

# CISTRO TELELINK LIMITED

CIN No: L19201MP1992PLC006925

206, Airen Heights, AB Road, Indore 452010, Madhya Pradesh

Tel No.:0731-2555022; Fax No.:0731-2555722

Email ID-cistrotelelink@gmail.com

Website: www.cistrotelelink.net

29<sup>th</sup> May, 2014

To,  
Mr. Pyarelal Gulabchand Verma  
B-23, Saru Nagar Soc.,  
Bh. Saraswat Nagar,  
Piplod, Surat, 395007

## **Sub: Appointment of Independent Non Executive Director.**

Dear Sir,

This to inform you that, The Board of directors of the Company appointed you as an Independent Non Executive Director in their meeting held on Monday the 29<sup>th</sup> May, 2014 w.e.f. 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019 for five consecutive years, pursuant to section 149 of the Companies Act, 2013, subject to shareholders' approval in the forthcoming Annual General Meeting.

The terms & Conditions proposed to be entered into by the Company with you, in respect of appointment, contain the following:

Name & Designation of Director	Mr. Pyarelal Gulabchand Verma , Independent Non Executive Director.
Date of Appointment	29th May, 2014
the term of appointment	1st April, 2014 to 31st March, 2019
the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;	<p>-Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;</p> <p>-Bring an objective view in the evaluation of the performance of board and management;</p> <p>-Safeguard the interests of all</p>

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	<p>stakeholders, particularly the minority shareholders;</p> <p>-Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;</p> <p>-Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance</p>
<p>the fiduciary duties that come with such an appointment along with accompanying liabilities</p>	<p>-Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;</p> <p>- To attend the general meetings of the company</p> <p>- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;</p> <p>-Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;</p> <p>- Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees</p>
<p>provision for Directors and Officers</p>	<p>No provisions</p>

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<p>(D and O) insurance, if any;</p>	
<p>the Code of Business Ethics that the company expects its directors and employees to follow</p>	<p>-Uphold ethical standards of integrity and probity;</p> <ul style="list-style-type: none"><li>- Exercise his responsibilities in a bona fide manner in the interest of the company</li><li>-Act objectively and constructively while exercising his duties</li><li>-Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;</li><li>-Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;</li><li>-Assist the company in implementing the best corporate governance practices.</li></ul>
<p>the list of actions that a director should not do while functioning as such in the company; and</p>	<p>-Refrain from any action that would lead to loss of his independence</p> <ul style="list-style-type: none"><li>-Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.</li><li>- Not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;</li></ul>

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	-Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making
the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.	As per decided by Board and as per company policy

Please sign the duplicate copy of the letter as a token of your acceptance and return it to us for office records.

Thanking you,  
You're truly,  
For Cistro Telelink Limited



Arun Kumar Sharma  
Director  
Din No: 00369461