Listing Regulations. The said committee is responsible for resolving investor's complaints pertaining to share transfers, non-receipt of annual reports, share certificates, transmission of shares and other shareholder related queries, complaints etc.

The Stakeholders' Relationship Committee met four times during the year under review. The meetings were held on 25.06.2018; 04.09.2018; 21.12.2018 and 26.03.2019.

Composition of the Stakeholder's Relationship Committee and details of attendance of members at its meetings during the year 2018-19 is given below:

CINERAD COMMUNICATIONS LIMITED

Name of Committee Members	Category	No. of Stakeholders' Relationship Committee Meetings	No. of Stakeholders' Relationship Committee Meetings
		Held	Attended
Mr. Arun Chakraborty	Chairman	4	4
Mr. Sudarson Kayori	Member	4	4
Mr. Rathindra Nath Ghosh	Member	4	4

Status Report of investor queries and complaints for the period from April 1, 2018 to March 31, 2019 is given below:

Sl. No.	Particulars	No. of Complaints
01	Investor complaints pending at the beginning of the year	NIL
02	Investor complaints received during the year	NIL
03	Investor complaints disposed of during the year	NIL
04	Investor complaints remaining unresolved at the end of the year	NIL

Mrs. Pooja Goenka, Company Secretary is our Compliance Officer under the Listing Regulations upto 22nd May, 2019 and Mrs. Sneh Gupta, Company Secretary has been appointed as Compliance Officer w.e.f. 1st June, 2019.

There has been no instance of non-compliance by your Company on any matter related to capital markets during the year under review and hence no strictures/penalties have been imposed on your Company by the stock exchanges or the SEBI or any statutory authority.

V. 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.

VI. DISCLOSURES

- (i) Transactions with related parties as per requirements of Accounting Standard (AS) 18-'Related Party Information' are disclosed in Note 16(7) to the Financial Statements.
- (ii) All Accounting Standards mandatorily required have been followed without exception in preparation of the financial Statements.
- (iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2016-17; 2017-18 and 2018-19 respectively: NIL

ANNUAL REPORT 2018-2019

- (iv) A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.
- (v) The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2019. The annual report of the Company contains a certificate by the CEO and Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.
- (vi) 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.
- (vii) No money was raised by the Company through public issue, preferential issue, rights issue etc. in the last financial year ended 31.03.2019.
- (viii) (a) All pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company have been disclosed in 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 aid is mentioned in the report.
- (ix) (a) Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required by Regulation 34(3) of the Listing Regulations.
(b) There were no material financial & commercial transactions by Senior Management as defined in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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.
- (x) 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.
- (xi) Compliance Certificate for Corporate Governance from Auditors of the Company forms part of this report.
- (xii) As required under Regulation 17(8) of Listing Regulations, the Whole-time Director and CFO have certified to the Board about compliance by the Company with the requirements of the said sub regulation for the financial year ended 31st March, 2019.

VII. GENERAL BODY MEETINGS

Date and time of the AGMs/EGMs held during the preceding 3 (three) years and the Special Resolution(s) passed there at are as follows:

Financial year	Date	Time	Venue
2017-2018	15.09.2018	11.00 A.M.	"Conference Hall" 11, Clive Row, 5th Floor, Kolkata-700001
2016-2017	19.09.2017	11.30 A.M.	"Conference Hall" 11, Clive Row, 5th Floor, Kolkata-700001
2015-2016	10.09.2016	11.00 A.M.	Killachand Conference Room, India Merchants Chamber, IMC Building, Second Floor, IMC Marg, Chrchugate, Mumbai-400020

There were neither any Extra-Ordinary General Meeting held in the last three years nor Special Resolution(s) passed.

Whether any special resolution passed in last three years through postal ballot and details of voting pattern?- Yes

Date	Matter of Passing Special Resolution
6 th September, 2016	Shifting of registered office from the state of Maharashtra to the state of West Bengal.

VIII. GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING ("AGM") :	
Date:	24th August, 2019
Time:	11.00 A.M.
Venue:	"Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001
FINANCIAL CALENDAR :	
Year ending	March, 31
AGM in	August
Date of Book Closure	19th August, 2019 to 24th August, 2019 (both days inclusive)
Dividend payment date	No dividend is being recommended.
Listing on Stock Exchanges	BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Maharashtra
Stock Code	530457

ANNUAL REPORT 2018-2019

Demat ISIN No. for CDSL and NSDL	INE959B01017
Listing Fee as applicable has been paid.	
Corporate Identification Number (CIN) of the Company	L92100WB1986PLC218825
Registrar and Share Transfer Agents	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017 Tel.: +91 2280 6616 / 17 / 18; Fax: +91 33 2280 6619 E-mail: nichetechpl@nichetechpl.com
Market Price Data: High – Low During each month in the last Financial Year	
The Market High & Low price data are not available since the share has not been traded during the said financial year.	

Dematerialisation of equity shares:	About 86.13 % of total equity share capital is held in dematerialised form with NSDL and CDSL.
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.

Shareholding as on March 31, 2019:

(a) Distribution of equity shareholdings as on 31.03.2019:

No. of shares	No. of shareholders	% of shareholders	No. of shares	% of shares
001 to 500	1685	78.9597	2,94,543	5.6643
501 to 1000	217	10.1687	1,88,624	3.6274
1001 to 5000	171	8.0131	3,71,006	7.1347
5001 to 10000	27	1.2652	1,94,492	3.7402
10001 to 50000	21	0.9841	4,55,406	8.7578
50001 to 100000	6	0.2812	4,24,665	8.1666
100001 & Above	7	0.3280	32,71,264	62.9089
TOTAL	2134	100.0000	52,00,000	100.0000

(b) Categories of equity shareholders as on 31.03.2019:

Category	No. of equity shares held	% of shareholdings
Promoters	23,60,271	45.39
Mutual Funds	5,700	0.11
Indian Public and others	27,71,459	53.30
NRI / OCBs	62,570	1.20
Grand Total	52,00,000	100.00

Means of communication :	<p>The quarterly, half-yearly and annual results of the Company are published in leading newspapers in India. The results are also displayed on the Company's website "www.cineradcommunications.com".</p> <p>These results are properly submitted to the Stock Exchanges so that the same can be displayed on their website. A Management Discussion and Analysis Report is a part of the Company's Annual Report.</p>
Corresponding Address:	<p>Cinerad Communications Limited "Subol Dutt Building" 13, Brabourne road, Mezzanine Floor, Kolkata-700001 (W.B.), India</p>

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

**To
Cinerad Communications Limited
"Subol Dutt" Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001.**

The Company has a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company in terms of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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, 2019

For **Cinerad Communications Limited**

**Vinita Daga
Managing Director cum CEO
DIN : 00080647**

Place : **Kolkata**

Date : **21st Day of May, 2019**

CEO AND CFO CERTIFICATION

**The Board of Directors
Cinerad Communications Ltd.
"Subol Dutt" Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001.**

Dear Members of the Board,

We, Vinita Daga, (DIN : 00080647) Chief Executive Officer and Managing Director and Dilip Kumar Hela, Chief Financial Officer of Cinerad Communications Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed standalone Financial Statements and the Cash Flow Statement of the Company and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
3. The financial statements, and all other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial conditions, results of operations and cash flows of the Company as at and for the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company' Code of Conduct.
5. 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.
6. We have indicated to the Auditors and the Audit Committee:
 - Significant changes in the internal control during the year;
 - 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
 - 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.

Place : **Kolkata**
Date : **21st Day of May, 2019**

Vinita Daga
Chief Executive Officer
and Managing Director
(DIN: 00080647)

Dilip Kumar Hela
Chief Financial Officer

Maroti & Associates

Chartered Accountants

MERCANTILE BUILDING

9/12, Lal Bazar Street, "E" Block,
3rd Floor, Room No-2, Kolkata-700001

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Fax : +9133 2243 8371

(M) : + 91 98310 48621

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, 2019**, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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
Chartered Accountants
Firm Registration No. 322770E

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

Place : **Kolkata**
Date : **21st day of May, 2019**

Maroti & Associates

Chartered Accountants

MERCANTILE BUILDING

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INDEPENDENT AUDITORS' REPORT

To the Members of

CINERAD COMMUNICATIONS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of **Cinerad Communications Limited** which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on financial statements

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on

whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit 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 including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - 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
Firm Registration No. 322770E

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

Place : **Kolkata**
Date : **21st day of May, 2019**

Maroti & Associates

Chartered Accountants

MERCANTILE BUILDING

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3rd Floor, Room No-2, Kolkata-700001

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Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2019, we report that:

- 1. a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b)** The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
- 2.** The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
- 3.** The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, this clause is not applicable.
- 4.** In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
- 5.** The Company has not accepted any deposits from the public during the year and does not have any unclaimed deposits as at 31st March, 2019. Accordingly, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company for the year under audit. Accordingly, this clause is not applicable.

- 6.** The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.
- 7. a)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including income-tax, Goods and Service Tax and other material statutory dues, except Provident Funds and Professional Tax, have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.
- b)** According to the information and explanations given to us, undisputed amounts payable in respect of Income Tax, GST and other material statutory dues, outstanding as at 31st March, 2019, for a period of more than six months from the date they became payable are as follows :-
1. Provident Fund – Rs 38,260/-
 2. Profession Tax - Rs 1,440/-.
- c)** According to the information and explanations given to us, the dues of Income Tax, GST and other material statutory dues, which have not been deposited on account of any dispute are as follows

<u>Sl. No</u>	<u>Nature of Dues</u>	<u>Amount Due</u>	<u>Forum where pending</u>	<u>For which Assessment Year</u>
1	Income Tax Act, 1961	Rs. 2,41,991/- (Net of payment)	ITAT, Mumbai	2007-2008
2	Income Tax Act, 1961	Rs. 34,41,850/- (Net of payment)	ITAT, Mumbai	2011-2012

- 8.** The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- 9.** The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

ANNUAL REPORT 2018-2019

- 10.** According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11.** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12.** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13.** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14.** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16.** The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For MAROTI & ASSOCIATES
Chartered Accountants
Firm Registration No. 322770E

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

Place : **Kolkata**
Date : **21st day of May, 2019**

Maroti & Associates

Chartered Accountants

MERCANTILE BUILDING

9/12, Lal Bazar Street, "E" Block,
3rd Floor, Room No-2, Kolkata-700001

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Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **CINERAD COMMUNICATIONS LIMITED** ("the Company") as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be

prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

being made only in accordance with authorizations of management and directors of the company; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MAROTI & ASSOCIATES
Chartered Accountants
Firm Registration No. 322770E**

**M.K.MAROTI
(Partner)
(Membership No.057073)**

Place : **Kolkata**
Date : **21st day of May, 2019**

Balance Sheet as at 31st March, 2019

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
		(Rs.)	(Rs.)
ASSETS			
Non-current assets :			
(a) Property, Plant and Equipment	2	3	3
(b) Other Intangible Assets	2	1	1
(c) Financial Assets			
(i) Investments	3(a)	-	1,00,00,000
(ii) Loans	3(b)	1,42,034	1,60,034
(d) Deferred tax assets (net)	4(a)	72,198	84,078
(e) Other Non-Current Assets	4(b)	1,15,00,000	-
Current assets :			
(a) Financial Assets			
(i) Cash and cash equivalents	3(c)	7,89,983	23,01,809
(b) Other current assets	5	17,60,084	15,12,539
Total Assets ::		1,42,64,303	1,40,58,464
EQUITY AND LIABILITIES			
Equity :			
(a) Equity Share capital	6(a)	5,20,00,000	5,20,00,000
(b) Other Equity	6(b)	-3,78,51,417	-3,80,32,009
LIABILITIES			
Non-current liabilities :			
(a) Deferred tax liabilities (Net)	4(a)	-	-
Current liabilities :			
(a) Other current liabilities	7	1,15,720	90,473
Total Equity and Liabilities ::		1,42,64,303	1,40,58,464

see accompanying notes to the financial statements

1 - 15

For and on behalf of the Board

In terms of our report of even date

VINITA DAGA**PRADEEP KR.DAGA****FOR MAROTI & ASSOCIATES**

Managing Director

Director

Chartered Accountants

DIN : 00080647

DIN : 00080515

(FCA. MADAN KUMAR MAROTI)**Partner****DILIP KUMAR HELA****POOJA GOENKA****Membership No. 057073**

Chief Financial Officer

Company Secretary

Firm Registration No. 322770E**Place : Kolkata**

FCS : 7423

Date : 21st Day of May, 2019

Statement of Profit and Loss for the period ended 31st March, 2019

	PARTICULARS	Note No	As at	As at
			31.03.2019	31.03.2018
			(Rs.)	(Rs.)
I	Revenue From operations	8	-	-
II	Other Income	9	13,89,476	1,53,523
III	Total Income (I+II)		13,89,476	1,53,523
IV	EXPENSES			
	Employee benefits expense	10(a)	5,55,960	5,47,560
	Depreciation and amortization expenses	10(b)		
	Other expenses	11	6,41,044	6,63,699
	Total Expenses (IV)		11,97,004	12,11,259
V	Profit/(loss) before exceptional items and tax (I - IV)		1,92,472	(10,57,736)
VI	Exceptional Items		-	-
VII	Profit/ (loss) before exceptions items and tax(V - VI)		1,92,472	(10,57,736)
VIII	Income Tax expense:			
	(1) Current tax	12		
	(2) Deferred tax		(11,880)	(15,958)
IX	Profit/(Loss) for the period from continuing operations(VII - VIII)		1,80,592	(10,73,694)
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expenses of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations(after tax)(X - XI)		-	-
XIII	Profit/(loss)for the period (IX + XII)		1,80,592	(10,73,694)
XIV	Other Comprehensive Income			
	A.(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B.(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the period Comprising Profit (Loss)and Other comprehensive Income for the period. (XIII + XIV)		1,80,592	(10,73,694)
XVI	Earnings per equity share (for continuing operation):	14		
	(1) Basic		0.035	(0.206)
	(2) Diluted		0.035	(0.206)
XVII	Earnings per equity share (for discontinued operation):			
	(1) Basic			
	(2) Diluted			
XVIII	Earning per equity share (for discontinued & continuing operation)			
	(1) Basic		0.035	(0.206)
	(2) Diluted		0.035	(0.206)

See accompanying notes to the financial statements

1 - 15 For and on behalf of the Board

In terms of our report of even date
FOR MAROTI & ASSOCIATES
Chartered Accountants

(FCA. MADAN KUMAR MAROTI)

Partner

Membership No. 057073
Firm Registration No. 322770E

Place : Kolkata

Date : 21st Day of May, 2019

VINITA DAGA **PRADEEP KR.DAGA**
Managing Director *Director*
DIN : 00080647 DIN : 00080515

DILIP KUMAR HELA **POOJA GOENKA**
Chief Financial Officer *Company Secretary*
FCS : 7423

Cash Flow Statement for the Year Ended 31st March , 2019

PARTICULARS	As at 31.03.2019		As at 31.03.2018	
	Rs		Rs	
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax and Extraordinary Items		1,92,472		(10,57,736)
Adjustment For:				
Profit on sale of Mutual Fund	(11,99,956)		(1,53,523)	
Interest income	(1,89,520)	(13,89,476)		(1,53,523)
Operating Profit before Working Capital Changes		(11,09,004)		(12,11,259)
Changes in Working Capital				
Decrease/(Increase) in Loans	18,000		(7,674)	
Decrease)/Increase in other Current Assets	(2,47,545)			
(Decrease)/Increase in other Current Liabilities	25,247		22,531	
Cash Generated From Operating Activities		2,04,298		14,857
Less: Income Tax paid/(refund)		(14,01,302)		(11,96,402)
Net Cash From Operating Activities		(14,01,302)		(11,96,402)
B Cash Flow From Investing Activities				
Increase/ (Decrease) of Investments	(15,00,000)		-	
Profit on sale of Mutual Fund	13,89,476	(1,10,524)	1,53,523	1,53,523
		(1,10,524)		1,53,523
C Cash Flow From Financing Activities				
Net Increase/(Decrease) in Cash & Cash Equivalent		-		-
Cash & Cash Equivalent At the Beginning of the Year		(15,11,826)		(10,42,879)
		23,01,809		33,44,688
Cash & Cash Equivalent at the End of the Year		7,89,983		23,01,809

Notes

1 Cash Flow Statement has been prepared under the indirect method as set out in Ind AS -7 "Statement of Cash flows" issued by the Institute of Chartered Accountants of India.

2	As at 31.03.2019	As at 31.03.2018
Cash & Cash Equivalents Comprise:		
Cash on Hand	63,773	74,788
Balance With Schedule Banks in current Account	7,26,210	22,27,021
	7,89,983	23,01,809

In terms of our report of even date

For and on behalf of the Board

For MAROTI & ASSOCIATES
Chartered Accountants

(FCA. MADAN KUMAR MAROTI)
Partner
Membership No. 057073
Firm Registration No. 322770E

VINITA DAGA
Managing Director
(DIN 00080647)

PRADEEP KUMAR DAGA
Director
(DIN 00080515)

Place : Kolkata
Date : 21st Day of May, 2019

DILIP KUMAR HELA
Chief Financial Officer

POOJA GOENKA
Company Secretary
FCS : 7423

STATEMENT OF CHANGES IN EQUITY
CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

Statement of Changes in Equity for the period ended 31st March, 2019

6A. Equity Share Capital

Balance at the beginning of the reporting period	52,00,000
Changes in equity share capital during the year	-
Balance at the end of the reporting period	52,00,000

6B. Other Equity

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Total
			Amalgamation/Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earning	
Balance at the beginning of the reporting period	-	-	1,05,00,000	3,97,88,290	-	(8,83,20,299)	(3,80,32,009)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	1,80,592	1,80,592
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Deferred Tax	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	1,05,00,000	3,97,88,290	-	(8,81,39,707)	(3,78,51,417)

STATEMENT OF CHANGES IN EQUITY
CINERAD COMMUNICATIONS LIMITED

(CIN : L92100WB1986PLC218825)

Statement of Changes in Equity for the period ended 31st March, 2018

6C. Equity Share Capital

Balance at the beginning of the reporting period	52,00,000
Changes in equity share capital during the year	-
Balance at the end of the reporting period	52,00,000

6D. Other Equity

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Total
			Amalgamation/Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earning	
Balance at the beginning of the reporting period	-	-	1,05,00,000	3,97,88,290	-	(8,57,17,684)	(3,54,29,394)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	(10,73,694)	(10,73,694)
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Deferred Tax	-	-	-	-	-	(15,28,921)	(15,28,921)
Balance at the end of the reporting period	-	-	1,05,00,000	3,97,88,290	-	(8,83,20,299)	(3,80,32,009)

In terms of our report of even date

For and on behalf of the Board

FOR MAROTI & ASSOCIATES
Chartered Accountants

VINITA DAGA
Managing Director
DIN : 00080647

PRADEEP KUMAR DAGA
Director
DIN : 00080515

(FCA. MADAN KUMAR MAROTI)
Partner
Membership No. 057073
Firm Registration No. 322770E
Place : Kolkata
Date : 21st Day of May, 2019

DILIP KUMAR HELA
Chief Financial Officer

POOJA GOENKA
Company Secretary
FCS : 7423

Note-1**1. Company Overview**

CINERAD COMMUNICATIONS LIMITED was incorporated in the year 1986 vide Company Incorporation No. L92100WB1986PLC218825 & engaged in to the production of advertising and promotional films, documentaries and feature films. The Company is one of the leading & well known name into documentary, advertising and short films in the Mumbai.

Over the years a lot of changes have been seen in the advertising Industry and these changes have positively affected the players in the production of promotional feature films, Distributors and Exhibitors. Over the past couple of years the business of corporate advertisement, short film etc. making had changed due to corporate, increasing production costs, spiraling actor fees and high acquisition costs for content

The advertising industry is under tremendous changes over the years by reason of the same that advertisement through documentary feature films has become very important in people's life. However there are various ways of advertising in form Films, Radio, Television, mobiles etc. advertising Industry is one of the fastest growing Industry and it will perhaps never decline and will always have an upward growth

The company has also evolved with the times and significantly corporatized itself, bringing an experienced professional team for driving the future strategic direction of the company.

2. Significant Accounting Policies :**a. Statement of compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

b. Basis of preparation

The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting, with the exception of certain financial assets and financial liabilities that are required to be measured at fair values at the end of each reporting period. The accounting policies have been applied consistently over all the periods presented in these financial statements.

c. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

ANNUAL REPORT 2018-2019

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Investment in quoted and unquoted equity shares
- Financial instruments

d. Current / Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

e. Use of estimates and critical accounting judgements

In preparation of the financial statements, the management makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

f. Property, plant and equipment

Recognition and initial measurement

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of profit and loss.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

g. Depreciation of property plant and equipment

Depreciation or amortisation is provided so as to write off, on a Written down value basis, the cost of property, plant and equipment and other intangible assets, including those held under finance leases to their residual value. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives as per the useful life prescribed in Schedule II to the Companies Act, 2013, or, as per technical assessment, or, in the case of leased assets, over the lease period, if shorter. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use.

In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

h. Impairment of non-financial assets

At each balance sheet date, the Company reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or CGU) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

i. Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs

directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Other Comprehensive Income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction

costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

j. Employee benefits

Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits obligations in the balance sheet.

Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

k. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current

market assessments of time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

i. Government grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the Statement of Profit and Loss. Moreover, during the year the company did not received any grants from the Government.

m. Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except wherethe Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they are relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

n. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

r. Foreign currency transactions

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements. The Company does not have any Income in foreign currency, hence injunction in regard to foreign currency translation did not reportable as per Ind AS.

s. Borrowing costs

Borrowings costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs.

t. Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding

during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

u. Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

v. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with the financial institutions, other short term, highly liquid investments with original maturities of three months or less (except the instruments which are pledged) that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

w. Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the credit period allowed. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Long term trade payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

x. Segment reporting

The company does not have any income from revenue from operation and any geographical segments, Hence there are no separate reportable segments as per Ind AS.

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019**

NOTE - 2

Property, Plants and Equipment

Figures Rs

Description	Gross Block			Depreciation			Net Block		
	As on 01.04.2018	Addition	Deletion	As on 31.03.2019	Upto 31.03.2018	For the year	Upto 31.03.2019	As on 31.03.2019	As on 31.03.2018
<u>Tangible Assets</u>									
Office Equipment	674,188	-	-	674,188	674,187	-	674,187	1	1
Plant & Machinery	30,061,895	-	-	30,061,895	30,061,894	-	30,061,894	1	1
Furniture & Fixtures	36,441	-	-	36,441	36,440	-	36,440	1	1
Total	30,772,524	-	-	30,772,524	30,772,521	-	30,772,521	3	3
Previous Year	30,772,524	-	-	30,772,524	30,772,521	-	30,772,521	3	-
<u>Intangible Assets</u>									
Software's	28,30,500	-	-	28,30,500	28,30,499	-	28,30,499	1	1
Total	28,30,500	-	-	28,30,500	28,30,499	-	28,30,499	1	1
Previous Year	2,830,500	-	-	2,830,500	2,830,499	-	2,830,499	1	-

Note 3 : Financial Assets
3(a) Investments - Non-Current

(Amounts in Rupees, unless otherwise stated)

	31-Mar-19	31-Mar-18
Investment in Unquoted HDFC Mutual Funds (Long Term, at cost, fully paid up)	-	1,00,00,000
Total (Equity Instruments)	-	1,00,00,000
3(b) Loan - Non-Current		
	31-Mar-19	31-Mar-18
(unsecured, considered good) Security Deposit	1,42,034	1,60,034
Total Loans	1,42,034	1,60,034

3(c) Cash and Cash Equivalents

	31-Mar-19	31-Mar-18
Balance with banks - in Current Account	7,26,210	22,27,021
Cash in Hand	63,773	74,788
Total Cash and Cash Equivalents	7,89,983	23,01,809

Note 4(a) : Deferred Tax Assets / (Liabilities)

	31-Mar-19	31-Mar-18
Deferred Tax Asset		
Opening Balance	84,078	16,28,957
Add : Generated	-	-
Less : Reversed	(11,880)	(15,44,879)
Closing Balance	72,198	84,078
Deferred tax Asset / (Liabilities) (Net)	72,198	84,078

Note 4(b) Other Non-Current Assets

	31-Mar-19	31-Mar-18
Fixed Deposit with HDFC	1,15,00,000	-
Total Other Non-Current Assets	1,15,00,000	-

Note 5 : Other Current Assets

	31-Mar-19	31-Mar-18
Tax Deducted at Source	9,23,817	9,04,865
Income Tax Paid Under Protest	600,000	6,00,000
Others	65,699	7,674
Accrued Interest on Fixed Deposit (HDFC)	1,70,568	
Total Other Current Assets	17,60,084	15,12,539

(Amounts in Rupees, unless otherwise stated)

Note 6 : Equity Share Capital and Other Equity.

6(a) Equity Share Capital

Authorised equity share capital :

	31-Mar-19	31-Mar-18
1,50,00,000 Equity Shares of Rs 10 each	15,00,00,000	15,00,00,000
As at 31 March 2019	15,00,00,000	15,00,00,000

Issued , Subscribed and Paid up:

	31-Mar-19	31-Mar-18
52,00,000 Equity Shares of Rs 10 each fully paid up	5,20,00,000	5,20,00,000
As at 31 March 2019	5,20,00,000	5,20,00,000

Terms and 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.

(ii) Details of shareholders holding more than 5% shares in the company

	31-Mar-19		31-Mar-18	
	Number of Shares	% Holding	Number of Shares	% Holding
(EQ. SH. 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.

6(b) Reserves and Surplus

	31-Mar-19	31-Mar-18
Amalgamation / Capital Reserve	1,05,00,000	1,05,00,000
Securities Premium	3,97,88,290	3,97,88,290
Retained Earnings	(8,81,39,707)	(8,83,20,299)
Total Reserves and Surplus	(3,78,51,417)	(3,80,32,009)

CINERAD COMMUNICATIONS LIMITED

(i) Capital Reserve <i>(Amounts in Rupees, unless otherwise stated)</i>		
	31-Mar-19	31-Mar-18
Opening Balance	1,05,00,000	1,05,00,000
Add : Addition During the year	-	-
Closing Balance	1,05,00,000	1,05,00,000

(ii) Securities Premium		
	31-Mar-19	31-Mar-18
Opening Balance	3,97,88,290	3,97,88,290
Add : Addition During the year	-	-
Closing Balance	3,97,88,290	3,97,88,290

(iii) Retained Earnings		
	31-Mar-19	31-Mar-18
Opening Balance	(8,83,20,299)	(8,57,17,684)
Net Profit / (Loss) for the period	1,80,592	(10,73,694)
Deferred Tax adjusted	-	(15,28,921)
Closing Balance	(8,81,39,707)	(8,83,20,299)

Note 7 : Other Current Liabilities.		
	31-Mar-19	31-Mar-18
Liabilities for Expenses	63,000	58,000
Provident Fund Payable	49,840	26,680
Professional Tax Payable	2,880	3,193
TDS Payable	-	2,600
Total Other Current Liabilities	1,15,720	90,473

Note 8 : Revenue from Operation.		
	31-Mar-19	31-Mar-18
Service Charges	-	-
Total Revenue from Operation	-	-

Note 9 : Other Income.		
	31-Mar-19	31-Mar-18
Profit on sale of Mutual Fund	-	153,523
Interest on Fixed Deposit	1,89,520	-
Profit on Redemption of Mutual Fund	11,99,956	-
Total Other Income	13,89,476	1,53,523

Note 10 : Expenses.		
10(a) Employee Benefit Expenses		
	31-Mar-19	31-Mar-18
Salary	3,00,000	3,00,000
Directors Remuneration	2,40,000	2,40,000
Employers contribution to Provident Fund	15,960	7,560
Total Employee Benefit Expenses	5,55,960	5,47,560

10(b) Depreciation and Amortisation Expenses

	31-Mar-19	31-Mar-18
Depreciation	-	-
Total Depreciation and Amortisation Expenses	-	-

Note 11 : Other Expenses

	31-Mar-19	31-Mar-18
Advertisement Expenses	50,020	53,067
Audit Fees (Statutory) - See Note 11(a)	29,500	29,500
Bank Charges	118	-
Certification Fees	17,500	15,000
Demat expenses	1,708	1,337
Depository Expenses	57,393	51,751
E-voting Charges	8,260	7,000
Filing Fees	4,300	6,600
Internal Audit Fees	5,000	5,000
Legal & Professional Charges	6,000	14,100
Listing Fees	2,50,000	287,500
Late Fees on Professional Tax	300	2,100
Meeting Expenses	1,500	4,400
Miscellaneous Expenses	13,957	8,594
Postage & Telegram	67,733	27,631
Printing & Stationery	84,484	79,968
Rent, Rates & Taxes	2,500	8,950
Rrite Off	467	1
Secretarial Audit Fees	15,000	15,000
Transfer Agent Fees	25,000	36,513
Interest on Professional Tax	188	-
Interest on TDS	116	87
Website Development Expenses	-	9,600
Total Other Expenses	6,41,044	663,699

11(a) : Details of Payment to Auditors

	31-Mar-19	31-Mar-18
Payment to Auditors		
As Auditors:		
Audit Fees	29,500	25,000
Reimbursement of expenses	-	4,500
Total Payment to Auditors	29,500	29,500

Note 12 : Income Tax Expenses	(Amounts in Rupees, unless otherwise stated)	
	31-Mar-19	31-Mar-18
(a) Income Tax Expenses		
Current Tax		
Current tax on profit for the year	-	-
Adjustments for current tax of prior periods	-	-
Total Current Tax Expenses	-	-
Deferred Tax		
Decrease (Increase) in deferred tax assets	(11,880)	(15,958)
(Decrease) Increase in deferred tax liabilities	-	-
Total deferred tax expenses (benefit)	(11,880)	(15,958)
Income Tax Expenses	(11,880)	(15,958)
Income tax expenses is attributable to :		
Profit from continuing operations	(11,880)	(15,958)
Profit from discontinuing operations	-	-
	(11,880)	(15,958)
(b) Reconciliation of tax expense and the accounting profit Multiplied by India's tax rate:		
	31-Mar-19	31-Mar-18
Profit from continuing operations before income tax expense	1,92,472	(1,057,736)
Profit from discontinuing operation before income tax expense	-	-
Total Profit before tax	1,92,472	(1,057,736)
Tax at the Indian tax rate	26%	-
Computed Tax Expense	50,043	-
Tax effect of:		
Loss of earlier year	(50,043)	-
Current Tax Provision (A)	-	-
Differential Deferred Tax Assets on account of Property, Plant and Equipments and Intangible Assets	(11,880)	-
Differential Deferred Tax Assets on account of other items	-	(15,958)
Deferred Tax Provision (B)	(11,880)	(15,958)
Income tax expense (A+B)	(11,880)	(15,958)
Note 13 : Related party transactions.		
13(a) : Subsidiaries		
	31-Mar-19	31-Mar-18
Associates	None	None
Subsidiaries	None	None

13(b) : Key management personnel				
1. Vinita Daga		- Managing Director		
2. Pooja Goenka		- Company Secretary		
3. Dilip Kumar Hela		- Chief Financial Officer		
13(c) : Transaction with Related Parties				
			31-Mar-19	31-Mar-18
1. Vinita Daga	Directors Remuneration	Managing Director	2,40,000	2,40,000
2. Pooja Goenka	Salary	Company Secretary	1,80,000	1,80,000
3. Dilip Kumar Hela	Salary	Chief Financial Officer	1,20,000	1,20,000

Note 14 : Earning Per Share.			31-Mar-19	31-Mar-18
Net Profit after tax as per Statement of Profit and Loss(A)			1,80,592	(10,73,694)
weighted Average number of equity shares outstanding(B)			52,00,000	52,00,000
Basic and Diluted Earnings per share (Rs)[A/B]			0.035	(0.206)
Face value per equity share (Rs)			10	10

In terms of our report of even date

For and on behalf of the Board

FOR MAROTI & ASSOCIATES
Chartered Accountants

(FCA. MADAN KUMAR MAROTI)
Partner
Membership No. 057073
Firm Registration No. 322770E

VINITA DAGA
Managing Director
(DIN 00080647)

PRADEEP KUMAR DAGA
Director
(DIN 00080515)

Place : Kolkata
Date : 21st Day of May, 2019

DILIP KUMAR HELA
Chief Financial Officer

POOJA GOENKA
Company Secretary
FCS : 7423

Note 15: Fair value measurements

(Figures in Rs)

Financial instruments by category

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets								
At Amortised Cost								
Investment in Mutual Fund	-	-	-	-	1,00,00,000	-	-	-
Cash and Cash Equivalents	7,89,983	-	-	-	23,01,809	-	-	-
Loans	1,42,034	-	-	-	160,034	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

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,
Cinerad Communication Limited
Subol Dutt Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001**

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

- 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 dematerialized, 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 dematerialized form nomination is required to be filled with the Depository Participant.

FOR OFFICE USE ONLY

<u>FOR OFFICE USE ONLY</u>	
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
Cinerad Communication Limited
Subol Dutt Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001**

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)	

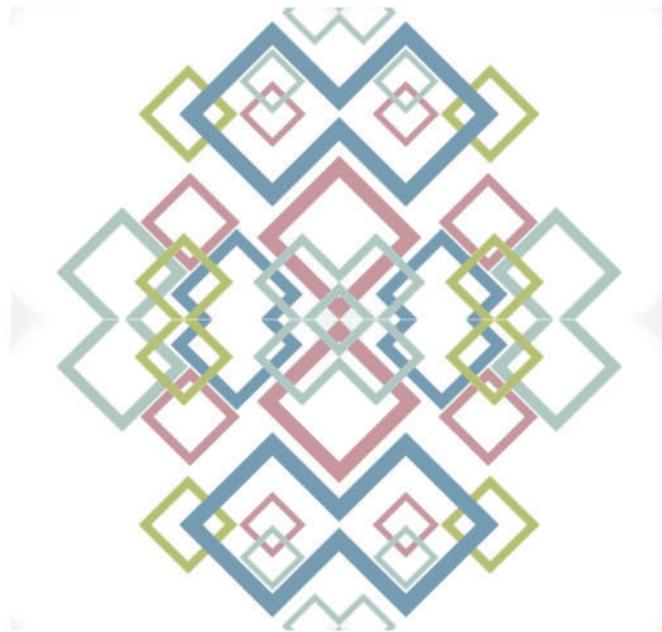
Thanking you,
Yours faithfully

(Signature of First/Sole Member)

Place :

Date :

BOOK POST



if undelivered please return to

Cinerad Communications Limited

CIN : L92100WB1986PLC218825

Regd. Off.: Subol Dutta Building, 13 Brabourne Road,

Kolkata - 700 001, W.B., Phone :+91+ 33 2231 5686-5687; Fax : +91 33 22315683

E-mail : cinerad@responce.in, Website : www.cineradcommunications.com