



**CISTRO TELELINK LIMITED**

CIN No: L19201MP1992PLC006925

Reg Office: 206, Airen Heights, AB Road, Indore 452010, Madhya Pradesh

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

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

Notice is hereby given that the **Twenty Fourth Annual General Meeting** (the "Meeting") of **Cistro Telelink Limited** ("the Company") will be held on Thursday September 29, 2016 at **03.00 p.m.** at the Registered Office of the Company situated at 206, Airen Heights, AB Road, Indore, Madhya Pradesh - 452 010 to transact the following businesses:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2016 including audited Balance sheet as at 31<sup>st</sup> March, 2016 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Om Prakash Madhogarhia (Din No: 05330865), who retires by rotation and being eligible, seeks for re-appointment.
- To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** M/s. C.P. Jaria & Co ,Chartered Accountants registered with the Institute of Chartered Accountants of India vide firm registration no 104058W, who were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 29<sup>th</sup> September, 2014 (hereinafter referred as said AGM) from the conclusion of the said AGM till the conclusion of Twenty-fifth Annual General Meeting to be held in the year 2017, be and are hereby ratified for the financial year 2016-17 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company."

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

Sd/-

**OM PRAKASH MADHOGARHIA**  
**(EXECUTIVE DIRECTOR)**  
**DIN NO: 05330865**

**DATE : 11<sup>th</sup> AUGUST, 2016**  
**PLACE : INDORE**

**NOTES**

- 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.**
- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2016 to Thursday, September 29, 2016 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
- Explanatory statement under section 102 of the Companies Act, 2013 which sets out details relating to Special Business is annexed hereto.
- 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.
- 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). 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 2016 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 2016 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 24<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 24<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 24<sup>th</sup>Annual General Meeting and the Annual Report for 2016 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 Palghar 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 24<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 Monday, the 26<sup>th</sup>September, 2016 at 09.00 a.m and ends on Wednesday, 28<sup>th</sup>September, 2016 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 Thursday 22<sup>nd</sup>September, 2016, 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 "COMPANY NAME" 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 last 8 digits of the demat account/ folio number in the PAN field.</li> <li>· In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>· Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut-off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- a. After entering these details appropriately, click on "SUBMIT" tab.
- b. 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.
- c. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- d. Click on relevant **EVSN** 160810016 of Cistro Telelink Limited on which you choose to vote.
- e. 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.
- f. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- g. 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.
- h. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- i. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- j. 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 Monday, the 26<sup>th</sup> September 2016 at 09.00 a.m and ends on Wednesday 28<sup>th</sup> September 2016 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 **Thursday 22<sup>nd</sup> September, 2016** 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 **22<sup>nd</sup> September, 2016.**
  - Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. ACS No.2827) 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. Hemant Shetye, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than **28<sup>th</sup>September, 2016** (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.
1. 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.
  2. 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.

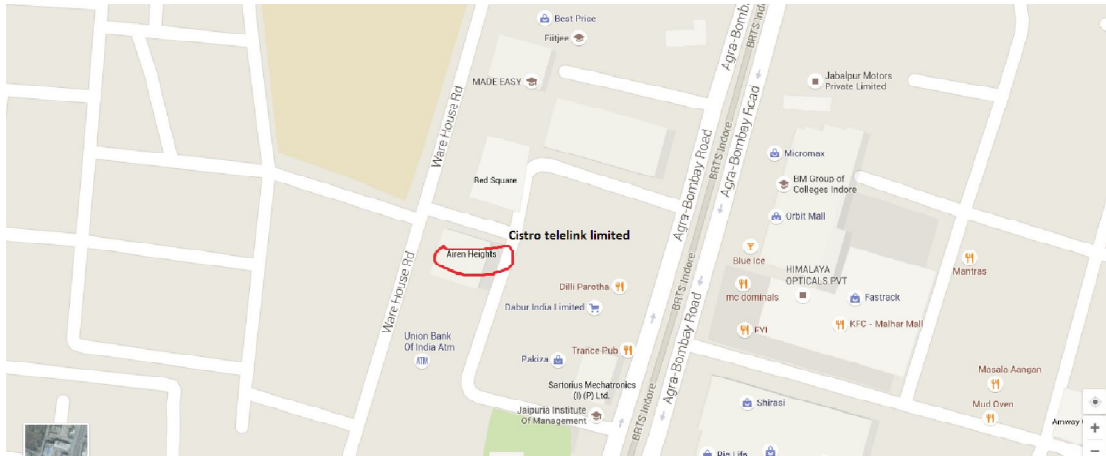
By Order of the Board  
CISTRO TELELINK LIMITED

Sd/-

OM PRAKASH MADHOGARHIA  
(EXECUTIVE DIRECTOR)  
DIN NO: 05330865

DATE : 11<sup>th</sup> AUGUST, 2016  
PLACE : INDORE

**Route Map for Annual General Meeting**



**DIRECTOR'S REPORT**

To  
The Members  
**CISTRO TELELINK LIMITED.**

Your Directors have great pleasure in presenting 24<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, 2016.

**1. FINANCIAL RESULTS:**

(Rs. in Lacs)

PARTICULARS	Year ended	
	2016	2015
Total Income	—	—
Depreciation	—	—
Profit before Tax	-5,63,218	-3,80,370
<b>Provision for taxation</b>	<b>NIL</b>	<b>NIL</b>
Profit after Tax	-5,63,218	-3,80,370

**2. 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.

**3. 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.

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

During the year Mr. Om Prakash Madhogarhia, Whole Time 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.

**5. NUMBER OF BOARD MEETINGS:**

During the financial year, the Board of Directors had met four times on 28<sup>th</sup> May 2015, 13<sup>th</sup> August 2015, 6<sup>th</sup> November 2015 and 11<sup>th</sup> February 2016.

**6. 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

**7. 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.

**8. SECRETARIAL AUDITOR & REPORT:**

The Board has appointed Mrs. Samata Saraf, Company Secretary in practice, as the Secretarial Auditor of the Company for the financial year 2015-2016.

Also annexed herewith secretarial Audit report (MR-3) as Annexure-I, as provided by Mrs. Samata Saraf, for the secretarial audit conducted by them for the period 2015-16 under review.

The company did not appoint a Whole time Company Secretary during the period under review as the financial position of the Company is weak.

**9. 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.

**10. INTERNAL AUDITORS**

The company has appointed M/s. Phophalia S & Associates., Chartered Accountants, as internal auditor of the company for financial year 2016-17.

**11. STATUTORY AUDITORS:**

M/s. C.P.Jaria & Co., Chartered Accountants, Surat, Statutory Auditors of the company hold office until the conclusion of the forthcoming Annual General Meeting and have signified their willingness to be re-appointed and have further confirmed that their appointment if made shall be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for re-appointment under any of the provisions and rules framed under the Companies Act, 2013.

The resolution for ratification of his appointment is put forward for your approval in the ensuing Annual General Meeting.

**12. 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.

**13. 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 Schedule 7 of the Balance Sheet.

**14. 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.

**15. 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.

**16. 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.

**17. 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 Board's 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.

**18. 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

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

Since the Company is not a manufacturing unit provisions 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.

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

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

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

As on 31<sup>st</sup> March, 2016, Company has no subsidiaries and associate companies.

**22. 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, 2016 the Company's Paid up Capital was Rs. 5,13,43,000/- (Rupees Five Crore Thirteen lakhs Forty-three thousand only) and Net worth is of Rs.4,81,91,738/- (Rupees Four Crore Eighty-one Lacs Nine One thousand Seven Hundred Thirty Eight only).

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

**23. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report. (Annexure IV)

**24. 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.

**25. PARTICULARS OF EMPLOYEES:**

During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**26. 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/-

**DATE : 11<sup>th</sup> August 2016**  
**PLACE : INDORE**

**Mr. Om Prakash Madhogarhia**  
**Chairman**  
**DIN NO:05330865**

**Secretarial Audit Report**

Form No. MR-3

For Financial Year Ended On 31<sup>st</sup> March, 2016.

[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 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 period ended on 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by **Cistro Telelink Limited** ("The Company"), for the year ended on 31<sup>st</sup> March, 2016 according to the extent applicable 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**") to the extent applicable to the Company:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

**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 (with effect from 1<sup>st</sup> December, 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.

**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 further report that:**

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

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

**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.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above subject to the following observations:

- We report that the Company had not appointed Company Secretary during the period under review.

We further report that during the audit period the company has:

1. Adopted New set of Articles of Association at the Annual General Meeting held on 29th September, 2015

**Date : 11<sup>TH</sup> August, 2016.**

**Place : Mumbai**

**Mrs. Santa Saraf  
Company Secretary  
Proprietor  
ACS: 17620  
CP: 6000**

## MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March 2016

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

## I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	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	6805000	7205000	14.03	400000	0	400000	0.78	-13.25
b) Central Govt.	0	0	0	0	0		0	0	-
c) State Govt (s).	0	0	0	0	0		0	0	-
d) Bodies Corp.	0	0							
e) Bank/ FI	0	0	0	0	0		0	0	-
f) Any Other	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	6805000	7205000	<b>14.03</b>	400000	0	400000	0.78	-13.25

<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>	<b>400000</b>	<b>6805000</b>	<b>7205000</b>	<b>14.03</b>	<b>400000</b>	<b>0</b>	<b>400000</b>	<b>0.78</b>	<b>-13.25</b>
<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	0
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>	<b>0</b>	<b>2000000</b>	<b>2000000</b>	<b>3.90</b>	<b>0</b>	<b>2000000</b>	<b>0</b>	<b>3.90</b>	<b>-</b>
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	1251291	4755000	6006291	11.70	1237997	4755000	5992997	11.67	-0.03
i) 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	1925400	22624000	24549400	47.81	1938794	22624000	24562794	47.84	0.03
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3544208	3601000	7145208	13.92	3544208	10406000	13950208	27.17	13.25
c) Others (specify)	0	0	0	0	0	0	0	0	0
(c-i) CLEARING MEMBER	5100	0	5100	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									
<b>Total Public shareholding (B) (B)(1) + (B)(2)</b>	<b>6726000</b>	<b>37412000</b>	<b>44138000</b>	<b>85.97</b>	<b>6726000</b>	<b>37412000</b>	<b>44138000</b>	<b>85.97</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<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)	RAJ KUMAR ARORA	2844000	5.54	-	0	0	-	-5.54
(2)	SANJEEV ARORA	2500000	4.87	-	0	0	-	-4.87
(3)	ANIL ARORA	362000	0.71	-	362000	0.71	-	
(4)	SANJEEV ARORA	350000	0.68	-	350000	0.68	-	-
(5)	AMARNATH LUCKY	288000	0.56	-	0	0	-	-0.56
(6)	SMT.VINOD ARORA	150000	0.29	-	0	0	-	-0.29
(7)	SMT POONAM ARORA	100000	0.19	-	0	0	-	-0.19
(8)	RAM ARORA	86000	0.17	-	0	0	-	-0.17
(9)	RAMESH ARORA	51000	0.10	-	0	0	-	-0.10
(10)	SMT SUSHMA ARORA	50000	0.10	-	0	0	-	-0.10
(11)	SMT SONIA ARORA	50000	0.10	-	50000	0.10	-	-0.10
(12)	SMT VARSHA MALHOTRA	50000	0.10	-	0	0	-	-0.10
(13)	SMT PUSHPA SEHGAL	50000	0.10	-	0	0	-	-0.10
(14)	SMT KALPANA JUNEJA	50000	0.10	-	0	0	-	-0.10
(15)	HARISH KALRA	50000	0.10	-	0	0	-	-0.10
(16)	ARUN KUMAR MALHOTRA	50000	0.10	-	50000	0.10	-	-
(17)	ARUN MALHOTRA	49000	0.10	-	49000	0.10	-	-0.10
(18)	VERSHA MALHOTRA	48000	0.09	-	0	0	-	-0.09
(19)	SANDEEP LUCKY	25000	0.05	-	0	0	-	-0.05
(20)	VARSHA MALHOTRA	2000	0.00	-	0	0	-	0.00
	<b>TOTAL</b>	<b>7205000</b>	<b>14.03</b>	<b>-</b>	<b>7205000</b>	<b>14.03</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
1	<b>RAJ KUMAR ARORA</b>				
	<b>At the beginning of the year</b>	<b>2844000</b>	<b>5.54</b>		
	Transfer of shares as on 25 <sup>th</sup> March 2016	2844000	5.54		
	<b>At the End of the year</b>			<b>NIL</b>	<b>NIL</b>
2	<b>SANJEEV ARORA</b>				
	<b>At the beginning of the year</b>	<b>2850000</b>	<b>5.55</b>		
	Transfer of shares as on 25 <sup>th</sup> March 2016	2500000	4.87		
	<b>At the End of the year</b>			<b>350000</b>	<b>0.68</b>
3	<b>ANIL ARORA</b>				
	<b>At the beginning of the year</b>	<b>362000</b>	<b>0.71</b>		
	Transfer of shares as on 28 <sup>th</sup> March 2016	362000	0.71		
	<b>At the End of the year</b>			<b>NIL</b>	<b>NIL</b>
4	<b>AMARNATH LUCKY</b>				
	<b>At the beginning of the year</b>	<b>288000</b>	<b>0.56</b>		
	Transfer of shares as on 14 <sup>th</sup> Nov., 2015	288000	0.56		
	<b>At the End of the year</b>			<b>NIL</b>	<b>NIL</b>

5	<b>SMT.VINOD ARORA</b>				
	At the beginning of the year	150000	0.29		
	Transfer of shares as on 28 <sup>th</sup> March 2016	150000	0.29		
	<b>At the End of the year</b>			NIL	NIL
6	<b>SMT POONAM ARORA</b>				
	At the beginning of the year	100000	0.19		
	Transfer of shares as on 28 <sup>th</sup> March 2016	100000	0.19		
	<b>At the End of the year</b>			NIL	NIL
7	<b>RAM ARORA</b>				
	At the beginning of the year	86000	0.17		
	Transfer of shares as on 28 <sup>th</sup> March 2016	86000	0.17		
	<b>At the End of the year</b>			NIL	NIL
8	<b>RAMESH ARORA</b>				
	At the beginning of the year	51000	0.10		
	Transfer of shares as on 28 <sup>th</sup> March 2016	51000	0.10		
	<b>At the End of the year</b>			NIL	NIL
9	<b>SMT SUSHMA ARORA</b>				
	At the beginning of the year	50000	0.10		
	Transfer of shares as on 28 <sup>th</sup> March 2016	50000	0.10		
	<b>At the End of the year</b>			NIL	NIL
10	<b>SMT SONIA ARORA</b>				
	At the beginning of the year	50000	0.10		
	Transfer of shares as on 28 <sup>th</sup> March 2016	50000	0.10		
	<b>At the End of the year</b>			NIL	NIL
11	<b>SMT VARSHA MALHOTRA</b>				
	At the beginning of the year	50000	0.10		
	Transfer of shares as on 14 <sup>TH</sup> Nov. 2015	50000	0.10		
	<b>At the End of the year</b>			NIL	NIL
12	<b>SMT PUSHPA SEHGAL</b>				
	At the beginning of the year	50000	0.10		
	Transfer of shares as on 14 <sup>TH</sup> Nov. 2015	50000	0.10		
	<b>At the End of the year</b>			NIL	NIL
13	<b>SMT KALPANA JUNEJA</b>				
	At the beginning of the year	50000	0.10		
	Transfer of shares as on 14 <sup>TH</sup> Nov. 2015	50000	0.10		
	<b>At the End of the year</b>			NIL	NIL
14	<b>HARISH KALRA</b>				
	At the beginning of the year	50000	0.10		
	Transfer of shares as on 14 <sup>TH</sup> Nov. 2015	50000	0.10		
	<b>At the End of the year</b>			NIL	NIL
15	<b>ARUN KUMAR MALHOTRA</b>				
	At the beginning of the year	50000	0.10		
	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>			50000	0.10
16	<b>ARUN MALHOTRA</b>				
	At the beginning of the year	49000	0.10		
	Transfer of shares as on 28 <sup>th</sup> March 2016	49000	0.10		
	<b>At the End of the year</b>			NIL	NIL
17	<b>VERSHA MALHOTRA</b>				
	At the beginning of the year	49000	0.09		
	Transfer of shares as on 14 <sup>TH</sup> Nov. 2015	49000	0.10		
	<b>At the End of the year</b>			NIL	NIL
18	<b>SANDEEP LUCKY</b>				
	At the beginning of the year	25000	0.05		
	Transfer of shares as on 14 <sup>TH</sup> Nov. 2015	25000	0.05		
	<b>At the End of the year</b>			NIL	NIL
19	<b>VARSHA MALHOTRA</b>				
	At the beginning of the year	2000	0.00		
	Transfer of shares as on 14 <sup>TH</sup> Nov. 2015	2000	0.00		
	<b>At the End of the year</b>			NIL	NIL

- (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, 2015		Shareholding at the end of the year- 31 <sup>st</sup> March, 2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GOBIND M.NIHALANI	3400000	6.62	3400000	6.62
2.	DEVKI LEASING & FINANCE LTD.	2100000	4.09	2100000	4.09
3.	MADHYAPRADESH FINANCIAL CORPORATION	2000000	3.90	2000000	3.90
4.	KUKREJA FOOTCARE LTD.	1997000	3.89	1997000	3.89
5.	SHILPA TIMBADIACHANDULAL TIMBADIA	1384000	2.70	1384000	2.70
6.	JAMNADAS ODHAVJI SHETH ODHAVJI VELJI SHETH	1000000	1.95	1000000	1.95
7.	VARSHABEN GANDHIVIRAGBHAI GANDHI	862438	1.68	862438	1.68
8.	RADHAKISHAN PATWA MURLIDHARJI	666000	1.30	666000	1.30
9.	LAKHAM FINANCE & INV. LTD.	580000	1.13	580000	1.13
10.	KUSUM JAINANAND PRAKASH JAIN	569710	1.11	569710	1.11
	<b>TOTAL</b>	<b>14559148</b>	<b>28.36</b>	<b>14559148</b>	<b>28.36</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	-	919844	-	919844
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	919844	-	919844
<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	-	919844	-	919844
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	919844	-	919844

**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	-----	-----	-----	-----	-----
B Directors	-----	-----	-----	-----	-----
C Other officers in Default	-----	-----	-----	-----	-----

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

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**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 : AUGUST 11, 2016  
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, Om Prakash Madhogarhia, CEO and Pyarelel 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.

	<b>For Cistro Telelink Limited</b>	<b>For Cistro Telelink Limited</b>
	Sd/-	Sd/-
<b>DATE : 27<sup>th</sup> May, 2016</b>	<b>OM PRAKASH MADHOGARHIA</b>	<b>PYARELAL VERMA</b>
<b>PLACE : INDORE</b>	<b>(CEO)</b>	<b>(CFO)</b>

**DECLARATION**

I, Om Prakash Madhogarhia, 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: 27<sup>th</sup> MAY, 2016**  
**PLACE: INDORE**

**For CISTRO TELELINK LIMITED**  
Sd/-  
**Om Prakash Madhogarhia**  
**(CEO)**

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**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members,  
Cistro Telelink Limited

**Report on the Financial Statement**

We have audited the accompanying financial statement of **Cistro Telelink Ltd ("the Company")**, which comprise the Balance Sheet as at March 31, 2016, and the statement of Profit & Loss and Cash Flow Statement for the year 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 and cash flows 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 rule 7 of Companies (Accounts) Rules, 2014. 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's management and Board of 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.

**Opinion**

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of Profit & Loss Account, of the loss of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**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 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 and Cash Flow Statement dealt with this report are in agreement with the books of Accounts;

- (d) In our opinion, Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- (e) On the basis of written representation received from the directors as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as the directors in terms of Section 164(2) of the Act;
- (f) 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 : 27/05/2016

**Annexure referred to in paragraph 1 of our report of even date to the members of Cistro Telelink Ltd on the accounts of the company for the year ended 31.03.16**

**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:**

1. The company has maintained proper records showing full particulars including quantitative details and location of all its fixed assets. During the year the management has physically verified all the fixed assets and no material discrepancies have been noticed on such verification. According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
2. The Company does not hold any inventory.
3. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act during the year.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sec 185 & 186 of the Companies Act, 2013 with respect to loans & Investments made. Accordingly, para 3(iv) of the order is not applicable.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us and on basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues as applicable, with the appropriate authorities in India;  
(b) According to information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth tax, Service Tax, Sales tax, Custom Duty and excise duty which have not been deposited on account of any disputes;
8. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not availed any loans from any financial institution or banks, Government or debenture holders during the year. Hence no default has been made.

9. According to the information and explanations given to us, the company did not raise any money way of IPO of Further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period.
11. According to the information and explanations given to us and based on our examination of the records of the company, The company does not pay/provide any managerial remuneration during the year.
12. In our opinion and according to the information and explanations given to us, The company is not a Nidhi Company.
13. According to the information and explanations given to us, there are no transaction with the related parties.
14. According to the information and explanations given to us and based on our examination of the records of the company, The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the company, The company has not entered into non-cash transaction with directors or persons connected with him.
16. The Company is not required to be registered under section 45-IA of the RBI Act, 1934.

**For C.P.Jaria & Co  
Chartered Accountants**

**Sd/-**

**(P.K.Jain)**

**Partner**

**M.No.112020**

**F.No.104058W**

**Place : Indore  
Date : 27/05/2016**

**BALANCE SHEET AS ON 31ST MARCH 2016**

(in ₹)

PARTICULARS	NOTE	AS ON 31.03.2016	AS ON 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Fund</b>			
(a) Share Capital	1	51,343,000	51,343,000
(b) Reserves and Surplus	2	(3,151,262)	(2,588,134)
<b>(2) Non-current Liabilities</b>			
(a) Long-Term Borrowings	3	919,844	919,844
<b>(3) Current Liabilities</b>			
(a) Trade Payables	4	1,110,664	725,381
(b) Other Current Liabilities	5	1,513,598	1,513,598
(c) Short-term Provisions		0	0
<b>Total</b>		<b>51,735,844</b>	<b>51,913,689</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	6		
(i) Tangible Assets		827,601	827,601
(b) Non-Current Investments	7	1,600,000	1,600,000
(c) Long Term loans and advances	8	43,133,329	44,415,829
(d) Other non-current assets	9	4,905,090	4,905,090
<b>(2) Current Assets</b>			
(a) Inventories	10	0	0
(b) Trade receivables	11	0	0
(c) Cash & Cash Equivalents	12	1,269,824	165,169
(d) Short term loans & advances		0	0
(e) Other Current Assets		0	0
<b>Total</b>		<b>51,735,844</b>	<b>51,913,689</b>

Significant Accounting Policies

Notes on Financial Statements

1 to 16

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

Chartered Accountants

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

Partner

M.No 112020

FRN 104058W

**Place : INDORE****Date : 27/05/16****For and on behalf of the Board of Director****Sd/-****Mr. Pyarelal Verma**

Director

**DIN: 01691381****Sd/-****Mr. Om Prakash Madhogarhia**

Director

**DIN: 05330865**



**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016**

(in ₹)

<b>PARTICULARS</b>	<b>NOTE</b>	<b>Year Ended 31.03.2016</b>	<b>Year Ended 31.03.2015</b>
<b>INCOME</b>			
I. Revenue From Operations	13	0	0
<b>II. Total Revenue</b>		<b>0</b>	<b>0</b>
<b>EXPENDITURE</b>			
Purchases of Stock-in-trade		0	0
Changes in Inventories of Stock in Trade		0	0
Employee Benefits Expense	14	98,100	48,100
Other Expenses	15	465,028	332,270
<b>III. Total Expenses</b>		<b>563,128</b>	<b>380,370</b>
<b>IV. Profit / (Loss) for the year (II-III)</b>		<b>(563,128)</b>	<b>(380,370)</b>
VIII. Earning per equity share			
(1) Basic		(0.01)	(0.01)
(2) Diluted		(0.01)	(0.01)
Significant Accounting Policies Notes on Financial Statements	1 to 16		

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

Chartered Accountants

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

Partner

M.No 112020

FRN 104058W

**Place : INDORE****Date : 27/05/16****For and on behalf of the Board of Director****Sd/-****Mr. Pyarelal Verma**

Director

**DIN: 01691381****Sd/-****Mr. Om Prakash Madhogarhia**

Director

**DIN: 05330865**

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

PARTICULARS	2015-2016		2014-2015	
	Rs	Rs	Rs	Rs
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit before Taxation		(563128)		(380370)
Adjustment for:				
Depreciation		0		0
Operating Profit before working capital changes		(563128)		(380370)
Changes in working capital :-				
Increase/(Decrease) in trade payables		385283		14944
(Increase)/Decrease in Long Term loans and advances		1282500		300000
		1667783		314944
Cash generated from Operations		1104655		(65426)
Less:- Taxes paid (For previous year)		0		0
<b>Net Cash generated from operations before extraordinary items</b>		<b>1104655</b>		<b>(65426)</b>
Extraordinary items		0		0
Net Cash generated from operating activities	( A )	1104655		(65426)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Fixed Assets Purchased		0		-
Net Cash generated from Investing activities	( B )	0		0.00
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase/(Decrease) in Long Term Borrowing		0		0
Increase/(Decrease) in Share capital		0		0
Net Cash generated from Financing activities	( C )	0		0
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)		1104655		(65426)
<b>CASH &amp; CASH EQUIVALENTS, AT THE BEGINNING OF YEAR</b>		<b>165169</b>		<b>230595</b>
<b>CASH &amp; CASH EQUIVALENTS, AT THE END OF YEAR</b>		<b>1269824</b>		<b>165169</b>

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 attached**

**For C.P.Jaria & Co**

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No 112020

FRN 104058W

Place : **INDORE**

Date : 27/05/16

**For and on behalf of the Board of Director**

Sd/-

**Mr. Pyarelal Verma**

Director

DIN: 01691381

Sd/-

**Mr. Om Prakash Madhogarhia**

Director

DIN: 05330865

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2016

(in ₹)

PARTICULARS	Year Ended 31.03.2016	Year Ended 31.03.2015	
<b>NOTE-1 : SHARE CAPITAL</b>			
<b>AUTHORISED SHARE CAPITAL</b>			
56000000 Equity shares of Rs.1/- Each	<b>56,000,000</b>	56,000,000	
(Previous Year 56000000 Equity shares of Rs.1/- Each)	<b>56,000,000</b>	56,000,000	
<b>ISSUED,SUBSCRIBED &amp; PAID UP SHARE CAPITAL</b>			
51343000 equity Shares Of Rs1/-Each	<b>51,343,000</b>	51,343,000	
Previous Year 51343000 equity Shares Of Rs1/-Each fully Paid up)	<b>51,343,000</b>	51,343,000	
<b>NOTE-1A : Reconciliation of number of shares Equity Shares</b>			
Opening Balance	<b>51,343,000</b>	51,343,000	
Changes During the Year	<b>0</b>	0	
Closing Balance	<b>51,343,000</b>	51,343,000	
<b>NOTE-1B</b>			
<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>
Rajkumar Arora	5.54		2,844,000
Shrikrishna Pandey	6.67	<b>3,407,000</b>	
Govind M Nihalani	6.62	<b>3,400,000</b>	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			
<b>NOTE-2 : RESERVES &amp; SURPLUS</b>			
<b>PROFIT &amp; LOSS ACCOUNT</b>			
As per last Balance Sheet	<b>(2,588,134)</b>	(2,207,764)	
Add: Profit/(Loss) for the year	<b>(563,128)</b>	(380,370)	
TOTAL	<b>(3,151,262)</b>	(2,588,134)	
<b>NOTE-3 : NON CURRENT LIABILITIES</b>			
<b>LONG TERM BORROWINGS</b>			
Ives Leasing & Finance Ltd	<b>500,000</b>	500,000	
Sonic Fiscal Services Ltd	<b>419,844</b>	419,844	
TOTAL	<b>919,844</b>	919,844	
<b>NOTE-4 : TRADE PAYABLES</b>			
Sundry Creditors For Supplies & Services	<b>1,110,664</b>	725,381	
TOTAL	<b>1,110,664</b>	725,381	
<b>NOTE-5 : OTHER CURRENT LIABILITIES</b>			
Other Current Liabilities	<b>1,509,908</b>	1,509,908	
Share Application Money Refund	<b>3,690</b>	3,690	
TOTAL	<b>1,513,598</b>	1,513,598	

		(in ₹)	
PARTICULARS	Year Ended 31.03.2016	Year Ended 31.03.2015	
<b>NOTE-6 : NON CURRENT ASSETS</b>			
<b>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-7 : NON-CURRENT 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	
TOTAL	<u>1,600,000</u>	<u>1,600,000</u>	
All Investments are Stated at Cost			
<b>NOTE-8 : LONG TERM LOANS &amp; ADVANCES</b>			
(Unsecured and Considered Good)			
Deposit With MPSE	300,000	300,000	
Loans & Advances	42,833,329	44,115,829	
TOTAL	<u>43,133,329</u>	<u>44,415,829</u>	
<b>NOTE-9 : OTHER NON CURRENT ASSETS</b>			
Miscellaneous Expenditure to the extent not w/off			
Pre-operative Expenses	1,957,506	1,957,506	
Public Issue Expenses	2,947,584	2,947,584	
TOTAL	<u>4,905,090</u>	<u>4,905,090</u>	
<b>NOTE-10 : INVENTORIES</b>			
Stock in Trade	0	0	
TOTAL	<u>0</u>	<u>0</u>	
<b>NOTE-11 : TRADE RECEIVABLES</b>			
(Unsecured and Considered Good)			
Over six months	0	0	
Others	0	0	
TOTAL	<u>0</u>	<u>0</u>	
<b>NOTE-12 : CASH &amp; CASH EQUIVALENTS</b>			
Cash on Hand	31,618	162,844	
Balance with Bank in Current A/c	1,238,206	2,325	
TOTAL	<u>1,269,824</u>	<u>165,169</u>	
<b>NOTE-13 : REVENUE FROM OPERATIONS</b>			
Sale of Stock in Trade	0	0	
TOTAL	<u>0</u>	<u>0</u>	
<b>NOTE-14 : CHANGES IN INVENTORIES</b>			
Opening Stock of Stock in Trade	0	0	
Less: Closing Stock of Stock in Trade	0	0	
Changes in Inventories	0	0	
TOTAL	<u>0</u>	<u>0</u>	

(in ₹)		
PARTICULARS	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>NOTE-15 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Wages	98,100	48,100
TOTAL	<u>98,100</u>	<u>48,100</u>
<b>NOTE-16 : OTHER EXPENSES</b>		
Audit Fees	8,000	8,000
Professional fees	114,800	114,800
BSE Listing Fees	224,720	112,360
CDSL Connectivity	25,763	16,854
NSDL Connectivity	25,763	16,854
Fee to RTA	45,000	44,944
Printing & Stationery	8,124	6,000
Bank Charges	854	1,518
Postage & Misc	12,004	10,940
TOTAL	<u>465,028</u>	<u>332,270</u>

**NOTE-17 : SIGNIFICANT ACCOUNTING POLICIES****Notes on Financial Statements for the year ended 31<sup>st</sup> March 2015****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 | 98100        | 48100         |
14. Details of Payment to Auditors
- | Particulars | Current Year | Previous Year |
|-------------|--------------|---------------|
| As Auditor  | 8000         | 8000          |
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 attached****For C.P.Jaria & Co**

Chartered Accountants

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

Partner

M.No 112020

FRN 104058W

**Place : INDORE****Date : 27/05/16****For and on behalf of the Board of Director****Sd/-****Mr. Pyarelal Verma**

Director

**DIN: 01691381****Sd/-****Mr. Om Prakash Madhogarhia**

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 **24<sup>th</sup> ANNUAL GENERAL MEETING** of the Company at Regd. Office at 206, Airen Heights, AB Road, Indore, Madhya Pradesh - 452 010 of the Company on Thursday, 29<sup>th</sup> September, 2016 at 3.00 p.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**

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

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 24<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 29<sup>th</sup> September 2016 at 03.00 p.m. at Airen Heights, AB Road, Indore, Madhya Pradesh - 452 010 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, 2016.		
2.	Appointment of Auditors.		
3.	Appoint a director in place of Mr. Om Prakash Madhogarhia, who retires by rotation and being eligible, seeks for reappointment.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Affix Rs. 1/- Revenue Stamp
--------------------------------------

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**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 ComplexPardeshipura, 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**

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

**24<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, 2016.			
2	Appoint a director in place of Mr. Om Prakash Madhogarhia, who retires by rotation and being eligible, seeks for reappointment			
3	Appointment of Auditors			

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: 28<sup>th</sup> September, 2016 (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 19<sup>th</sup> August, 2016.
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 28, 2016. 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

Pratiksha Printers, A'bad. 98252 62512

# **CISTRO TELELINK LIMITED**

**(L19201MP1992PLC006925)**

Regd Office: 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](http://www.cistrotelelink.net)

**24<sup>th</sup>  
Annual Report  
2015-2016**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Om Prakash Madhogarhia (DIN -05330865)	Whole Time Director cum Chief Executive Officer
Mr. Pyarelal Verma (DIN-01691381)	Director cum Chief Financial Officer
Mr. Arun Kumar Sharma (DIN-00369461)	Non-Executive Director & Compliance officer
Mr. Prahlad Singh Tomar (DIN-02994181)	Independent Non-Executive Director
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,  
Surat.

### SECRETARIAL AUDITORS

Mrs. Samata Saraf,  
Company Secretaries in Practice

### 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

### CORPORATE OFFICE:

M-24,Super Tex Tower,  
Opp. Kinnery Cinema,  
Ring Road,  
Surat-395002

### SHARES LISTED AT:

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

### ANNUAL GENERAL MEETING:

Date: 29<sup>th</sup> September, 2016  
Time: 3.00 P.M.  
Place: Registered Office  
Visit us at [www.cistrotelelink.net](http://www.cistrotelelink.net)

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