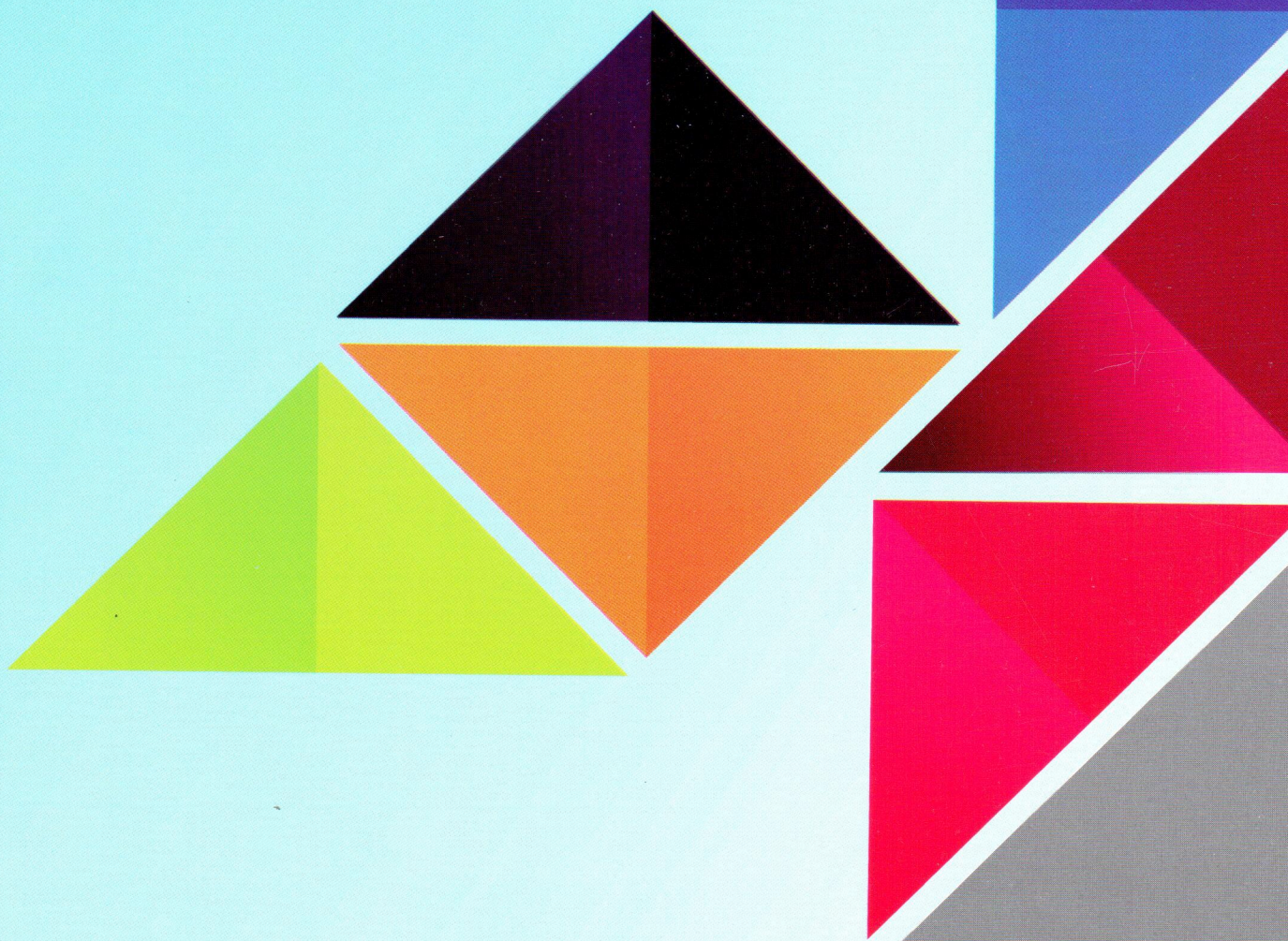


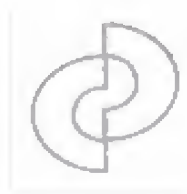
**CINERAD
COMMUNICATIONS LIMITED**



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**Annual
Report 2015-2016**

30th Annual Report 2015-2016



Cinerad Communications Limited

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Board Of Directors

Vinita Daga	-	Managing Director
Pradeep Kumar Daga	-	Non-Executive Director
Utpal Dey	-	Non-Executive Director
Sudarson Kayori *	-	Independent Director
Rathindra Nath Ghosh **	-	Independent Director
Arun Chakraborty ***	-	Independent Director
Bishambar Pachisia \$	-	Independent Director

Senior Management

Dilip Kumar Hela #	-	Chief Financial Officer
Harshwant Joshi \$\$	-	Chief Financial Officer
Bharti Agarwal ##	-	Company Secretary
Sweta Sethia \$\$\$	-	Company Secretary

Board Committees

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

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Registered Office

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

Corporate Office

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

Auditors

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

Registrar & Transfer Agent

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

Bankers

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

Corporate Identification Number

L92100MH1986PLC040952

Date of Appointment * 06.02.2016; ** 06.02.2016; *** 06.02.2016; # 07.02.2016; ## 07.02.2016
Date of resignation \$ 06.02.2016; \$\$ 11.11.2015; \$\$\$ 01.02.2016.

As on March 31, 2016

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the Thirtieth Annual Report together with the Audited Statement of Accounts of the Company for the Year ended March 31, 2016.

1. FINANCIAL RESULTS:

(₹ in Lacs)

Particulars	March 31, 2016	March 31, 2015
Sales and Other Income	11.15	12.59
Profit before depreciation & taxation	(3.31)	(1.65)
Less: Depreciation	0.00	0.00
Less: Deferred Tax	(1.45)	16.59
Profit after taxation	(4.76)	14.93
Add: Balance brought forward from previous year	(841.63)	(818.19)
Surplus available for appropriation	(846.38)	(841.63)
<i>Appropriations</i>		
Deferred Tax Adjustment	0.00	17.11
Advance for FBT Written Off	0.00	(0.10)
Transitional Provision for Depreciation	0.00	(55.38)
Balance carried to Balance sheet	(846.38)	(841.63)

Note : The above figures are extracted from the standalone financial statements as per India Generally Accepted Accounting Principles (GAAP)

2. OPERATIONAL REVIEW:

During the year under review, the Company has incurred an operating loss of Rs. 3.31 lakhs as against operating loss of Rs. 1.65 lakhs for the previous year and the total loss amounts to Rs. 4.76 lakhs as against profit of Rs. 14.93 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 2015-16.

4. SHARE CAPITAL:

The paid up equity capital as on March 31, 2016 was Rs. 520 lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity, during the year.

5. FINANCE:

Cash and Cash Equivalents as at March 31, 2016 was Rs. 142.68 lakhs. The company continues to focus on judicious management of its working capital, Receivables and other working capital parameters were kept under strict check through continuous monitoring.

6. FIXED DEPOSITS:

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

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements provided in this Annual Report.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

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

9. CONSERVATION OF ENERGY:

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

10. TECHNOLOGY ABSORPTION:

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

11. FOREIGN EXCHANGE EARNINGS AND OUT-GO:

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

12. DIRECTORS:

Director Mr. Utpal Dey (DIN 06931935) retire by rotation and, being eligible, offer themselves for re appointment.

The Board appointed to Mr. Arun Chakraborty (DIN 00140430), Mr. Rathindra Nath Ghosh (DIN 00152267) and Mr. Sudarson Kayori (DIN 00165816) as additional directors in its Board meeting held on 6th February 2016.

13. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Board shall monitor and review the Board evaluation framework i.e. an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The evaluation of all the directors and the board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report.

14. REMUNERATION POLICY

The current policy of the Company is to have an appropriate mix of executive and independent directors to maintain independence of the Board, and separate its function of governance and management. 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 Nomination and Remuneration Policy is stated in the Corporate Governance Report.

15. MEETINGS

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

16. DIRECTOR'S RESPONSIBILITY STATEMENT:

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.

17. RELATED PARTY TRANSACTIONS:

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

18. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary, hence the compliance of provisions of section 129(3) of the Companies Act, 2013 are not applicable.

19. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website (<http://www.cineradcommunications.com/investors.htm>).

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

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

20. LISTING AGREEMENT:

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulation was effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited during December, 2015.

21. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy 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 Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy 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.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

22. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

All new Independent Directors inducted into the Board attend an orientation program. The details of training and familiarization program are provided in the Corporate Governance and is also available on our website (<http://www.cineradcommunications.com>).

Further at the time of appointment of independent director, the company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities.

23. 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.

24. AUDITOR'S:***Statutory Audit:***

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

M/s. Maroti & Associates, Chartered Accountants, (Firm Registration Number 322770E) was appointed as the Statutory Auditors for a period of 3 years to hold office from the conclusion of the 29th Annual General Meeting (2015) till the 32nd Annual General Meeting (2018), subject to ratification of their appointment at every AGM, and therefore the appointment of the auditor have been ratified for the financial year 2016-17 on their confirmation of eligibility. The Board of director recommended ratification of their appointment for the shareholders approval.

Secretarial Audit:

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

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. P.D. Rao & Associates, a firm of company Secretaries in practice (C.P. No. 14385) to undertake the Secretarial Audit of the Company.

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The Secretarial Audit report for the financial year ended 31st March, 2016 is annexed herewith as "Annexure A" to this report. The Secretarial Audit Report does not contain any qualification, reservation and adverse remark.

25. 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".

26. PARTICULARS OF EMPLOYEES: [rule 5(2) & rule 5(1)]

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

27. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

28. 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
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
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. There has been no change to the Whistle Blower Policy adopted by the Company during the year 2016	http://www.cineradcommunications.com/Whistle%20Blower%20Policy.pdf

29. 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 : **19th day of May,2016**

Vinita Daga
Managing Director
(DIN 00080647)

ANNEXURE A TO BOARD REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

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

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Cinerad Communications Limited (CIN: L92100MH1986PLC040952)** (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 our verification of the **M/s. Cinerad Communications Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2016 ('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 Limited** ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. 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;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 to the extent applicable to the Company during the period under review;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
 - (e) 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);**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
 - (j) 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;
6. 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:
- (a) The Cinematograph Act, 1952;
 - (b) Uplinking/downlinking policy/guidelines issued by Ministry of Information and Broadcasting;

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(c) Intellectual Property Rights related laws;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges.

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

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 were carried out in compliance with the provisions of the Act.

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

All majority decisions at Board Meetings and Committee Meetings as represented by the management, were 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.

For P D Rao & Associates
Practicing Company Secretaries

CS P. Doleswar Rao
(Proprietor)
(Mem. No. A38387)
(C.P. No. 14385)

Date : **19th day of May, 2016**
Place : **Kolkata**

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

- 1 Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2 We have followed the audit practices and processes as were 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3 We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4 Where ever required, we 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. Our 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.

For P D Rao & Associates
Practicing Company Secretaries

CS P. Doleswar Rao
(Proprietor)
(Mem. No. A38387)
(C.P. No. 14385)

Date : **19th day of May, 2016**
Place : **Kolkata**

ANNEXURE B TO BOARDS REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

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

I. REGISTRATION AND OTHER DETAILS:

- i) *CIN* : L92100MH1986PLC040952
- ii) *Registration Date* : 17/09/1986
- iii) *Name of the Company* : CINERAD COMMUNICATIONS LTD
- iv) *Category / Sub-Category of the Company* : Company Limited by Shares
- v) *Address of the Registered office and contact details:*

Registered Office:

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

Corporate Office:

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

- vi) *Whether listed company* : YES
- vii) *Name, Address and Contact details of Registrar and Transfer Agent* : System Support Services
209, Shivai Industrial Estate
89, Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai- 400 072
Tel.: 022 2850 0835; Fax : 2850 1438

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	NIL	N.A.	N.A.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	0	0	0	0	0	0	0	0	0
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(1)	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
FOREIGN									
NRIs - Individuals	0	0	0	0	0	0	0	0	0
Other – Individuals	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	0	0	0	0	0	0	0	0	0
INSTITUTIONS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(2)	0	0	0	0	0	0	0	0	0
TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2)	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
PUBLIC SHAREHOLDING									
INSTITUTIONS									
MUTUAL FUNDS	0	5700	5700	0.11	0	5700	5700	0.11	0

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FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0
INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0	0	0
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (B)(1)	0	5700	5700	0.11	0	5700	5700	0.11	0
NON-INSTITUTIONS									
BODIES CORPORATE	404502	548000	952502	18.32	409735	548000	957735	18.42	0.10
INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 2 LAKH.	934220	169690	1103910	20.84	928321	169390	1097711	21.11	0.27
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.2 LAKH.	773382	0	773382	14.87	774248	0	774248	14.89	0.02
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
NRI's	4235	0	4235	0.08	4335	0	4335	0.08	0
SUB-TOTAL (B)(2)	2116339	717690	2834029	54.50	2116639	717390	2834029	54.50	0
TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)	2116339	723390	2839729	54.61	2116339	723390	2839729	54.61	0
TOTAL (A)+(B)	4476610	723390	5200000	100.00	4476610	723390	5200000	100.00	0
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	4476610	723390	5200000	100.00	4476610	723390	5200000	100.00	0

(ii) SHAREHOLDING OF PROMOTERS

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

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	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	1177011	22.63
	At the End of the year			1177011	22.63
2	Vinita Daga				
	At the beginning of the year	1183260	22.76	1183260	22.76
	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.	248600	4.78	248600	4.78
2	Premji B Gala (HUF)	207518	3.99	207518	3.99
3	Goldfish Computers Pvt. Ltd.	202400	3.89	202400	3.89
4	Vidyut Investments Ltd.	147475	2.84	147475	2.84
5	Paal Equities Pvt. Ltd.	89370	1.72	89370	1.72
6	Sonal Sheth	87000	1.67	87000	1.67
7	Manulife Insurance Services P. Ltd.	85000	1.63	85000	1.63
8	Nitin S Thakur	79224	1.52	77334	1.49
9	Sanjay M Vazirani	66530	1.28	66530	1.28
10	Suresh Gadaley	62217	1.20	62217	1.20

ANNUAL REPORT 2015-2016**(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	<i>Pradeep Kumar Daga - Director</i>				
	At the beginning of the year	1177011	22.63	1177011	22.63
	At the End of the year			1177011	22.63
2	<i>Vinita Daga - MD</i>				
	At the beginning of the year	1183260	22.76	1183260	22.76
	At the End of the year			1183260	22.76

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		30.00

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

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Pradeep Kumar Daga	Utpal Dey	Dilip Kumar Hela	Bishambar Pachisia	Sudarson Kayori	Rathindra Nath Ghosh	Arun Chakraborty	
1	Independent Directors Fee for attending board / committee meetings	0	0	0	0	0	0	0	0
	Commission	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0
	Total (1)	0	0	0	0	0	0	0	0
2	Other Non-Executive Directors Fee for attending board / committee meetings	0	0	0	0	0	0	0	0
	Commission	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0	0	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
		Bharti Agarwal (Company Secretary) w.e.f 07.02.16	Sweta Sethia (Company Secretary) upto 06.02.16	Dilip Kumar Hela (CFO) w.e.f 07.02.16	Harshwant Joshi (CFO) upto 11.11.15	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.27	0.70	0.20	0.88	2.05
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (C)	0.27	0.70	0.20	0.88	2.05

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2016.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure & Development - Media and Entertainment Industry

The Indian M & E industry grew from Rs. 1026 Billion in 2014 to Rs. 1157 billion in 2015, registering an overall growth of 12.8%. Although the macro-economic environment remained cautious, but the Industry started seeing benefits from digitization, steady growth of regional media and fast emerging new media businesses. The industry is estimated to achieve a growth rate of 13.66% in 2016 to touch Rs. 1,315 Billion. The sector is projected to grow at a healthy CAGR of 14.3 % to grow from Rs. 1157 billion to reach Rs. 2,260 billion by 2020.

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.

Favorable demographic composition of the nation, commonly referred to as the 'demographic dividend', which essentially implies that a large proportion of the country's populace is young and in the working age group, thus allowing for greater future consumption upside. The digitization of cable TV worked wonders for the television industry, according to a FICCI-KPMG report released ahead of FICCI Frames 2016. The Indian M&E industry grew from INR 821 billion in 2012 to INR 1157 billion in 2015, registering an overall growth of 40.93 percent in past 4 years. India offering the largest work force an expanding middle-class consisting one of the biggest consumer market. The global economy is struggling to gain momentum, as China suffers a slowdown, the Euro Zone slips into deflation, Bankruptcy of Greece and soft economy of Japan. While, 2015-16 was a challenging year for the industry, with some

improvement in the global economy in 2015 India's economy on strong footing estimated 7.4% of GDP in FY 2015 while in FY 2016 has been pegged at 8 to 8.5%, the prognosis for the Industry looks much better going forward. Given the impetus introduced by digitization, continued growth of regional media, upcoming elections, continued strength in the film sector and fast increasing new media businesses, the industry is estimated to achieve a healthy CAGR.

Business Overview

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

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

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

Opportunities

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

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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.

Financial and Operational Performance

During the FY 2015-16 your company achieved revenue of Rs.11.15 lakhs as against Rs.12.59 lakhs in the previous year. During the year under review, the Company has incurred an operating Loss of Rs. 3.31 lakhs as against operating loss of Rs. 1.65 lakhs for the previous year and recorded loss of Rs. 4.76 lakhs as against the profit of Rs.14.93 lakhs in the Financial Year 2014-15.

Cautionary Statement

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

For and on behalf of the
Board of Directors

Vinita Daga
Managing Director
(DIN 00080647)

Place : **Kolkata**
Date : **19th day of May, 2016**

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

I. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Corporate Governance, which assumes great deal of importance at CINERAD COMMUNICATIONS LIMITED (CCL), is intended to ensure value creation for all its stakeholders. CCL believes that the governance process must ensure adherence and enforcement of the principles of sound Corporate Governance with the objectives of fairness, transparency, professionalism, trusteeship and accountability, while facilitating effective management of the businesses and efficiency in operations. The Company is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis. The revised Corporate Governance Code incorporated in Clause 49 of the Listing Agreement of the Stock Exchanges and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is applicable to your Company. The Company continues to have Independent Directors on the Board who are actively involved in all the important policy matters. Your Company strives to ensure that it follows the Code of Corporate Governance not only in letter but also in spirit to ensure transparency, accountability and integrity and has complied in all material respects with the features of corporate governance as specified in the Listing Agreement.

Rights of Shareholders

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

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

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

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

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

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

II. BOARD OF DIRECTORS

(a) Composition of the Board:

The composition of Board is as per the Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Board of Directors comprises six members including one Managing Director and four Non-executive Directors (including the additional Director) of whom three are Independent directors. Therefore more than fifty percent of the Board's strength is Non-executive Directors.

The composition of Board of Directors with their names, categories and shareholding in company, their attendance at Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorships and Committee positions as held by them in other public limited companies as on March 31, 2016 are given below:

Name of directors	Category	No. of Board Meetings attended during April 2015 to March 2016	Attendance at the last AGM held on August 22, 2015	No. of Directorships in other Public Limited companies	No of Shares held in company as on 31.03.2016	No. of Committee positions held in other Public Limited companies	
						Chairman	Member
Mr. Pradeep Kumar Daga (Chairman)	Promoter & Non-Executive	11	Yes	7	1177011	NIL	3
Mrs. Vinita Daga (Managing Director)	Promoter & Executive	11	Yes	6	1183260	NIL	NIL
Mr. Bishambar Pachisia ¹	Independent-Non-Executive	7	No	NIL	NIL	NIL	NIL
Mr. Utpal Dey	Non-Executive	10	Yes	NIL	NIL	NIL	NIL
Mr. Dilip Kumar Hela ²	Independent – Non Executive	7	No	NIL	NIL	NIL	NIL
Mr. Arun Chakraborty ³	Additional Director	2	No	2	NIL	6	NIL
Mr. Sudarson Kayori ³	Additional Director	2	No	2	NIL	NIL	3
Mr. Rathindra Nath Ghosh ³	Additional Director	2	No	2	NIL	NIL	5

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Notes:

1. Mr. Bishambar Pachisia Non-Executive Directors ceased to be directors with effect from 06.02.2016 on account of his resignation from the Board.
2. Mr. Dilip Kumar Hela Independent Directors ceased to be directors with effect from 06.02.2016. He accepted the post of CFO with effect from 06.02.2016.
3. Appointed of Mr. Arun Chakraborty, Mr. Sudarson Kayori and Mr. Rathindra Nath Ghosh as Additional director w.e.f. 06.02.2016.
4. Except Mr. Pradeep Kumar Daga & Mrs. Vinita Daga, no other Director is related to any other Director on the Board in terms of the provisions of the Companies Act, 2013.
5. Memberships of the Directors in various Committees are within the permissible limits of the Listing Agreement.

(b) Performance Evaluation:

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

(c) Remuneration of Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees only. A Sitting Fee paid for Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee Meetings attended by the Non-Executive Directors. Sitting fees paid in accordance with the mutual consent of directors and non-payment of sitting fees after receiving of waiver application from them.

(d) Board Meetings and attendance of Directors:

Eleven Meetings of the Board of Directors were held during the year ended 31st March, 2016. These were held on 26.05.2015; 10.07.2015; 17.07.2015; 08.08.2015; 24.08.2015; 07.09.2015; 15.10.2015; 05.11.2015; 20.01.2016; 06.02.2016 and 17.03.2016.

(e) Code of Conduct:

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

III. AUDIT COMMITTEE

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

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

During the year under review 5 (five) meetings of the Audit Committee were held on 16.04.2015; 26.05.2015; 08.08.2015; 05.11.2015 and 06.02.2016. 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	No. of Audit Committee Meetings attended
Mr. Dilip Kumar Hela	Chairman (upto 06.02.2016)	5	5
Mr. Arun Chakraborty	Chairman (w.e.f 07.02.2016)	5	0
Mr. Sudarson Kayori	Member (w.e.f. 07.02.2016)	5	0
Mr. Pradeep Kumar Daga	Member	5	5
Mr. Bishambar Pachisia	Member (upto 06.02.2016)	5	5

IV. NOMINATION AND REMUNERATION COMMITTEE

Remuneration to Non-Executive Directors is decided by the Board of Directors as authorized by the Articles of Association of the Company and within the limits set out in Section 197 of the Companies Act, 2013. The broad terms of reference are as follows:-

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

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2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

The Company had already constituted a Remuneration Committee comprising of three Non Executive including two Independent Directors as required under the provisions of the earlier Companies Act, 1956. In order of align itself with the provisions of the Companies Act, 2013 and the listing agreement, the Board on 27th May, 2014 changed the nomenclature of the Remuneration Committee to "Nomination and Remuneration Committee" with three Non Executive Directors. The Nomination and Remuneration Committee meetings were held on 14.05.2015; 05.08.2015, 15.10.2015 and 30.01.2016. The attendance of each Nomination and Remuneration Committee member is as under:

Name of Committee Members	Category	No. of Nomination and Remuneration Committee Meetings held	No. of Nomination and Remuneration Committee Meetings attended
Mr. Dilip Kumar Hela	Chairman (upto 06.02.2016)	4	4
Mr. Arun Chakraborty	Chairman (w.e.f 07.02.2016)	4	0
Mr. Sudarson Kayori	Member	4	0
Mr. Rabindra Nath Ghosh	Member	4	0
Mr. Pradeep Kumar Daga	Member	4	4
Mr. Bishambar Pachisia	Member	4	4

Details of remuneration and sitting fees 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 during the financial year 2015-16, 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, 2015 to March, 2016
Mrs. Vinita Daga	Managing Director	Rs. 2,40,000/-
Ms. Bharati Agarwal	Company Secretary (w.e.f 07.02.2016)	Rs. 26,897/-
Mrs. Sweta Sethia	Company Secretary (upto 06.02.2016)	Rs. 70,000/-
Mr. Dilip Kumar Hela	Chief financial Officer (w.e.f 07.02.2016)	Rs. 20,000/-
Mr. Harshwant Joshi	Chief financial Officer (upto 11.11.2015)	Rs. 80,000/-

V. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company had already constituted a Shareholders / Investors Grievances Committee comprising of three Non Executive including two Independent Directors to consider and resolve the grievances of the share holders of the company including complaints related to transfer of shares, non- receipt of balance sheet, non-receipt of declared dividends. In order of align itself with the provisions of the Companies Act, 2013 and the listing agreement, the Board on 27th May, 2014 changed the nomenclature of the Shareholders/Investors Grievances Committee to "Stakeholders' Relationship Committee" with three Non Executive Directors as members of the Committee. The "Stakeholders' Relationship Committee" meetings were held on 25.05.2015; 05.08.2015 and 06.02.2016. The attendance of each "Stakeholders' Relationship Committee" member is as below:

Name of Committee Members	Category	No. of Stakeholders' Relationship Committee Meetings held	No. of Stakeholders' Relationship Committee Meetings attended
Mr. Dilip Kumar Hela	Chairman (upto 06.02.2016)	3	3
Mr. Arun Chakraborty	Chairman (w.e.f 07.02.2016)	3	0
Mr. Sudarson Kayori	Member	3	0
Mr. Rabindra Nath Ghosh	Member	3	0
Mr. Bishambar Pachisia	Member	3	3
Mr. Pradeep Kumar Daga	Member	3	3

The Company Secretary has been designated as the Compliance Officer. There were no investor complaints / queries were received during the year ended 31st March, 2016. There were no share transfers pending for registration for more than 15 days as on the said date.

VI. RISK MANAGEMENT:

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

VII. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

VIII. SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

IX. DISCLOSURES

- (i) Transactions with related parties as per requirements of Accounting Standard (AS) 18-'Related Party Information' are disclosed in Note 16(7) to the Financial Statements.
- (ii) All Accounting Standards mandatorily required have been followed without exception in preparation of the financial Statements.
- (iii) Procedures for assessment of risk and its minimization have been laid down by the Company and reviewed by the Board. These procedures are periodically reassessed to ensure that executive management controls risks through means of a properly defined framework.
- (iv) No money was raised by the Company through public issue, preferential issue , rights issue etc. in the last financial year ended 31.03.2016.
- (v) (a) All pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company have been disclosed in item IV of this report.
 - (b) The Company has one Whole-time Managing Director on the Board whose appointment and remuneration has been fixed by the Board in terms of a resolution passed by the members and has been further reviewed/approved by the Nomination and Remuneration Committee of the Board. The remuneration paid is mentioned in item IV of this report.
 - (c) The number of shares held by each director is mentioned in item II(a) of this report.
- (vi) (a) Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of clause 49 of the Listing Agreement with Stock Exchanges.
 - (b) There were no material financial & commercial transactions by Senior Management as defined in Clause 49 of the Listing Agreement and SEBI (Listing Obligation 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.
- (vii) No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- (viii) The Company has established a vigil mechanism/whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud etc. and the same has been disclosed on the website of the Company.

X. COMPLIANCE CERTIFICATE

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

XI. GENERAL BODY MEETINGS

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

<u>AGM for the Financial Year</u>	<u>Location of Holding AGM</u>	<u>Date and Time of AGM</u>
2014-2015	Killachand Conference Room, Second Floor, India Merchants Chamber, IMC Building IMC Marg, Churugate, Mumbai-400020	22 nd August, 2015 at 11.00 A.M.
2013-2014	Killachand Conference Room, Second Floor, India Merchants Chamber, IMC Building IMC Marg, Churchgate, Mumbai-400020	20 th September, 2014 at 11.30 A.M.
2012-2013	Killachand Conference Room, Second Floor, India Merchants Chamber, IMC Building IMC Marg, Churchgate, Mumbai-400020	14 th September, 2013 at 11.00 A.M.

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

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

Yes, details of which are given hereunder:-

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

(c) Whether any special resolution passed last year through postal ballot and details of voting pattern? No

XII. MEANS OF COMMUNICATION :

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

ANNUAL REPORT 2015-2016**XIII. GENERAL SHAREHOLDER INFORMATION****(a) ANNUAL GENERAL MEETING :**

Date:	Friday the 10th September, 2016.
Time:	At 11.00 A.M.
Venue:	Killachand Conference Room, Second Floor, India Merchants Chamber, IMC Building IMC Marg, Chrchugate, Mumbai-400020.
Date of Book Closure	04th September, 2016 to 10th September, 2016 (both days inclusive)
Dividend payment date	No dividend is being recommended.
Listing on Stock Exchanges	BSE Limited
Stock Code	530457
Demat ISIN No. for CDSL and NSDL	INE959B01017
Listing Fee	Paid for the year 2015-2016.
Registrar and Share Transfer Agents	SYSTEM SUPPORT SERVICES 209, Shivali Industrial Estate; 89, Andheri Kurla Road. Sakinaka, Andheri (E); Mumbai - 400 072 Phone : 2850 0385 & Fax : 2850 1438

(b) Market Price Data: High – Low During each month in the last Financial Year (In Rs.)

<u>Month</u>	<u>High</u>	<u>Low</u>
April, 2015	6.50	6.18
May, 2015	6.25	6.25
June, 2015	6.56	6.23
July, 2015	7.15	6.86
August, 2015	7.00	7.00
September, 2015	7.00	7.00
October, 2015	6.95	6.01
November, 2015	6.50	6.50
December, 2015	6.50	6.50
January, 2016	6.18	6.18
February, 2016	6.18	6.18
March, 2016	6.18	6.18

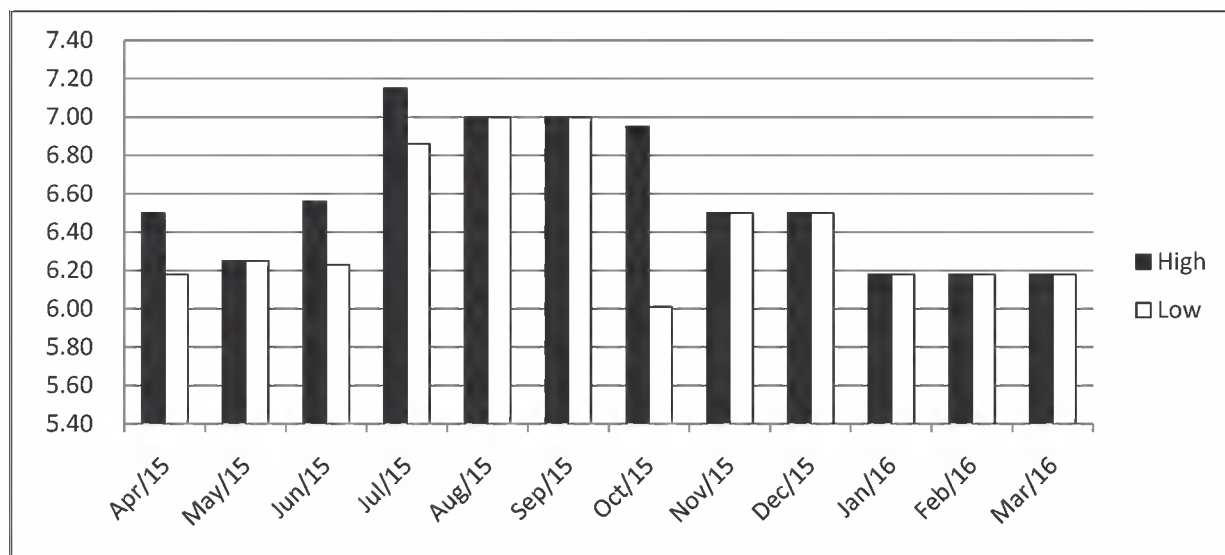


Chart showing month wise high and low of market price data.

(c) Dematerialization of equity shares:

About 86.09 % of total equity share capital is held in dematerialised form with NSDL and CDSL.

(d) Share Transfer System:

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

(e) Distribution of shareholding on March 31, 2016 :

The shareholding distribution of equity shares of face value of Rs. 10/- each as at 31st March, 2016 is given below

No. of Equity Shares held between	Number of Shareholders (Folio)	Percentage of shareholders	Number of Shares	Percentage of share
001 to 5000	2064	97.221	857331	16.487
5001 to 10000	24	1.130	176867	3.401
10001 to 20000	14	0.659	209438	4.028
20001 to 30000	5	0.236	121365	2.334
30001 to 40000	1	0.047	32800	0.631
40001 to 50000	1	0.047	49000	0.942
50001 - 100000	8	0.377	586935	11.287
100001 & Above	6	0.283	3166264	60.890
TOTAL	2123	100	5200000	100

(f) Shareholding Pattern as on March 31, 2016 :

Category	No. of equity shares held	Percentage of shareholding
A. Promoter's holding		
1. Promoters*		
- Indian Promoters	2360271	45.39
- Foreign Promoters	Nil	0.00
Sub - Total	23,60,271	45.39
B. Non - Promoters Holding		
2. Institutional investors		
- Mutual Funds and UTI	5700	0.11
- Banks, Financial Institution, Insurance Companies	Nil	0.00
- FIIS	Nil	0.00
Sub - Total	5,700	0.11
3. Others		
- Body Corporate	9,57,735	18.42
- Indian Public	18,71,959	36.00
- NRI / OCBs	4,335	0.08
- Any other - In transit (De-materialized)	Nil	0.00
Sub - Total	28,34,029	54.50
Grand Total	52,00,000	100.00

(g) Address for correspondence:

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

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

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

(h) Non-Mandatory Requirements

1. The Board: An office for the use of the Chairman is made available whenever required.
2. Shareholders' Rights: Half yearly financial results including summary of the significant events in last six months are presently, not being sent to shareholders of the Company.

3. Audit Qualifications: There are no qualifications in the Auditor's report on the financial statements to the Shareholders of the Company.
4. Separate post of Chairman and CEO: The Company has a Whole-time Director in addition to the Non-Executive Chairman of the Board.
5. Reporting of Internal Auditor : Internal Auditors are invited to the meetings of Audit Committee wherein they report directly to the Committee.

(i) CEO/CFO Certification

As required by sub clause V of Clause 49 of the Listing Agreement with the Stock Exchanges and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, CFO have certified in Annexure "B" to the Board about compliance by the Company with the requirements of the said sub clause for the financial year ended 31st March, 2016.

Annexure "A"

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To
**The Members of
Cinerad Communications Limited,**

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Stock Exchanges and SEBI (Listing Obligation 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, 2016.

For **Cinerad Communications Limited**

Place : **Kolkata**
Date : **19th Day of May, 2016**

Vinita Daga
Managing Director

Annexure "B"

CEO AND CFO CERTIFICATION

The Board of Directors
Cinerad Communications Ltd.

Dear members of the Board,

We, Vinita Daga, Chief Executive Officer and Managing Director, and Dilip Kumar Hela, Chief Financial Officer of Cinerad Communications Limited, we have reviewed standalone Financial Statements and the Cash Flow Statement for the year ended 2016 and that to the best of our knowledge and belief, certify that:

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

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

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

We have indicated to the Auditors and the Audit Committee:

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

Place : **Kolkata**
Date : **19th Day of May, 2016**

Vinita Daga
Chief Executive Officer
and Managing Director

Dilip Kumar Hela
Chief Financial Officer

Annexure "C"

Maroti & Associates

Chartered Accountants

9/12, Lal Bazar Street, 'E' Block, 3rd Floor

Suite No. 2, Kolkata - 700 001

Tel : +91 33 2231 9392 / 9391

Fax : +91 33 2243 8371

E-Mail : mkmaroti@gmail.com

**AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF
CORPORATE GOVERNANCE AS STIPULATED IN THE LISTING AGREEMENT**

To
The Members of

CINERAD COMMUNICATIONS LIMITED

We have examined the Compliance of the Conditions of Corporate Governance by **M/s. CINERAD COMMUNICATIONS LIMITED (" the Company ")** for the year ended on **March 31, 2016** as stipulated in clause 49 of the Listing Agreement (" Listing Agreement") of the Company with the Stock Exchange for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of the Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as referred to in Regulation 15 (2) of Listing Regulations for the period 1st December 2015 to 31st March, 2016 .

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we confirm that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such Compliance is neither an assurance as to the further 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**

**M.K.MAROTI
(Partner)**

Place : **Kolkata**
Date : **19th day of May, 2016**

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

INDEPENDENT AUDITORS' REPORT

To the Members of

CINERAD COMMUNICATIONS LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **CINERAD COMMUNICATIONS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

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

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its LOSS and its cash flows for the year ended on that date.

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 of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure - "A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on 31st March 2016 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2016 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"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations which would impact its financial position.
 - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
 - c. There are no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.

For MAROTI & ASSOCIATES
Chartered Accountants

Place : **Kolkata**
Date : **19th day of May, 2016**

M.K.MAROTI
(Partner)
(Membership No. 057073)
(Firm Registration No. 322770E)

ANNEXURE - "A" TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2016, 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. Accordingly, the Directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company for the year under audit.
- 6.** The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act. 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 provident fund, income-tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

As explained to us, the Company did not have any dues on account of employees' state insurance, sales tax, value added tax, duty of customs, service tax, and duty of excise.

According to the information and explanations given to us, apart from income tax dues which are under dispute has not been deposited by the Company there are no other undisputed amounts payable in respect of provident fund, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.

Name of statute	Nature of dues	Amount (Rs)	Period to which the amount relates	Forum where dispute is pending
INCOME TAX ACT , 1961	INCOME TAX PLUS INTEREST	36,83,841	ASST YEAR – 2007-2008, 2011- 2012	CIT (APPEALS)

b) According to the information and explanations given to us, there are no material dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute.

- 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.

- 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**

**M.K.MAROTI
(Partner)**

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

**Place : Kolkata
Date : 19th day of May,2016**

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 2016 in conjunction with our audit of the standalone 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 2016, 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

Place: **Kolkata**
Date : **19th day of May, 2016**

CA. M.K.MAROTI
(Partner)
(Membership No. 057073)
(Firm Registration No. 322770E)

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
		₹	₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	5,20,00,000	5,20,00,000
(b) Reserves and Surplus	3	(3,43,50,248)	(3,38,74,690)
(2) Non Current Liabilities			
(a) Deferred Tax Liability (Net)	4	-	-
(3) Current Liabilities			
(a) Short Term Provisions	5	600	600
(b) Other current liabilities	6	80,891	62,561
TOTAL		1,77,31,243	1,81,88,471
II.Assets			
(1) Non-current assets			
(a) Fixed Assets	7		
(i) Tangible Assets		3	3
(ii) Intangible Assets		1	1
(b) Non Current Investment	8	-	1,45,00,000
(c) Long term loans and advances	9	2,13,034	1,88,034
(d) Deferred Tax Asset (Net)	4	17,44,999	18,89,577
(2) Current assets			
(a) Cash and cash equivalents	10	1,42,68,341	7,05,991
(b) Short Term Loans & Advances	11	15,04,865	9,04,865
TOTAL		1,77,31,243	1,81,88,471

SIGNIFICANT ACCOUNTING POLICIES

1

For and on behalf of the Board

OTHER NOTES ON ACCOUNTS

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In terms of our report of even date

FOR MAROTI & ASSOCIATES

(Chartered Accountants)

Firm Reg No : 322770E**(CA. M. K. MAROTI)****(Partner)****Membership No. : 057073****Date :19th day of May,2016****Place : Kolkata****VINITA DAGA**

(DIN 00080647)

Managing Director

PRADEEP KUMAR DAGA

(DIN 00080515)

Director

BHARTI AGARWAL

Company Secretary

DILIP KUMAR HELA

Chief Financial Officer

ANNUAL REPORT 2015-2016

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2016

PARTICULARS		Note No	Figures as at the end of current reporting period ₹	Figures as at the end of the previous reporting period ₹
I	OTHER INCOME	12	11,14,689	12,59,380
II	TOTAL REVENUE		11,14,689	12,59,380
III	EXPENSES			
	Employee Benefit Expenses	13	5,45,677	5,03,320
	Other Expenses	14	8,99,992	9,21,461
	TOTAL EXPENSES		14,45,669	14,24,781
IV	Profit Before Tax		(3,30,980)	(1,65,401)
V	TAX EXPENSES			
a	Current Tax		-	-
b	Deferred Tax		(1,44,578)	16,58,749
VI	PROFIT / (LOSS) FOR THE PERIOD		(4,75,558)	14,93,348
VII	Earning Per Equity Share	15		
a	Basic		(0.091)	0.287
b	Diluted		(0.091)	0.287

SIGNIFICANT ACCOUNTING POLICIES
OTHER NOTES ON ACCOUNTS

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16

For and on behalf of the Board

In terms of our report of even date

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

VINITA DAGA
(DIN 00080647)
Managing Director

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

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

BHARTI AGARWAL
Company Secretary

Date : 19th day of May,2016
Place : Kolkata

DILIP KUMAR HELA
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Figures as at the end of current reporting period ₹		Figures as at the end of the previous reporting period ₹	
1. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax (a)		(3,30,980)		(1,65,401)
Less : Profit on sale of Mutual Fund	(11,14,689)		(12,59,380)	
Sub Total - (b)		(11,14,689)		(12,59,380)
Operating Profit before Working Capital Changes (a + b)		(14,45,669)		(14,24,781)
Adjustments :				
Increase / (Decrease) in Current Liabilities	18,330		31,471	
(Increase)/Decrease in Loans & advances	(25,000)		(5,916)	
Sub Total - (c)		(6,670)		25,555
Net Cash from Operating Activities before Taxes Paid		(14,52,339)		(13,99,226)
Less: Taxes paid		6,00,000		-
Net Cash from Operating Activities A		(20,52,339)		(13,99,226)
2. CASH FLOW FROM INVESTING ACTIVITIES				
(Increase) / Decrease in Investment	1,45,00,000		(1,45,00,000)	
Other income received	11,14,689	1,56,14,689	12,59,380	
Net Cash from Investing Activities B		1,56,14,689		(1,32,40,620)
3. CASH FLOW FROM FINANCING ACTIVITIES				
Net Cash from Financing Activities C		-		-
Net Increase in Cash/Cash Equivalent (A+B+C)		1,35,62,350		(1,46,39,846)
Cash/Cash Equivalents (Opening)		7,05,991		1,53,45,837
Cash/Cash Equivalents (Closing)		1,42,68,341		7,05,991

Notes

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

2	Cash and Cash Equivalent	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	Cash in hand	2,11,067	38,597
	Cash at bank	1,40,57,274	6,67,394
		1,42,68,341	7,05,991

For and on behalf of the Board

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

VINITA DAGA
(DIN 00080647)
Managing Director

BHARTI AGARWAL
Company Secretary

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

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

DILIP KUMAR HELA
Chief Financial Officer

Date : 19th day of May, 2016
Place : Kolkata

ANNUAL REPORT 2015-2016**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

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

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

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

B. TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

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

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

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

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

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

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 3		
<u>RESERVE & SURPLUS</u>		
Capital Reserve		
OP. Balance	1,05,00,000	1,05,00,000
A	1,05,00,000	1,05,00,000
Securities Premium		
OP. Balance	3,97,88,290	3,97,88,290
B	3,97,88,290	3,97,88,290
Profit & Loss Account		
OP. Balance	(8,41,62,980)	(8,18,19,190)
Add: Profit/(Loss) for the year	(4,75,558)	14,93,348
Add: Deferred Tax Adjustment	-	17,11,124
Less: Advance for FBT written off	-	(10,644)
Less : Depreciation Adjustments as per Companies Act 2013	-	(38,26,494)
C	(8,46,38,538)	(8,41,62,980)
TOTAL (A+B+C)	(3,43,50,248)	(3,38,74,690)
NOTE - 4		
<u>DEFERRED TAX LIABILITIES</u>		
Timing Difference		
Opening Liability	-	14,80,296
Add: Created during the year	-	-
Less: Reversed during the year	-	14,80,296
Closing Liability	-	-
<u>DEFERRED TAX ASSETS</u>		
Opening Balance	18,89,577	-
Add: Generated	-	18,89,577
Less: Reversed	(1,44,578)	-
Closing Balance	17,44,999	18,89,577
Net Deferred tax Assets/(Liabilities)	17,44,999	18,89,577
NOTE - 5		
<u>SHORT TERM PROVISIONS</u>		
Provision for Professional Tax	600	600
	600	600
NOTE - 6		
<u>OTHER CURRENT LIABILITIES</u>		
Liabilities For Expenses	53,625	53,590
TDS Payable	6,616	151
Professional Tax Payable	1,050	-
Provident Fund Payable	19,600	8,820
	80,891	62,561

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

**NOTE - 7
FIXED ASSETS**

Description	Gross Block			Depreciation			Net Block	
	As on 01.04.2015	Addition	Deletion	As on 31.03.2016	Upto 31.03.2015	For the year	Upto 31.03.2016	As on 31.03.16 31.03.15
<u>Tangible Assets</u>								
Office Equipment	6,74,188	-	-	6,74,188	6,74,187	-	6,74,187	1 1
Plant & Machinery	3,00,61,895	-	-	3,00,61,895	3,00,61,894	-	3,00,61,894	1 1
Furniture & Fixtures	36,441	-	-	36,441	36,440	-	36,440	1 1
Sub Total (A)	3,07,72,524	-	-	3,07,72,524	3,07,72,521	-	3,07,72,521	3 3
<u>Intangible Assets</u>								
Software's	28,30,500	-	-	28,30,500	28,30,499	-	28,30,499	1 1
Sub Total (B)	28,30,500	-	-	28,30,500	28,30,499	-	28,30,499	1 1
Total	3,36,03,024			3,36,03,024	3,36,03,020	-	3,36,03,020	4 4
Previous Year	3,36,03,024	-	-	3,36,03,024	2,80,65,402	55,37,618	3,36,03,020	4 -

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<u>NOTE - 8</u>		
<u>NON CURRENT INVESTMENTS</u>		
(Long Term, Non Trade, Valued at Cost)		
Unquoted Mutual Fund		
HDFC Liquid Mutual Fund	-	1,45,00,000
No. of Units 525080.754 & Market Value Rs. 14500000.01	-	1,45,00,000
<u>NOTE - 9</u>		
<u>LONG TERM LOANS & ADVANCES</u>		
(Unsecured, Considered good)		
Security Deposit	2,13,034	1,88,034
	2,13,034	1,88,034
<u>NOTE - 10</u>		
<u>CASH & CASH EQUIVALENTS</u>		
Cash in hand (As certified)	2,11,067	38,597
Balances with Schedule Bank in Current Account	1,40,57,274	6,67,394
	1,42,68,341	7,05,991
<u>NOTE - 11</u>		
<u>SHORT TERM LOANS & ADVANCES</u>		
Tax Deducted at Source	9,04,865	9,04,865
Income Tax paid under protest	6,00,000	-
	15,04,865	9,04,865
<u>NOTE - 12</u>		
<u>OTHER INCOME</u>		
Profit on sale of Mutual Fund	11,14,689	12,59,380
	11,14,689	12,59,380
<u>NOTE - 13</u>		
<u>EMPLOYEE BENEFIT EXPENSES</u>		
Salary & Allowances	3,00,177	2,58,320
Directors Remuneration	2,40,000	2,40,000
Employers contribution to Provident Fund	5,000	5,000
	5,45,677	5,03,320

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Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<u>NOTE - 14</u>		
<u>OTHER EXPENSES</u>		
Advertisement Expenses	64,450	82,938
Audit Fees	28,625	29,775
Bank Charges	120	365
Demat Expenses	1200	-
Depository Expenses	51,526	33,708
E-voting Charges	3,420	27,307
Electricity Expenses	6,355	5,330
Filing Fees	10,800	29,530
Internal Audit Fees	5,000	3,000
Legal & Professional Charges	53,559	87,445
Listing Fees	2,24,720	1,12,360
Meeting Expenses	79,870	78,540
Miscellaneous Expenses	6,716	12,302
Office Maintenance	-	4,800
Postage & Telephone	31,706	62,002
Printing & Stationery	75,497	75,564
Rent, Rates & Taxes	1,76,400	1,98,000
Secretarial Audit Fees	15,000	15,000
Telephone Expenses	3,660	2,871
Transfer Agent Fees	57,786	55,622
Interest on TDS	82	2
Website Development Expenses	3,500	5,000
	8,99,992	9,21,461
<u>NOTE - 15</u>		
<u>EARNING PER SHARE</u>		
Net Profit after tax as per Statement of Profit and Loss (A)	(4,75,558)	14,93,348
weighted Average number of equity shares outstanding (B)	52,00,000	52,00,000
Basic and Diluted Earnings per share (₹) [A/B]	(0.09)	0.29
Face value per equity share (₹)	10	10

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

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

02. FIXED ASSETS

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

03. DEPRECIATION

Depreciation on Fixed Assets are provided on Written Down Value Method at the rates prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

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

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

04 INTANGIBLE ASSETS

Intangible Assets are recognized if:

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

05 IMPAIRMENT OF FIXED ASSETS

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

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

06 EARNING PER SHARE

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

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

07 INVESTMENTS

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

08 RECOGNITION OF INCOME & EXPENDITURE

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

09 CONTINGENCIES :

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

10 PROVISIONING FOR DEFERRED TAXES

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

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

11 PRELIMINARY EXPENSES

Preliminary Expense is amortized over a period of Five years.

12 TAXES ON INCOME

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

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

NOTE 16**OTHER NOTES ON ACCOUNTS**

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

Name of related parties-None**KEY MANAGEMENT PERSONNEL (KMP)**

1. Vinita Daga	-	Managing Director
2. Pradeep Kumar Daga	-	Director
3. Dilip Kumar Hela (from 07.02.2016)	-	Chief Financial Officer
4. Harshwant Joshi (upto 11.11.2015)	-	Chief Financial Officer
5. Bharti Agarwal (from 07.02.2016)	-	Company Secretary
6. Sweta Sethia (upto 06.02.2016)	-	Company Secretary

RELATED PARTY TRANSACTION

Sl. No.	Nature of Transaction	Relation	31/03/2016 (Rs.)	31/03/2015 (Rs.)
	Directors Remuneration			
1	Vinita Daga	Managing Director	2,40,000	40,000
2	Pradeep Kumar Daga	Managing Director	-	2,00,000
	Salary			
1	Bharti Agarwal	Company Secretary	26,897	-
2	Sweta Sethia	Company Secretary	70,000	84,000
2	Dilip Kumar Hela	Chief Financial Officer	20,000	-
4	Harshwant Joshi	Chief Financial Officer	88,000	80,000

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- viii** The Company has Complied this information based on the current information in its possession. As at 31.03.2016, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under Micro, Small and Medium Enterprise Development Act, 2006.
Amount due to Micro Small and Medium Enterprises as on 31.03.2016 ₹ NIL (PY ₹ NIL)
- ix** No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
- x** No provision has been made on account of gratuity as there are no employees who have completed the required number of years as per the Payment of Gratuity Act, 1972.
- xi** Previous year figures have been regrouped, rearranged or recasted wherever consider necessary.
- xii** Contingent liability not provided for:
(a) In respect of Income Tax demand for the A.Y. 2011-2012, Rs. 3441850 for which the Company has preferred appeal before the Appellate Authority.
(b) Income Tax demand for the A.Y. 2007-2008, Rs. 241991 for which the Company has preferred appeal before the Appellate Authority.

The stock of old machineries scrapped is lying with the Company on as- is and where-is basis. The same will be accounted for the year in which the same is disposed off.

The Company has deposited a sum of Rs. 6 lakhs as tax for A.Y. 2011-12 as income tax paid under the protest as the company has filed appeal for the same. The management is of the opinion that there is a fair chance that the Company will win the case. In case, the case is decided otherwise, the effect of tax will be accounted for in the year in which the order will be passed.

For and on behalf of the Board

VINITA DAGA
(DIN 00080647)
Managing Director

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

BHARTI AGARWAL
Company Secretary

DILIP KUMAR HELA
Chief Financial Officer

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

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

Date : 19th day of May, 2016
Place : Kolkata

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

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

To,

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

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

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

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

(2) PARTICULARS OF NOMINEE/S—

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

(3) IN CASE NOMINEE IS A MINOR—

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

Name:

Address:

Name of Security Holder(s)
Signature

Witness with name and address

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

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

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

Regd. Office:

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