

**CISTRO TELELINK LIMITED**  
**CIN No: L19201MP1992PLC006925**  
**206, Airen Heights, AB Road, Indore 452010, Madhya Pradesh**  
**Tel No.:0731-2555022; Fax No.:0731-2555722**  
**Email ID-cistrotelelink@gmail.com**  
**Website: www.cistrotelelink.net**

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Date: 04.09.2020

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

**Sub.: Notice of 28<sup>th</sup> AGM and Annual Report for the Financial Year 2019-20**

Respected Sir,

Pursuant to Regulation 34 (1) (Listing Obligations and Disclosure Requirements) Regulation, 2015 , please find enclosed 28th (Twenty Eighth) Annual Report of the Company for the financial year 2019-2020 which has been sent to shareholder of the Company through electronic mode.

The Annual Report for the financial year 2019-2020 is also available on the website of the Company [www.cistrotelelink.net](http://www.cistrotelelink.net).

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

Thanking you,

Yours faithfully,

**FOR CISTRO TELELINK LIMITED**



**ARUN KUMAR SHARMA**  
**DIRECTOR**  
**DIN: 00369461**



# **28<sup>th</sup> Annual Report 2019-2020**

## **28<sup>th</sup> ANNUAL REPORT**

**2019-2020**

### **CISTRO TELELINK LIMITED**

REGD. OFFICE: 206, AIREN HEIGHTS,  
AB ROAD, INDORE 452010,

MADHYA PRADESH

CIN: L19201MP1992PLC006925

Tel No: 0731-2555022

Web site: [www.cistrotelelink.net](http://www.cistrotelelink.net)

Email ID: [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com)

**BOARD OF DIRECTORS:**

Mr. Arun Kumar Sharma (DIN: 00369461)	Chairperson, Non-Executive Director
Mr. Bandana Singh (DIN: 08008601)	Independent Non- Executive Director (Appointed w.e.f. 11th August, 2018)
Ms. Renu Singh (DIN: 00860777)	Independent Non-Executive Director
Mr. Ganesh Sahebrao Saindane (DIN: 06647090)	Independent Non-Executive Director
Mr. Naresh Agarwal	Chief Executive Officer
Mr. Pyarelal Verma (DIN:01691381)	Chief Financial Officer  (Ceased from the post of Director w.e.f. 7th September, 2017)
Ms. Payal Sureshkumar Jeerawala	Company Secretary & Compliance Officer (w.e.f 18 <sup>th</sup> December 2019)

**BANKERS:**

The Financial Co-Op. Bank Ltd.

**AUDITORS:**

**C.P.Jaria & Co**

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

**SECRETARIAL AUDITORS:**

HS Associates, Company Secretaries, Mumbai

**REGISTERED OFFICE & FACTORY:**

206, AirenHeights,  
AB Road,Indore,  
Madhya Pradesh – 452010  
Email id: -cistrotelelink@gmail.com  
Tel.:0731-2555022  
Fax No.:0731-2555722

### **REGISTRAR & SHARE 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.

### **LISTING OF EQUITY SHARES:**

#### **BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001

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**NOTICE OF AGM**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHT ANNUAL GENERAL MEETING (THE "MEETING") OF CISTRO TELELINK LIMITED ("THE COMPANY") WILL BE HELD ON SATURDAY, SEPTEMBER 26, 2020 AT 01.15 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT FOLLOWING BUSINESS**

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 including Audited Balance Sheet as at 31<sup>st</sup> March, 2020 and the statement of Profit & Loss for the Year Ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Sharma (DIN: 00369461), who retires by rotation and being eligible, seeks for re-appointment.

**SPECIAL BUSINESS -**

3. 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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ganesh Sahebrao Saindane (DIN: 06647090), who was appointed as a Non-Executive Independent Director of the Company for a term of five years up to March 27, 2020, by the members at the 22<sup>nd</sup> Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from March 27, 2020 up to March 26, 2025, not liable to retire by rotation."

**DATE: 28<sup>th</sup> August 2020**  
**PLACE: INDORE**

**BY ORDER OF THE BOARD**  
**ARUN KUMAR SHARMA**

**Sd/-**  
**CHAIRMAN**  
**DIN: 00369461**

### **NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC / OAVM.
2. A statement pursuant to section 102(1) of the Act (“Explanatory Statement”) relating to the Item No. 3 and special business to be transacted at the meeting is annexed hereto.
3. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and a Member entitled to attend and vote at the Meeting through Electronic Mode, the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address, to [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for financial year 2019-20 will also be available on website of the Company, i.e. [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com), website of the Stock Exchanges i.e. BSE Limited and at [www.bseindia.com](http://www.bseindia.com), and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com).
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 15.
7. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in

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electronic mode. Members can inspect the same by sending an email to the Company at [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com).

9. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Sunday, September 20, 2020 to Saturday, September 26, 2020 (both days inclusive).
10. For registration of email id for obtaining Annual Report and User ID/password for e-voting and updation of bank account mandates is annexed to this Notice use the email id [-rtaindore@gmail.com](mailto:-rtaindore@gmail.com)/[ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com).
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Ankit Consultancy Pvt Ltd. In case the shares are held by them in physical form.
12. The Company has designated an exclusive email id called [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com) to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com).
13. No dividend has been recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2020.
14. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com) at least 7 days before the Meeting. The same will be replied by the Company suitably.
15. Information and other instructions relating to e-voting are as under:
  - a) Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - b) The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members.
  - c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Saturday, September 19, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  - d) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Saturday, September 19, 2020, only shall be entitled to avail the facility of e-voting.
  - e) Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires

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shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Saturday, September 19, 2020; such Member may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com) . However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

- f) The Board of Directors of the Company has appointed Mr. Hemant Shetye, Partner of HS Associates, (membership no. 2827, COP: 1483) of Mumbai as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- g) The Scrutiniser, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutiniser's report which shall be placed on the website of the Company, i.e. [www.cistrotelelink.net](http://www.cistrotelelink.net) and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- h) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. September, 26, 2020.
- i) Information and other instructions relating to e-voting are as under:
  - i. The remote e-voting facility will be available during the following period:  
Commencement of e-voting: From 9:00 a.m. (IST) on Wednesday, September 23, 2020. End of e-voting: Up to 5:00 p.m. (IST) on Friday, September 25, 2020.  
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.
  - ii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
  - iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - iv. Click on "Shareholders" module.
  - v. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - vi. Next, enter the Image Verification as displayed and Click on Login.
  - vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - viii. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field or if the same is not updated, member may send an e-mail to RTA Ankit</li> </ul>

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	Consultancy. at <a href="mailto:ankit.4321@yahoo.com">ankit.4321@yahoo.com</a> / <a href="mailto:ankit.4321@yahoo.com">ankit.4321@yahoo.com</a>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

After entering these details appropriately, click on “SUBMIT” tab.

- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the Electronic Voting Sequence Number **EVSN- 200902010** for the relevant Cipro Telelink Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- xxi. All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- j) Instructions for Shareholders for e-voting during the Meeting are as under: -
- i. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
  - ii. Only those Shareholders, who are present in the Meeting 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 available during the Meeting
  - iii. If any Votes are cast by the Shareholders through the e-voting available during the Meeting and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting. Share transfer documents and all correspondence relating thereto, should be addressed to the Ankit Consultancy Pvt Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 or at their designated email id i.e. [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)
17. The Company, consequent upon introduction of the Depository System (“DS”), entered into agreements with National Securities Depository Limited (“NSDL”) and CDSL. The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.

18. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
19. 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company Ankit Consultancy Pvt Ltd.
21. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
22. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ Ankit Consultancy Pvt Ltd. for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November06, 2018.
23. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to Ankit Consultancy Pvt Ltd. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to Ankit Consultancy Pvt Ltd. These forms will be made available on request.

24. 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:

<b>Name of Director</b>	<b>Mr. Ganesh Sahebrao Saindane</b>
<b>DIN</b>	06647090
<b>Age</b>	32 years
<b>Qualifications</b>	HSC Passed
<b>Date of Appointment on the Board</b>	27 <sup>th</sup> March 2015
<b>Nature of his expertise in specific functional areas;</b>	Experience in various fields of manufacturing of made-ups articles
<b>Relationships between Directors inter-se</b>	None
<b>List of the directorships held in other listed companies</b>	None
<b>Chairman/ Member in the Committees of the Boards of companies in which he is Director</b>	None

25. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.
26. the facility for voting through E-voting on the Resolutions shall be made available during the course of AGM for those who have not voted previously
27. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the request of shareholders through E-mail and shall be hosted at the website of the Company on the on all working days, up to and including the date of the Annual General Meeting of the Company

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/ members login where the EVSN of the Company will be displayed.
2. The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis.

However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee

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and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.

3. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. 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.
6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com) up to September 25, 2020 (5:00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
7. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.
8. Members who need technical assistance before or during the Meeting can send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

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

**Registered Office:**

32, Vyapar Bhavan, 49 P.D. Mello Road  
Mumbai 400009

**DATE: 28TH AUGUST, 2020**

**PLACE: INDORE**

Sd/-  
**ARUN KUMAR SHARMA  
CHAIRMAN**

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 3**

Mr. Ganesh Sahebrao Saindane (DIN: 06647090), is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March, 2015. Pursuant to the Act, Mr. Ganesh Sahebrao Saindane, was appointed as a Non-Executive Independent Director to hold office for five consecutive years, by the Members of the Company in the 23rd AGM held on 29th September, 2015.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ganesh Sahebrao Saindane, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years March 27, 2020 up to March 26, 2025.

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. Ganesh Sahebrao Saindane as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Ganesh Sahebrao Saindane a Non-Executive Independent Director for another term of five consecutive years with effect from March 27, 2020 up to March 26, 2025, for the approval by the shareholders of the Company.

Except Mr. Ganesh Sahebrao Saindane, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Ganesh Sahebrao Saindane is not related to any Director of the Company.

Information 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:

<b>Name of Director</b>	<b>Mr. Ganesh Sahebrao Saindane</b>
<b>DIN</b>	06647090
<b>Age</b>	32 years
<b>Qualifications</b>	HSC Passed
<b>Date of Appointment on the Board</b>	27 <sup>th</sup> March 2020
<b>Nature of his expertise in specific functional areas;</b>	Experience in various fields of manufacturing of made-ups articles
<b>Relationships between Directors inter-se</b>	None
<b>List of the directorships held in other listed companies</b>	None
<b>Chairman/ Member in the</b>	None

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<b>Committees of the Boards of companies in which he is Director</b>	
--	--

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

**BY ORDER OF THE BOARD**

**Registered Office:**

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

Sd/-

**ARUN KUMAR SHARMA  
CHAIRMAN  
DIN: 00369461**

**DATE: 28<sup>th</sup> August, 2020**

**PLACE: INDORE**



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

During period under review, there were no change in composition of the Director of the Company however Mrs. Renu Manendra Singh, was re-appointed for the second consecutive for 5 years as a Non-Executive Independent Director with effect from 27<sup>th</sup> April, 2019.

Ms. Pooja Jain resigned from the post of Company secretary with effect from 31<sup>st</sup> July 2019 and Payal Sureshkumar Jeerawala was appointed as Company Secretary with effect from 18<sup>th</sup> December, 2019

### 6. **NUMBER OF BOARD MEETINGS:**

During the financial year, the Board had met Six times on 28<sup>th</sup> May 2019, 14<sup>th</sup> August 2019, 4<sup>th</sup> September 2019, 13<sup>th</sup> November 2019, 12<sup>th</sup> December 2019, and 14<sup>th</sup> February 2020.

### 7. **DECLARATION OF INDEPENDENT DIRECTORS:**

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

### 8. **MEETING OF INDEPENDENT DIRECTORS:**

The Independent Directors met once during the year on **14<sup>th</sup> February, 2020** to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-Executive Directors and of the Audit committee by other members of the Board. The same was compiled by Independent authority and informed to the members.

### 9. **DIRECTORS RESPONSIBILITY STATEMENT:**

The Board of Directors hereby confirms:

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

v) That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

### **10. SUBSIDIARIES AND ASSOCIATE COMPANY'S:**

As on 31<sup>st</sup> March, 2020, Company has no subsidiaries and associate companies.

### **11. DEPOSITS:**

Your Company did not accept any deposits from the public during the year. There are no deposits which have not been claimed by depositors or paid by the company after the date on which the deposit became due for repayment or renewal, as the case may be, according to the contract with the depositors & there are no total amounts due to the depositors & remaining unclaimed or unpaid.

### **12. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS**

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and consolidated Financial Statement is part of the Annual Report.

### **13. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.**

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

### **14. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The familiarization program aims to provide Independent Directors with the pharmaceutical industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization program also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization program for Independent Directors is posted on Company's website.

### **15. INTERNAL AUDITOR**

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. Phophalia S & Associates, internal auditors for the year to 2019-2020 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

### **16. STATUTORY AUDITORS:**

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

Auditors' report is self-explanatory and therefore does not require further comments and explanation.

### **17. STATUTORY AUDITOR'S REPORT AND QUALIFICATION:**

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

### **18. COST AUDITORS:**

As per Section 148 read with Companies (Audit & Auditors) Rules, applicable to cost auditors, the company was not liable to appoint Cost auditors for the financial year 2019-20.

### **19. SECRETARIAL AUDITOR & REPORT**

The Board has appointed Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for the financial year 2020-2021. Also annexed herewith secretarial Audit report (MR-3), in **Annexure-A** as provided by M/s. HS Associates, for the secretarial audit conducted by them for the period 2019-2020.

### **20. EXTRACT OF ANNUAL RETURN:**

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

### **21. INTERNAL CONTROL SYSTEM:**

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and their significant audit observations and follow up actions thereon are reported to the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

### **22. COMMENTS OF THE BOARD ON AUDITORS' REPORT:**

- a) **Observations of Statutory Auditors on Accounts for the year ended 31<sup>st</sup> March, 2020:**

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There are no qualifications, reservations or adverse remarks or disclaimer made by the Statutory Auditors in respect of financial statements as on and for the year ended 31<sup>st</sup> March, 2020.

### **b) Observations of Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2020:**

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from a Practicing Company Secretary. M/s. HS Associates, Practicing Company Secretaries were appointed to conduct Secretarial Audit and issue Report for the financial year 2019-20.

Secretarial Audit Report issued by M/s. HS Associates, Practicing Company Secretaries in Form MR-3 for the financial year 2019-20 forms part of this report. The Secretarial Audit Report is annexed herewith as **Annexure - A**.

In respect of the observations made in the Secretarial Audit report, following are the explanations and comments offered by the Board.

- i. Board discussed the concerned matter in detailed.

### **23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There are no related party transactions during the year.

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

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at [www.cistrotelelink.net](http://www.cistrotelelink.net).

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

The particulars of investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements.

### **25. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:**

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

### **26. CORPORATE GOVERNANCE REPORT**

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

As on 31<sup>st</sup> March, 2020 the Company's Paid up Capital was Rs. 5,13,43,000/- (Rupees Five Crore Thirteen Lakhs Forty-Three Thousand only) and Net worth is of Rs. 4,51,35,472/-

(Rupees Four Crore Fifty One Lacs Thirty- Five Thousand Four Hundred Seventy-Two only).

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

### **27. PARTICULARS OF EMPLOYEES:**

No details as required under section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been provided as there are no employees in the Company during the Year and the Directors of the Company do not draw any Remuneration. The Nomination and Remuneration Committee of the Company has affirmed at its meeting that the Directors of the Company do not draw any Remuneration. The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 is available on Company's website:

### **28. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this report. **Annexure D**

### **29. RISK MANAGEMENT POLICY:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives and thus in pursuance of the same it has formulated a Risk Management Policy to ensure compliance with regulation 17 of SEBI (LODR) 2015. Major risks identified by the businesses and functions are systematically addressed and also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee and the risk management policy is available on the website of the company: [www.cistrotelelink.net](http://www.cistrotelelink.net).

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

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

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

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

### **31. COMMITTEES OF THE BOARD:**

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

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

### **32. WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. Details of which have been given in the Corporate Governance Report annexed to this Report.

The Vigil Mechanism Policy is available at the website of the company: [www.cistrotelelink.com](http://www.cistrotelelink.com).

### **33. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:**

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and it redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the employees of the Company.

### **34. ACKNOWLEDGEMENTS:**

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

**BY ORDER OF THE BOARD**

Sd/-

**ARUN KUMAR SHARMA  
CHAIRMAN  
DIN NO: 00369461 3**

**DATE: 30<sup>th</sup> JUNE, 2020  
PLACE:INDORE**

**Annexure - A  
Secretarial Audit Report**

**Form No. MR-3**

**FOR FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2020.**

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

To,  
The Members,  
**CISTRO TELELINK LIMITED.**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31<sup>st</sup> March 2020, to the extent applicable provisions of:

- i.** The Companies Act, 2013 ("The Act") the applicable and effective amendments and the Rules made thereunder;
- ii.** The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- iii.** The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv.** Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.

We have also examined compliances with the applicable clauses of the following:

- i) Secretarial Standards 1 and 2 as issued and revised by The Institute of Company Secretaries of India with effect from October 1st, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended and made effective from time to time.

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

- 1. *During the period under review, as per section 134 of the companies act 2013 financial statement for the year ended 31.03.2019 was not signed by the Company Secretary of the Company.***

### **We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors during the year under review apart from the Re-appointments that were dully approved at the 27<sup>TH</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2019.

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

### **We Further Report that:**

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There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- Mrs. Renu Manendra Singh, was re-appointed for the second consecutive for 5 years as a Non-Executive Independent Director with effect from 27<sup>th</sup> April, 2019.
- Ms. Pooja Jain resigned from the post of Company secretary with effect from 31<sup>st</sup> July 2019 and Ms. Payal Sureshkumar Jeerawala was appointed as Company Secretary with effect from 18<sup>th</sup> December, 2019.

**We further report that during the audit period:**

1. The Company in its 27<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2019 passed following resolutions:
  - To amend the Memorandum of Association of the Company by deleting the Object Clauses of the Company mentioned under Clause III (C) – Other Objects and all the clauses shall be renumbered from 1 to 23 (both inclusive) of revised Memorandum of Association of the Company.
  - To re-appoint Ms. Renu Manendra Singh (DIN: 00860777) as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2019 up to March 31, 2024, not liable to retire by rotation.”

**Place: Mumbai.**

**Date: 30<sup>th</sup> June 2020**

**ICSI UDIN: A049921B000402559**

**For HS Associates  
Company Secretaries**

**Sd/-  
Prasad Chavan  
Partner  
ACS No.: 49921  
CP No.: 20415**

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

**Annexure I**

To,  
The Members,  
Cistro Telelink Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. This report is based on the data received from the company partially through electronic mode as physical verification of the data and corresponding documents could not be accessed during the course of audit due to the ongoing COVID-19 pandemic.

**Place: Mumbai.**

**Date: 30<sup>th</sup> June 2020**

**ICSI UDIN: A049921B000402559**

**For HS Associates  
Company Secretaries**

**Sd/-  
Prasad Chavan  
Partner  
ACS No.: 49921  
CP No.: 20415**

## Annexure - B

## MGT-9

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> March 2020

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

-

REGISTRATION AND OTHER DETAILS:	
i. CIN: -	L19201MP1992PLC006925
ii. Registration Date	12/02/1992
iii. Name of the Company	CISTRO TELELINK LIMITED
iv. Category / Sub-Category of the Company	Company limited by shares Indian Non-Government Company
v. Address of the Registered office and contact details: -	206, Airen Heights, A.B.Road, Indore, Madhya Pradesh: 452010.
vi. Whether listed company: -	Yes
vii. Name, Address and Contact details of Registrar and Transfer	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

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1.	Telecommunications	61	NOT APPLICABLE

## PARTICULARS OF ASSOCIATE COMPANIES -

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

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) India</b>									
a) Individual/HUF	400000	-	400000	0.78	400000	-	400000	0.78	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt (s).	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Bank/ FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
1. Directors	-	-	-	-	-	-	-	-	-
2. Directors Relative	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1)</b>	400000	-	400000	0.78	400000	-	400000	0.78	-
<b>(2) Foreign</b>									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/ FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) (A)(1) +</b>	400000	-	400000	0.78	400000	-	400000	0.78	-

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<b>(A)(2)</b>										
<b>B. Public Share Holding</b>										
<b>1. Institutions</b>										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	
b) Bank/ FI	-	-	-	-	-	-	-	-	-	
c) Central Govt.	-	-	-	-	-	-	-	-	-	
d) State Govt (s).	-	-	-	-	-	-	-	-	-	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	-	
g) FIIs	-	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	
i) Others (specify)	-	-	-	-	-	-	-	-	-	
<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-	-	-	
<b>2. Non-Institutions</b>	-	-	-	-	-	-	-	-	-	
a) Bodies Corp.	-	-	-	-	-	-	-	-	-	
i) Indian	3298988	48000	3346988	6.52	3290388	48000	3338388	6.50	-0.02	
i) Overseas										
b) Individuals	-	-	-	-	-	-	-	-	-	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2177803	19232000	21409803	41.70	2183803	19229000	21412803	41.71	0.01	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3344208	18405000	21749208	42.36	3344208	18405000	21749208	42.36	0.00	

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c) Others (specify)	-	-	-	-	-	-	-	-	-
(c-i) CLEARING MEMBER	5000	-	5000	0.01	10500	-	10500	0.02	00.01
(c-ii) OFFICE BEARERS	-	-	-	-	-	-	-	-	-
(c-iii) NON RESIDENT INDIANS	1	4432000	4432001	8.63	101	4432000	4432101	8.63	0.00
(c-iv) HUF	-	-	-	-	-	-	-	-	-
<b>Total Public shareholding (B) (B)(1) + (B)(2)</b>	<b>8826000</b>	<b>42117000</b>	<b>50943000</b>	<b>99.22</b>	<b>8829000</b>	<b>42114000</b>	<b>50943000</b>	<b>99.22</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
-	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>9226000</b>	<b>42117000</b>	<b>51343000</b>	<b>100</b>	<b>9229000</b>	<b>42114000</b>	<b>51343000</b>	<b>100</b>	<b>-</b>

### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	ARUN KUMAR MALHOTRA	50000	0.10	0.00	50000	0.10	0.00	0.00
2.	SANJEEV ARORA	350000	0.68	0.00	350000	0.68	0.00	0.00
<b>TOTAL</b>		<b>400000</b>	<b>0.78</b>	<b>0.00</b>	<b>400000</b>	<b>0.78</b>	<b>0.00</b>	<b>0.00</b>

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

Sr. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year
---------	---	---

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		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>1</b>	<b>ARUN KUMAR MALHOTRA</b>				
	<b>At the beginning of the year</b>	400000	0.78	400000	0.78
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	<b>At the End of the year</b>			400000	0.78
<b>2</b>	<b>SANJEEV ARORA</b>				
	<b>At the beginning of the year</b>	400000	0.78	400000	0.78
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	<b>At the End of the year</b>			400000	0.78

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

Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
	No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No of shares held	% of total shares of the company
SHRIKRISHNA B PANDEY	7800000	15.19	-	-	7800000	15.19
At the end of the year	-	-	-	-	7800000	15.19
SAVITA KISHAN BHALIYA	4922000	9.59	-	-	4922000	9.59
At the end of the year	-	-	-	-	4922000	9.59
GOBIND M.NIHALANI	3400000	6.62	-	-	3400000	6.62
At the end of the year					3400000	6.62
SATYENDER SINGH GUPTA	2550000	4.97	-	-	2550000	4.97
At the end of the year	-	-	-	-	2550000	4.97
DEVKI LEASING AND FINANCE LTD	2100000	4.09	-	-	2100000	4.09

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At the end of the year	-	-	-	-	2100000	4.09
SHILPA TIMBADIA	1384000	2.70	-	-	1384000	2.70
At the end of the year	-	-	-	-	1384000	2.70
SUBHASH PATLE	1358300	2.65	-	-	1358300	2.65
At the end of the year	-	-	-	-	1358300	2.65
JAMNADAS ODHAVJI SHETH	1000000	1.95	-	-	1000000	1.95
At the end of the year	-	-	-	-	1000000	1.95
VARSHABEN VIRAGBHAI GANDHI	862438	1.68	-	-	862438	1.68
At the end of the year	-	-	-	-	862438	1.68
KUSUM JAIN	569710	1.11	-	-	569710	1.11
Market Sell			-	(569710)	569710	1.11
At the end of the year	-	-	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year.	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
NOT APPLICABLE					

### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	<b>9,19,844</b>	-	<b>9,19,844</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-

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

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

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:  
No remuneration was paid therefore no details are given.

B. Remuneration of other directors:  
No remuneration was paid therefore no details are given.

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		MS. Pooja Jain	Ms. Payal Jeerawala	
1.	Gross salary	48,000	41,419	89,419
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission	NIL	NIL	NIL
	- as % of profit			
	- others, specify...	NIL	NIL	NIL

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5.	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	<b>48,000</b>	<b>41,419</b>	<b>89,419</b>

Ms. Pooja Jain has resigned as a Company Secretary w.e.f. 31<sup>st</sup> July 2019 and Ms. Payal Sureshkumar Jeerawala appointed in her place on 18<sup>th</sup> December, 2019.

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal, if any (give details)
<b>A. COMPANY</b>					
Penalty	-----	-----	-----	-----	-----
Punishment	-----	-----	-----	-----	-----
Compounding	-----	-----	-----	-----	-----
<b>B. DIRECTORS</b>					
Penalty	-----	-----	-----	-----	-----
Punishment	-----	-----	-----	-----	-----
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-----	-----	-----	-----	-----
Punishment	-----	-----	-----	-----	-----
Compounding	-----	-----	-----	-----	-----

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
OF CISTRO TELELINK LIMITED**

Sd/-  
Name: Arun Kumar Sharma  
CHAIRMAN  
Din No:00369461

Sd/-  
Name: Pyarelal Verma  
Chief Financial Officer

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### Annexure C FORM NO. AOC - 2

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

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

#### 1. Details of contracts or arrangements or transactions not at arm's length basis:

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

#### 2. Details of contracts or arrangements or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) ) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any	

DATE : 30<sup>th</sup> June, 2020  
PLACE : INDORE

For CISTRO TELELINK LIMITED  
Sd/-  
ARUN KUMAR SHARMA  
CHAIRMAN  
DIN NO: 00369461

**Annexure D**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A. INDUSTRY STRUCTURE AND DEVELOPMENT:

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

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

B. SEGMENTWISE PERFORMANCE:

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

C. OPPORTUNITIES / OUTLOOK:

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

D. THREATS:

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

E. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

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

F. HUMAN RESOURCES POLICIES:

Your company considers its human resources as its most valuable assets, among all other assets of the Company.

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

G. CAUTIONARY STATEMENT:

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

### H. RISKS AND CONCERN:

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

### H. Ratio Analysis:

Particulars	2020-19	2018-19	Change
Debtors Turnover Ratio	0.00	0.00	0.00
Inventory Turnover Ratio	0.00	0.00	0.00
Interest coverage Ratio	0.00	0.00	0.00
Current Ratio	0.02	0.16	-0.14
Debt Equity Ratio	0.02	0.09	0.00
Operating Profit Margin Ratio (%)	0.00	0.00	0.00
Net Profit Margin Ratio (%)	0.00	0.00	0.00
Return on Net worth (%)	-2.12	-2.07	-0.05

**BY ORDER OF THE BOARD OF DIRECTORS**

Sd/-

**ARUN KUMAR SHARMA**  
**CHAIRMAN**

**DATE: 30<sup>th</sup> June 2020**

**PLACE: INDORE**

**Annexure E**  
**CEO/CFO CERTIFICATION**

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

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

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

DATE : 30<sup>th</sup> June 2020  
PLACE : INDORE

For Cistro Telelink Limited  
Sd/-  
Pyarelal Verma  
(CFO)

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### DECLARATION

I, Pyarelal Verma, CFO 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

DATE: 30<sup>TH</sup> JUNE 2020  
PLACE: INDORE

Sd/-  
Pyarelal Verma  
CFO

# C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,  
OPP. KINNARY CINEMA,  
RING ROAD, SURAT-395002.  
PH: 2343289, 2343288  
Email:cpjaria@gmail.com

## INDEPENDENT AUDITOR'S REPORT

**To the members of Cistro Telelink Ltd**

### **Opinion**

We have audited the standalone financial statements of **Cistro Telelink Ltd** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit, (changes in equity) and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)<sup>i</sup> and cash flows of the Company in accordance with<sup>1</sup> the accounting

principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial Statements.

### **Report on Other Legal and regulatory Requirements**

1. As required by required by the Companies (Auditor's Report) Order,2016 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraph 3 & 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit;

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- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement and Statement of changes in Equity dealt with this report are in agreement with the books of Accounts;
- (d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with relevant rules thereunder as amended;
- (e) On the basis of written representation received from the directors as on March 31, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as the directors in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- (g) According to information and explanations given to us and based on our examination of the records of the Company, the Company had not paid/provided managerial remuneration hence requisite approvals mandated by the provisions of Sec 197 of the Act is not applicable;
- (h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
  - 1.The Company does not have any pending litigation which would impact its financial position.
  - 2.The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - 3.There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.

### **IMPACT OF COVID-19 ON FINANCIAL STATEMENTS**

Due to outbreak of Covid-19 globally and in India, The Company has carried out its initial assessment of the likely adverse impact on economic environment in general and financial risk because of Covid-19, though we are unable to ascertain the overall impact of it on a long term. Further, the Management believes that there may be negative impact of Covid-19 pandemic on the financial position and performance of the Company, in the short term.

FOR C.P.Jaria & Co  
Chartered Accountants

PLACE : Indore  
Date : 30/06/2020

Sd/-  
(P.K.Jain)  
M.No.112020 F.No.104058W

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

Annexure referred to in paragraph 1 of our report of even date to the members of Cistro Telelink Ltd on the accounts of the company for the year ended 31.03.20

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

S. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes
	b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes
	(c) whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;	NA
(ii)	whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;	NA
(iii)	whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so,	Yes
	(a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	No.
	(b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	Yes
	(c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	N.A
(iv)	in respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	Yes
(v)	in case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	No
(vi)	whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	No
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they	Yes

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

FOR C.P.Jaria & Co  
Chartered Accountants

PLACE : Indore  
Date : 30/06/2020

Sd/-  
(P.K.Jain)  
M.No.112020      F.No.104058W

**ANNEXURE-B TO THE AUDITOR'S REPORT**

**Report on the Internal Financial Controls under Clause (I) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **M/S Cistro Telelink Ltd** ("the Company") as on 31<sup>st</sup> March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the designs, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls-both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the Audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company. (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition ,use, or disposition of the company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting ,including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion ,the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR C.P.Jaria & Co  
Chartered Accountants

Sd/-  
(P.K.Jain)  
M.No.112020  
F.No.104058W  
PLACE: Indore  
DATE : 30/06/20

**Auditor's Report on standalone Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
Board of Directors  
**Cistro Telelink Ltd**

We have audited the standalone quarterly financial results of **Cistro Telelink Ltd** (Name of the company) for the quarter ended 31.03.20 (date of the quarter end) and the year to date results for the period 01.04.19 to 31.03.20, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) for Interim Financial Reporting prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

(i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and

(ii) give a true and fair view of the net loss and other financial information for the quarter ended 31.03.20 (date of the quarter end) as well as the year to date results for the period from 01.04.19 to 31.03.20.

FOR C.P.Jaria & Co  
Chartered Accountants

Sd/-  
(P.K.Jain)  
M.No.112020  
F.No.104058W  
PLACE : Indore  
DATE : 30/06/20

## 28<sup>th</sup> Annual Report 2019-2020

### BALANCE SHEET, P&L AND SHEDULES

#### CISTRO TELELINK LIMITED BALANCE SHEET AS AT 31.3.2020

PARTICULRAS	NOTE	CURRENT YEAR	PRE. YEAR
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipments	1	8,27,601	8,27,601
Capital Work in Progress		0	0
Intangible Assets		0	0
Instangible Assets under Development		0	0
<b>Financial Assets</b>			
Investments	2	16,00,000	16,00,000
Loans	3	4,20,23,707	4,24,98,707
Other Non-current Assets	4	49,05,090	49,05,090
<b>Total Non-current Assets</b>		<b>4,93,56,398</b>	<b>4,98,31,398</b>
<b>Current Assets</b>			
Inventories		0	0
<b>Financial Assets</b>			
Investments		0	0
Trade Receivables		0	0
Cash & Cash Equivalentents	5	67,681	5,51,647
Loans		0	0
Other Financial Assets		0	0
Other Current Assets		0	0
<b>Total Current Assets</b>		<b>67,681</b>	<b>5,51,647</b>
<b>Total Assets</b>		<b>4,94,24,079</b>	<b>5,03,83,045</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Capital	6	5,13,43,000	5,13,43,000
Other Equity	7	-62,07,528	-52,48,562
<b>Total Equity</b>		<b>4,51,35,472</b>	<b>4,60,94,438</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	8	9,19,844	9,19,844
Provisions		0	0
Deferred Tax Liabilities (Net)		0	0
Other Non-Current Liabilities		0	0
<b>Toal Non-current Liabilities</b>		<b>9,19,844</b>	<b>9,19,844</b>

## 28<sup>th</sup> Annual Report 2019-2020

### Current Liabilities

Financial Liabilities		0	0
Borrowings		0	0
Trade Payables	9	10,51,301	10,51,301
Other Financial Liabilities		0	0
Other Current Liabilities	10	23,17,462	23,17,462
<b>Total Current Liabilities</b>		<b>33,68,763</b>	<b>33,68,763</b>
<b>Total Liabilities</b>		<b>42,88,607</b>	<b>42,88,607</b>
<b>Total Equity and Liabilities</b>		<b>4,94,24,079</b>	<b>5,03,83,045</b>

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

Sd/-  
(P.K.JAIN)  
PARTNER  
M.NO 112020  
FRN.104058W  
PLACE : INDORE  
DATE :30/06/2020

FOR CISTRO TELELINK LIMITED

Sd/-  
PAYARELAL VERMA  
DIRECTOR-CFO  
DIN-01691381

Sd/-  
NARESH AGARWAL  
DIRECTOR-CEO  
DIN- 00142999

Sd/-  
ARUN KUMAR SHARMA  
CHAIRMAN & DIRECTOR  
DIN – 00369461

Sd/-  
POOJA JAIN  
COMPANY SECRETARY

## 28<sup>th</sup> Annual Report 2019-2020

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31/3/2020

PARTICULARS	NOTE	CURRENT YEAR	PRE YEAR
<b>INCOME</b>			
Value of sales	11	0	0
<b>Revenue from operations</b>		<u>0</u>	<u>0</u>
Other Income	12	0	0
<b>Total Income</b>		<u><u>0</u></u>	<u><u>0</u></u>
<b>EXPENSES</b>			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		0	0
Changes in inventories of FG, WIP, Stock		0	0
Excise Duty & Service Tax		0	0
Employee benefit Expenses	13	2,52,400	2,37,600
Finance costs		0	0
Depreciation		0	0
Other expenses	14	7,06,566	7,18,085
<b>Total Expenses</b>		<u><u>9,58,966</u></u>	<u><u>9,55,685</u></u>
Profit Before Tax		-9,58,966	-9,55,685
Tax Expenses			
(1) Current Tax		0	0
(2) Deferred Tax		0	0
Profit for the year		<u><u>-9,58,966</u></u>	<u><u>-9,55,685</u></u>
Other Comprehensive Income			
Item that will not be re-classified to Profit & Loss		0	0
Income Tax related to above		0	0
Item that will be re-classified to Profit & Loss		0	0
Total Other Compressive income for the year (net)		<u><u>0</u></u>	<u><u>0</u></u>
Total Compressive income for the year		<u><u>-9,58,966</u></u>	<u><u>-9,55,685</u></u>
Earning per equity share			
(1) Basic		-0.02	-0.02
(2) Diluted		-0.02	-0.02

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

Sd/-  
(P.K.JAIN)  
PARTNER  
M.NO 112020  
FRN.104058W  
PLACE : INDORE  
DATE :30/06/2020

Sd/-  
POOJA JAIN  
COMPANY SECRETARY

FOR CISTRO TELELINK LIMITED

Sd/-  
PAYARELAL VERMA  
DIRECTOR-CFO  
DIN-01691381

Sd/-  
NARESH AGARWAL  
DIRECTOR-CEO  
DIN- 00142999

Sd/-  
ARUN KUMAR SHARMA  
CHAIRMAN & DIRECTOR  
DIN - 0036946

## 28<sup>th</sup> Annual Report 2019-2020

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 MARCH 2020</b>			
<b>Particulars</b>	<b>Year Ended</b>		
	<b>31.03.2020</b>	<b>31.03.2019</b>	
<b>A. CASH FLOW FROM OPERATING ACTIVITY</b>	-		
<b>Profit before Taxation</b>	-	(958966)	(955685)
Adjustment for:			
Depreciation		0	0
Operating Profit before working capital changes		<b>(958966)</b>	<b>(955685)</b>
<u>Changes in working capital :-</u>	-		
Increase/(Decrease) in trade payables		0	(59363)
Increase/(Decrease) in other current liabilities		0	0
Increase/(Decrease) in short term provision		0	0
Increase/(Decrease) in other Long-term borrowings		0	0
Increase/(Decrease) in other short-term borrowings		0	0
(Increase)/Decrease in trade receivables		0	0
(Increase)/Decrease in inventories		0	0
(Increase)/Decrease in other Assets		0	0
(Increase)/Decrease in Long Term loans and advances		475000	1025000
(Increase)/Decrease in Short Term loans and advances		0	0
Increase/(Decrease) in Deffered tax		0	0
Increase/(Decrease) in last year provision		0	0
Cash generated from Operations		<b>475000</b>	<b>965637</b>
Less:- Taxes paid (For previous year)		<b>(483966)</b>	<b>9952</b>
<b>Net Cash generated from operations before extraordinary items</b>		(483966)	9952
Extraordinary items		0	0
<b>Net Cash generated from operating activities</b>	<b>( A )</b>	<b>(483966)</b>	<b>9952</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITY</b>	-		
Fixed Asset Purchased		0	0
<b>Net Cash generated from Investing activities</b>	<b>( B )</b>	<b>0</b>	<b>0</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITY</b>	-		
Increase/(Decrease) in Long Term Borrowing		0	0
Increase/(Decrease) in Share capital		0	0
<b>Net Cash generated from Financing activities</b>	<b>( C )</b>	<b>0</b>	<b>0</b>
<b>Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>		<b>(483966)</b>	<b>9952</b>

## 28<sup>th</sup> Annual Report 2019-2020

**CASH & CASH EQUIVALENTS, AT THE BEGINNING OF YEAR**

**CASH & CASH EQUIVALENTS, AT THE END OF YEAR**

	551647	541695
	<b>67681</b>	<b>551647</b>

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

Sd/-  
(P.K.JAIN)  
PARTNER  
M.NO 112020  
FRN.104058W  
PLACE : INDORE  
DATE :30/06/2020

Sd/-  
POOJA JAIN  
COMPANY SECRETARY

FOR CISTRO TELELINK LIMITED

Sd/-  
PAYARELAL VERMA  
DIRECTOR-CFO  
DIN-01691381

Sd/-  
NARESH AGARWAL  
DIRECTOR-CEO  
DIN- 00142999

Sd/-  
ARUN KUMAR SHARMA  
CHAIRMAN & DIRECTOR  
DIN – 0036946

## 28<sup>th</sup> Annual Report 2019-2020

PARTICULARS	NOTE	CURRENT YEAR	PRE YEAR
<b>A. EQUITY SHARE CAPITAL</b>			
Balance at the beginning		5,13,43,000	5,13,43,000
Changes during the year		0	0
Balance at the end of reporting period		5,13,43,000	5,13,43,000
 <b>B. OTHER EQUITY</b>			
<u>RESERVES &amp; SURPLUS</u>			
<b>B. RETAINED EARNING</b>			
Balance at the beginning		-52,48,562	-42,92,877
Changes during the year		-9,58,966	-9,55,685
Balance at the end of reporting period		-62,07,528	-52,48,562

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

Sd/-  
(P.K.JAIN)  
PARTNER  
M.NO 112020  
FRN.104058W  
PLACE : INDORE  
DATE :30/06/2020

FOR CISTRO TELELINK LIMITED

Sd/-  
PAYARELAL VERMA  
DIRECTOR-CFO  
DIN-01691381

SD/-  
NARESH AGARWAL  
DIRECTOR-CEO  
DIN- 00142999

Sd/-  
ARUN KUMAR SHARMA  
CHAIRMAN & DIRECTOR  
DIN - 00369461

Sd/-  
POOJA JAIN  
COMPANY SECRETARY

## 28<sup>th</sup> Annual Report 2019-2020

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

PARTICULRAS	CURRENT YEAR	PRE YEAR
<b>NOTE-1</b>		
<u>FIXED ASSETS</u>		
Factory Building (Building Materials etc)	5,71,301	5,71,301
Car	2,56,300	2,56,300
	8,27,601	8,27,601
<b>NOTE-2</b>		
<u>INVESTMENTS</u>		
Unquoted Fully Paid-up Equity Share of R 10/- each		
160000 Eq Shares Of Brahma Capital & Sec Ltd	16,00,000	16,00,000
	16,00,000	16,00,000
<b>NOTE-3</b>		
<u>LOANS</u>		
Deposit With MPSE	3,00,000	3,00,000
Loans & Advances	4,17,23,707	4,21,98,707
	4,20,23,707	4,24,98,707
<b>NOTE-4</b>		
<u>OTHER NON-CURRENT ASSETS</u>		
Pre-operative Expenses	19,57,506	19,57,506
Public Issue Expenses	29,47,584	29,47,584
	49,05,090	49,05,090
<b>NOTE-5</b>		
<u>CASH &amp; CASH EQUIVALENTS</u>		
Cash on Hand	31,396	72,730
Balance with Bank in Current A/c	36,285	4,78,917
	67,681	5,51,647
<b>NOTE-6</b>		
<u>EQUITY</u>		
<u>AUTHORISED SHARE CAPITAL</u>		
56000000 Equity shares of Rs.1/- Each	5,60,00,000	5,60,00,000
	5,60,00,000	5,60,00,000
<u>ISSUED,SUBSCRIBED &amp; PAID UP SHARE CAPITAL</u>		
51343000 equity Shares Of Rs1/-Each	5,13,43,000	5,13,43,000
	5,13,43,000	5,13,43,000

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the company**

	%	NO OF	NO OF
	Held	SHARES	SHARES
Shrikrishna Pandey	15.19	78,00,000	78,00,000

## 28<sup>th</sup> Annual Report 2019-2020

Savita Bhaliya	9.59	49,22,000	49,22,000
----------------	------	-----------	-----------

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-7**

#### OTHER EQUITY

##### A. PROFIT & LOSS A/C

OPENING BALANCE	-52,48,562	-42,92,877
ADD:CURRENT YEAR PROFIT/(LOSS)	-9,58,966	-9,55,685
LESS: ADJUSTMENTS OF EARLIER YEARS	0	0
CLOSING BALANCE	-62,07,528	-52,48,562

### **NOTE-8**

#### LONG TERM BORROWINGS

Ives Leasing & Finance Ltd	5,00,000	5,00,000
Sonic Fiscal Services Ltd	4,19,844	4,19,844
	9,19,844	9,19,844

### **NOTE-9**

#### TRADE PAYABLE

Sundry Creditors For Supplies & Services	10,51,301	10,51,301
	10,51,301	10,51,301

### **NOTE 10**

#### OTHER CURRENT LIABILITIES

Other Current Liabilities	23,17,462	23,17,462
	23,17,462	23,17,462

### **NOTE-11**

#### VALUE OF SALES

SALES	0	0
	0	0

### **NOTE-12**

#### OTHER INCOME

INTEREST RECEIVED	0	0
	0	0

### **NOTE-13**

#### EMPLOYEE BENEFIT EXPENSES

SALARIES	2,52,400	2,37,600
	2,52,400	2,37,600

### **NOTE-14**

#### OTHER EXPENSES

AUDIT FEES	10,000	10,000
PROFESSIONAL FEES	29,500	58,000
BSE LISTING FEES	3,54,000	2,95,000

## 28<sup>th</sup> Annual Report 2019-2020

CDSL/NSDL	75,680	41,350
RTA EXPS	1,71,344	2,71,980
PRINTING & STATIONERY	33,978	14,556
BANK CHARGES	730	754
POSTAGE & GENERAL EXPS	31,334	26,445
	<u>7,06,566</u>	<u>7,18,085</u>

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

Sd/-  
(P.K.JAIN)  
PARTNER  
M.NO 112020  
FRN.104058W  
PLACE : INDORE  
DATE :30/06/2020

FOR CISTRO TELELINK LIMITED

Sd/-  
PAYARELAL VERMA  
DIRECTOR-CFO  
DIN-01691381

SD/-  
NARESH AGARWAL  
DIRECTOR-CEO  
DIN- 00142999

Sd/-  
ARUN KUMAR SHARMA  
CHAIRMAN & DIRECTOR  
DIN - 00369461

Sd/-  
POOJA JAIN  
COMPANY SECRETARY

**Note- SIGNIFICANT ACCOUNTING POLICIES:**

**1. GENERAL**

The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles.

**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**

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Particulars	Current Year	Previous Year
Salary Paid	252400	237600

### 14. Details of Payment to Auditors

Particulars	Current Year	Previous Year
As Auditor	10000	10000

15. The amount due to Micro & Small Enterprises are based on the information available with the company.

16. Figures of the previous year have been regrouped/re-cast wherever necessary.

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

Sd/-  
(P.K.JAIN)  
PARTNER  
M.NO 112020  
FRN.104058W  
PLACE : INDORE  
DATE :30/06/2020

FOR CISTRO TELELINK LIMITED

Sd/-  
PAYARELAL VERMA  
DIRECTOR-CFO  
DIN-01691381

SD/-  
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DIN- 00142999

Sd/-  
ARUN KUMAR SHARMA  
CHAIRMAN & DIRECTOR  
DIN - 00369461

Sd/-  
POOJA JAIN  
COMPANY SECRETARY

**Form No. SH-14**

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

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

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

Or

I/We hereby nominate the following person in place of ..... as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death

**PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

**PARTICULARS OF NOMINEE/S**

Name: ..... Nationality:  
.....

Date of Birth: ..... Address:  
.....

Father's/Mother's/Spouse's name: ..... E-mail Id:  
.....

Occupation: ..... Relationship with the security holder: -----  
-----

**IN CASE NOMINEE IS A MINOR -**

date of Birth: ..... Name of guardian:  
.....

## 28<sup>th</sup> Annual Report 2019-2020

Date of attaining majority: ..... Address of guardian: - -----  
-----

Name and address of security holder (s)

Signature

Name and address of witness

Signature

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

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

**Form No. SH-13**  
**Nomination Form**

**[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]**

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

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

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

Name: \_\_\_\_\_

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

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Name of the Security Holder (s): \_\_\_\_\_

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

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

\_\_\_\_\_