

# 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

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Date: 21.09.2018

To,  
Department of Corporate Service (DCS-CRD),  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Sub.: Compliance as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

Please find attached Annual Report 2017-2018 duly approved and adopted in the 26<sup>th</sup> Annual General Meeting held on Monday, 17<sup>th</sup> September, 2018.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours truly,

**For CISTRO TELELINK LIMITED**



*Arun Kumar Sharma*  
**ARUN KUMAR SHARMA**  
**DIRECTOR**  
**DIN No: 00369461**

# **CISTRO TELELINK LIMITED**

**(L19201MP1992PLC006925)**

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Email ID -cistrotelelink@gmail.com

Website: [www.cistrotelelink.net](http://www.cistrotelelink.net)

**26<sup>th</sup>**  
**Annual Report**  
**2017-2018**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Om Prakash Madhogarhia (DIN -05330865)	Whole Time Director (Resigned from the post of CEO w.e.f. 12 <sup>th</sup> February, 2018)
Mr. Naresh Agarwal	Chief Executive Office (appointed w.e.f. 31 <sup>st</sup> March, 2018)
Mr. Pyarelal Verma (DIN-01691381)	Chief Financial Officer (Ceased from the post of Director w.e.f. 7 <sup>th</sup> September, 2017)
Mr. Arun Kumar Sharma (DIN-00369461)	Non-Executive Director & Compliance officer
Mr. Prahlad Singh Tomar (DIN-02994181)	Independent Non-Executive Director (Resigned w.e.f. 11 <sup>th</sup> August, 2018)
Mr. Bandana Singh (DIN -08008601)	Independent Non- Executive Director (Appointed w.e.f. 11 <sup>th</sup> August, 2018)
Ms. Renu Singh (DIN-00860777)	Independent Non-Executive Director
Mr. Ganeshbhai Sengadani (DIN-06647090)	Independent Non-Executive Director

### AUDITORS:

#### C.P.Jaria & Co

Chartered Accountants,

M-28, Super Tex Tower, Opp. Kinnary Cinema, Ring Road, Surat- 395002.

### SECRETARIAL AUDITORS

HS Associates,

Company Secretaries,

Mumbai

### BANKERS:

The Financial Co-op. Bank Ltd.

### REGISTRAR & SHARE TRANSFER AGENTS:

#### Ankit Consultancy Pvt.Ltd.

60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010  
Email id: - ankit\_4321@yahoo.com  
Tel.:0731-3198601-602, 2551745-46  
Fax: 0731-4065798

### REGISTERED OFFICE:

206, Airen Heights,  
A.B.Road,  
Indore,  
Madhya Pradesh: 452010.  
Email id:- cistrotelelink@gmail.com  
Tel.: 0731-2555022  
Fax No.:0731-2555722

### SHARES LISTED AT:

BSE Limited, Mumbai  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001.

### ANNUAL GENERAL MEETING:

Date: 17<sup>th</sup> September, 2018

Time: 11.00 A.M.

Place: 206, Airen Heights, AB Road, Indore,  
Madhya Pradesh – 452010.

Visit us at [www.cistrotelelink.net](http://www.cistrotelelink.net)

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Email [ID-cistrotelelink@gmail.com](mailto:ID-cistrotelelink@gmail.com) Website: [www.cistrotelelink.net](http://www.cistrotelelink.net)**NOTICE OF AGM**

Notice is hereby given that the **Twenty Sixth Annual General Meeting** (the "Meeting") of **CistroTelelink Limited** ("the Company") will be held on Monday September 17, 2018 at **11.00 a.m.** at the Registered Office of the Company situated at 206, Airen Heights, A. B. Road, Indore, Madhya Pradesh – 452010 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 including Audited Balance sheet as at 31<sup>st</sup> March, 2018 and the Statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Om Prakash Madhogarhia (DIN: 05330865), who retires by rotation and being eligible, seeks for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Sections 180, 186 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable laws and subject to the approvals, if any, of the Central Government, Reserve Bank of India and other authorities, the Company be and is hereby authorized to invest a sum not exceeding Rs. 30 crores (Rupees Thirty crores only), by way of subscription and / or purchase of equity shares or such other securities including Units of Mutual Funds, in one or more enterprises, whether in India or abroad, notwithstanding that such an investment or such investments, whether current or noncurrent together with the present investments of the Company along with loans, advances, guarantees, sureties etc given by the Company exceed the limits specified under the Companies Act, 2013 and the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be invested and do all matters arising out of or incidental to the proposed investments and do all such acts and things as may be necessary to implement this resolution.

By Order of the Board  
**CISTRO TELELINK LIMITED**

Sd/-

**OM PRAKASH MADHOGARHIA**  
**(WHOLE TIME DIRECTOR)**  
**DIN NO: 05330865**

DATE : 11<sup>th</sup> AUGUST, 2018

PLACE : INDORE

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.**

**A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.**

2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 11, 2018 to Monday, September 17, 2018(both days inclusive).The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Explanatory statement under section 102 of the Companies Act, 2013which sets out details relating to Special Business is annexed hereto.
5. Members are requested to inform the Company's Registrars and Share Transfer Agents Viz. M/s. Ankit Consultancy Private Limited, regarding changes, if any in their registered address with the PIN code number.

6. In order to ensure safety against fraudulent encashment of dividend warrants, members holding shares in physical form are requested to furnish to the Company or Company's R&T Agents, M/s. Ankit Consultancy Private Limited, bank account details which will be printed on the dividend warrants.
7. A Member may avail of the facility of nomination by nominating in the prescribed "NOMINATION FORM", a person to whom his/her shares in the Company shall vest in the event of his/her death.
8. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office (email: [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com)). Member are requested to bring their copies of Annual Reports to the Meeting.
9. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories viz NSDL and CDSL, will be printed on the dividend warrants. Members are requested to inform the concerned Depository participant of any change in address, dividend mandate, Etc.
10. In terms of section 125 Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed are uploaded on the Company's website at [www.cistrotelelink.net](http://www.cistrotelelink.net) for shareholders information.
11. Electronic copy of the Annual Report for 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2018 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Nomination Form, Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website [www.cistrotelelink.net](http://www.cistrotelelink.net) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Indore for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com)
14. Voting through electronic mean
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

**PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

    - I. **The Voting period begins on Friday, 14<sup>th</sup> September, 2018 at 09.00 a.m. and ends on Sunday, 16<sup>th</sup> September, 2018 at 05.00 p.m. During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut off date (record date) of Tuesday 10<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

**The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.**
    - II. **In case of members receiving e-mail:**
      - a. Open e-mail
      - b. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
      - c. Now click on "Shareholders" tab
      - d. Now, select the "CISTRO TELELINK LIMITED" from the drop down menu and click on "SUBMIT"
      - e. Now Enter your User ID
        - a. For CDSL: 16 digits beneficiary ID,
        - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
        - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>· Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>· In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on relevant **EVSN 180816042** of Cistro Telelink Limited on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**In case of members receiving the physical copy:**

Please follow all steps from sl. no.bto sl. no.r above to cast vote.

**Other Instructions**

- The voting period begins **on Friday 14<sup>th</sup> September, 2018 at 09.00 a.m. and ends on Sunday 16<sup>th</sup> September, 2018 at 05.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Tuesday 10<sup>th</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The “cut-off date” means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - In case of any queries you may refer the Frequently Asked Questions (FAQ’s) for shareholders and e-voting user manual for shareholders available at the Downloads Section of [www.evoting.CDSL.com](http://www.evoting.CDSL.com)
  - If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of **10<sup>th</sup> September, 2018**.
  - Mr. Prasad Chavan, Partner of HS Associates, Practicing Company Secretaries (Membership No. ACS No.49921) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
  - The scrutinizer shall within a period of not exceeding 3 ( Three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - The results of the e-voting along with the scrutinizers report shall be placed in the Company’s website **[www.cistrotelelink.net](http://www.cistrotelelink.net)** and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
  - Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Prasad Chavan, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than **16<sup>th</sup> September 2018 (5.00 pm IST)**
  - Ballot Form received after this date will be treated invalid.
  - A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 15.** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- 16.** The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” (Circular No. 17/ 2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.
- The Members are requested to:
- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
  - ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
  - iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the investors.

By Order of the Board  
**CISTRO TELELINK LIMITED**

Sd/-

**OM PRAKASH MADHOGARHIA**  
**(WHOLE TIME DIRECTOR)**  
**DIN NO: 05330865**

**DATE : 11<sup>th</sup> AUGUST, 2018**  
**PLACE : INDORE**

**EXPLANATORY STATEMENT**

**As required by Section 102 of the Companies Act, 2013.**

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

**Item No. 1**

As per the provisions of Section 186 of the Companies Act,2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

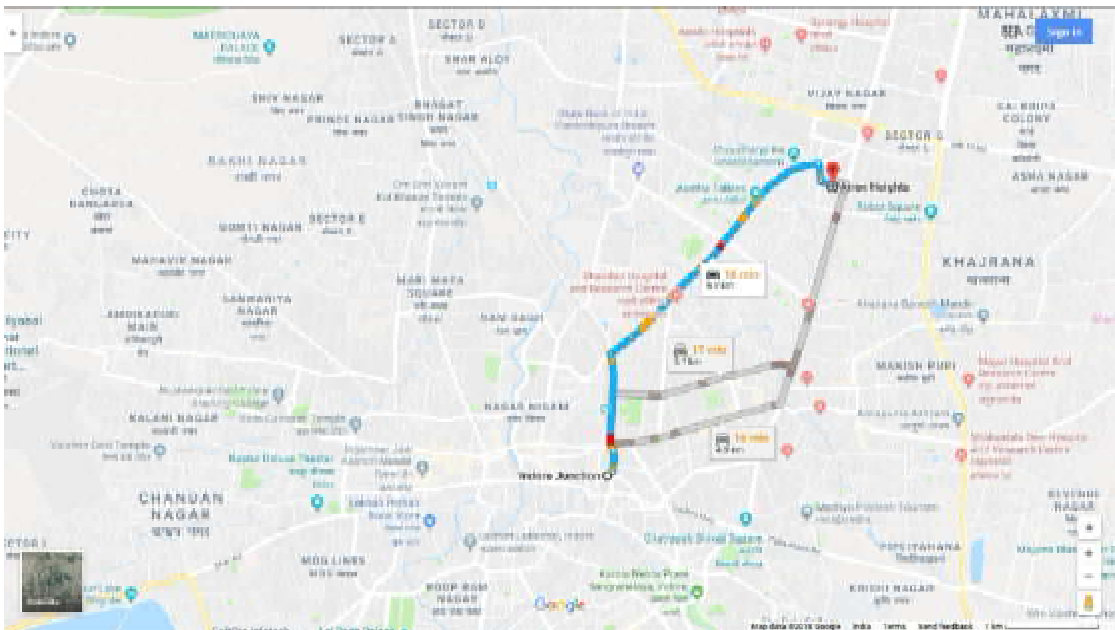
As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty per cent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs.30,00,00,000/- (Thirty Crore) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

**Route Map for Annual General Meeting**





**DIRECTOR'S REPORT**

To  
The Members  
**CISTRO TELELINK LIMITED.**

Your Directors have great pleasure in presenting **26<sup>th</sup> ANNUAL REPORT** along with the Audited Balance Sheet and Profit and Loss Account, for the year ended **31<sup>st</sup> March, 2018.**

**1. FINANCIAL RESULTS:****(Rs. in Lacs)**

PARTICULARS	Year ended	
	2018	2017
Total Income	—	—
Depreciation	—	—
Profit before Tax	<b>(6,14,777)</b>	<b>(5,26,838)</b>
<b>Provision for taxation</b>	<b>NIL</b>	<b>NIL</b>
Profit after Tax	<b>(6,14,777)</b>	<b>(5,26,838)</b>

**2. FINANCIAL OPERATIONS & STATE OF AFFAIRS OF THE COMPANY:**

During the year Company has reported total loss of Rs. 6,14,777/- (Rupees Six Lakhs Fourteen Thousand Seven Hundred and Seventy Seven Only).

**3. DIVIDEND AND TRANSFER TO RESERVES:**

As the Company is suffering losses, no dividend was declared during the year. No amount is being transferred to reserves during the year under review.

**4. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**5. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year Mr. Om Prakash Madhogarhia, Director retires by rotation and being eligible has offered himself for re-appointment. The members are therefore requested to re-appoint him in the forthcoming Annual General Meeting. Mr. Pyarelal Verma has ceased from the post of Directorship with effect from 7<sup>th</sup> September, 2017 due to disqualification which was appeared in the list published by Registrar of Companies, Mumbai on 7<sup>th</sup> September, 2017 and Mr. Om Prakash Madhogarhia has resigned as a Chief Executive Officer with effect from 12<sup>th</sup> February, 2018 and Mr. Naresh Agarwal has appointed in his place as a Chief Executive Officer with effect from 31<sup>st</sup> March, 2018.

**6. NUMBER OF BOARD MEETINGS:**

During the financial year, the Board of Directors had met Seven times on 29<sup>th</sup> May, 2017, 11<sup>th</sup> August, 2017, 11<sup>th</sup> September, 2017, 13<sup>th</sup> November, 2017, 13<sup>th</sup> December, 2017 and after 12<sup>th</sup> February, 2018 mention 31<sup>st</sup> March, 2018.

**7. DIRECTORS RESPONSIBILITY STATEMENT:**

The Board of Directors hereby confirms:

- i) That in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual accounts on a going concern basis.
- v) That 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) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

**8. DEPOSITS:**

The Company has not accepted Fixed Deposits within the meaning of Section 74 of the Companies Act, 2013 and Rules framed there under are complied with. There are no deposits which have not been claimed by depositors or paid by the company after the date on which the deposit became due for repayment or renewal, as the case may be, according to the contract with the depositors & there are no total amounts due to the depositors & remaining

unclaimed or unpaid.

**9. SECRETARIAL AUDITOR & REPORT:**

The Board of Directors of the Company has appointed M/S. HS Associates, Practicing Company Secretary, to conduct the Secretarial Audit and their Report on Company's Secretarial Audit is appended to this Report as Annexure I.

**Auditors Observations:**

1. *The company has not appointed Company Secretary as required under section 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
2. *The Company has not published notice of Board Meeting and Financial results in English and regional language newspaper as per Regulation 47(1) a & b of Listing Obligations and Disclosure Requirements, Regulations, 2015.*
3. *The company does not have a functional website as per Regulation 46 of SEBI (LODR) Regulations, 2015.*
4. *The Company has exceeded the limit as specified under Section 186(2) of the Companies Act, 2013 and the Company has not obtain approval of shareholders by special resolution for Investment made by the Company which is mentioned under the Section 186(3) of the Companies Act, 2013.*

**Directors Comment:**

1. The Company has initiated the process for appointment of Company Secretary but the Company has not found the suitable candidate for the post of Company Secretary.
2. The yearly/quarterly results and notice of Board Meeting are duly hosted on the website of the Company at [www.cistrotelelink.net](http://www.cistrotelelink.net) and is easily accessible in public domain at the website of BSE Limited at hence the Company does not publish the said results in the requisite newspapers as applicable as per Regulation 47(1) a & b of Listing Obligation and Disclosure Requirements, Regulations 2015.
3. The Company has initiated the process of functioning the website of the Company, as per Regulation 46 of SEBI (LODR) Regulations, 2015.
4. The Company is in the process to pass a special resolution in the ensuing Annual General Meeting.

**10. EXTRACT OF ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure-II and is attached to this Report.

**11. INTERNAL AUDITORS:**

As per Section 138 of the Companies Act, 2013, the Company has appointed M/s. Phophalia S & Associates., internal auditors for the year 2018-2019 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

**12. STATUTORY AUDITORS:**

M/s. C.P. Jaria & Co., Chartered Accountants Auditors having firm registration No. 104058W, Surat were appointed as Statutory Auditors of the Company for a period of 5 years, in the last AGM held on 23<sup>rd</sup> September, 2017. As per Companies (Amendment) Act, 2017 notified on 7<sup>th</sup> May, 2018 the provisions regarding to the ratification of Auditor in every AGM has been done away.

**13. COMMENTS ON AUDITOR'S REPORT:**

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. C.P. Jaria & Co, Statutory Auditors, in their report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

**14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The particulars of investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Note No. 2 and Note No. 3 of the Balance Sheet.

**15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

There are no related party transactions during the year.

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure III to Director's Report.

**16. RISK MANAGEMENT POLICY:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

**17. DECLARATION OF INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent

Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**18. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**19. COMMITTEES OF THE BOARD:**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

**20. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:**

Since the Company is not a manufacturing unit provision of Section 134(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is not applicable.

**21. WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns.

**22. SUBSIDIARIES AND ASSOCIATE COMPANY'S:**

As on 31<sup>st</sup> March, 2018, Company has no subsidiaries and associate companies.

**23. CORPORATE GOVERNANCE:**

The company falls under the criteria 15(2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31<sup>st</sup> March, 2018 the Company's Paid up Capital was Rs. 5,13,43,000/- (Rupees Five Crore Thirteen LakhsForty-ThreeThousand only) and Net worth is of Rs. 4,70,50,123/- (Rupees Four Crore Seventy Lacs Fifty Thousand One Hundred and Twenty Threeonly).

Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company.

**24. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report. (Annexure IV)

**25. MEETING OF INDEPENDENT DIRECTORS:**

The Independent Directors met once during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was complied by Independent authority and informed to the members.

**26. PARTICULARS OF REMUNERATION OF EMPLOYEES AND DIRECTORS**

No details as required under section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been provided as there are no employees in the Company during the Year and the Directors of the Company do not draw any Remuneration.

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 12<sup>th</sup>February, 2018 that the Directors of the Company do not draw any Remuneration. The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 is available on Company's website:

**27. ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their appreciation of the support which the Company has received from its promoters, lenders, business associates including distributors, vendors and customers, the press and the employees of the Company.

**BY ORDER OF BOARD**

Sd/-

**Mr. Om Prakash Madhogarhia**

**Chairman**

**DIN NO:05330865**

**DATE : 11<sup>th</sup> August 2018**

**PLACE : INDORE**

**Secretarial Audit Report**

Form No. MR-3

For Financial Year Ended On 31<sup>st</sup> March, 2018.

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

To,

The Members,

**CISTRO TELELINK LIMITED.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cistro Telelink Limited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company, 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, We hereby report that in our opinion, the Company has, during the audit year covering the financial year ended on 31<sup>st</sup> March, 2018, 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 herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended March 31<sup>st</sup>, 2018, as per the provisions of:

- I. The Companies Act, 2013 ("**The Act**") and the Rules made thereunder, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") were applicable during the period: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the Company during the Audit Period**);
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Audit Period**);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – (**Not applicable for the period under audit.**)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - (**Not applicable to the Company during the Audit Period**).

**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, on test – check basis, the Company has no operations, hence, majority of specific laws are not applicable to the company except Income Tax Act, 1961.

**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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015
- iii) The Listing Agreements entered into by the Company with the BSE Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above subject to the following observations:

1. *The company has not appointed Company Secretary as required under section 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
2. *The Company has not published notice of Board Meeting and Financial results in English and regional language newspaper as per Regulation 47(1) a & b of Listing Obligations and Disclosure Requirements, Regulations, 2015.*
3. *The company does not have a functional website as per Regulation 46 of SEBI (LODR) Regulations, 2015.*
4. *The Company has exceeded the limit as specified under Section 186(2) of the Companies Act, 2013 and the Company has not obtain approval of shareholders by special resolution for Investment made by the Company which is mentioned under the Section 186(4) of the Companies Act, 2013.*
5. *As on the date of this report it is observed that, some of the Body Corporate Shareholders appearing in public category in the List of Shareholders of the Company have been struck off from the MCA portal, further in the same list it was also observed that details of some of the Body corporates were not available on in the master data section of MCA portal.*

**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. During the year under review Mr. Pyarelal Verma, Executive Director ceased from the post of Director for vacation of office with effect from 7th September, 2017 due to disqualified by Registrar of Companies, Mumbai, list published on 7th September, 2017.

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.

**We Further Report That** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. Board approved the resignation of Mr. Om Prakash Madhogharia as a Chief Executive Officer with effect from 12<sup>th</sup> February, 2018.
2. Board approved the appointment of Mr. Naresh Agarwal as a Chief Executive Officer with effect from 31<sup>st</sup> March, 2018.

**Date : 11<sup>TH</sup> August, 2018**

**Place : Mumbai**

**For HS Associates  
Company Secretaries  
Hemant Auti  
Partner  
ACS No.: 51703  
CP No.: 20786**

This report is to be read with our letter of even date which is annexed as Annexure A and forms as integral part of this report.

**Annexure A**

To,  
The Members,  
Cistro Telelink Limited  
Indore

Our report of even date is to be read along with this letter.

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.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.

Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.

The Compliance of the provisions of Corporate and the other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Date : 11<sup>TH</sup> August, 2018**

**Place : Mumbai**

**For HS Associates  
Company Secretaries  
Hemant Auti  
Partner  
ACS No.: 51703  
CP No.: 20786**

## MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March 2018

[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:-	L19201MP1992PLC006925
ii)	Registration Date:-	12/02/1992
iii)	Name of the Company:-	CISTRO TELELINK LIMITED
iv)	Category / Sub-Category of the Company	Company limited by shares Indian Non-Government Company
v)	Address of the Registered office and contact details:-	206, Airen Heights, AB Road, Indore-452010. Telephone No.: 0731-2555022 Fax No.: 0731-2555722
vi)	Whether listed company:-	Yes
vii)	Name, Address and Contact details of Registrar and Transfer	Ankit Consultancy Pvt. Ltd. 60, Pardeshipura, Electronic Complex, Indore Madhya Pradesh - 452 010. Tel.:0731-2551745, 2551746 Fax:0731-4065798

## 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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product	% to total turnover of the Company
1.	Telecommunications	61	Not Applicable

## III. PARTICULARS OF ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN /GLN	Holding/ Subsidiary/ of the Company	% of Shares held	Applicable Section
Your Company has no associate, Joint venture or subsidiary companies.					

## 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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	400000	0	400000	0.78	400000	0	400000	0.78	-
b) Central Govt.	0	0	0	0	0	0	0	0	-
c) State Govt (s).	0	0	0	0	0	0	0	0	-
d) Bodies Corp.	0	0	0	0	0	0	0	0	-
e) Bank/ FI	0	0	0	0	0	0	0	0	-
f) Any Other	0	0	0	0	0	0	0	0	-
1. Directors	0	0	0	0	0	0	0	0	-
2. Directors Relative	0	0	0	0	0	0	0	0	-
<b>Sub-Total (A)(1)</b>	400000	0	400000	0.78	400000	0	400000	0.78	-

<b>(2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	-
b) Other-Individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Bank/ FI	0	0	0	0	0	0	0	0	-
e) Any Other	0	0	0	0	0	0	0	0	-
<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>
<b>Total shareholding of Promoter (A) (A)(1) + (A)(2)</b>	400000	0	400000	0.78	400000	0	400000	0.78	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank/ FI	0	2000000	2000000	3.90	0	2000000	2000000	3.90	-
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt (s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1)</b>	0	2000000	2000000	<b>3.90</b>	0	2000000	0	3.90	-
<b>2. Non- Institutions</b>									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	1328807	4755000	6083807	11.85	1313547	4755000	6068547	11.82	-0.03
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2047984	22624000	24671984	48.05	2063244	22624000	24687244	48.08	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3344208	10406000	13750208	26.78	3344208	10406000	13750208	26.78	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
(c-i) CLEARING MEMBER	5000	0	5000	0.01	5000	0	5000	0.01	-
(c-ii) OFFICE BEARERS	0	0	0	0	0	0	0	0	0
(c-iii) NON RESIDENT INDIANS (REPAT)	1	4432000	4432001	8.63	1	4432000	4432001	8.63	-
(c-iv) HUF	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(2)</b>	6726000	42217000	48943000	95.32	6726000	42217000	48943000	95.32	-
<b>Total Public shareholding (B) (B)(1) + (B)(2)</b>	<b>6726000</b>	<b>44217000</b>	<b>50943000</b>	<b>99.22</b>	<b>6726000</b>	<b>44217000</b>	<b>50943000</b>	<b>99.22</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total(A+B+C)</b>	<b>7126000</b>	<b>44217000</b>	<b>51343000</b>	<b>100</b>	<b>7126000</b>	<b>44217000</b>	<b>51343000</b>	<b>100</b>	<b>-</b>

## (ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
(1)	SANJEEV ARORA	3,50,000	0.68	-	3,50,000	0.68	-	-
(2)	ARUN KUMAR MALHOTRA	50,000	0.10	-	50,000	0.10	-	-
	<b>TOTAL</b>	<b>4,00,000</b>	<b>0.78</b>	<b>-</b>	<b>4,00,000</b>	<b>4,00,000</b>	<b>-</b>	

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	<b>At the beginning of the year</b>	<b>There is no change in promoter shareholding during the year.</b>			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	<b>At the End of the year</b>				

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year- 1 <sup>st</sup> April, 2017		Shareholding at the end of the year- 31 <sup>st</sup> March, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shrikrishana Pandey	3407000	6.64	3407000	6.64
2.	Gobind Nihalani	3400000	6.62	3400000	6.62
3.	Satyender Singh Gupta	2550000	4.97	2550000	4.97
4.	Devki Leasing & Finance Ltd.	2100000	4.09	2100000	4.09
5.	Madhya Pradesh Financial Corporation	2000000	3.90	2000000	3.90
6.	Kukreja Footcare Ltd	1997000	3.89	1997000	3.89
7.	Shilpa Timbadia	1384000	2.70	1384000	2.70
8.	Subhash Patle	1358300	2.65	1358300	2.65
9.	Jamnadas Sheth	1000000	1.95	1000000	1.95
10.	Varshaben Gandhi	862438	1.68	862438	1.68
	<b>TOTAL</b>	<b>20058738</b>	<b>39.09</b>	<b>20058738</b>	<b>39.09</b>

## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year-	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Arun Kumar Sharma	0	0	0	0
2.	Renu Singh	0	0	0	0
3.	Pyarelal Gulabchand Verma	0	0	0	0
4.	Prahlad Singh Tomar	0	0	0	0
5.	Om Prakash Madhogarhia	0	0	0	0
6.	Ganeshbhai Sengadani	0	0	0	0



**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	9,19,844	-	9,19,844
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	9,19,844	-	9,19,844
<b>Change in Indebtedness during the financial year</b>				
· Addition	-	-	-	-
· Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	9,19,844	-	9,19,844
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	9,19,844	-	9,19,844

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:  
No remuneration was paid therefore no details are given.
- B. Remuneration of other directors:  
No remuneration was paid therefore no details are given.
- C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD  
No remuneration was paid therefore no details are given.

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal, if any (give details)
A.	Company					
	Penalty	-----	-----	-----	-----	-----
	Punishment	-----	-----	-----	-----	-----
	Compounding	-----	-----	-----	-----	-----
B	Directors	-----	-----	-----	-----	-----
	Penalty	-----	-----	-----	-----	-----
	Punishment	-----	-----	-----	-----	-----
	Compounding	-----	-----	-----	-----	-----
C	Other officers in Default					
	Penalty	-----	-----	-----	-----	-----
	Punishment	-----	-----	-----	-----	-----
	Compounding	-----	-----	-----	-----	-----

For CISTRO TELELINK LIMITED

Sd/-

DATE : 11<sup>th</sup> AUGUST, 2018

PLACE : INDORE

OM PRAKASH MADHOGARHIA  
(WHOLE TIME DIRECTOR)

DIN NO: 05330865

**FORM NO. AOC - 2**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies(Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by CistroTelelink Limited with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1.	<b>Details of contracts or arrangements or transactions not at arm's length basis:</b> (a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts / arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Justification for entering into such contracts or arrangements or transactions (f) date(s) of approval by the Board (g) Amount paid as advances, if any (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL
2.	<b>Details of material contracts or arrangement or transactions at arm's length basis</b> (a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts / arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Date(s) of approval by the Board, if any: (f) Amount paid as advances, if any	NIL

DATE : 11<sup>th</sup> AUGUST, 2018  
 PLACE : INDORE

For **CISTRO TELELINK LIMITED**  
 Sd/-  
**OM PRAKASH MADHOGARHIA**  
 (WHOLE TIME DIRECTOR)  
 DIN NO: 05330865

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

In India, there are various kinds of telecom services licenses, including access licenses i.e. basic/fixed service, cellular, Unified Access (basic + cellular) service, carrier licenses i.e. national long distance and international long distance, licenses for internet services, VSAT licenses, IP-1 registration for passive infrastructure (towers, ducts, fibre) and IP-2 licenses for bandwidth.

The Indian Telecom Services Sector has witnessed tremendous growth in the recent past, primarily driven by intense competition, fallings tariffs and reforms in the regulatory set-up. Major Indian business houses have invested substantially in this sector. The Company is also at present in the business of trading of goods and textile business.

**B) SEGMENTWISE PERFORMANCE:**

As on date of this report, the Company has no segment, hence not applicable to the Company.

**C) OPPORTUNITIES / OUTLOOK:**

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook/better profits in the coming years.

**D) THREATS:**

The threat for the Company is the unrestricted competition which is allowed in all the categories under the telecom services.

**E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Your Company has been maintaining an adequate internal control system commensurate with the size & nature of its business. The Internal control system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

**F) HUMAN RESOURCES POLICIES:**

Your company considers its human resources as its most valuable assets, among all other assets of the Company. The Company has formulated sound policies for employee motivations and retentions. Also required training was given to the employees.

**G) CAUTIONARY STATEMENT:**

Due to unfavourable market conditions, your Company is facing profitability problems. However, your management is making optimum efforts to minimize the overheads & cost reduction.

**H) RISKS AND CONCERN:**

Your Company will take adequate majors to safeguard against Risks & Concerns as and when business will commence.

**BY THE ORDER OF THE BOARD  
CISTRO TELELINK LIMITED**

Sd/-

**DATE : 11<sup>th</sup> AUGUST, 2018  
PLACE : INDORE**

**Mr. Om Prakash Madhogarhia  
(Director)**

**CEO/CFO CERTIFICATION**

To,  
The Board of Directors,  
**CISTRO TELELINK LIMITED**  
206, Airen Heights, A.B. Road, Indore, Madhya Pradesh – 452 010

We, Naresh Agarwal, CEO and Pyarelal Verma, CFO of the Company do hereby certify that:

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. 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.
4. We have indicated to the auditors and the Audit Committee:
  - a. Significant changes, if any, in internal control over financial reporting during the year;
  - b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and.
  - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

**DATE : 24<sup>th</sup> May, 2018**  
**PLACE : INDORE**

**For Cistro Telelink Limited**  
Sd/-  
**OM PRAKASH MADHOGARHIA**  
**(WHOLE-TIME DIRECTOR)**

**For Cistro Telelink Limited**  
Sd/-  
**PYARELAL VERMA**  
**(CFO)**

**DECLARATION**

I, Naresh Agarwal, CEO of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

**DATE: 24<sup>th</sup> May, 2018**  
**PLACE: INDORE**

**For CISTRO TELELINK LIMITED**  
Sd/-  
**NARESH AGARWAL**  
**(CEO)**

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members,  
Cistro Telelink Limited

**Report on the Financial Statement**

We have audited the accompanying financial statements of **Cistro Telelink Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2018, and the statement of Profit & Loss, the Cash Flow Statement and the statement of changes in Equity for the year then ended, and the summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statement**

The Management and Board of Directors of the Company are 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 including cash flows and the statement of changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act, read with the of Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of 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.

**Auditors's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder. We conducted our audit in accordance with the standards on Auditing, issued by ICAI, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of 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 circumstances. An audit also includes evaluating the appropriateness of 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 financial Statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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 31<sup>st</sup> March, 2018, its loss, its Cash Flows and statement of changes in Equity for the year ended on that date.

**Report on Other Legal and regulatory Requirements**

1. As required by required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by 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 paragraph 3 & 4 of the Order.
2. As required by section 143(3) of the Act, we further 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 purpose of our Audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement and Statement of changes in Equity dealt with this report are in agreement with the books of Accounts;
  - (d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2015 as amended;

- (e) On the basis of written representation received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as the directors in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- (g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
1. The Company does not have any pending litigation which would impact its financial position.
  2. The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.

**For C.P.Jaria & Co**  
**Chartered Accountants**  
**Sd/-**  
**(P.K.Jain)**  
**Partner**  
**M.No.112020**  
**F.No.104058W**

**Place : Indore**  
**Date : 24/05/2018**

**ANNEXURE "A" TO THE AUDITOR'S REPORT**

**Annexure referred to in paragraph 1 of our report of even date to the members of CistroTelelink Limited on the accounts of the company for the year ended 31.03.18**

**On the basis of such checks as we considered appropriate and accordingly to the information and explanations given to us during the course of our audit, we report that:**

<b>S.No.</b>	<b>Particulars</b>	<b>Auditors Remark</b>
(i) (a)	whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes
b)	whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes
(c)	whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;	NA
(ii)	whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;	NA
(iii)	whether the company has 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. If so,	Yes
(a)	whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	No
(b)	whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	NA
(c)	if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	N.A
(iv)	in respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	Yes
(v)	in case, the company has accepted deposits, whether 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 thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	No

(vi)	whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	No
(vii) (a)	whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;	Yes
(b)	where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	N.A.
(viii)	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).	No
(ix)	whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;	N.A.
(x)	whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;	No
(xi)	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;	N.A.
(xii)	whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	N.A.
(xiii)	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	Yes
(xiv)	whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;	N.A.
(xv)	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with	No
(xvi)	whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	No

For C.P.Jaria & Co  
Chartered Accountants  
Sd/-  
(P.K.Jain)  
Partner  
M.No.112020  
F.No.104058W

Place : Indore  
Date : 24/05/2018

#### ANNEXURE-B TO THE AUDITOR'S 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 **M/S CistroTelelink Limited**("the Company") as on 31<sup>st</sup> March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT 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 designs, 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.

**AUDITOR'S 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, 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 evidence we have obtained is 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 disposition 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 unauthorised 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 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 31<sup>st</sup> March 2018, 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 C.P.Jaria & Co**  
**Chartered Accountants**  
Sd/-  
**(P.K.Jain)**  
Partner  
M.No.112020  
F.No.104058W

Place : Indore  
Date : 24/05/2018



**BALANCE SHEET AS AT 31.03.2018**

			(in ` )
<b>PARTICULARS</b>	<b>NOTE</b>	<b>CURRENT YEAR</b>	<b>PRE. YEAR</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipments	1	827,601	827,601
Capital Work in Progress		0	0
Intangible Assets		0	0
Instangible Assets under Development		0	0
<b>Financial Assets</b>			
Investments	2	1,600,000	1,600,000
Loans	3	43,523,707	44,623,707
Other Non-current Assets	4	4,905,090	4,905,090
<b>Total Non-current Assets</b>		<b>50,856,398</b>	<b>51,956,398</b>
<b>Current Assets</b>			
Inventories		0	0
<b>Financial Assets</b>			
Investments		0	0
Trade Receivables		0	0
Cash & Cash Equivalents	5	541,695	56,472
Loans		0	0
Other Financial Assets		0	0
Other Current Assets		0	0
<b>Total Current Assets</b>		<b>541,695</b>	<b>56,472</b>
<b>Total Assets</b>		<b>51,398,093</b>	<b>52,012,870</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Capital	6	51,343,000	51,343,000
Other Equity	7	(4,292,877)	(3,678,100)
<b>Total Equity</b>		<b>47,050,123</b>	<b>47,664,900</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	8	919,844	919,844
Provisions		0	0
Deferred Tax Liabilities (Net)		0	0
Other Non-Current Liabilities		0	0
<b>Toal Non-current Liabilities</b>		<b>919,844</b>	<b>919,844</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings		0	0
Trade Payables	9	1,110,664	1,110,664
Other Financial Liabilities		0	0
Other Current Liabilities	10	2,317,462	2,317,462
<b>Total Current Liabilities</b>		<b>3,428,126</b>	<b>3,428,126</b>
<b>Total Liabilities</b>		<b>4,347,970</b>	<b>4,347,970</b>
<b>Total Equity and Liabilities</b>		<b>51,398,093</b>	<b>52,012,870</b>

As per our report of even date

FOR CISTRO TELEINK LTD

For C.P.Jaria &amp; Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : INDORE

Date : 24/05/18

Sd/-

Mr. Pyarelal Verma

CFO

Sd/-

Mr. Naresh Agarwal

CEO

Sd/-

Mr. Om Prakash

Madhogarhia

Whole Time Director

DIN: 05330865

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31.03.2018

(in ` )

PARTICULARS	NOTE	CURRENT YEAR	PRE YEAR
<b>INCOME</b>			
Value of sales	11	0	0
<b>Revenue from operations</b>		<u>0</u>	<u>0</u>
Other Income	12	0	0
<b>Total Income</b>		<u>0</u>	<u>0</u>
<b>EXPENSES</b>			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		0	0
Changes in inventories of FG, WIP, Stock		0	0
Excise Duty & Service Tax		0	0
Employee benefit Expenses	13	117,000	74,120
Finance costs		0	0
Depreciation		0	0
Other expenses	14	497,777	452,718
<b>Total Expenses</b>		<u>614,777</u>	<u>526,838</u>
Profit Before Tax		(614,777)	(526,838)
Tax Expenses			
(1) Current Tax		0	0
(2) Deferred Tax		0	0
Profit for the year		<u>(614,777)</u>	<u>(526,838)</u>
Other Comprehensive Income			
Item that will not be re-classified to Profit & Loss		0	0
Income Tax related to above		0	0
Item that will be re-classified to Profit & Loss		0	0
Total Other Comprehensive income for the year (net)		0	0
Total Comprehensive income for the year		<u>(614,777)</u>	<u>(526,838)</u>
Earning per equity share			
(1) Basic		(0.01)	(0.01)
(2) Diluted		(0.01)	(0.01)

As per our report of even date

For C.P.Jaria &amp; Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : INDORE

Date : 24/05/18

FOR CISTRO TELEINK LTD

Sd/-  
Mr. Pyarelal Verma  
CFOSd/-  
Mr. Naresh Agarwal  
CEOSd/-  
Mr. Om Prakash  
Madhogarhia  
Whole Time Director  
DIN: 05330865

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

PARTICULARS	31.03.2018 Rs	31.03.2017 Rs
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Taxation	(614777)	(526838)
Adjustment for:		
Depreciation	<u>0</u>	<u>0</u>
Operating Profit before working capital changes	<b>(614777)</b>	<b>(526838)</b>
Changes in working capital :-		
Increase/(Decrease) in trade payables	<b>0</b>	803864
(Increase)/Decrease in Long Term loans and advances	1100000	(1490378)
	<b>1100000</b>	<b>(686514)</b>
Cash generated from Operations	485223	<b>(1213352)</b>
Less:- Taxes paid (For previous year)	<b>0</b>	<b>0</b>
<b>Net Cash generated from operations before extraordinary items</b>	485223	<b>(1213352)</b>
Extraordinary items	<b>0</b>	<b>0</b>
Net Cash generated from operating activities ( A )	<b>485223</b>	<b>(1213352)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Fixed Assets Purchased	<b>0</b>	-
Net Cash generated from Investing activities ( B )	<b>0</b>	0.00
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Long Term Borrowing	<b>0</b>	0
Increase/(Decrease) in Share capital	<b>0</b>	0
Net Cash generated from Financing activities ( C )	<b>0</b>	<b>0</b>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	485223	(1213352)
<b>CASH &amp; CASH EQUIVALENTS, AT THE BEGINNING OF YEAR</b>	56472	1269824
<b>CASH &amp; CASH EQUIVALENTS, AT THE END OF YEAR</b>	541695	56472

## Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".

As per our report of even date

For C.P.Jaria & Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : INDORE

Date : 24/05/18

FOR CISTRO TELEINK LTD

Sd/-

Mr. Pyarelal Verma  
CFO

Sd/-

Mr. Naresh Agarwal  
CEO

Sd/-

Mr. Om Prakash  
Madhogarhia  
Whole Time Director  
DIN: 05330865

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.18**

PARTICULARS	CURRENT YEAR	PRE YEAR
<b>A. EQUITY SHARE CAPITAL</b>		
Balance at the beginning	51,343,000	51,343,000
Changes during the year	0	0
Balance at the end of reporting period	<u>51,343,000</u>	<u>51,343,000</u>
<b>B. OTHER EQUITY</b>		
<u>RESERVES &amp; SURPLUS</u>		
<b>B. RETAINED EARNING</b>		
Balance at the beginning	(3,678,100)	(3,151,262)
Changes during the year	(614,777)	(526,838)
Balance at the end of reporting period	<u>(4,292,877)</u>	<u>(3,678,100)</u>

As per our report of even date

For C.P.Jaria & Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : **INDORE**

Date : 24/05/18

**FOR CISTRO TELEINK LTD**

Sd/-

Mr. Pyarelal Verma  
CFO

Sd/-

Mr. Naresh Agarwal  
CEO

Sd/-

Mr. Om Prakash  
Madhogarhia  
Whole Time Director  
DIN: 05330865

## NOTES TO BALANCE SHEET &amp; PROFIT &amp; LOSS STATEMENT

PARTICULARS	(in `)		
	CURRENT YEAR	PRE YEAR	
<b>NOTE-1 : FIXED ASSETS</b>			
Factory Building (Building Materials etc)	571,301	571,301	
Car	256,300	256,300	
	<u>827,601</u>	<u>827,601</u>	
<b>NOTE-2 : INVESTMENTS</b>			
Unquoted Fully Paid-up Equity Share of R 10/- each 160000 Eq Shares Of Brahma Capital & Sec Ltd	1,600,000	1,600,000	
	<u>1,600,000</u>	<u>1,600,000</u>	
<b>NOTE-3 : LOANS</b>			
Deposit With MPSE	300,000	300,000	
Loans & Advances	43,223,707	44,323,707	
	<u>43,523,707</u>	<u>44,623,707</u>	
<b>NOTE-4 : OTHER NON-CURRENT ASSETS</b>			
Pre-operative Expenses	1,957,506	1,957,506	
Public Issue Expenses	2,947,584	2,947,584	
	<u>4,905,090</u>	<u>4,905,090</u>	
<b>NOTE-5 : CASH &amp; CASH EQUIVALENTS</b>			
Cash on Hand	271,914	34,423	
Balance with Bank in Current A/c	269,781	22,049	
	<u>541,695</u>	<u>56,472</u>	
<b>NOTE-6 : EQUITY</b>			
<u>AUTHORISED SHARE CAPITAL</u>			
56000000 Equity shares of Rs.1/- Each	56,000,000	56,000,000	
	<u>56,000,000</u>	<u>56,000,000</u>	
<u>ISSUED, SUBSCRIBED &amp; PAID UP SHARE CAPITAL</u>			
51343000 equity Shares Of Rs1/-Each	51,343,000	51,343,000	
	<u>51,343,000</u>	<u>51,343,000</u>	
<b>Details of shares held by shareholders holding more than 5% of the aggregate shares in the company</b>	<b>% Held</b>	<b>No of Shares</b>	<b>No of Shares</b>
Shrikrishna Pandey	6.67	3,407,000	3,407,000
Govind M Nihalani	6.62	3,400,000	3,400,000

THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING PAR VALUE OF RS.1/- EACH.  
EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD.  
NO SHARES WERE ALLOTTED OTHER THAN CASH, BONUS FOR LAST FIVE YEARS  
NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS

	(in ` )	
PARTICULARS	CURRENT YEAR	PRE YEAR
<b>NOTE-7 : OTHER EQUITY</b>		
A. PROFIT & LOSS A/C		
OPENING BALANCE	(3,678,100)	(3,151,262)
ADD:CURRENT YEAR PROFIT/(LOSS)	(614,777)	(526,838)
LESS: ADJUSTMENTS OF EARLIER YEARS	0	0
CLOSING BALANCE	<u>(4,292,877)</u>	<u>(3,678,100)</u>
<b>NOTE-8 : LONG TERM BORROWINGS</b>		
Ives Leasing & Finance Ltd	500,000	500,000
Sonic Fiscal Services Ltd	419,844	419,844
	<u>919,844</u>	<u>919,844</u>
<b>NOTE-9 : TRADE PAYABLE</b>		
Sundry Creditors For Supplies & Services	1,110,664	1,110,664
	<u>1,110,664</u>	<u>1,110,664</u>
<b>NOTE 10 : OTHER CURRENT LIABILITIES</b>		
Other Current Liabilities	2,317,462	2,317,462
	<u>2,317,462</u>	<u>2,317,462</u>
<b>NOTE-11 : VALUE OF SALES</b>		
SALES	0	0
	<u>0</u>	<u>0</u>
<b>NOTE-12 : OTHER INCOME</b>		
INTEREST RECEIVED	0	0
	<u>0</u>	<u>0</u>
<b>NOTE-13 : EMPLOYEE BENEFIT EXPENSES</b>		
SALARIES	117,000	74,120
	<u>117,000</u>	<u>74,120</u>
<b>NOTE-14 : OTHER EXPENSES</b>		
AUDIT FEES	10,000	10,000
PROFESSIONAL FEES	59,000	114,800
BSE LISTING FEES	287,830	229,000
CDSL	28,082	7,364
NSDL	25,875	25,773
RTA EXPS	56,300	40,000
PRINTING & STATIONERY	11,323	9,087
BANK CHARGES	922	2,138
POSTAGE	18,445	14,556
	<u>497,777</u>	<u>452,718</u>

**NOTE-15 : SIGNIFICANT ACCOUNTING POLICIES**

1. GENERAL :  
The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principals.
  2. BASIS OF ACCOUNTING :  
The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.
  3. FIXED ASSETS :  
Fixed assets are stated at cost of less accumulated depreciation. No Depreciation has been provided during the year under consideration.
  4. INVESTMENTS :  
Investments are stated at cost.
  5. INVENTORIES :  
Inventory is valued at cost or net realizable value whichever is less.
  6. REVENUE AND EXPENDITURE RECOGNITION :  
Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.
  7. MISCELLANEOUS EXPENDITURE :  
Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.
  8. DEFER TAX :  
The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.
  9. FOREIGN CURRENCY TRANSACTION :  
There is no such transaction during the year.
  10. CONTINGENT LIABILITIES :  
There is no any contingent liability.
  11. TRADE RECEIVABLE AND PAYABLE :  
Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.
  12. RELATED PARTY TRANSACTIONS :  
There were no transaction between related concern/parties.
  13. Employees Benefit Expenses
- | Particulars | Current Year | Previous Year |
|-------------|--------------|---------------|
| Salary Paid | 117000       | 74120         |
14. Details of Payment to Auditors
- | Particulars | Current Year | Previous Year |
|-------------|--------------|---------------|
| As Auditor  | <b>10000</b> | 10000         |
15. The amount due to Micro & Small Enterprises are based on the information available with the company.
  16. Figures of the previous year have been regrouped/re-cast wherever necessary.

**As per our report of even date****For C.P.Jaria & Co**

Chartered Accountants

**Sd/-****(P.K.Jain)**

Partner

M.No 112020

FRN 104058W

**Place : INDORE****Date : 24/05/18****FOR CISTRO TELEINK LTD**

**Sd/-**  
**Mr. Pyarelal Verma**  
**CFO**

**Sd/-**  
**Mr. Naresh Agarwal**  
**CEO**

**Sd/-**  
**Mr. Om Prakash**  
**Madhogarhia**  
**Whole Time Director**  
**DIN: 05330865**

**CISTRO TELELINK LIMITED**

CIN No: L19201MP1992PLC006925

206, Airen Heights, AB Road, Indore, Madhya Pradesh - 452 010.

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

Email ID-cistrotelelink@gmail.com

Website: www.cistrotelelink.net

**ATTENDANCE SLIP**

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall

I/We hereby record my/our presence at the **26<sup>th</sup> ANNUAL GENERAL MEETING** of the Company at Regd. Office at 206, Airen Heights, A. B. Road, Indore, Madhya Pradesh - 452010 of the Company on Monday, 17<sup>th</sup> September, 2018at11.00 a.m.

Folio No.: \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting. Authorized Representatives are requested to show proper authorization issued in their favour.
3. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

**CISTRO TELELINK LIMITED**

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Email ID-cistrotelelink@gmail.com

Website: www.cistrotelelink.net

Form No. MGT-11

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No. / Client ID No.: \_\_\_\_\_

DP ID No.: \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ Shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ Or failing him / her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ Or failing him / her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 17<sup>th</sup> September, 2018 at 11.00 a.m. at Airen Heights, AB Road, Indore, Madhya Pradesh – 452010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	For	Against
	<b>Ordinary Business</b>		
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2018.		
2.	Appoint a director in place of Mr. Om Prakash Madhogharia (DIN:05330865), who retires by rotation and being eligible, seeks for reappointment.		
	<b>Special Resolution</b>		
3.	Approval u/s 180 and 186 for investment and giving loan.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs.1/- Revenue Stamp
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**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.





## Form No. SH-14

**Cancellation or Variation of Nomination [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]**

To,  
**CISTRO TELELINK LIMITED,**  
 206, Airen Heights,  
 AB Road, Indore,  
 Madhya Pradesh - 452 010

I/We hereby cancel the nomination(s) made by me/us in favor of .....  
 (name and address of the nominee) in respect of the below mentioned securities

Or

I/We hereby nominate the following person in place of ..... as nominee in respect of the below mentioned securities in whom shall vest all 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:
- e) Nationality:
- b) Date of Birth:
- f) Address:
- c) Father's/Mother's/Spouse's name:
- g) E-mail id:
- d) Occupation:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

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

Name and address of Security Holder (s): \_\_\_\_\_

Name and address of witness Signature: \_\_\_\_\_

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share Transfer Agent of the Company i.e. M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex Pardeshipura, Indore (M.P.) 452010. Tel: 0731-2551745 Email:0731-4065798.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document

## 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,  
**CISTRO TELELINK LIMITED,**  
206, Airen Heights,  
AB Road, Indore,  
Madhya Pradesh - 452 010

I/We \_\_\_\_\_ 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 the Security Holder (s): \_\_\_\_\_

Signature: \_\_\_\_\_

Witness with name and address: \_\_\_\_\_

**CISTRO TELELINK LIMITED**

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**26<sup>th</sup> ANNUAL GENERAL MEETING****ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

1. Name(s) & Registered Address :  
of the sole / first named Member
2. Name(s) of the Joint-Holder(s) :  
If any
3. Registered Folio No. /  
DP ID No & Client ID No. :  
[Applicable to Members holding  
shares in dematerialized form]
4. Number of Shares(s) held :
5. I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No	Resolutions	No of Shares	For	Against
	<b>Ordinary Business</b>			
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2018.			
2.	Appoint a Director in place of Mr. Om Prakash Madhogharia (DIN:05330865), who retires by rotation and being eligible, seeks for reappointment.			
	<b>Special resolution</b>			
3.	Approval u/s 180/186 for investments and giving loan			

Place:

Date:

\_\_\_\_\_  
Signature of the Member Or  
Authorised Representative

**Notes:**

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: 16<sup>th</sup> September, 2018 (5.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

**General Instructions**

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 17<sup>th</sup> August, 2018.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

**Instructions for voting physically on Assent / Dissent Form**

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 6.00 pm on September 16, 2018. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

**CISTRO TELELINK LIMITED**

Regd. Office: 206, Airen Heights, A.B.Road, Indore, Madhya Pradesh - 452 010