

CISTRO TELELINK LIMITED

(L19201MP1992PLC006925)

**22nd
Annual Report
2013-2014**

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Om Prakash Madhogarhia
(DIN -05330865)

Whole Time Director cum Chief Executive Officer
(Appointed w.e.f January 20, 2014)

Mr. Arun Kumar Sharma
(DIN-00369461)

Non-Executive Director & Compliance officer

Mr. Pyarelal Verma
(DIN-01691381)

Non-Executive Independent Director

Mr. Prahlad Singh Tomar
(DIN-02994181)

Non-Executive Independent Director

Ms. Renu Singh
(DIN-00860777)

Additional Independent Non-Executive Director
(Appointed w.e.f May 29, 2014)

AUDITORS:

C.P.Jaria & Co

Chartered Accountants,
Surat.

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: 29th September, 2014
Time: 4.00 P.M.
Place: Registered Office
Visit us at www.cistrotelelink.net

CONTENTS

| Sr. No. | Particulars | Page No. |
|---------|--|----------|
| 1. | Notice of the Annual General Meeting | 1-6 |
| 2. | Directors' Report | 7-8 |
| 3. | Corporate Governance Report | 9-13 |
| 4. | Management Discussion and Analysis Report | 14 |
| 5. | CEO/CFO Certification | 15 |
| 6. | Certification of Corporate Governance | 15 |
| 7. | Auditors' Statement on Cash Flow Statement | 16 |
| 8. | Auditor's Report | 17-18 |
| 9. | Balance Sheet | 19 |
| 10. | Profit & Loss Account | 20 |
| 11. | Cash Flow Statement | 21 |
| 12. | Notes forming part of the Financial Statements | 22-25 |
| 13. | Attendance Slip | 27 |
| 14. | Proxy Form | 27 |
| 15. | Nomination Form | 28 |
| 16. | Assent/ Dissent Form | 29 |

NOTICE

NOTICE IS HEREBY GIVEN THAT THE **TWENTY SECOND** ANNUAL GENERAL MEETING OF THE MEMBERS OF **CISTRO TELELINK LIMITED** WILL BE HELD ON **MONDAY THE 29th SEPTEMBER, 2014 AT 04.00 P.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 206, AIREN HEIGHTS, AB ROAD, INDORE, MADHYA PRADESH - 452010 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited accounts for the year ended 31st March, 2014 along with notes thereon as on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Sharma, Non Executive Director (Holding Din 00369461) who retires by rotation & being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. C.P. Jaria & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India vide firm registration no 104058W, be and is hereby appointed as the Statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of twenty fifth Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM), on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

4. **APPOINTMENT OF MS. RENU SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modifications(s) or re-enactment thereof for the time being in force), Ms. Renu Singh (**DIN - 00860777**) who was appointed as an Additional Director of the company by the Board of Directors with effect from May 29, 2014 and who holds office until the date of the AGM, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director in terms of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director on the Board of the Company to hold office upto five consecutive years up to May 28, 2019, not liable to retire by rotation.

5. **APPOINTMENT OF MR. PYARELAL GULABCHAND VERMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152, Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Pyarelal Gulabchand Verma (DIN - 01691381)**, Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto **5 (Five) consecutive years upto 31st March, 2019**".

6. **APPOINTMENT OF MR. PRAHLAD SINGH TOMAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152, Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Prahlad Singh Tomar (DIN - 02994181)**, Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto **5 (Five) consecutive years upto 31st March, 2019**".

By Order of the Board
CISTRO TELELINK LIMITED

Sd/-

DATE : 14th AUGUST, 2014
PLACE : INDORE

OM PRAKASH MADHOGARHIA
(EXECUTIVE DIRECTOR)

NOTES

1. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.**
2. A Member Entitled To Attend And Vote At the meeting Is Entitled To Appoint A Proxy To Attend And Vote On His/ Her Behalf And The Proxy Need Not Be A Member Of The Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22nd September, 2014 to Monday, 29th September, 2014 (both days inclusive).The book closure dates have been fixed in consultation with the Stock Exchanges.
4. As a measure of economy copies of the Annual Report & Accounts will not be distributed at the meeting. Members are therefore requested to bring their copies to the meeting.
5. **Members who hold Shares in physical mode are requested to immediately notify the change of address, if any, and also , in furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to intimate their Email Id, for delivery of Annual Reports, Notices and other documents through electronic mode, to the Registrar and Transfer Agents, Ankit Consultancy Private Limited and can also send confirmation on mail id – ankit_4321@yahoo.com.**
6. For the convenience of Members and for proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
7. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.
8. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
9. 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 Non Executive Director, Arun Kumar Sharma, Cistro Telelink Limited, 206, Airen Heights, AB Road Indore-452010.
10. Details of Directors seeking appointment or re-appointment at the 22nd Annual General Meeting pursuant to clause 49IV (G)(I) of the Listing Agreement with Stock Exchange(s) are mentioned in the Corporate Governance Report forming part of this Annual Report.
11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.
13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/s. Ankit Consultancy Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Electronic copy of the Annual Report for 2013-2014 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 2013-14 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 22nd 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 22nd 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 in the permitted mode.

17. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's *website* www.cistrotelelink.net for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays. 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.

18. Voting through electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35 B of the Listing Agreement executed by the company with the BSE Limited, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):

During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cut-off date i.e., August 22, 2014, may cast their votes electronically.

The e-voting period commences at 9.00 am on Tuesday September 23, 2014 and ends at 6.00 pm on Thursday September 25, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of CDSL.

Ms. Ashwini Rajeshirke, Partner of HS Associates, Practicing Company Secretaries (Membership No.-26223) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cistrotelelink.net and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited.

The process and instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Cistro Telelink Limited" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes:

| | |
|------------------------|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital)(Applicable for both demat shareholders as well as physical shareholders) · 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. · 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field. |
| 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. · 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 the number of shares held by you as on the cut-off date in the Dividend Bank details field . |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the relevant **EVSN 140826113** of Cistro Telelink Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) For Institutional Shareholders :
- 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.
 - 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 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 of members receiving the physical copy:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xix) above, to cast vote

Other Instructions:

- I. 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.
- II. 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).
- III. 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) August 22, 2014.

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 under help section or write an email to helpdesk.evoting@cdslindia.com.

19. Corporate Members are requested to send to the Company's Registrar and Transfer agent, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
20. 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 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board
CISTRO TELELINK LIMITED

Sd/-

OM PRAKASH MADHOGARHIA
(EXECUTIVE DIRECTOR)

DATE : 14th AUGUST, 2014
PLACE : INDORE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956)****Item No.4**

Mrs. Renu Singh was appointed as an Additional Director by the Board of Directors of the Company with effect from 29th May, 2014.

By virtue of provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014, she would hold office only up to the date of ensuing Annual General Meeting of the Company.

Similarly by virtue of Section Section 149(1), 150,152, Schedule IV and all other applicable provisions of Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the Listing Agreement, and any other applicable law for the time being in force Mrs. Renu Singh is proposed to be appointed as Independent Director for a period of five years commencing from 29th May, 2014 to 28th May, 2019. By her appointment as Director, the Company would also fulfil the requirement of appointment of Women Director as required by the extant provisions of Companies Act, 2013.

The resolution for appointing her as an Independent Director of the Company is put forward to you to be passed as an Ordinary Resolution.

Except Mrs. Renu Singh being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 5

Mr. Pyarelal Gulabchand Verma is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in the year 2010. Mr. Pyarelal Gulabchand Verma is Chairman of the Audit Committee, and member of Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Pyarelal Gulabchand Verma also a Director in One (1) other Public Limited Companies as on March 31, 2014. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Pyarelal Gulabchand Verma holds Bachelor Degree in Commerce and has experience in various Banking and finance Sector.

Mr. Pyarelal Gulabchand Verma retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Pyarelal Gulabchand Verma being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing candidature of Mr. Pyarelal Gulabchand Verma Director of the Company.

In the opinion of the Board, Mr. Pyarelal Gulabchand Verma fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Pyarelal Gulabchand Verma as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working days.

The Board considers that his Continued Association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pyarelal Gulabchand Verma as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pyarelal Gulabchand Verma as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Pyarelal Gulabchand Verma being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

Mr. Prahlad Singh Tomar is a Non-Executive Independent Director of the Company. He joined the Board of the Company in the year 2001. Mr. Prahlad Singh Tomar is member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Prahlad Singh Tomar is not a Director of any other Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He has experience in Trading and Manufacturing Sector.

Mr. Prahlad Singh Tomar is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013.

Mr. Prahlad Singh Tomar being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing candidature of Mr. Prahlad Singh Tomar Director of the Company.

In the opinion of the Board, Mr. Prahlad Singh Tomar fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Prahlad Singh Tomar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working days.

The Board considers that his Continued Association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prahlad Singh Tomar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Prahlad Singh Tomar as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Prahlad Singh Tomar being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

By Order of the Board
CISTRO TELELINK LIMITED

Sd/-

OM PRAKASH MADHOGARHIA
(EXECUTIVE DIRECTOR)

DATE : 14th AUGUST, 2014
PLACE : INDORE

DIRECTOR'S REPORT

To
The Members
CISTRO TELELINK LIMITED.

Your Directors have great pleasure in presenting DIRECTOR'S REPORT along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March, 2014.

FINANCIAL RESULTS:

The financial Results are briefly indicated below:

(Amt in Rs.)

| PARTICULARS | For the year ended on | |
|---|-----------------------|------------|
| | 31.03.2014 | 31.03.2013 |
| Total Income | — | 242,931 |
| Total Expenditure | 2,54,088 | 5,06,854 |
| Profit/ [Loss] before Taxation | (2,54,088) | (2,63,923) |
| Add: Short Provision for taxation for earlier years | NIL | NIL |
| Interest on loan written back under OTS | NIL | NIL |
| Profit/ (loss) after Taxation | (2,54,088) | (2,63,923) |

FINANCIAL OPERATIONS:

The Company has suffered losses of Rs. 2,54,088/- (Rupees Two Lakh Fifty Four Thousand Eighty Eight Only) during the financial year. Your Directors propose to start business activities in coming year.

DIVIDEND:

In view of losses, the Directors do not recommend any dividend as such.

DEPOSITS:

The Company has not accepted any deposits, within the meaning of Section 58A, 58AA & any other provision of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 made thereunder.

SHARE CAPITAL:

There is no change in Authorised Capital and Issued Share Capital during the financial year.

SUBSIDIARIES:

Since the Company has no subsidiaries, provisions of Section 212 of the Companies Act, 1956 are not applicable to the Company.

DIRECTORS:

Mr. Satyendersingh Gupta resigned as a director of company on January 20, 2014. The Board placed on record its appreciation and gratitude for his guidance and valuable contribution to Company.

The Board of Directors at their meeting held on 20th January, 2014 approved the appointment of Mr. Om Prakash Madhogarhia as a Independent Non Executive Director.

During the Year in order to comply with the provisions of Clause 49 (I)(A) of Listing Agreement (Composition of Board of Directors), Mr. Arun Kumar Sharma was designated as a Non Executive Director w.e.f 20th January, 2014 and Mr. Om Prakash Madhogarhia was designated as a Executive Director w.e.f 17th February, 2014.

Ms. Renu Singh was appointed as an Additional Director on the Board of Directors of the Company on 29th May, 2014 in order to comply with the provisions of Section 149 of the Companies Act, 2013 requiring a listed Company to have a woman Director.

During the year Mr. Arun Kumar Sharma, 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.

DIRECTOR'S RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms;

- i. that in the preparation of the Annual Accounts, the applicable accounting standards have 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 had taken proper and sufficient care for the maintenance 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 had prepared the Annual accounts on a going concern basis.

CORPORATE GOVERNANCE CODE:

The Board had implemented certain provisions of the Corporate Governance Code in pursuance of Clause 49 of the Listing Agreement during the year. The report on Corporate Governance is annexed hereto forming part of this report. The requisite certificate from the Auditors of the Company on implementation of requirements of the Corporate Governance is also annexed herewith forming part of this report.

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.

AUDITORS REPORT:

The Auditors' Report did not contain any adverse remarks or qualification.

INTERNAL AUDITORS

The company has appointed M/s. Phophalia S & Associates., Chartered Accountants, Surat, as internal auditor of the company for financial year 2014-15.

SECRETARIAL AUDITOR:

The Board has appointed HS associates, Company Secretaries as the Secretarial Auditor of the Company for the financial year 2014-2015.

MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT:

Management Discussion and Analysis Statement is also annexed herewith forming a part of this report.

PARTICULARS OF CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Since the Company is not a manufacturing unit provisions of Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption is not applicable.

FOREIGN EXCHANGE EARNING & OUTGOING:

During the year, there was no Foreign Exchange earnings and outgo.

PARTICULARS OF EMPLOYEES:

In accordance with the provisions of Section 217 of the Companies Act, 1956, read with the Companies (Particulars of Employees) Amendment Rules 1999 as amended upto date, there was no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as mentioned in the section and hence no details are given as such.

ACKNOWLEDGEMENTS:

Your Directors express their appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them.

For and on behalf of the Board of Directors

Sd/-

DATE : 14th August 2014
PLACE : INDORE

Mr. Om Prakash Madhogarhia
Chairman

CORPORATE GOVERNANCE REPORT**Company's philosophy:**

The Corporate Governance Code as introduced by Securities and Exchange Board of India (SEBI) in pursuance of Clause 49 of the Listing Agreement became applicable to the Company since March, 2003. The Company has implemented the same.

The Company believes in maximum utilization of resources at minimum cost and attaining maximum long term shareholders value. The Company has also consistently followed good corporate policy and enhanced its value in the eyes of stakeholders.

The company's corporate governance framework is based on the following main principles:

- Appropriate composition and size of the Board, with each Director bringing in key expertise in different areas.
- Timely and accurate disclosure of all material operational and financial information to the stakeholders.

Board of Directors:

As on 31st March 2014 the Board of the Directors of the Company comprises of 4 (Four) Directors out of which 3 (Three) are Non Executive Independent Directors and 1 (One) is an Executive Director of the Company. There is no Nominee or Institutional Director in the Company.

None of Directors has pecuniary or Business relationship with the Company other than as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

During the year there were in total **5 (Five)** Board Meetings were held i.e. on 30th May, 2013, 14th August, 2013, 14th November, 2013, 20th January 2014 and 17th February, 2014. Gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

| Sr No | Name of Director | Category | No. of Meetings Attended | Attendance at Last AGM | No. Of Other Directorship in Public Limited Companies* | No. Of Other Committee member-Ship. In other Companies |
|-------|-----------------------------|------------------------------------|--------------------------|------------------------|--|--|
| 1. | Mr. Prahlad Singh Tomar | Non Executive Independent Director | 5 | Yes | Nil | Nil |
| 2. | Mr. Pyarelal Varma | Non Executive Independent Director | 5 | Yes | Abhishek Multi Agencies (India) Limited | Nil |
| 3. | Mr. Arun Kumar Sharma | Non Executive Director | 5 | Yes | 1. Sagar Soya Products Limited 2. Indilite Engineering Ltd 3. Blue Pearl Texspin Limited 4. Vipra Securities and Financial Services Limited 5. Aadri Infin Limited | 3 |
| 4. | #Mr. Om Prakash Madhogarhia | Executive Director | 1 | Yes | Blue Pearl Texspin Limited | 1 |
| 5. | @Mr. Satyender Singh Gupta | Non Executive Independent Director | 4 | Yes | 1. Indilite Engineering Ltd. 2. Nandurbar Eco Textile Park Ltd. | 1 |

@Resigned w.e.f 20th January,2014

Was Non executive Independent Director up to 17th February,2014

*Excludes Directorships/Chairmanship in India Private Limited Companies, Section 25 Companies and Foreign Companies and positions held in Proprietorship and Partnership in Firms.

All the above Board meetings were held at the Registered Office of the Company. The required Quorum was present at all the above Board meetings and all the resolutions were duly approved. There were no instances of Adjournment of any of the said meetings.

- a. Appointment of Mr. Arun Kumar Sharma, Director retiring by rotation and being eligible, offer himself for appointment.

| | | |
|---|---|---|
| Name of Director | : | Mr. Arun Kumar Sharma |
| Age | : | 51 |
| Qualification | : | B. Com (Hon's) FCA and LLB |
| Expertise in functional Area | : | Experience for more than two decades in banking and finance |
| Directorship in other Indian Public Limited Companies and other firms as on 31 st March, 2014. | : | Sagar Soya Products Limited Indilite Engineering Limited (Formerly known as Rockland Thermionics Limited) Blue Pearl Texspin Limited Vipra Securities and Financial Services Limited. Partner in Agarwal Sangneria & Co. (Chartered Accountants) Aadri Infin Limited. |
| Shareholdings | : | Nil |

- b. Appointment of Mrs. Renu Singh as Director and Independent Director of the Company.

| | | |
|---|---|--|
| Name of Director | : | Mrs. Renu Singh |
| Age | : | 37 Years |
| Qualification | : | Bachelor in Arts |
| Expertise in functional Area | : | Office Administration and Management |
| Directorship in other Indian Public Limited Companies and other firms as on 31 st March, 2014. | : | Optimates Textiles Industries Limited Manya Traders Private Limited Mahananda Enterprise Limited |

- c. Appointment of Mr. Pyarelal Gulabchand Verma as Director and Independent Director of the Company.

| | | |
|---|---|---|
| Name of Director | : | Mr. Pyarelal Gulabchand Verma |
| Age | : | 48 years |
| Qualification | : | Bachelor in Commerce |
| Expertise in functional Area | : | Experience in Accounts and finance |
| Directorship in other Indian Public Limited Companies and other firms as on 31 st March, 2014. | : | Abhishek Multi Agencies (India) Limited |

- d. Appointment of Prahlad Singh Tomar as Director and Independent Director of the Company.

| | | |
|---|---|--|
| Name of Director | : | Prahlad Singh Tomar |
| Age | : | 64 |
| Qualification | : | Graduate |
| Expertise in functional Area | : | Experience in Trading and Manufacturing Sector |
| Directorship in other Indian Public Limited Companies and other firms as on 31 st March, 2014. | : | NIL |

Code of Conduct:

The Board has adopted Code of Conduct, which is applicable to all the Directors of the Company, which is available on the website of the Company.

Audit Committee:

Pursuant to the provisions of Section 292(A) of the Companies Act, 1956 and Clause 49 of Listing Agreement, an Audit Committee comprising of three Directors is required to be constituted. Two-thirds of the members of audit committee shall be independent directors. The Audit Committee of the Company consists of 3 (Three) Members as follows:

| | | |
|-------------------------------|---|----------|
| Mr. Pyarelal Gulabchand Verma | - | Chairman |
| Mr. Prahlad Singh Tomar | - | Member |
| Mr. Arun Kumar Sharma | - | Member |

Chairman of the Audit Committee is Independent Director and was present at the 22nd Annual General Meeting held on 29th September, 2014.

The composition of the Audit Committee is as per the Section 292A of the Companies Act, 1956 and Clause 49 of Listing Agreement.

The functions of the Audit Committee are as per the Company Law and Listing Agreement with the Stock Exchanges. These include the review of accounting and financial policies and procedures, review of financial reporting system and procedures and ensuring compliance of statutory requirements.

The terms of reference of the Audit Committee include:

- To review financial statements and pre-publication announcements before submission to the Board.
- To apprise the Board on the impact of accounting policies, accounting standards, and applicable laws and regulations.
- To hold discussion with statutory auditors on the scope and content of the audit.
- Appointment of Statutory Auditor and fixing their remuneration.

The committee met 4 (Four) times during the year under review on 30/05/2013, 14/08/2013, 014/11/2013 and 17/02/2014.

Details of the Audit Committee Meeting:

| Name of the Members | Category | No. of Meetings Held | No of Meetings attended |
|---------------------|----------|----------------------|-------------------------|
| Pyarelal Verma | Chairman | 4 | 4 |
| Prahlad Singh Tomar | Member | 4 | 4 |
| Arun Kumar Sharma | Member | 4 | 4 |

All the meetings were held at the registered office of the Company.

Remuneration Committee:

The Remuneration Committee of the Company comprised of following three members:

| Name of the Members | Category |
|---------------------|----------|
| Prahlad Tomar | Chairman |
| Mr. Arun Sharma | Member |
| Mr. Pyarelal Verma | Member |

The Directors of the Company do not draw any remuneration or sitting fees from the Company.

Shareholders/Investors Grievance Committee:

The Shareholder'/Investors' Grievance Committee has been constituted. The committee consists of 2 Non Ex. & Independent Directors and 1 Executive Director. The Committee was chaired by Mr. Prahlad Singh Tomar. The committee looks into the shareholder and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

Following are the members of the Committee:

| Sr. No | Directors | Designation |
|--------|-------------------------------|--|
| 1 | Mr. Prahlad Singh Tomar | : Chairman and Independent Non-Executive Director. |
| 2 | Mr. Pyarelal Gulabchand Verma | : Independent Non-Executive Director. |
| 3 | Mr. Arun Sharma | : Independent Non-Executive Director |

The Committee met 4 (Four) times during the year under review on 30/05/2013, 14/08/2013, 014/11/2013 and 17/02/2014.

Details of the Shareholders /Investor Grievance Committee Meeting:

| Name of the Members | Category | No. of Meetings held | No. of Meetings attended |
|-------------------------------|----------|----------------------|--------------------------|
| Mr. Prahlad Singh Tomar | Chairman | 4 | 4 |
| Mr. Pyarelal Gulabchand Verma | Member | 4 | 4 |
| Mr. Arun Sharma | Member | 4 | 4 |

The Company has not received any complaints from the shareholders during the year.

General Body Meetings:

Details of general meeting held in the last three years are given below:

| Financial Year | Date | Time | Venue | Special Resolution(s) |
|----------------|------------|------------|-------------------|---|
| 2012-2013 | 30.09.2013 | 04.00 P.M | Registered Office | —N.A.— |
| 2011-2012 | 29.09.2012 | 11.00 A.M | Registered Office | —N.A.— |
| 2010-2011 | 29.09.2011 | 11.00 A.M. | Registered Office | Appointment of Mr. Arun Sharma as an Executive Director for a period of 5(Five) years |
| 2009-2010 | 30.09.2010 | 11.00A.M | Registered Office | —N.A.— |

No special resolution was put through postal ballot.

Disclosures:

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature with the Promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed by any Stock Exchange or SEBI.

The Company is regularly complying with the mandatory requirements of the Corporate Governance and in the process of adopting non mandatory requirements in due course.

Means of Communication:

The results are furnished to the Bombay Stock Exchange on a periodic basis (quarterly, half yearly and annually) after the approval of the Board of Directors. These were not sent individually to the Shareholders.

Company has its own website in the name of www.cistrotelelink.net/ on which all the corporate information is made available to the general public

General Shareholders Information:

| | | |
|-----|---|---|
| 1. | Annual General Meeting Date, Time and Venue | 29 th September, 2014 at 04.00 P.M. at Registered Office of the Company. |
| 2. | Financial Calendar | 1 st April to 31 st March of next year |
| | Results for : First quarter | 02 nd week of August, 2014 |
| | Half Yearly | 02 nd week of November, 2014 |
| | Third quarter | 02 nd week of February, 2015 |
| | Fourth quarter | Last week of May 2015 |
| 3. | Date of Book-closure | Monday 22 nd September, 2014 to Monday, 29 th September, 2014 |
| 4. | Listing on Stock Exchanges in India | BSE Limited, Mumbai |
| 5. | Registered and corporate office | 206, Airen Heights Indore, AB Road, Indore, Madhya Pradesh – 452 001 |
| 6. | Registrar and transfer Agent | 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 |
| 7. | Stock Code/ISIN No. | 531775 |
| 8. | ISIN No. | INE365C01023 |
| 9. | Email ID of the Company | cistrotelelink@gmail.com |
| 10. | Website of the Company | www.cistrotelelink.net |

Market price data:

| Months | Price | | Volume |
|--------------|-------|------|--------|
| | High | Low | |
| Apr-13 | 0.34 | 0.29 | 1,900 |
| May-13 | 0.28 | 0.24 | 1,125 |
| June-13 | 0.23 | 0.17 | 11,899 |
| July-13 | 0.16 | 0.13 | 9,638 |
| August-13 | 0.12 | 0.11 | 300 |
| September-13 | — | — | — |
| October-13 | 0.14 | 0.10 | 1,248 |
| November-13 | 0.13 | 0.13 | 900 |
| December-13 | 0.12 | 0.07 | 143 |
| January-14 | 0.06 | 0.05 | 101 |
| February-14 | — | — | — |
| March-14 | 0.07 | 0.06 | 501 |

* There was no trading for the month of September, 2013 and February 2014.

Relative Performance of the Company's Shares Price with BSE Sensex:

Share Price of Cistro Telelink Limited v/s BSE Sensex Index for the year 2013-14:

| Months | Cistro's Closing Price | BSE Sensex Closing Price |
|--------|------------------------|--------------------------|
| Apr-13 | 0.29 | 19,504.18 |
| May-13 | 0.24 | 19,760.30 |
| Jun-13 | 0.17 | 19,395.81 |
| Jul-13 | 0.13 | 19,345.70 |
| Aug-13 | 0.11 | 18,619.72 |
| Sep-13 | 0.11 | 19,379.77 |
| Oct-13 | 0.14 | 21,164.52 |
| Nov-13 | 0.13 | 20,791.93 |
| Dec-13 | 0.07 | 21,170.68 |
| Jan-14 | 0.05 | 20,513.85 |
| Feb-14 | 0.05 | 21,120.12 |
| Mar-14 | 0.07 | 22,386.27 |

**Listing fees:**

The Company's shares are listed at BSE Limited. The listing fees has been duly paid.

Registrar and Transfer Agent:

The Company has appointed Ankit Consultancy Private Limited for processing and approving the transfer of shares. Their contact details are as follows:

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

The Status of Dematerialization of Company's Shares as on 31st March, 2014 as under:

| Particulars | No. of Shares | % of Holding |
|-----------------|--------------------|--------------|
| Electronic Mode | 71,26,000 | 13.88 % |
| Physical | 4,42,17,000 | 86.12 % |
| Total | 5,13,43,000 | 100% |

The Company has not issued ESOP or any GDRs/ADRs/ Warrants/ Convertible Instrument.

Distribution of Shareholding as on 31st March, 2014:

| Share holding of Rs. | Nominal Value of Rs. | Shareholders No. | % of Total | Share Amt. Rs. | % of Total |
|----------------------|----------------------|------------------|---------------|-----------------|---------------|
| 1 | 1000 | 779 | 9.12 | 652372 | 1.27 |
| 1001 | 2000 | 7,161 | 83.86 | 14306900 | 27.87 |
| 2001 | 3000 | 63 | 0.74 | 177761 | 0.35 |
| 3001 | 4000 | 50 | 0.59 | 197461 | 0.38 |
| 4001 | 5000 | 68 | 0.80 | 333846 | 0.65 |
| 5001 | 6000 | 128 | 1.50 | 1081573 | 2.11 |
| 10001 | 20000 | 65 | 0.76 | 1036249 | 2.02 |
| 20001 | 30000 | 55 | 0.64 | 1378016 | 2.68 |
| 30001 | 40000 | 29 | 0.34 | 1077546 | 2.10 |
| 40001 | 50000 | 87 | 1.02 | 4000370 | 7.79 |
| 50001 | 100000 | 18 | 0.21 | 1350400 | 2.63 |
| 100000 | Above | 36 | 0.42 | 25750506 | 50.15 |
| TOTAL | | 8539 | 100.00 | 51343000 | 100.00 |

Address for correspondence:

Shareholders of the company can send correspondence at Registrar & Share Transfer Agent's Office or the Registered Office of the Company situated at following address:

206, Airen Heights, A.B.Road, Indore, Madhya Pradesh-452010

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

MANAGEMENT DISCUSSION AND ANALYSIS**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.

Prime Minister Modi had mentioned the Digital India Project as one of his government's top priorities. The ambitious program seeks to provide broadband connectivity to all villages. The project aims at everywhere mobile connectivity, Public Internet Access Programme, e-Governance, e-Kranti (which aims to give electronic delivery of services), information for all, electronics manufacturing. Hence Company is planning to enter into e-commerce business. This Digital India Programme helps to enhance e-commerce and business. It also helps the company to carry on the business with the consumers through electronic mode with no barriers of time or distance. Electronic commerce has expanded rapidly over the past five years and is predicted to continue at this rate, or even accelerate. Carrying out these transactions electronically provides vast competitive advantages over traditional methods. When implemented properly, ecommerce is often faster, cheaper and more convenient than the traditional methods of bartering goods and services.

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) RISKS AND CONCERNS:

Your Company will take adequate majors to safeguard against Risks & Concerns.

F) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has been maintaining an adequate internal control system commensurate with the size & nature of its business.

G) HUMAN RESOURCES POLICIES:

The employees are one of the key assets of the Company. The Company has formulated sound policies for employee motivations and retentions. Also required training was given to the employees.

H) CAUTIONARY STATEMENT:

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

By Order of the Board
CISTRO TELELINK LIMITED

Sd/-

Mr. Om Prakash Madhogarhia
(Director)

DATE : 29/05/2014
PLACE : INDORE

CEO/CFO CERTIFICATION

To,

The Board of Directors,

CISTRO TELELINK LIMITED

206, Airen Heights, A.B. Road, Indore, Madhya Pradesh – 452 010

I, Om Prakash Madhogarhia, CEO and Mr. Arun Kumar Sharma, CFO of the Company do hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - ii. 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.
- (b) 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.
- (c) 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.
- (d) We further certify that:
- i. There have been no significant changes in internal control during the year;
 - ii. There have been no significant changes in accounting policies during the year;
 - iii. There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For Cistro Telelink Limited

Sd/-

Sd/-

DATE : 29th May, 2014

OM PRAKASH MADHOGARHIA

ARUN KUMAR SHARMA

PLACE : INDORE

(CEO)

(CFO)

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.

For CISTRO TELELINK LIMITED

Sd/-

DATE: 29TH MAY, 2014

Om Prakash Madhogarhia

PLACE: INDORE

(CEO)

A REPORT ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS

To,

The Board of Directors,

CISTRO TELELINK LIMITED.

206, Airen Heights, A.B.Road, Indore, Madhya Pradesh – 452 001.

We have examined the Compliance of conditions of Corporate Governance by Cistro Telelink Ltd, for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s)

The Compliance of Conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management. We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no Investor Grievances were pending for a period of more than 30 day against the Company as per records maintained by the Shareholders/Investors Governance Committed of the Company.

We further state that such Compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For C.P. Jaria & Co
Chartered Accountants

Sd/-

Place : Indore

Pankaj Kumar Jain

Date : 29th May,2014

Partner

M. No 112020

FRN. 104058W

AUDITORS' STATEMENT ON CASH FLOW STATEMENT

To,
The Members,
CISTRO TELELINK LTD
206, Airen Heights
A.B.Road
Indore

We have audited the Cash Flow Statement of Cistro Telelink Limited as at 31st March 2014. This financial statement is responsibility of the Company's Management. Our responsibility is to express an opinion on this financial statement based on our audit.

In our opinion and best of our information and according to the explanation give to us, the said Cash Flow Statement read together with the Significant Accounting Policies and other requirement thereon give the information required by the Listing Agreement entered into with the Stock Exchanges, in the manner so required, and present a true and fair view, in our conformity with the accounting principles generally accepted in India; in so far as it relates to the cash flow of the Company for the year ended on that date.

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

Sd/-

(P.K.Jain)

Partner

M.No.112020

F.No.104058W

**Place : Indore
Date : 29/05/2014**

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Cistro Telelink Limited

We have audited the accompanying financial statement of **CISTRO TELELINK LIMITED ("the Company")**, which comprise the Balance Sheet as at March 31,2014, 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

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act,1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on Auditing issues by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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 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, 2014;
- (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,2003 ("the Order") issued by Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 & 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have 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 accounting standards referred to in Sub-Section 3(C) of sec-211 of Companies Act,1956.
 - (e) On the basis of written representation received from the directors as on March 31, 2014 and taken on record by by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as the directors in terms of sec-274(1) (g) of the Companies Act, 1956;
 - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For C.P.Jaria & Co
Chartered Accountants

Sd/-

(P.K.Jain)

Partner

M.No.112020

F.No.104058W

Place : Indore
Date : 29/05/2014

ANNEXURE TO THE AUDITORS' REPORT of M/s CISTRO TELELINK LTD

1. (a) The company has maintained proper records showing full particulars including quantitative details and location of all its fixed assets.
- (b) During the year the management has physically verified all the fixed assets and no material discrepancies have been noticed on such verification.
- (c) During the year, the company has not disposed off substantial part of its fixed assets.
2. There is no inventory held by company.
3. (a) The company has not granted any loan, secured or unsecured, to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act,1956. As the company has not granted any loans, secured or unsecured, to the parties listed in the register maintained under section 301 of the Companies Act, 1956, paragraphs (iii) (b), (c) and (d) of the order are not applicable.
- (b) The company has not taken any loan, secured or unsecured, from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act,1956. As the company has not taken any loans, secured or unsecured, from the parties listed in the register maintained under section 301 of the Companies Act, 1956, paragraphs (iii) (f), (g) and (h) of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. As explained to us, during the year, there are no such transaction made during the year in pursuance of contracts or arrangements that need to be entered in the register maintained under section 301 of Companies Act,1956.
6. The company has not accepted deposits from the public and hence the provisions of Sec-58A & 58AA of the Companies Act,1956, and the rules framed there under are not applicable. In company's case no order has been passed by the Company Law Board.
7. In our opinion and as informed to us, the company has an adequate internal audit system, commensurate with the size and nature of its business.
8. The central government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act,1956.
9. (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, Investor Education and protection fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues during the year with the appropriate authorities. As at 31.3.2014, there were no undisputed dues payable except TDS Rs. 69269/- for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there is no disputed dues in respect of Provident fund, Investor Education and protection fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues.
10. The accumulated losses of the Company are not more than fifty percent of its net worth. The Company has incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.
11. The Company has neither taken any loans from the banks/financial institution nor issued debenture, Therefore clause 4(xi) of the order is not applicable.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund/nidhi/mutual benefit fund/ society.
14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank and financial institutions.
16. The company had not taken any term loan during the year.
17. According to information and explanations given to us, no funds raised on short term basis which have been used for long term application.
18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act,1956 during the year.
19. No Security is required to be created since the company has not issue any debentures.
20. The company has not raised any money by public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

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

Place : Indore
Date : 29/05/2014

BALANCE SHEET AS ON 31ST MARCH 2014

| | | (in ₹) | |
|------------------------------------|------|--------------------------|--------------------------|
| PARTICULARS | NOTE | AS ON 31.03.2014 | AS ON 31.03.2013 |
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Fund | | | |
| (a) Share Capital | 1 | 51,343,000 | 51,343,000 |
| (b) Reserves and Surplus | 2 | (2,207,764) | (1,953,676) |
| (2) Non-current Liabilities | | | |
| (a) Long-Term Borrowings | 3 | 919,844 | 919,844 |
| (3) Current Liabilities | | | |
| (a) Trade Payables | 4 | 710,437 | 671,872 |
| (b) Other Current Liabilities | 5 | 1,513,598 | 1,513,598 |
| (c) Short-term Provisions | | 0 | 0 |
| Total | | <u>52,279,115</u> | <u>52,494,638</u> |
| II. ASSETS | | | |
| (1) Non-Current Assets | | | |
| (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 | 44,715,829 | 44,715,829 |
| (d) Other non-current assets | 9 | 4,905,090 | 4,905,090 |
| (2) Current Assets | | | |
| (a) Inventories | 10 | 0 | 0 |
| (b) Trade receivables | 11 | 0 | 377,264 |
| (c) Cash & Cash Equivalents | 12 | 230,595 | 68,854 |
| (d) Short term loans & advances | | 0 | 0 |
| (e) Other Current Assets | | 0 | 0 |
| Total | | <u>52,279,115</u> | <u>52,494,638</u> |

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

For and on behalf of the Board of Director

Sd/-
Mr. Arun Kumar Sharma
Director

Sd/-
Mr. Om Prakash Madhogarhia
Director

Place : INDORE
Date : 29/05/14

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2014

(in ₹)

| PARTICULARS | NOTE | Year Ended 31.03.2014 | Year Ended 31.03.2013 |
|--|------|--------------------------|--------------------------|
| INCOME | | | |
| I. Revenue From Operations | 13 | 0 | 242,931 |
| II. Total Revenue | | 0 | 242,931 |
| EXPENDITURE | | | |
| Purchases of Stock-in-trade | | 0 | 0 |
| Changes in Inventories of Stock in Trade | | 0 | 221,318 |
| Employee Benefits Expense | 14 | 45,124 | 41,221 |
| Other Expenses | 15 | 208,964 | 244,315 |
| III. Total Expenses | | 254,088 | 506,854 |
| IV. Profit / (Loss) for the year (II-III) | | (254,088) | (263,923) |
| VIII. Earning per equity share | | | |
| (1) Basic | | (0.00) | (0.01) |
| (2) Diluted | | (0.00) | (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

Place : INDORE**Date : 29/05/14****For and on behalf of the Board of Director****Sd/-**

Mr. Arun Kumar Sharma

Director

Sd/-

Mr. Om Prakash Madhogarhia

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

| PARTICULARS | 2013-2014 | | 2012-2013 | |
|---|---------------|----------------|-----------|-------------|
| | Rs | Rs | Rs | Rs |
| A CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit before Tax as per Statement of Profit & Loss | | -254088 | | -263923 |
| Operating Cash Profit before Working Capital Changes | | | | |
| Adjusted for: | | | | |
| Trade & other Receivables | 377264 | | 28,848 | |
| Inventories | 0 | | 221318 | |
| Trade & Other Payables | 38565 | | 23436 | |
| | | 415829 | | 273602 |
| NET CASH FROM OPERATING ACTIVITIES | | 161741 | | 9679 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Sale of Fixed Assets | | 0 | | - |
| | | 0 | | - |
| NET CASH USED IN INVESTING ACTIVITIES | | 0 | | 0.00 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | 0 | | - |
| | | 0 | | - |
| NET CASH FROM FINANCING ACTIVITIES | | 0 | | 0.00 |
| NET Increase / Decrease(-) in Cash &Cash Equivalents | | 161741 | | 9679 |
| Opening Balance of Cash and Cash Equivalents | | 68854 | | 59175 |
| Closing Balance of Cash and Cash Equivalents | | 230595 | | 68854 |

As per our report of even date attached

For C.P.Jaria & Co

Chartered Accountants

Sd/-

(P.K.Jain)

Partner

For and on behalf of the Board of Director

Sd/-

Mr. Arun Kumar Sharma

Director

Sd/-

Mr. Om Prakash Madhogarhia

Director

Place : INDORE

Date : 29/05/14

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014

(in `)

| PARTICULARS | Year Ended 31.03.2014 | Year Ended 31.03.2013 | |
|--|--|----------------------------------|---------------------|
| NOTE-1 : SHARE CAPITAL | | | |
| AUTHORISED SHARE CAPITAL | | | |
| 56000000 Equity shares of Rs.1/- Each (Previous Year 56000000 Equity shares of Rs.1/- Each) | 56,000,000 56,000,000 | 56,000,000 56,000,000 | |
| ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL | | | |
| 51343000 equity Shares Of Rs1/-Each Previous Year 51343000 equity Shares Of Rs1/-Each fully Paid up) | 51,343,000 51,343,000 | 51,343,000 51,343,000 | |
| NOTE-1A : Reconciliation of number of shares | | | |
| Equity Shares | | | |
| Opening Balance | 51,343,000 | 51,343,000 | |
| Changes During the Year | 0 | 0 | |
| Closing Balance | 51,343,000 | 51,343,000 | |
| NOTE-1B | | | |
| Details of shares held by shareholders holding more than 5% of the aggregate shares in the company | | | |
| | % Held | NO OF SHARES | NO OF SHARES |
| Rajkumar Arora | 5.54 | 2,844,000 | 2,844,000 |
| Govind M Nihalani | 6.62 | 3,400,000 | 3,400,000 |
| TOTAL | 12.16 | 6,244,000 | 6,244,000 |
| 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 | | | |
| NOTE-2 : RESERVES & SURPLUS | | | |
| PROFIT & LOSS ACCOUNT | | | |
| As per last Balance Sheet | (1,953,676) | (1,689,753) | |
| Add: Profit/(Loss) for the year | (254,088) | (263,923) | |
| TOTAL | (2,207,764) | (1,953,676) | |
| NOTE-3 : NON CURRENT LIABILITIES | | | |
| LONG TERM BORROWINGS | | | |
| Ives Leasing & Finance Ltd | 500,000 | 500,000 | |
| Sonic Fiscal Services Ltd | 419,844 | 419,844 | |
| TOTAL | 919,844 | 919,844 | |
| NOTE-4 : TRADE PAYABLES | | | |
| Sundry Creditors For Supplies | 710,437 | 671,872 | |
| TOTAL | 710,437 | 671,872 | |
| NOTE-5 : OTHER CURRENT LIABILITIES | | | |
| Other Current Liabilities | 1,509,908 | 1,509,908 | |
| Share Application Money Refund | 3,690 | 3,690 | |
| TOTAL | 1,513,598 | 1,513,598 | |

| (in `) | | |
|--|--------------------------|--------------------------|
| PARTICULARS | Year Ended 31.03.2014 | Year Ended 31.03.2013 |
| NOTE-6 : NON CURRENT ASSETS | | |
| FIXED ASSETS | | |
| Factory Building (Building Materials etc) | 571,301 | 571,301 |
| Car | 256,300 | 256,300 |
| | <u>827,601</u> | <u>827,601</u> |
| NOTE-7 : NON-CURRENT INVESTMENTS | | |
| 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 | | |
| NOTE-8 : LONG TERM LOANS & ADVANCES | | |
| (Unsecured and Considered Good) | | |
| Deposit With MPSE | 300,000 | 300,000 |
| Loans & Advances | 44,415,829 | 44,415,829 |
| TOTAL | <u>44,715,829</u> | <u>44,715,829</u> |
| NOTE-9 : OTHER NON CURRENT ASSETS | | |
| 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> |
| NOTE-10 : INVENTORIES | | |
| Stock in Trade | 0 | 0 |
| TOTAL | <u>0</u> | <u>0</u> |
| NOTE-11 : TRADE RECEIVABLES | | |
| (Unsecured and Considered Good) | | |
| Over six months | 0 | 377,264 |
| Others | 0 | 0 |
| TOTAL | <u>0</u> | <u>377,264</u> |
| NOTE-12 : CASH & CASH EQUIVALENTS | | |
| Cash on Hand | 217,798 | 57,211 |
| Balance with Bank in Current A/c | 12,797 | 11,643 |
| TOTAL | <u>230,595</u> | <u>68,854</u> |
| NOTE-13 : REVENUE FROM OPERATIONS | | |
| Sale of Stock in Trade | 0 | 242,931 |
| TOTAL | <u>0</u> | <u>242,931</u> |
| NOTE-14 : CHANGES IN INVENTORIES | | |
| Opening Stock of Stock in Trade | 0 | 221,318 |
| Less: Closing Stock of Stock in Trade | 0 | 0 |
| Changes in Inventories | 0 | 0 |
| TOTAL | <u>0</u> | <u>221,318</u> |

| (in `) | | |
|--|--------------------------|--------------------------|
| PARTICULARS | Year Ended 31.03.2014 | Year Ended 31.03.2013 |
| NOTE-15 : EMPLOYEE BENEFIT EXPENSES | | |
| Salaries & Wages | 45,124 | 41,221 |
| TOTAL | <u>45,124</u> | <u>41,221</u> |
| NOTE-16 : OTHER EXPENSES | | |
| Audit Fees | 8,000 | 6,000 |
| Professional fees | 84,272 | 119,105 |
| BSE Listing Fees | 28,090 | 27,575 |
| CDSL Connectivity | 16,854 | 18,854 |
| NSDL Connectivity | 16,854 | 18,854 |
| Fee to RTA | 44,944 | 44,944 |
| Printing & Stationery | 4,750 | 3,458 |
| Bank Charges | 388 | 357 |
| Postage & Misc | 4,812 | 3,168 |
| TOTAL | <u>208,964</u> | <u>244,315</u> |

NOTE-16 : SIGNIFICANT ACCOUNTING POLICIES**Notes on Financial Statements for the year ended 31st March 2014****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 | 45124 | 41221 |
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

For and on behalf of the Board of Director

Sd/-

Mr. Arun Kumar Sharma

Director

Sd/-

Mr. Om Prakash Madhogarhia

Director

Place : INDORE

Date : 29/05/14

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 hereby record my presence at the **22nd ANNUAL GENERAL MEETING** of the Company at Regd. Office of the company on Monday, The 29th September, 2014 At 04.00 P.M

Folio No.: _____ DP ID No*. _____ Client ID No*. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

- 1. Only Member/Proxy holder can attend the Meeting.
 - 2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.
 - 3. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip.
- *Applicable for investors holding shares in electronic form.

Note: No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to 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

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: _____

DP ID: _____

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 22nd Annual General Meeting of the Company to be held on at the **22nd ANNUAL GENERAL MEETING** of the Company at Regd. Office of the company on Monday, The 29th September, 2014 At 04.00 P.M at 206, Airen Heights, AB Road, Indore, Madhya Pradesh - 452 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.
- 2. Appoint a director in place of Mr. Arun Kumar Sharma, who retires by rotation and being eligible, seeks for re-appointment.
- 3. Appointment of Auditors.
- 4. Appointment of Ms. Renu Singh as an Independent Director.
- 5. Appointment of Mr. Pyarelal Gulabchand Verma as an Independent Director.
- 6. Appointment of Mr. Prahlad Singh Tomar as an Independent Director.

Signed this _____ day of _____ 2014

Signature of shareholder

Signature of Proxy holder(s)

Affix
Rs.1/-
Revenue
Stamp

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 joint holders may use copies of this Attendance slip/Proxy.

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

22ND 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 |
|---------------|---|--------------|-----|---------|
| | Ordinary Business | | | |
| 1 | Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014. | | | |
| 2 | Appoint a director in place of Mr. Arun Kumar Sharma, who retires by rotation and being eligible, seeks for re-appointment. | | | |
| 3 | Appointment of Auditors | | | |
| 4 | Appointment of Ms. Renu Singh as an Independent Director | | | |
| 5 | Appointment of Mr. Pyarelal Gulabchand Verma as an Independent Director | | | |
| 6 | Appointment of Mr. Prahlad Singh Tomar as an Independent Director. | | | |

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: September 25, 2014 (6.00 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 August 22, 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
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 25, 2014. 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.

BOOK-POST

To,

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

Pratiksha Printers, A'bad. 98252 62512