

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF CISTRO TELELINK LIMITED WILL BE HELD ON THURSDAY, 25TH JULY, 2024 AT 03.00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (“VC/OAVM”) FACILITY TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 comprising of the Balance Sheet as on 31st March, 2024 and the Profit & Loss Account and Cash Flow for the year ended on that date, together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Arun Kumar Sharma (DIN: 00369461) Non-Executive Director who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. REDUCTION OF SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT in pursuant to Section 66 and other applicable provisions of the Companies Act, 2013, (the “Act”), including any statutory modification(s) or re-enactment thereof for the time being in force, the rules made thereunder, read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, subject to the Articles of Association of the Company, subject to the approval of the Stock Exchanges, Securities Exchange Board of India (“SEBI”), Creditors and confirmation by the Hon’ble National Company Law Tribunal, Indore (“NCLT”), and such other approvals as may be required and subject to the terms and conditions and modifications, if any as may be prescribed by the appropriate authorities while granting approval or confirmation, the consent of the Members be and is hereby accorded, for reducing the number of paid up share capital of the Company from the existing INR 5,13,43,000/- (Indian Rupees Five Crores Thirteen Lakhs Forty Three Thousand Only) consisting of 5,13,43,000 (Five Crores Thirteen Lakhs Forty Three Thousand) Equity Shares of INR 1/- (Indian Rupee One Only) each to INR 3,08,05,800 (Indian Rupees Three Crores Eight Lakhs Five Thousand Eight Hundred Only) consisting of 3,08,05,800 (Three Crores Eight Lakhs Five Thousand Eight Hundred) Equity Shares of INR 1/- (Indian Rupee One Only) each of the Company against accumulated loss of INR 2,05,37,200/- (Indian Rupees Two Crores Five Lakhs Thirty Seven Thousand Two Hundred Only) without payment of any consideration by the Company to its Shareholders (“Reduction of Capital”).

RESOLVED FURTHER THAT upon confirmation of Reduction of Capital by NCLT and the approval of the aforesaid authorities becoming effective and operative, without any further act or deed by the equity shareholders, 2,05,37,200 (Two Crores Five Lakhs Thirty-Seven Thousand Two Hundred Only) Equity Shares of Rs. 1/- (Rupees One) each of the Company held by all its members shall stand cancelled, extinguished and rendered invalid.

RESOLVED FURTHER THAT Directors of the Company be and is hereby severally authorised to take all necessary steps and do all such acts, deeds, matters and things, as may in their absolute discretion deem necessary, expedient, usual or proper in the best interest of the Company and its Members in connection with and relating to the Reduction of Capital, including issuing any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Reduction of Capital, or to any modification thereof including but not limited to the following:

- i) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all type of documents, petitions, affidavits and applications in relation to the matters aforesaid;
- ii) To accept services of notices or other processes which may from time to time be issued in connection with the matters aforesaid;
- iii) To produce all documents or other evidences in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- iv) To make, prepare and submit any applications, petitions, appeals and judges summons before the Designated Stock Exchange (BSE, etc.), NCLT, and/or any court, tribunal, or all relevant authorities and respond to the appropriate authorities;
- v) To file applications /petitions, and affidavits and/or other legal documents with the Designated Stock Exchange (BSE, etc.), NCLT, as may be required for confirmation of the Reduction of Capital by the NCLT upon the Reduction of Capital becoming effective and operative, and/or any other regulatory authorities for obtaining its approval;
- vi) To engage advocates, counsels and any other consultants, advisors, declare and file all pleadings, reports, and sign and issue public advertisements and notices in connection with the matters aforesaid;
- vii) To make any alterations /changes, modification or amendments in the Scheme/ application/ petition as may be expedient or necessary, including any alteration, modification or amendment required to be made for complying with the requirements or conditions imposed by the NCLT and/or any other appropriate authorities, if any;
- viii) To prepare or get the interim financial statements prepared, if required, along with relevant annexures, schedules and other necessary supporting and to pass such accounting entries and/or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution;
- ix) To provide necessary declarations /certificates in relation to the Reduction of Capital capturing the true and factual aspects of the Company;
- x) To comply with all the necessary formalities, compliances and disclosures in this regard and to sign and file the necessary forms or documents with the relevant authorities, including the Registrar of Companies;
- xi) To authenticate all the necessary documents as “certified copies” or in any other manner as may be required;
- xii) To do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise; and
- xiii) To delegate any or all of the powers conferred upon it by this resolution to any committee of the Board, any other director(s), and/or officer(s) of the Company.

RESOLVED FURTHER THAT subject to confirmation of the Scheme to be obtained from NCLT, and all other approvals from any other appropriate authorities, the Company be and is hereby not required to add the words “And Reduced” to its name subsequent to such Reduction of Capital of the Company.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and issue the same to whomsoever concerned and wherever necessary.”

4. REGULARISATION OF MR. HARILAL SINGH JHABAR RAM FARHAN (DIN: 05124923) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment

and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and as per the provisions of Articles of Association of the Company, Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) who was appointed as an additional director and also as an Independent Director of the Company w.e.f. 06th February, 2024, and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2023 – 2024 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (five) years w.e.f. w.e.f. 06th February, 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Indore.”

5. REGULARISATION OF MR. SUDAMA PATEL (DIN: 10132041) AS WHOLE-TIME DIRECTOR (EXECUTIVE 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 152, 161, 196, 197, 203 and any other relevant provisions of the Companies Act , 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of members be and is hereby accorded for the appointment of Mr. Sudama Patel (DIN: 10132041) as Director as well as Whole Time Director of Company (Executive) w.e.f. 06th February, 2024, for a period of 5 (five) years from the date of appointment and whose office shall not be liable to determination by retirement of directors by rotation, on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board”) which term shall be deemed to include the Nomination and Remuneration Committee of the Board to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Sudama Patel.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Indore.”

6. TO MAKE INVESTMENT, GIVE LOANS, GUARANTEE AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be

and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 50,00,00,000 (Indian Rupees Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Directors and / or Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By order of the Board of Directors of
Cistro Telelink Limited**

Sd/-

**Arun Kumar Sharma
Chairman and Non-Executive Director
DIN NO: 00369461**

**Place: Indore
Date: 1st July, 2024**

IMPORTANT NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. As this AGM is being held through VC/OAVM and physical attendance of the Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail addresses for receiving the Notice. Members who have not registered their e-mail addresses are requested to register the same as per the process mentioned in the Notes.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL. The Company has also appointed Mr. Hemant Shetye having Membership No. FCS- 2827 & Certificate of Practice No. 1483 and/or Mr. Prakash Naringrekar, Company Secretary, having Membership No. ACS- 5941 & Certificate of Practice No. 18955, Designated Partners of M/s HSPN & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the e-voting process in affair and transparent Scanner.
6. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Saturday, 6th July, 2024.
7. Corporate Members intending to authorise their representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

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8. The Members of the Company can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members of the Company on first come first served basis. This will not include large Members (Members holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of various Committees of the Company, Auditors etc. who are allowed to attend the AGM without any restriction.
9. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Act.
10. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 19th July, 2024 to Thursday, 25th July, 2024 (both days inclusive).
11. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail at cistrotelelink@gmail.com by Tuesday, 16th July, 2024, to enable the Company to furnish the replies at the AGM.
12. Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company's Registrar & Share Transfer Agent, Satellite Corporate Services Private Limited at A 106 and 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai- 400072 Tel:022-28520461/62 Email: info@satellitecorporate.com, in case of shares held in physical form.
13. The Company's Equity Shares are listed on BSE Limited, P.J.Towers, Dalal Street, Mumbai – 400 001. The Company has paid the annual listing fees for the financial year 2023-2024.
14. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at anytime, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Members, who wish to avail of this facility, may fill in the prescribed Form No.SH-13 and forward the same to Satellite Corporate Services Private Limited.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant('DP') and holdings should be Verified from time to time.
16. Members who desire to take part in the Green Initiative of the Company, are requested to register their-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.cistrotelelink.com>. The Notice can also be accessed from the websites of the

Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

18. The documents referred to in the Notice of the AGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cistrotelelink@gmail.com
19. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
20. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1st April 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or Satellite Corporate Services Private Limited (RTA) for assistance in this regard.
21. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
22. Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_ RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.
23. Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hardcopy of the following self-attested documents to Satellite Corporate Services Private Limited for registration against their respective folio(s):
 - Identity Proof: Copy of PAN card/Aadhar Card
 - Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
 - Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
 - Contact Details: Mobile no., e-mail id
 - Nomination: Please provide Form SH13 duly filled and signed.
 - In the absence of any of the above information registered against your folio no, your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
 - Form ISR1, ISR2 and Nomination forms are available on the website of the Company <http://cistrotelelink.com/> and on the website of our Registrar and Transfer Agent at <http://www.satellitecorporate.com/>.

24. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated 9th December, 2020, had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
25. Members holding shares under multiple folios are requested to submit their applications to cistrotelelink@gmail.com for consolidation of folios into a single folio.
26. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 22nd July, 2024 at 09:00 A.M. and ends on Wednesday 24th July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 16th July, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 16th July, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and

	<p>click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hs@hspnassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sachin Kareliya at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cistrotelelink@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cistrotelelink@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same

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by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cistrotelelink@gmail.com. The same will be replied by the company suitably.
1. Information of Director seeking re-appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Arun Kumar Sharma								
Director Identification Number	00369461								
Date of Birth	08/06/1964								
Date of Appointment	14/02/2019								
Qualification	B. com (Hons), F.C.A., LLB								
Period	NA								
Directorships in other Indian Listed companies	1. Sagar Soya Products Limited								
	<table border="1"><thead><tr><th>Company</th><th>Membership</th><th>Chairmanship</th></tr></thead><tbody><tr><td>Sagar Soya Products Limited</td><td>Nil</td><td>Audit Committee, Stakeholders Relationship Committee</td></tr></tbody></table>	Company	Membership	Chairmanship	Sagar Soya Products Limited	Nil	Audit Committee, Stakeholders Relationship Committee		
Company	Membership	Chairmanship							
Sagar Soya Products Limited	Nil	Audit Committee, Stakeholders Relationship Committee							
	Only Audit Committee and Stakeholders Relationship Committee have been considered								
Years of experience	30 plus years of experience in the field of Corporate Finance.								

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b. For Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP)

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- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- d. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to National Securities Depository Limited(NSDL).
- e. Mr. Hemant Shetye having Membership No. FCS- 2827 & Certificate of Practice No. 1483 and/or Mr. Prakash Naringrekar, Company Secretary, having Membership No. ACS- 5941 & Certificate of Practice No. 18955 and Designated Partner of M/s. HSPN & Associates LLP, Company Secretaries Mumbai, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the AGM in a fair and transparent manner.
- f. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

**By order of the Board of Directors of
Cistro Telelink Limited**

Sd/-

**Arun Kumar Sharma
Chairman and Non-Executive Director
DIN NO: 00369461**

**Place: Indore
Date: 1st July, 2024**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARD-2.

ITEM NO:3- APPROVAL OF REDUCTION OF EQUITY SHARE CAPITAL OF THE COMPANY AGAINST THE CORRESPONDING ACCUMULATED LOSSES

This is to inform you that:

- (a) The Company underwent a challenging period during the Covid-19 and that affected on the financial operations of the Company.
- (b) Due to above, the Company has incurred losses in past and the current year thereby not reflecting the true potential of the Company.
- (c) The management is of the view that the effect of past losses should be mitigated, thereby actual potential of the Company can be reflected.
- (d) Accordingly, the Board of Directors in their meeting held on 19th June, 2024, decided that the accumulated losses should be written-off and recommended and approved, the scheme of reduction of share capital of the Company. The proposed scheme provides for reduction of equity share capital of the Company from the existing INR 5,13,43,000/- (Indian Rupees Five Crores Thirteen Lakhs Forty Three Thousand Only) consisting of 5,13,43,000 (Five Crores Thirteen Lakhs Forty Three Thousand) Equity Shares of INR 1/- (Indian Rupee One Only) each to INR 3,08,05,800 (Indian Rupees Three Crores Eight Lakhs Five Thousand Eight Hundred Only) consisting of 3,08,05,800 (Three Crores Eight Lakhs Five Thousand Eight Hundred) Equity Shares of INR 1/- (Indian Rupee One Only) each of the Company against accumulated loss of INR 2,05,37,200/- (Indian Rupees Two Crores Five Lakhs Thirty Seven Thousand Two Hundred Only) without payment of any consideration by the Company to its Shareholders.
- (e) After the reduction of capital, the aggregate subscribed and paid up share capital of the Company reduced to INR 3,08,05,800 (Indian Rupees Three Crores Eight Lakhs Five Thousand Eight Hundred Only) consisting of 3,08,05,800 (Three Crores Eight Lakhs Five Thousand Eight Hundred) Equity Shares of INR 1/- (Indian Rupee One Only) each of the Company.
- (f) The reduction of capital shall not cause any shareholder to hold any fractional shares in the Company and in respect of the fractional shares, if any, caused by the reduction of capital, the same shall be rounded off to the nearest whole number and the Promoters will offer there shareholding towards such rounding off.
- (g) The aforesaid reduction of share capital of the Company shall be subject to approval of the shareholders of the Company, National Company Law Tribunal (NCLT), and other relevant authorities.
- (h) The new share certificates pursuant to the reduction of share capital shall be issued to the shareholder who will be shareholders as on record date and holds the certificate in physical mode. The new equity shares shall be credited in the shareholders demat account in case shares are held in dematerialized form. Further all old share certificate will be stand cancelled upon the approval of the Scheme of Reduction by NCLT.

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(i) The below are the details of the proposed reduction of the equity share capital of the Company:

i) Pre and Post reduction share capital of the Company are as follows:

Particulars	Existing Share Capital of the Company as on March 31, 2024 (Prior to implementation of the Scheme)	Reduced Share Capital of the Company (Post implementation of the Scheme)
Authorised Share Capital		
5,60,00,000 equity shares of INR 1/- each.	INR 5,60,00,000	INR 5,60,00,000
Issued, Subscribed and Paid-up Capital		
Total issued, subscribed and paid-up equity share capital.	INR 5,13,43,000 (divided into 5,13,43,000 equity shares of INR 1/- each).	INR 3,08,05,800 (divided into 3,08,05,800 equity shares of INR 1/- each).

ii) Pre and Post reduction shareholding pattern of the Company are as follows:

Sr. No.	Category	Pre-Reduction		Post-Reduction	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual	4,00,000	0.78	2,40,000	0.78
	Bodies Corporate	-	-	-	-
	Sub-Total	4,00,000	0.78	2,40,000	0.78
2	<u>Foreign Promoters</u>	-	-	-	-
	Sub-Total (A)	4,00,000	0.78	2,40,000	0.78
B	Non-Promoters Holding				
1	Institutional Investors	-	-	-	-
2	Non-Institution	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Indian Public & HUF	5,09,43,000	99.22	3,05,65,800	99.22
	Other (including NRIs, Clearing Members)	-	-	-	-
	Sub-Total (B)	5,09,43,000	99.22	3,05,65,800	99.22

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C	Non-Promoter & Non-Public (C)	-	-	-	-
	Grant Total (D) = (A) + (B) + (C)	5,13,43,000	100.00	3,08,05,800	100.00

iii) Valuation report:

As per the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI master circular No. CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 is not applicable to the proposed scheme of reduction of Capital of the Company. We also attached herewith the Copy of the Certificate of Non-Applicability of Valuation dated 25th June, 2024 issued by Mr. Suman Kumar Verma, IBBI Registered Valuer is attached as an Annexure I along with the Notice.

iv) Fairness Opinion Report:

The Company has received the Fairness Opinion Report for the Purpose of Reduction of Paid-up Share Capital of the Company dated 25th June, 2024 from Swaraj Shares and Securities Private Limited, SEBI Registered Category – I, Merchant Banker having a registered office at 21 Hemant Basu Sarani, 5th Floor, Room No. 507, Kolkata – 700001, West Bengal and the detailed Fairness Report is attached as an Annexure II along with the Notice.

v) Report of Complaint:

The Report of Complaint status in the matter of Capital Reduction of the Company is attached as an Annexure III.

vi) Observation Letter of the Stock Exchange:

The Company has applied to the BSE Limited for the purpose of the observation letter from the stock exchange and the same is pending with the approval with the exchange. We hereby confirm that upon the receipt of the observation letter from the stock exchange we will intimate the same and upload the said letter on BSE and also on Company website i.e. www.cistrotelelink.com.

vii) Declaration:

None of the Directors and/ or Promoter and Promoter Group of the Company and Company itself are defaulter or debarred from the Exchange or any other Regulatory Authorities.

viii) Interest in the Scheme:

None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution at Item no. 3 to be passed as Special Resolution.

ITEM NO:4 REGULARISATION OF MR. HARILAL SINGH JHABAR RAM FARHAN (DIN: 05124923) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

This is to inform you that:

- (a) The Board of Directors (based on the recommendation of Nomination and Remuneration Committee), appointed Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) as an additional director as well as Independent Director of the Company w.e.f. 6th February, 2024.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) hold office up to the date of this Annual General Meeting.
- (c) Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors of the Company have recommended to regularize the appointment of Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) as Independent Director of the Company.

Brief profile of Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923):

Mr. Harilal Singh Jhabar Ram Farhan is a B. Com Graduate. He has over the years gained immense experience and knowledge in the field of Accounting and Finance. His immense knowledge in the accounting and Finance field and understanding of various corporate laws adds enormous value to the Company by helping it in financial matters.

None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except Mr. Harilal Singh Jhabar Ram Farhan.

The Board recommends the resolution at Item no. 4 to be passed as an Ordinary Resolution.

ITEM NO:5- REGULARISATION OF MR. SUDAMA PATEL (DIN: 10132041) AS DIRECTOR AND WHOLE-TIME DIRECTOR (EXECUTIVE DIRECTOR) OF THE COMPANY:

This is to inform you that:

- (a) The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) appointed Mr. Sudama Patel (DIN: 10132041) as an Additional Director of the Company w.e.f. 06th February, 2024, of the Company as per the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015, subject to the approval of the Members.
- (b) Also, the Board has also appointed Mr. Sudama Patel (DIN: 10132041) as Whole Time Director of Company w.e.f. 06th February, 2024, for a period of 5 (Five) years, subject to approval of the Members.
- (c) Pursuant to Section 161 of the Companies Act, 2013, Mr. Sudama Patel (DIN: 10132041) hold office up to the date of this Annual General Meeting.
- (d) Mr. Sudama Patel (DIN: 10132041) has given his consent to act as a Director of the

Company pursuant to Section 152 of the Companies Act, 2013. Mr. Sudama Patel (DIN: 10132041) has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act, 2013 or pursuant to any Order issued by SEBI.

- (e) The Board of Directors of the Company have recommended to regularize the appointment of Mr. Sudama Patel (DIN: 10132041) as Whole Time Director of the Company for the period of 5 (Five) years w.e.f. 06th February, 2024.

Brief profile of Mr. Sudama Patel (DIN: 10132041):

Mr. Sudama Patel has 6 years of experience in accounting and Finance. His immense experience & knowledge in the accounting and Finance field and understanding of various corporate laws adds enormous value to the Company by helping it in financial matters.

None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except Mr. Sudama Patel (DIN: 10132041).

The Board recommends the resolution at Item no. 5 to be passed as an Ordinary Resolution.

ITEM NO:6- TO MAKE INVESTMENT, GIVE LOANS, GUARANTEE AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of INR 50,00,00,000 (Indian Rupees Fifty Crores), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice.

The Board recommends the resolution at Item no. 6 to be passed as Special Resolution.

By order of the Board of Directors of

Cistro Telelink Limited 32nd Annual Report 2023- 2024

Cistro Telelink Limited

Sd/-

Arun Kumar Sharma

Chairman and Non-Executive Director

DIN NO: 00369461

Place: Indore

Date: 01st July, 2024

Cistro Telelink Limited 32nd Annual Report 2023- 2024

SUMAN KUMAR VERMA

IBBI REGISTERED VALUER

Assets class: Securities or financial assets

RV Reg. no: IBBI/RV/05/2019/12376

Address: Gali No. 5 Mahavir Enclave, Palam Colony

New Delhi - 110045, INDIA

Contact No.: 9716633301

Email- cmaskverma@gmail.com

CERTIFICATE

To,
The Board of Directors,
CISTRO TELELINK LIMITED
206, Airen Heights, AB Road, Indore, Indore,
Madhya Pradesh, India, 452010

Dear Sir,

Subject: Certificate for non-applicability of the requirement of obtaining the valuation report from an Independent Registered Valuer as prescribed in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (hereinafter referred to as "SEBI Circular") in respect of proposed reduction of Capital read with SEBI master circular No.CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021.

I, Mr. Manish Santosh Buchasia, the IBBI Securities or Financial Assets Registered Valuer (IBBI Registration Number: IBBI/RV/03/2019/12235) have been requested by Cistro Telelink Limited ("the company") having its registered office at 206, Airen Heights, AB Road, Indore, Indore, Madhya Pradesh, India, 452010 to issue this certificate under Para 4 of Annexure-1 to the SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI master circular No.CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 in respect of non- applicability of requirement for valuation report in the matter of proposed reduction of capital of the company.

I have been informed that the Board of Director of the company in its meeting held on 19th June, 2024 has approved for reduction of the capital of the company by 40% so that post capital reduction, upon the said resolution, is 5,13,43,000 (Five Crores Thirteen Lakhs Forty Three Thousand) equity shares of Rs. 1/- each shall be consolidated to 3,08,05,800 (Three Crores Eight Lakhs Five Thousand Eight Hundred) new fully paid-up equity share of Rs.1/- each. The reduction of capital shall be on proportionate basis and there shall not be any change in percentage shareholding of any shareholder of the company.

I have perused and examined the draft scheme, pre and post scheme shareholding pattern of the Company and other material documents of the Company. Based on my examination as above and the information and explanation furnished to me, I hereby certify that the requirement for valuation report as mentioned in Para 4 of Annexure -I to the SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI master circular No.CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 is not applicable to the proposed scheme of reduction of Capital of the Company since:

- There shall not be any change in the proportion of shareholding of any of the pre-scheme shareholders of the Company.
- There shall not be allotment of any new equity shares upon reduction of capital. Only



the 5,13,43,000 (Five Crores Thirteen Lakhs Forty-Three Thousand) equity shares of Rs. 1/- each shall be consolidated to 3,08,05,800 (Three Crores Eight Lakhs Five Thousand Eight Hundred) new equity share of Rs. 1/- each; and

- c. All the pre-scheme shareholders shall remain the shareholder of the Company after post scheme in the same proportion.

I have been informed that the capital reduction contemplated is for Rs. 2,05,37,200/- by way of reduction of paid-up share capital by 40% to be set off against the carried forward loss of Rs. 2,05,37,200/-

This certificate has been issued at the specific request of the Company. I undertake no further responsibility to update this certificate for new information subsequent to the date of this certificate.

Yours faithfully



RV SUMAN KUMAR VERMA

Registered Valuer- Securities or Financial Assts IBBI Registration No:
IBBI/RV/05/2019/12376

Date: 25/06/2024

Date: Tuesday, June 25, 2024

To,
The Board of Directors
CISTRO TELELINK LIMITED
206, Airen Heights, AB Road, Indore, Indore,
Madhya Pradesh, India, 452010

Dear Members of the Board,

Sub.: Fairness Opinion on the proposed Scheme for Reduction of Capital of Cistro Telelink Limited

We understand that Board of Directors of Cistro Telelink Limited (hereinafter referred as (CTL)) has considered and approved Scheme of Arrangement in their meeting held on 19th June, 2024 whereby it is approved, subject to shareholders and approval from the requisite authorities, that there will be Reduction of Capital of the Company (hereinafter referred to as "Proposed Scheme") under section 66 of the Companies Act, 2013 and Other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Act").

The Proposed Scheme of arrangement for Reduction of Capital Provides is for –

The Scheme provides for the reduction of the paid-up share capital of the Company under the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the Company) Rules, 2016 to undertake financial restructuring and reconstruction of the Company whereby the Company would be writing off the carried forward accumulated losses of past years to the extent of Rs. 2,05,37,200/- (Rupees Indian Rupees Two Crores Five Lakhs Thirty Seven Thousand Two Hundred Only) by reducing 40% of its paid-up equity shares capital, so as to give a true and realistic view of the value of the shares and present clear balance sheet of the Company. This has given rise to the need to re-adjust the relation between the capital and assets and reflect the liabilities and assets of the Company accurately and fairly in its books of accounts and to operate with a leaner base balance sheet.

1. BACKGROUND OF THE COMPANY

Profile of the Company


a. Cistro Telelink Limited having CIN L19201MP1992PLC006925 was incorporated under the Companies Act, 2013, on 12th day of February, 1992 with the name "Kukson Footcare Private Limited". Later, on 14th day of September, 1994 the Company converted from Private Limited to Public Limited and the name changed to "Kukson Footcare Limited". The Company "Kukson Footcare Limited" went for listing in the year 1996. The Company changed its name from "Kukson Footcare Limited" to "Cistro Telelink Limited" w.e.f 9th day of November, 2002. The Registered Office of the Company is situated at 206, Airen Heights, AB Road, Indore, Indore, Madhya Pradesh, India, 452010. The Company is incorporated to carry out the business as mentioned in the Memorandum of Association of the Company. The Equity Shares of the Company are listed on BSE Limited.

b. The Main object of the Company is:

- To manufacture, purchase, sell or otherwise import and otherwise to carry on the business of software production, publication and periodicals, communication, entertainment, distribution or redistribution, through cable network or otherwise directly or through franchise. Leasing or licencing.


Swaraj Shares and Securities Private Limited

 tanmoy@swarajshares.com

 pankita@swarajshares.com

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 +91 9874283532

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Maharashtra, India

- To acquire, set up, run, maintain, lease, licencing, cable network, work station, for distribution, redistribution of signal, telecast, broadcast, display, transmission, exhibition through cable, pay TV, satellite transporter or otherwise directly or indirectly through agent franchise lessees licences as also using the network and equipment for communication via, satellite cable or otherwise.
- To purchase, take on lease, hire, import or otherwise acquire and sale lct, export or otherwise dispose of finance or otherwise deal in and produce, picture, develop, assemble, blend or otherwise process cinematographic film, video orphic film, telefilm, serials, programme, cartoon, news, topical, commercial, and amusement, sport events capable, of release on theatre, cable satellite, video, cinema hall or media and copy rights, distributors rights, exhibition rights thereof.
- The Capital Structure of the Company as per the Audited Financial Statements as on March 31, 2024 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
5,60,00,000 Equity Shares of Rs. 1/- each	5,60,00,000
Total	5,60,00,000
Issued & Subscribed Capital	
5,13,43,000 Equity Shares of Rs. 1/- each	5,13,43,000
Total	5,13,43,000
Paid-up Share Capital	
5,13,43,000 Equity Shares of Rs. 1/- each	5,13,43,000
Total	5,13,43,000

(Source: Company)

2. SCOPE AND PURPOSE OF THE REPORT

- 2.1 Due to continuous losses in the Company in the last few years, the capital of the Company has been eroded. The value represented by the share capital of the Company has been substantially wiped off. The total Accumulated Losses in the Company is at Rs. 2,16,27,182/- (Two Crores Sixteen Lakhs Twenty Seven Thousand One Hundred Eighty Two Only) as on March 31, 2024.
- 2.2 In order to re-align the relation between capital and assets; and to accurately and fairly reflect the assets and liabilities of the Company in its books of accounts; and for better presentation of the financial position of the Company, the Board of Directors have decided to write off the accumulated losses against Share Capital of the Company in accordance with the provisions of Sections 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions.
- 2.3 This report is subject to the Scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts and in conjunction with the relevant documents referred to in this Report. This report has been issued only for the purpose of the facilitating the Scheme and Should not be used for any other purpose.

3. SOURCE OF INFORMATION

- Draft Scheme for Reduction of Capital between CISTRO TELELINK Limited and its Shareholders.
- Report from the Audit Committee recommending the Draft Scheme.



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- Audited Financial Statement for Period ended March 31, 2024.
- Other relevant details regarding the Company such as the Shareholding pattern and other relevant information and data, including information in the public domain.

4. KEY FEATURES OF THE SCHEME

- As per the Audited Financial Statements for the Period ended as on 31st March, 2024, there is an accumulated loss of INR 2,16,27,182/- (Two Crores Sixteen Lakhs Twenty Seven Thousand One Hundred Eighty Two Only) as on March 31, 2024.
- As the Company has huge accumulated losses, and in order to give true and fair view of the Financial of the Company and to reflect Financial Position of the Company with available assets, the Board of Directors of the Company has felt the need to cancel any paid-up share Capital which is lost or is unrepresented by available assets.
- The Benefits arising out of the Scheme of Reduction of Capital will enable the Company to –
 - get fresh infusion of funds for the revival of Business operations, which otherwise due to presence of continuous losses is not possible, the Directors of the petitioner company has proposed a restructuring in a manner that the accumulated losses gets cleaned up to extent possible;
 - have a rational structure which is commensurate with its remaining business and assets;
 - attract new source of revenue.
 - Overcome its financial difficulties and improve its working in the future and in turn enhancement of its shareholders value, Creditors and all concerned as a whole.
 - Reflect better its operational efficiency, improvements in the future years and reflect the true share value.

➤ Effect of the Scheme

The Pre and Post Reduction Shareholding Pattern of the Company will be as follows:

Particulars	Holding of share as on March 31st, 2024 (Prior to the implementation of the Scheme)		Holding of Share (Post implementation of the Scheme)	
	No. of equity Share	Percentage (%) of total equity share	No. of equity shares	Percentage (%) of total equity share
Promoter and Promoter Group	4,00,000	0.78%	240,000	0.78
Institution/Mutual Fund	NIL	NIL	NIL	NIL
Public	5,09,43,000	99.22%	3,05,65,800	99.22
Total	5,13,43,000	100.00	3,08,05,800	100.00

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➤ **IMPACT OF THE SCHEME ON EMPLOYEES/ WORKERS AS MENTIONED IN THE SCHEME FOR REDUCTION OF CAPITAL**

The Scheme shall not have any adverse impact on the employee and workers of the Company.

➤ **IMPACT OF THE SCHEME ON CREDITORS/ BANK AS MENTIONED IN THE SCHEME FOR REDUCTION OF CAPITAL**

The Scheme will not have any adverse impact on any of the Company's Creditors / Bank / Financial Institutions and lenders. They would in fact generally benefited as the scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's Creditors / banks / financial institutions and lenders.

➤ **IMPACT OF THE SCHEME ON LEGAL PRECEEDINGS AS MENTIONED IN THE SCHEME FOR REDUCTION OF CAPITAL**

The Scheme would not affect any legal or other proceeding by or against the Company.

➤ **CONDITIONS PRECEDENT AS MENTIONED IN THE SCHEME FOR REDUCTION OF CAPITAL**

The Scheme is conditional upon and subject to:

- 1) The Company obtaining the observation letter from the designated stock exchange for the implementation of the Scheme.
- 2) The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- 3) The requisite sanctions and approvals under the applicable law including but not limited to approvals, sanctions required under the SEBI Circular (CFD/DI13/CIR/2017/21) Dated March 10, 2017 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as may be required by law in respect of this scheme being obtained.
- 4) The Scheme being approved by the National Company Law Tribunal under Section 66 of the Companies Act, 2013 read with all other applicable provisions if any, of the Act or of such other authority having jurisdiction under applicable law, being obtained.
- 5) The Certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, Gwalior, Madhya Pradesh.

5. Basis of Our opinion

Rationale of the Proposed Scheme (as per proposed Scheme for Reduction of Capital)

Upon the Scheme becomes effective and after obtaining the necessary approvals, consents and the permissions, the Subscribed, Issued and Paid-up Equity Share capital of the Company shall stand reduced from Rs. 5,13,43,000 (Rupees Five Crores Thirteen Lakhs Forty Three Thousand Only) divided into 5,13,43,000 (Five Crores Thirteen Lakhs Forty Three Thousand) equity shares of Rs. 1/each, (Rupees One Only) each to Rs. 3,08,05,800 (Rupees Three Crores Eight Lakhs Five Thousand Eight Hundred Only) consisting of 3,08,05,800 (Three Crores Eight Lakhs Five Thousand Eight Hundred) Equity Shares of Rs. 1/- (Rupee One Only) each.

The Scheme is merely a Reduction in the Paid-up Share Capital Account of the Company prepared in terms of Section 66 of the Companies Act, 2013 and does not envisage transfer or vesting of any of the properties and/or liabilities of the

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Company to any person or entity. The Scheme also does not involve any conveyance or transfer of any property of the Company.

6. OPINION AND CONCLUSION

Subject to the caveats as detailed hereinafter, based on our review, as above and the information and explanation furnished to us, and also the fact that the requirement for valuation report as mentioned in Para 4 of Annexure – 1 to the SEBI circular No. CFD/DIL3/CIR/ 2017/21 dated March 10, 2017 is not applicable to the Proposed Scheme of Reduction of Capital of the Company Since:

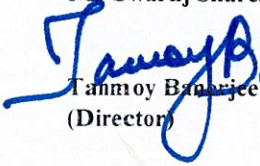
- 1) There Shall not be any change in the proportion of Shareholding of any of the pre-scheme Shareholders of the Company post the proposed reduction of Capital.
- 2) There Shall be allotment of any new equity shares upon reduction of Capital. There is only reduction of the Paid-up Share Capital of the Company by 40% which shall be given effect.
- 3) All the pre-scheme shareholders shall remain the shareholders of the Company after post scheme in the same proportion.

We are on the opinion that the Proposed Scheme of Reduction of Capital to be fair.

Thanking you,


Yours faithfully,

For Swaraj Shares and Securities Private Limited


Tanmoy Banerjee
(Director)



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Annexure – 1 : Caveats


1. Our opinion and analysis is limited to the extent of review of documents as provided to us by the Management of Cistro Telelink Limited and the Draft Scheme for Reduction of Share Capital. We have relied on accuracy and completeness of all the information and explanations provided by the Management. We have not carried out any due diligence or Independent Verification or validation to establish its accuracy or sufficiency.
2. The Scope of our work has been limited both in terms of the areas of the Business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Reports, which might be relevant in the context of the transaction and which a wider scope might uncover.
3. Our work does not constitute an audit, due diligence or verification of historical financials or including the working results of the Company or the business referred to in this report. Accordingly, we do not express any opinion on the fairness or accuracy of any financial information referred to in this report.
4. We have no present or planned future interest in of Cistro Telelink Limited and the fee payable for this opinion is not contingent upon the opinion reported herein. The Company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy / omission are avoided in our opinion.
5. Our fairness opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Draft Scheme or any matter related thereto.
6. The opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this report. This opinion is issued on the understanding that the Management has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
7. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us used by us; we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Company.
8. Our engagement is limited to preparing the report to be submitted to the client. We shall not represent in front of any person for answering any specific queries raised by them pertaining to this report and we shall not be liable to provide any evidence for any matters stated in the Report nor shall we be liable or responsible to provide any explanation or written statement for any assumption, information, methodology or any other matter pertaining to the report.
9. Whilst all reasonable care has been taken to ensure that the factual statements in the report are accurate, neither ourselves, nor any of our Directors, Officers or Employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report.
10. Our report should not be constructed as an opinion or certifying the compliance of the Draft Scheme for Reduction of Capital with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implication or issues arising from the proposed Draft Scheme for Reduction of Capital.

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