

33RD
ANNUAL REPORT
For the Financial Year 2024-25
Of
CISTRO TELELINK LIMITED
CIN: L19201MP1992PLC006925

Sr No.	Particulars	Page No.
1.	Corporate Information	1
2.	AGM Notice	2 - 27
3.	Directors Report	28 - 48
4.	Management Discussion Report	49 - 50
5.	CEO/CFO Certification	51
6.	Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct	52
7.	Secretarial Audit Report	53 - 58
8.	Auditors' Report	59 - 71
9.	Standalone Financial Statement, and Cash Flow Statement, Accounting Policies	72 - 84

CORPORATE INFORMATION:

NAME	CISTRO TELELINK LIMITED
CIN	L19201MP1992PLC006925
REGISTERED OFFICE	206, AIREN HEIGHTS, AB ROAD, INDORE, INDORE, MADHYA PRADESH, INDIA,452010
WEBSITE	www.cistrotelelink.com
E -MAIL	cistrotelelink@gmail.com
NAME OF STOCK EXCHANGE	BSE LIMITED ("BSE") SCRIP CODE: 531775
ISIN NO.	INE365C01023

<u>BOARD OF DIRECTORS:</u> Arun Kumar Sharma (DIN: 00369461) (Chairman, Non-executive Director) Sudama Patel (DIN:10132041) (Whole Time Director) Savita Bhavinkumar Thakkar (DIN:07192068) (Independent Director) Harilalsingh Jhabarram Faran (DIN: 05124923) (Independent Director) <u>CHIEF FINANCIAL OFFICER:</u> Pyarelal Gulabchand Verma <u>COMPANY SECRETARY & COMPLIANCE OFFICER:</u> Vinita Goyal	<u>STATUTORY AUDITOR:</u> M/s. B. Chordia & Co. Chartered Accountants <u>SECRETERIAL AUDITOR:</u> M/s. HSPN & ASSOCIATES LLP Company Secretaries <u>REGISTRAR & SHARE TRANSFER AGENT:</u> M/s. Ankit Consultancy Pvt. Ltd. <u>Address:</u> - 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 IN <u>Tel:</u> - 0975-2344442 <u>EMAIL:</u> - compliance@ankitonline.com
---	---

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF CISTRO TELELINK LIMITED WILL BE HELD ON WEDNESDAY, THE 24TH DAY OF DECEMBER, 2025 AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO -VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS (HEREINAFTER REFERRED TO AS "E -AGM"):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To Appoint Mr. Sudama Patel (DIN: 10132041), the director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Savita Bhavinkumar Thakkar (DIN: 07192068) as an Independent Director (Non-Executive) of the Company.**

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

"RESOLVED THAT Savita Bhavinkumar Thakkar (DIN: 07192068), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration committee as an Additional Independent Director (Non-Executive) of the Company with effect from December 06, 2024 and who holds office up to the date of approval of the members of the Company, in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 164 of the Articles of Association of the Company, be and is hereby appointed as an Independent Director (Non-Executive) of the Company w.e.f. December 06, 2024 and who is not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Act, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Act and pursuant to the applicable provisions of SEBI (LODR) Regulations 2015, Savita Bhavinkumar Thakkar (DIN: 07192068) be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold the office for five consecutive years from December 06, 2024".

4. **To Appoint M/s HSPN & Associates LLP, Company Secretaries as Secretarial Auditor of the Company for the Period of Five (5) Years.**

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (‘SEBI Listing Regulations’) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. HSPN & Associates LLP, Company Secretaries, (Peer review No. 6035/2024) as the Secretarial Auditor of the Company, to conduct Secretarial Audit and furnish the Secretarial Audit Report, for a period of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the 38TH AGM to be held in the year 2030 (i.e. from Financial Year 2025- 2026 till Financial Year 2029-2030), at such remuneration including applicable taxes and out-of-pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors from time-to-time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to avail or obtain from the Secretarial Auditors, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration as may be mutually agreed.”

5. To increase the Borrowing Power limit under section 180(1)(C) of the Companies Act, 2013 up to INR 50 Crores.

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 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’ to exercise the powers) to borrow any sum of money, from time to time, through term loan, guarantees, working capital

facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to INR 50 Crores (Indian Rupees Fifty Crores Only).

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Board of Directors to use / modify / amend / reduce/enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

6. To create charges, mortgages, hypothecation on the immovable and movable properties of the company under section 180(1)(a) of the companies act, 2013.

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to the Board of Directors ('the Board') to sell, lease, mortgage, charge, hypothecate, pledge, or otherwise dispose of and/or create security interest or encumbrance on all or any of the movable and/or immovable properties of the Company, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company, in favour of banks, financial institutions, NBFCs, lenders, debenture trustees or any other person(s), for securing the borrowings and/or other financial facilities availed or to be

availed by the Company, provided that the value of such secured borrowings or transactions shall not exceed **₹ 50 Crore (Rupees Fifty crore only)** at any point in time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, negotiate, modify and execute all such deeds, documents, agreements, instruments and writings, and to do all such acts, matters and things as may be necessary or expedient for giving effect to this Resolution, including making necessary filings and disclosures with the stock exchange(s) in compliance with SEBI (LODR) Regulations, 2015, if any”.

By order of the Board of Directors of
Cistro Telelink Limited

Sd/-

Vinita Goyal

Company Secretary & Compliance Officer

Membership No. A41070

Place: Indore, MP

Date: November 29, 2025

Registered Office:

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

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 and other applicable circulars, (hereinafter, collectively referred as the "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") SEBI Circular no(s). SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the **Thirty- Third Annual General Meeting** of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to as "AGM") **on Wednesday, December 24, 2025 at 11.00 a.m. (IST)**. In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at 206, Airen Heights, AB Road, Indore, Indore, Madhya Pradesh, India, 452010 which shall be the deemed venue of the AGM.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map of Annual General Meeting are not annexed to the Notice.
3. 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 e-Voting during the AGM to be conducted through VC/OAVM. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer at kunal@hspnassociates.in with a copy marked to cistrotelelink@gmail.com and evoting@nsdl.com.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3, 4, 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2, 3, 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director

seeking re-appointment/appointment at this AGM are also annexed.

5. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail addresses for receiving the Notice. Members who have not registered their e-mail addresses are requested to register the same as per the process mentioned in the Notes.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, revised Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. NSDL will be providing facility for voting through remote e-Voting, for participation in the Forty Third AGM through VC/OAVM facility and e-Voting during the Thirty - Third AGM. The instructions and other information relating to e-Voting are provided as part of this Notice under Note No 27.
7. The Company has appointed Mr. Kunal Sakpal, having Membership No. ACS 75123 & Certificate of Practice No. 27860 and/or Mr. Hemant Shetye, Company Secretary, having Membership No. FCS 2827 & Certificate of Practice No. 1483, Designated Partners of M/s HSPN & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.
8. The voting rights of Members shall be in proportion to their shares in the paid- up equity share capital of the Company as on the Cut-Off Date i.e., **Wednesday, December 17, 2025**.
9. The Members can join the AGM in the 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 AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include 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 and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Act.
11. The Register of Members and the Share Transfer Books of the Company will be closed

from **Wednesday, December 17, 2025** to **Wednesday, December 24, 2025** (both days inclusive).

12. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail at cistrotelelink@gmail.com latest by **Wednesday, December 17, 2025** to enable the Company to furnish the replies at the AGM.
13. Members are requested to notify any change in their address or bank mandate to:
 - a) their respective Depository Participants in case of shares held in electronic form; or the Company's Registrar & Share Transfer Agent, **Ankit Consultancy Pvt. Ltd.** at 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 IN. Tel: 0975-2344442 Email: info@ankitonline.com/ investor@ankitonline.com, in case of shares held in physical form.
14. The Company's Equity Shares are listed on BSE. The Company has paid the annual listing fees for the financial year 2025-2026.
15. It is hereby informed that, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 has directed to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months starting from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Hence, such shareholders are requested to re-lodge the transfer deed(s) along with requisite documents with our RTA.
16. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Members, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to Ankit Consultancy Pvt. Ltd. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR - 3 or SH-14 as the case may be. The said forms can be downloaded from the website of RTA. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company in case the shares are held in physical form.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
18. Members who desire to take part in the Green Initiative of the Company, are requested to

register their e-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form - Form ISR - 1, ISR - 2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.

19. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose name appear in the Register of Members/Beneficial Owners maintained by the Company/Depositories as on Friday, November 14, 2025 and whose e-mail addresses are registered with the Company /Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.cistrotelelink.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Further, due to changes under Regulation 36 of the Listing Regulations vide SEBI's Circular effective December 13, 2024, Shareholders who have not registered their e-mail addresses will receive a letter with a web link and exact path to access the full Annual Report.
20. The documents referred to in the Notice of the AGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cistrotelelink@gmail.com.
21. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or **Ankit Consultancy Pvt. Ltd.** for assistance in this regard.
22. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_ RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy the following self-attested documents to **Ankit Consultancy Pvt. Ltd.** for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail id
- Nomination: Please provide Form SH13 duly filled and signed.
- In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
- Form ISR1, ISR2 and Nomination forms are available on the website of Company www.cistrotelelink.com and on the website of our Registrar and Transfer Agent at <https://www.ankitonline.com/>

23. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares their Depository Participant.
24. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
25. Members holding shares in physical form, in identical order of names, in more than one Folio is requested to send to **Ankit Consultancy Pvt. Ltd.**, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
26. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

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

The remote e-voting period begins on Sunday, December 21, 2025 at 9.00 a.m. and ends on Tuesday, December 23, 2025 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, December 17, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Wednesday, December 17, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

	under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting

	option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:
- 5.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 135030 then user ID is 135030001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 9. Now, you will have to click on "Login" button.
 10. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kunal@hspnassociates.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

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

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. **EVEN of the Company is 137817**. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cistrotelelink@gmail.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cistrotelelink@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cistrotelelink@gmail.com. These queries will be replied to by the Company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat Shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or call on toll free no.: 022 - 4886 7000.

5. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, first unblock the votes cast through e-voting and remote e-voting and make, not later than two working days of conclusion of the AGM, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

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

Sd/-

Vinita Goyal

Company Secretary & Compliance Officer

Membership No. A41070

Place: Indore, MP

Date: November 29, 2025

Registered Office:

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

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("REGULATIONS")

ITEM NO.3

The Board of Directors of the Company at its meeting held on December 06, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) has approved the appointment of Savita Bhavinkumar Thakkar (DIN: 07192068) as an Additional (Independent, Non-Executive) Director of the Company with effect from December 06, 2024, to hold office upto the conclusion of the ensuing Annual General Meeting and thereafter, subject to the approval of the members of the Company, as Independent (Non-Executive) Director of the Company, not liable to retire by rotation.

Brief resume of Savita Bhavinkumar Thakkar (DIN: 07192068) age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein as **Annexure** to the AGM Notice.

A brief profile of Savita Bhavinkumar Thakkar (DIN: 07192068) along with information as required under Regulation 36 and SS-2 are provided under '**Annexure**' to this AGM Notice.

The Company has received from Savita Bhavinkumar Thakkar, consent in writing to act as director in Form DIR-2 and declaration to the effect that she is not disqualified to be appointed as director in Form DIR-8 and declaration to the effect that she meets the criteria of independence as provided in the Act and the SEBI (LODR) Regulations, 2015. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Savita Bhavinkumar Thakkar fulfils the conditions for appointment as Independent Director (Non-Executive) as specified in Companies Act, 2013 and other Applicable Laws for the time being in.

The Board believes that Savita Bhavinkumar Thakkar's knowledge and experience will greatly benefit the Company. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board recommends her appointment to the Members.

Save and except Savita Bhavinkumar Thakkar, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. Savita Bhavinkumar Thakkar is not related to any other Director / KMP of the Company.

The Board of Directors recommends the Special Resolution as set out at Item No. 3 of this Notice for Members' approval.

ITEM NO.4

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") vide SEBI Notification dated December 12, 2024, every listed entity shall basis on the recommendation of the Board of Directors appoint/re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting.

Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India ("ICSI") and should not have incurred any of the disqualifications as specified by SEBI.

Therefore, the Audit Committee and the Board of Directors at their respective meetings held on November 14, 2025 have recommended and approved the appointment of M/s. HSPN & Associates LLP, Company Secretaries, (Peer review No. 6035/2024) as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 38th AGM to be held in the year 2030, to conduct Secretarial Audit for the period from April 1, 2025 till March 31, 2030, subject to approval of Members of the Company. The Firm have further confirmed that they are not disqualified to be appointed as the Secretarial Auditors in terms of Companies Act, 2013 and the rules made thereunder.

The Brief profile and Disclosure pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated 11th November, 2024 has been annexed with the Notice of AGM.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 4 in relation to the appointment M/s. HSPN & Associates LLP, Company Secretaries, as the Secretarial Auditors of the Company, for approval by the Members of the Company.

ITEM NO.5:

Considering the business plan and future business prospects, the Company may require additional funds to support from various person such as banks, financial institutions, NBFCs or any other person including related parties. Keeping in view the above requirement, it is proposed to increase the borrowing powers of the Board of Directors upto INR 50 Crores (Indian Fifty Crores only) for smooth functioning of the Company. It is further informed that the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") imposes restrictions on the borrowing powers of the Board to the extent of aggregate amount of paid-up capital, free reserves & security premium however, amount in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s). It is therefore, necessary for the shareholders to pass a Special Resolution under Section 180(1)(c) of the Act, as set out at Item No. 5 of the Notice, to enable the Board of Directors to borrow money upto INR 50 Crores (Indian Rupees Fifty Crores) and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out in the Notice under Item No. 5 in relation to the, for approval by the Members of the Company.

ITEM NO.6:

The Board of Directors of the Company proposes to obtain the consent of the Members under Section 180(1)(a) of the Companies Act, 2013, to enable the Company to sell, lease, mortgage, charge, hypothecate, pledge, or otherwise dispose of or create security interest or encumbrance on the movable and/or immovable properties of the Company, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company.

This authorisation is necessary to secure the borrowings and/or other financial facilities that may be availed by the Company from banks, financial institutions, NBFCs, lenders, debenture trustees, or any other entity. Such security creation is a customary requirement for obtaining financial assistance or for securing existing obligations. The approval of Members is therefore required and is being sought for enabling the Board to create such security up to an overall limit of **₹ 50 Crore (Rupees Fifty Crore Only)**.

The proposed authorisation is in the best interest of the Company as it will provide adequate flexibility to the Board to raise finance and manage the borrowing requirements of the Company efficiently. The approval is also in compliance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out in the Notice under Item No. 6 in relation to the, for approval by the Members of the Company.

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

**Sd/-
Vinita Goyal**

**Company Secretary & Compliance Officer
Membership No. A41070**

**Place: Indore, MP
Date: November 29, 2025**

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

Annexure to the Notice of the 33RD Annual General Meeting of the Company

Profile of Directors seeking re-appointment at the 33RD Annual General Meeting:

Name of Directors	Savita Bhavinkumar Thakkar	Mr. Sudama Patel
Date of Birth	10/06/1980	30/06/1969
Date of Appointment	06/12/2024	06/02/2024
DIN	07192068	10132041
Qualifications	Graduate	Graduate
Brief Resume & Expertise in specific Functional areas	Savita Bhavinkumar Thakkar is a Commerce Graduate with an experienced entrepreneur with over 8 years in the area of beauty building and salon business. Further she has been proven expertise in managing end-to end operations, from finance, marketing and managing the business.	Mr. Sudama Patel has 6 years of experience in accounting and finance his knowledge and experience will help company in significant way.
Skills and Capabilities required for the Role and the manner in which he/she meets such requirements	Having more than 08 years of experience in the area of beauty building and salon business experience. Her presence in the board bring independence in functioning and working of the Company.	Mr. Sudama Patel has 6 years of experience in accounting and finance his knowledge and experience will help company in significant way.
Terms and conditions of Appointment /Re-appointment	For one term of five consecutive years commencing from December 06, 2024, not liable to retire by rotation	Liable to retire by rotation
Details of remuneration sought to be paid	Savita Bhavinkumar Thakkar is entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof, reimbursement of expenses incurred in connection with attending Board/Committee meetings, as determined for each financial year by the Nomination and Remuneration Committee and	Mr. Sudama Patel is entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof, reimbursement of expenses incurred in connection with attending Board/Committee meetings, remuneration as determined for each financial year by the Nomination and

	the Board from time to time and as permitted by law.	Remuneration Committee and the Board within the limits approved by the Members of the Company from time to time and as permitted by law.
Details of remuneration last drawn	Nil	Nil
No. of Board meetings attended during the FY 2024 - 25	3/9	9/9
List of Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	1. Signature Green Corporation Limited 2. Blue Pearl Agriventures Limited (cessation w.e.f. 25/04/2024)	Blue Pearl Agriventures Limited (cessation w.e.f. 14/06/2024)
Chairman / Membership of Committees in other Companies (along with listed entities from which the person has resigned in the past three years)	Member of below committees of Signature Green Corporation Limited: (i) Audit Committee; and (ii) Nomination and Remuneration Committee.	Member of below committees of Blue Pearl Agriventures Limited: (cessation w.e.f. 14/06/2024) (i) Audit Committee; (ii) Nomination and Remuneration Committee. (iii) Stakeholder Relationship Committee
No. of Shares held in the Company (including shares held as a beneficial owner)	NIL	NIL
Relationship with any Director, Manager and Key Managerial Personnel of the Company	NIL	NIL

Disclosure of Information pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated 11th November, 2024

Name of the Auditor	M/s. HSPN & Associates LLP, Company Secretaries
Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment as Secretarial Auditor of the Company
Date of appointment/cessation (as applicable) and term of appointment	<u>Date of Appointment:</u> November 14, 2025 <u>Term of appointment:</u> M/s. HSPN & Associates LLP, Company Secretaries is appointed as Secretarial Auditors of the Company for one term of five consecutive years i.e. from the FY 2025 - 2026 till FY 2029 - 2030.
Brief Profile	M/s. HSPN & Associates LLP ("HSPN") formerly has a wide and extensive corporate experience of over 30 years evolving and growing by each passing year. M/s. HSPN & Associates LLP is a corporate law service firm with special expertise fields of Corporate Laws & Procedures, Secretarial Compliance Audit, SEBI Regulations, SEBI Listing Regulations, FEMA Compliances, Takeover Regulations, Prohibition of Insider Trading Regulation, Corporate Restructuring, Mergers/Amalgamations and other related compliances.
Disclosure of Relationship with other Directors and Key Managerial Personnel of the Company	Not Applicable

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in submitting Company's Thirty -Third (33RD) Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended March 31, 2025.

1. FINANCIAL RESULTS:

The Summarized standalone results of your Company are given in the table below:

(Rs. in Hundreds except EPS)

Particulars	Financial Year ended 31.03.2025	Financial Year ended 31.03.2024
Revenue from Business Operations	13027.44	23670.27
Other Income	5019.71	9150.35
Total Income	18047.15	32820.62
Total Expenses	34510.32	30831.42
Profit/Loss before exceptional items	(16463.17)	(1989.20)
Less: Exceptional Items	0	(144826.91)
Profit/Loss before tax	(16463.17)	(142837.71)
Less: Tax Expenses (Including Deferred Tax)	0	0
Net Profit/Loss After Tax	(16463.17)	(142837.71)
Paid up Equity Share Capital (Face Value Rs. 10 each fully paid up)	513430.00	513430.00
Other Equity	(232734.99)	(216271.82)
Earnings Per Share (EPS) (Basic)	(0.03)	(0.28)

2. REVIEW OF OPERATIONS AND THE COMPANY'S AFFAIRS:

During the financial year under review,

- (a) The turnover of the Company in the financial year ended as on March 31, 2025, is INR 13027.44 (in Hundreds) as against INR 23670.27 (in Hundreds) in the previous year ended as on March 31, 2024.

(b) The Loss of the Company in the financial year ended as on March 31, 2025, is INR 16463.17 (in Hundreds) as against profit of INR 142837.71 (in Hundreds) in the previous year ended as on March 31, 2024.

3. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS:

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement is a Part of Annual Report. Consolidated Financial Statement is not applicable to the Company.

4. APPLICABILITY OF CORPORATE GOVERNANCE AND RELATED PROVISIONS:

As on March 31, 2025 the Company being an listed entity, having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty-five crore, hence pursuant to Regulation 15(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V was not applicable to the Company.

Accordingly, the Company was exempted from the requirement to provide disclosures under the relevant sections of the Annual Report.

5. CHANGE IN NATURE OF THE COMPANY'S BUSINESS, IF ANY:

The Company is planning to focus on its existing business activities. During the financial year under review, the Company did not change the nature of its business.

6. DIVIDEND:

The board of directors of your company has decided not to recommend any dividend for the financial year under review.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company does not have any funds as contemplated under Section 125 of the Act lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Further, the Company does not have unclaimed dividend pertaining to previous or current financial years.

8. AMOUNTS TRANSFERRED TO RESERVES:

The Board of Directors of the company has decided to retain the entire amount of loss i.e. INR 16463.17 (in Hundreds) for the FY 2024 -25 in the Profit and Loss Surplus account.

9. CHANGES IN SHARE CAPITAL, IF ANY:

Authorised Capital:

During the year under review, the Authorised Capital remains unchanged and stood at Rs. 5,13,43,000/- (Rupees Five Crore Thirteen Lakh Forty-Three Thousand) which is divided

into 5,13,43,000 (Five Crore Thirteen Lakh Forty-Three Thousand) Equity Shares of Rs. 1/- (One each), as on March 31, 2025.

Paid up Capital:

As on March 31, 2025 the paid-up equity share capital of the Company stood at Rs. 5,13,43,000/- (Rupees Five Crore Thirteen Lakh Forty-Three Thousand) which is divided into 5,13,43,000 (Five Crore Thirteen Lakh Forty-Three Thousand) Equity Shares of Rs. 1/- (One each), as on March 31, 2025.

The Company has not issued any shares, securities / instruments convertible into equity shares, sweat equity shares or shares with differential voting rights.

However, during the year under review;

During the year under review, the Board of Directors, at its meeting held on 19th June 2024, considered and approved a proposal for **Reduction of Share Capital** under Section 66 of the Companies Act, 2013. The reduction is proposed with a view to clean up the Company's balance sheet by adjusting the accumulated losses and to present a more accurate financial position to support the Company's future business plans and fundraising requirements. The details of the application and its status till the date of this report have been mentioned at the point under heading: ***MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED DURING THE FINANCIAL YEAR AND THE PERIOD BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY AND THE DATE OF THIS REPORT.***

10. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

All the equity shares issued by the Company carry similar voting rights and the Company has not issued any equity shares with differential voting rights during the financial year under review.

11. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS:

The Company has not granted any employee stock options (ESOPs) during the financial year under review. Hence, disclosure of ESOPs under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is not required.

12. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

The Company, under the provisions of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, has not issued any sweat equity shares during the financial year under review and hence the disclosure requirements in this connection will not apply to the Company.

13. DISCLOSURE REGARDING BUYBACK OF SHARES:

During the year under review no securities were bought back under the provisions of the Companies Act, 2013 or under any other applicable law for the time being in force.

14. WEBLINK OF THE ANNUAL RETURN:

Pursuant to the provisions of Section 134(3) (a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual return for the Financial Year 2024 -25 in WEB Form MGT 7 is furnished on the website of the Company at <https://www.cistrotelelink.com>

15. NUMBER OF MEETINGS OF BOARD:

During the year under review Board of Directors of the Company have met Nine (9) times, accordingly Nine (9) Board Meetings of Board of Directors have been held.

The details of Board Meetings and Committees, attendance of each Directors, were as follows:

SR. NO.	DATE OF BOARD MEETING	NO. OF DIRECTORS ATTENDED
1.	May 08, 2024	5
2.	June 19, 2024	5
3.	July 01, 2024	5
4.	August 14, 2024	5
5.	November 11, 2024	5
6.	December 06, 2024	4
7.	January 03, 2024	5
8.	February 10, 2025	5
9.	March 27, 2025	4

The meetings of the Board have been duly convened in the manner as prescribed under the Companies Act, 2013.

16. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review, the Company has not advanced any loans / given guarantees / made investments pursuant to the provisions of Section 186 of the Companies Act, 2013.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013:

During the year under review the Company have not entered into any related party transactions as prescribed under section 188 of the Companies Act, 2013. Therefore, there is no requirement of reporting in AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

18. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED DURING THE FINANCIAL YEAR AND THE PERIOD BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY AND THE DATE OF THIS REPORT:

During the year, the Board at its meeting held on 19 June 2024 approved a Scheme of Reduction of Share Capital under Section 66 of the Companies Act, 2013, to clean up accumulated losses and present a strengthened financial position. The proposal provides for reducing the paid-up capital from ₹5,13,43,000 to ₹3,08,05,800 by writing off ₹2,05,37,200 of accumulated losses, without any payout to shareholders and without altering the shareholding pattern. The shareholders approved the Scheme at the 32nd AGM held on 25 July 2024. The Company obtained in-principle approval from BSE Limited on 09 December 2024 after submitting the required clarifications. A petition in Form RSC-1 was filed with the Hon'ble NCLT, Indore Bench, on 13 January 2025, which has since been admitted, and all directions of the Tribunal have been complied with. The matter is currently pending for final hearing and approval.

There have been no other material changes or commitments, except as mentioned above affecting the financial position of the Company occurred during the financial year as well as between the period starting from April 1, 2025 and the date of the report.

19. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as below:

A. CONSERVATION OF ENERGY;

- (i) **Steps taken or impact on conservation of energy:** The company is taking adequate steps progressively on conservation of energy.
- (ii) **Steps taken by the Company for utilizing alternate sources of energy:** The company is not making use of alternate sources of energy.
- (iii) **capital investment on energy conservation equipment's:** During the Financial year 2024 -2025 the company has not spent amount on capital investment on energy conservation equipment.

B. TECHNOLOGY ABSORPTION;

1	The efforts made towards technology absorption	During the year the company has not made any technological changes.
---	--	---

2	The benefits derived like product improvement, cost reduction, product development or import substitution	The installed equipment's has resulted in enhanced production capacity and better-quality product at lower power consumption.
3	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:	The company has not imported technology during the last 3 financial years.
	a) the details of technology imported	NA
	b) the year of import	NA
	c) whether the technology been fully absorbed	NA
	d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
4	The expenditure incurred on Research and Development.	NA

C. FOREIGN EXCHANGE EARNINGS & OUTGO;

(Rs. in Hundreds)

Particulars	31.03.2025	31.03.2024
Earnings	NIL	NIL
Outgo	NIL	NIL

20. DETAILS OF SUBSIDIARIES, JOINT VENTURES, OR ASSOCIATES COMPANIES:

The Company operates as a single entity with no subsidiaries or Joint Venture or Associate Companies as explained within the meaning of the Companies Act, 2013. Since the company has no Joint Venture or Associate companies the company is not required to give information in AOC-1 as required under Companies Act, 2013. Further the Company was not required to consolidate its accounts and present Consolidated Financial Statements of the company as part of the Annual Report for the Financial Year 2024 -25.

Names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year – **NIL**.

21. COMPOSITION OF VARIOUS COMMITTEES AND THEIR MEETINGS:

a) **Audit Committee:**

The Company has duly constituted the Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on 31.03.2025 the following Directors are members of Audit Committee:

Sr. No.	Name	Designation	Nature of Directorship
1.	Savita Bhavinkumar Thakkar	Chairperson	Independent Director, (Non-Executive)
2.	Harilal Singh Jhabar	Member	Independent Director, (Non-Executive)
3.	Arun Kumar Sharma	Member	Non -Independent Director, (Non-Executive)

- Renu Singh resigned from the Board of the Company w.e.f. December 03, 2024, accordingly ceased to be the Chairman and Member of the Audit committee.
- Savita Bahvinkumar Thakkar was appointed as Member and Chairman of the Audit Committee w.e.f. 06/12/2024.
- Ganesh Saindane ceased to be the Independent Director of the Company pursuant to expiry of his second term w.e.f. March 26, 2025, accordingly ceased to be the Member of the Audit committee.
- Harilal Singh Jhabar was appointed as Member of the Audit Committee w.e.f. 27/03/2025.
- The Audit Committee was reconstituted twice during the year i.e. on 06/12/2024 and 27/03/2025.

The following Meetings of the Audit Committee were held during the Financial Year 2024-25:

Sr. No.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	May 08, 2024	3	3	100
2.	June 19, 2024	3	3	100
3.	July 01, 2024	3	3	100
4.	August 14, 2024	3	3	100
5.	November 11, 2024	3	3	100
6.	December 06, 2024	3	3	100
7.	January 03, 2024	3	3	100
8.	March 27, 2025	3	3	100

b) Nomination and Remuneration Committee

The Company has duly constituted the Nomination and Remuneration Committee pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation

19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The following Directors are members of Nomination and Remuneration Committee:

As on 31.03.2025 the following Directors are members of Nomination and Remuneration Committee:

Sr. No.	Name	Designation	Nature of Directorship
1.	Savita Bhavinkumar Thakkar	Chairperson	Independent Director, (Non-Executive)
2.	Harilal Singh Jhabar	Member	Independent Director, (Non-Executive)
3.	Arun Kumar Sharma	Member	Non -Independent Director, (Non-Executive)

- Renu Singh resigned from the Board of the Company w.e.f. December 03, 2024, accordingly ceased to be the Chairman and Member of the Nomination and Remuneration Committee.
- Savita Bahvinkumar Thakkar was appointed as Member and Chairman of the Nomination and Remuneration Committee w.e.f. 06/12/2024.
- Ganesh Saindane ceased to be the Independent Director of the Company pursuant to expiry of his second term w.e.f. March 26, 2025, accordingly ceased to be the Member of the Nomination and Remuneration Committee.
- Harilal Singh Jhabar was appointed as Member of the Nomination and Remuneration Committee w.e.f. 27/03/2025.
- The Nomination and Remuneration Committee was reconstituted twice during the year i.e. on 06/12/2024 and 27/03/2025.

The following Meetings of the Nomination and Remuneration Committee were held during the Financial Year 2024 -25:

Sr. No.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	July 01, 2024	3	3	100
2.	December 02, 2024	3	3	100
3.	February 10, 2025	3	3	100
4.	March 27, 2025	3	3	100

c) Stakeholders Relationship Committee

The Company has duly constituted the Stakeholders Relationship Committee pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on 31.03.2025, the following Directors are members of Stakeholders Relationship Committee:

Sr. No.	Name	Designation	Nature of Directorship
1.	Savita Bhavinkumar Thakkar	Chairperson	Independent Director, (Non-Executive)
2.	Harilal Singh Jhabar	Member	Independent Director, (Non-Executive)
3.	Arun Kumar Sharma	Member	Non -Independent Director, (Non-Executive)

- Renu Singh resigned from the Board of the Company w.e.f. December 03, 2024, accordingly ceased to be the Chairman and Member of the Stakeholders Relationship Committee.
- Savita Bahvinkumar Thakkar was appointed as Member and Chairman of the Stakeholders Relationship Committee w.e.f. 06/12/2024.
- Ganesh Saindane ceased to be the Independent Director of the Company pursuant to expiry of his second term w.e.f. March 26, 2025, accordingly ceased to be the Member of the Stakeholders Relationship Committee.
- Harilal Singh Jhabar was appointed as Member of the Stakeholders Relationship Committee w.e.f. 27/03/2025.
- The Stakeholders Relationship Committee was reconstituted twice during the year i.e. on 06/12/2024 and 27/03/2025.

The following Meetings of the Stakeholders Relationship Committee were held during the Financial Year 2024 -25:

Sr. No.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	May 08, 2024	3	3	100
2.	August 14, 2024	3	3	100
3.	November 11, 2024	3	3	100
4.	January 03, 2025	3	3	100

d) The Company was not required to constitute Risk Management Committee.

22. NOMINATION AND REMUNERATION POLICY:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and in compliance of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Employees of the Company in order to pay equitable remuneration to Directors, KMPs and other Employees of the Company and it includes the criteria for determining qualifications, positive attributes, independence of a Director.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice. The Remuneration policy is available on the Company's website at <https://www.cistrotelelink.com/policies.html>

23. RISK MANAGEMENT POLICY:

The Directors ensured that the risks which threaten the existence of the Company were addressed as and when the same were noticed. The Directors also ensured that they took necessary steps to identify and review any risks which may have arisen during the normal course of business.

The Company has adopted the systematic approach to mitigate the risk associated with the objectives, operations, revenues and regulations. Major risks identified by the businesses and functions are systematically addressed and also discussed at the meetings of the Board of Directors of the Company.

24. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Company has a professional Board with right mix of knowledge, skills, and expertise that provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

Appointment/Re-appointment/Resignation of Directors.

a. During the year under review following changes within the composition of the Board of Directors were taken place:

- i. Payal Sureshkumar Jeerawala resigned from the post of Company Secretary and Compliance Officer of the Company, w.e.f. April 13, 2024 due to personal reasons.
- ii. Appointment of Ms. Vinita Goyal as Company Secretary and Compliance Officer of the Company w.e.f. April 19, 2024.
- iii. Savita Bhavinkumar Thakkar (DIN: 07192068) was appointed as an Additional Director (Non-Executive & Independent) w.e.f. December 06, 2024 for a period of 5 (Five) years.
- iv. Renu Singh the (DIN: 00860777) Director (Non-Executive & Independent) resigned from the position from the Company due to other professional commitments w.e.f. December 03, 2024.

b. At the 32nd Annual General meeting of the Company.

- i. Mr. Arun Kumar Sharma Non-Executive Director (DIN: 00369461) who retired by rotation under section 152(6) of the Companies Act, 2013 and being eligible, offered

himself for reappointment at the 32nd Annual General Meeting and subsequently appointed as Director of the Company.

- ii. Regularisation of Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) as a Non-Executive & Independent Director of the Company, who was appointed as an Additional Director (Independent & Non-Executive) w.e.f. February 06, 2024, for a term of five (5) years, pursuant to the resolution passed by the Board of Directors at its meeting held on February 06, 2024.
- iii. Regularisation of Mr. Sudama Patel (DIN: 10132041) as Whole -Time Director (Executive Director) of the Company w.e.f. 06th February, 2024 for a period of 5 years, pursuant to the resolution passed by the Board of Directors at its meeting held on February 06, 2024.

The Second term of Ganesh Sahebrao Saindane (DIN:06647090) completed as Independent Director, accordingly upon completion of his second term his tenure as Independent Director and Director of the Company ceased with effect from March 26, 2025.

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

Apart from changes in the point (a) and (b) above there were no further changes in the directors and KMP of the company during the year under review.

Furthermore, at the ensuing 33RD (Thirty -Third) Annual General Meeting following Appointment/Re-appointment shall be proposed for members' approval:

- i. To Regularize the Appointment of Savita Bhavinkumar Thakkar (DIN: 07192068) as an Independent Director (Non-Executive) the Company who was appointed by the Board of Directors as an Additional Independent Director (Non-Executive) of the Company with effect from December 06, 2024 for the Period of Five (5) years to hold office up to the conclusion of this Annual General Meeting of the Company, not liable to retire by rotation. Her Appointment shall be subject to the members approval at the 33rd Annual general Meeting of the Company.
- ii. To appoint a Director in place of Sudama Patel (DIN: 10132041) the Whole time Director of the Company, who shall be retire by rotation at the forthcoming Annual General Meeting, and being eligible seeks re-appointment.
- iii. To increasing the Borrowing Power limit under section 180(1)(C) of the Companies Act, 2013 up to **INR 50 Crores (Rupees Fifty crore only).**

- iv. To create charges, mortgages, hypothecation on the immovable and movable properties of the company under section 180(1)(a) of the companies act, 2013, provided that the value of such secured borrowings or transactions shall not exceed **INR 50 Crore (Rupees Fifty crore only)** at any point in time.

As on 31.03.2025 the Composition of the Board of the Company stood as follows:

a. Board of Directors:

Sr. No.	Name	DIN	Designation
1.	Arun Kumar Sharma	00369461	Non-Executive Director
2.	Sudama Patel	10132041	Whole Time Director
3.	Savita Bhavinkumar Thakkar	07192068	Additional Director (Independent, Non-Executive)
4.	Harilalsingh Jhabarram Faran	05124923	Independent Director
5.	Pyarelal Gulabchand Verma	-	Chief Financial Officer
6.	Vinita Goyal	-	Company Secretary & Compliance Officer

b. Key Managerial Personnel (KMP):

Pursuant to Section 2(51) read with Section 203 of the Companies Act, 2013 read with Rules made thereunder, the following person has been designated as Key Managerial Personnel of the Company under the Companies Act, 2013:

Sudama Patel	Whole time Director
Pyarelal Gulabchand Verma	Chief Financial Officer
Vinita Goyal	Company Secretary & Compliance Officer

c. Disqualification of Directors Under Section 164

None of the directors were disqualified from being appointed or re-appointed as directors of the Company or other companies as prescribed within the provision of section 164 of the Companies Act 2013.

25. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

ADJUDICATION ORDER UNDER SECTION 203(1) OF THE COMPANIES ACT, 2013;

During the year, the Company received an Adjudication Order from the Registrar of Companies, Gwalior, imposing penalties under Section 454 of the Companies Act, 2013

for non-compliance with Section 203(1) relating to the delayed appointment of a Whole-Time Company Secretary. The Company filed an appeal before the Regional Director, North Western Region, Ahmedabad, who directed payment of the penalty within 90 days. In compliance with the said direction, the Company has paid the penalty amounting to Rs. 5,68,000/-. Accordingly, no amount remains outstanding and the matter now stands fully complied with.

Except as mentioned above no other significant or material order were passed by any regulators or courts or tribunals, which may have impacted the going concern status of the Company and its future operations. Further, no penalties have been levied by any regulator during the financial year under review.

26. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE COMPANY'S FINANCIAL STATEMENTS:

As per the Auditors' Report, the Company has internal financial controls, which are commensurate with the size of the business of the Company. The Directors, as and when required, shall keep on strengthening the same as per Internal Financial Controls Financial Reporting (IFCFR) requirements.

27. DEPOSITS:

A. The Details relating to Deposits, covered under Chapter V of the Act: -

a)	accepted during the year;	NIL
b)	remained unpaid or unclaimed as at the end of the year;	NIL
c)	whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:	NA
i.	at the beginning of the year;	NIL
ii.	maximum during the year;	NIL
iii.	at the end of the year;	NIL

B. The details of Deposits which are not in Compliance with the requirements of Chapter V of the Act: - **NIL**

C. Further, the Company has been in compliance with the provisions of rule 16 and 16A of the Companies (Acceptance of Deposits) Rules, 2014, for the financial year 2024 -25.

28. RECEIPT OF ANY COMMISSION BY THE MANAGING/WHOLE TIME DIRECTOR OF THE COMPANY FROM EITHER THE COMPANY ITSELF OR ITS HOLDING OR SUBSIDIARY COMPANIES:

During the financial year under review, no commission from the Company or its Holding or Subsidiary Companies was received by any director of the Company.

29. ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION.

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director. The policy on Company's Remuneration and Nomination is posted on Company's website at www.cistrotelelink.com.

30. DECLARATION OF INDEPENDENT DIRECTORS AND STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

All Independent Directors of your Company have submitted their declaration of independence, as required, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and are not disqualified from continuing as Independent Directors of your Company. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors have confirmed that they have registered themselves with databank maintained by the Indian Institute of Corporate Affairs ('IICA'). These declarations/confirmations have been placed before the Board. Pursuant to Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014, the Board of Directors hereby affirms that, based on the evaluation conducted and declarations received, it is of the opinion that the Independent Directors appointed during the financial year possess the requisite integrity, expertise, and experience (including proficiency) required for effectively discharging their duties as Independent Directors of the Company.

31. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

As stipulated in the Code of Conduct for Independent Directors under the Act and Listing Regulations, a separate Meeting of Independent Directors of the Company was held on **February 10, 2025** to review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, which is necessary to effectively and reasonably perform and discharge their duties. 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.

32. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The familiarization program aims to provide Independent Directors with the Telecommunication 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 at <https://www.cistrotelelink.com/policies.html>.

33. STATEMENT ON CORPORATE SOCIAL RESPONSIBILITY:

The Provision of Section 135 of the Companies Act, 2013 read with Rule 8 of Companies Corporate Social Responsibility (Policy) Rules, 2014, was not applicable to the Company as the Net worth, Turnover and Net profit of the Company was under the triggering limits during the year under review.

34. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN & WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

In compliance of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, ("Act"), the Company has circulated the Prevention, Prohibition and Redressal against Sexual Harassment of Women Employees at Workplace Policy ("Policy"). During the year, the Company received no complaints of sexual harassment. Further training was conducted to increase the awareness of employees. The Company was not required to established a Core Complaints Redressal Committee at the Corporate Office.

Disclosures in relation to the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013

- i. Number of complaints filed during the financial year - NIL
- ii. Number of complaints disposed of during the financial year - NIL
- iii. Number of complaints pending as on end of the financial year - NIL
- iv. Nature of actions(s) taken by the employer or the district officer - NA
- v. Number of workshops/awareness programs conducted by the employer to increase awareness about sexual harassment at workplace - NIL

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.

35. ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS:

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.

36. VIGIL MECHANISM POLICY/WHISTLE BLOWER POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Company has established a vigil mechanism policy to oversee the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to Savita Bhavinkumar Thakkar, The Chairperson of the Audit committee of the Company in appropriate and exceptional cases. The detailed whistle blower policy of the Company is Uploaded and may be accessed on the Company website i.e. at <https://www.cistrotelelink.com/policies.html>.

37. REPORTING OF FRAUD BY AUDITORS:

During the year under review, the Internal Auditors, Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

38. AUDIT AND AUDITORS:

(i) INTERNAL AUDITOR;

On recommendation of Audit Committee, the Board of Directors of the Company at its meeting held on July 01, 2024 has appointed M/s. Phophalia S & Associates, Chartered Accountants, as internal auditor of the Company for financial year 2024 -25 on such remuneration as may be decided by management of the Company with the mutual consent of the Auditor.

(ii) STATUTORY AUDITOR;

The Members of the Company at their 30th (Thirtieth) Annual General Meeting held on Tuesday, September 27, 2022 on the recommendation of Audit Committee appointed M/s. B. Chordia & Co. Chartered Accountants (Firm Registration No. 121083W) as Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of 30th (Thirtieth) Annual General Meeting till the conclusion of 35th (Thirty- Fifth) Annual General Meeting to be held in the year 2027.

(iii) **SECRETARIAL AUDITOR;**

On recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on July 01, 2024 have appointed M/s. HSPN & Associates LLP, Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2024 -25 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, the Secretarial Audit Report issued by M/s. HSPN & Associates LLP, Company Secretaries for the financial year 2024 -2025 is annexed herewith and forms part of this report as "*Annexure -III*".

Further the recommendation for the Appointment of M/s. HSPN & Associates LLP, Company Secretaries as Secretarial Auditors of the Company to carry out the Secretarial Audit for the period of Five (5) years (i.e. from 2025-26 to 2029-30) has been made for the shareholders' approval at the Thirty -Third (33RD) Annual General Meeting of the Company.

(iv) **COST AUDITOR AND COST AUDIT;**

Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the financial 2024 -25. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

Furthermore, The Company was not required to appoint Cost Auditor under the provisions of section 148 of the Companies Act, 2013 as the same was not applicable to the Company during the financial year under review.

39. EXPLANATION OR COMMENTS BY THE BOARD OF DIRECTORS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditor in his report made for the financial year under review.

40. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS:

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

41. 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.

42. DIRECTORS' RESPONSIBILITY STATEMENT:

- a. In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirm that:
 - i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure;
 - ii. 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 and loss of the Company for that period;
 - iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - iv. the Directors had prepared the annual accounts on a going concern basis;
 - v. 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; and
 - vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

43. DISCLOSURE UNDER RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

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 <https://www.cistrotelelink.com/policies.html>.

44. PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as of March 31, 2025.

45. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

No such events occurred during the year under review.

46. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

No such events occurred during the year under review.

47. THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961:

The Company has complied with the provision relating to the Maternity Benefit Act, 1961.

48. OTHER DISCLOSURES:

a. Change in Registrar and Share Transfer Agent R&TA):

During the year under review, the Board of Directors at its meeting held on **February 10, 2025**, approved the proposal for change in the Company's **Registrar and Transfer Agent (RTA)** from **Satellite Corporate Services Private Limited to Ankit Consultancy Private Limited**, a SEBI Category-I RTA (SEBI Registration No. INR000000767), having its office at 60, Pardeshipura Electronic Complex, Indore, Madhya Pradesh. The change has been approved with the objective of ensuring smooth and efficient services to the Company's shareholders.

b. AGM Extension:

- i. The Board, through a circular resolution dated 11th August 2025, approved seeking an extension of three months for holding the AGM, and an application has been submitted to the Registrar of Companies. This is the Company's first such request, arising solely due to ongoing NCLT proceedings. Based on the Company's application submitted to the Registrar of Companies, Madhya Pradesh, seeking

additional time for holding the Annual General Meeting (AGM) for the financial year ended 31st March 2025, the Registrar, vide approval letter dated 04 September 2025, has granted an extension of **1 month and 15 days** under Section 96(1) of the Companies Act, 2013.

- ii. Further as the petition for reduction of share capital filed before the Hon'ble NCLT, Indore Bench, was still pending for final hearing. In view of the same and to avoid presenting incomplete or inaccurate financials, the Board, through a circular resolution dated 17 October 2025, has approved seeking a further extension to hold the AGM up to 31 December 2025, and the application has been submitted to the Registrar of Companies. Based upon the Application the Registrar, vide approval letter dated 04 November 2025, has granted an additional extension of **1 month and 15 days** under Section 96(1) of the Companies Act, 2013, considering the circumstances explained by the Company. Accordingly, the Company is permitted to hold its AGM within the extended period, and the Board confirms that the AGM will be convened within this revised timeline.

49. MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MD&A)

The Management Discussion and Analysis Report (MD&A), prepared in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms an important part of the Company's statutory disclosures for the year under review.

The MD&A provides detailed information on the industry structure, business operations, financial performance, risks, opportunities, internal control systems, and the future outlook of the Company.

In compliance with the regulatory requirements, the MD&A has been annexed to this Board's Report as *Annexure -I* and shall be read as an integral part of the Annual Report.

50. CEO AND CFO CERTIFICATION

The CEO and CFO Certification, issued in accordance with the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been obtained for the financial year under review. The certification confirms the accuracy of the financial statements, the establishment and maintenance of internal controls, and the compliance of the Company with all applicable laws and regulatory requirements.

In compliance with the aforesaid regulations, the CEO and CFO Certification has been attached to this Board's Report as *Annexure -II* and shall be read as an integral part of the Annual Report.

51. ACKNOWLEDGEMENTS:

Your directors place on records their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your directors deeply appreciate the committed efforts put in by employees at all levels, whose continued commitment and dedication contributed greatly to achieving the goals set by your Company. Your directors

also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

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

**Sd/-
Arun Kumar Sharma
Chairman and Non- Executive Director
DIN: 00369461
Date: November 14, 2025
Place: Indore, MP**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE AND DEVELOPMENT:

The industry is showing some improvement & your directors are expecting better Industrial Development in the coming years.

B. SEGMENTWISE PERFORMANCE:

The Company is engaged in Telecommunication services and this may be considered as the only segment. Therefore, the requirement of segment wise reporting is not applicable.

C. OPPORTUNITIES / OUTLOOK:

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

D. THREATS:

The major threats for the company are competition from the Government Policies.

E. RISKS AND CONCERNS:

Your company is taking adequate measures to safeguard against Risks & Concerns.

F. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

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

G. HUMAN RESOURCES POLICIES:

Your company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the company to actuate the talent by providing opportunities to develop themselves within the organization.

H. CAUTIONARY STATEMENT:

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

I. RATIO ANALYSIS:

Particulars	2024-25	2023-24	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	100.30	6.52	93.78
Debt Equity Ratio	0.00	0.00	0.00
Operation of Profit Margin Ratio %	-126.37	8.40	-134.77
Net Profit Margin Ratio %	-91.22	-435.21	343.99
Return on Net wealth %	-5.87	-48.06	42.19

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

Sd/-

**Arun Kumar Sharma
Chairman and Non- Executive Director
DIN: 00369461
Date: November 14, 2025
Place: Indore, MP**

CEO/CFO CERTIFICATION

To,
The Board of Director,
Cistro Telelink Limited

I, Pyarelal Gulabchand Verma, Chief Financial Officer of the Company do hereby certify that:

1. I have reviewed the financial statement and the cash flow statements for the year ended 31st March, 2025 and that to the best of my 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 my knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2025 which are fraudulent, illegal or violative of the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Company and I 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. I have indicated to the auditors and the Audit Committee:
 - a. Significant changes, if any, in internal control over financial reporting during the year;
 - b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and.
 - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR CISTRO TELELINK LIMITED

Sd/-

Pyarelal Gulabchand Verma

Chief Financial Officer

Date: November 14, 2025

Place: Indore, MP

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

I, Pyarelal Gulabchand Verma, CFO of Cistro Telelink Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2025.

FOR CISTRO TELELINK LIMITED

Sd/-

Sudama Patel

Whole Time Director

DIN: 10132041

Date: November 14, 2025

Place: Indore, MP

**Secretarial Audit Report
Form No. MR-3**

FOR FINANCIAL YEAR ENDED ON 31ST MARCH 2025

[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 LTD.

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on **31st March, 2025**, 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, minute books, Forms and returns filed and other records maintained by **CISTRO TELELINK LTD** ("The Company"), for the year ended on 31st March, 2025 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as given below: Company being into trading business, the management informed us that no specific industrial law is applicable to the Company. Accordingly, we have not covered any industry specific laws in our report.

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

- a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned elsewhere in this report.

We further report that:

1. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act:
 - v. Payal Sureshkumar Jeerawala resigned from the post of Company Secretary and Compliance Officer of the Company, w.e.f. April 13, 2024 due to personal reasons.
 - vi. Appointment of Ms. Vinita Goyal as Company Secretary and Compliance Officer of the Company w.e.f. June 19, 2024.
 - vii. Savita Bhavinkumar Thakkar (DIN: 07192068) was appointed as an Additional Director (Non-Executive & Independent) w.e.f. December 06, 2024 for a period of 5 (Five) years.
 - viii. Renu Singh the (DIN: 00860777) Director (Non-Executive & Independent) resigned from the position from the Company due to other professional commitments w.e.f. December 03, 2024.
 - ix. The Second term of Ganesh Sahebrao Saindane (DIN:06647090) completed as Independent Director, accordingly upon completion of his second term his tenure as

Independent Director and Director of the Company ceased with effect from March 26, 2025.

2. During the year under review following changes within the Committees of the Board were taken place;
 - i. Renu Singh resigned from the Board of the Company w.e.f. December 03, 2024, accordingly ceased to be the Chairman and Member of the Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
 - ii. Savita Bahvinkumar Thakkar was appointed as Member and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f. 06/12/2024.
 - iii. Ganesh Saindane ceased to be the Independent Director of the Company pursuant to expiry of his second term w.e.f. March 26, 2025, accordingly ceased to be the Member of the Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
 - iv. Harilal Singh Jhabar was appointed as Member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f. 27/03/2025.
 - v. The Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee was reconstituted twice during the year i.e. on 06/12/2024 and 27/03/2025.

As on the date of the report the Company is in compliance with the provision of the Composition of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee as prescribed under the Companies Act, 2013.

3. 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.
4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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;

- a. During the year, the Company received an Adjudication Order from the Registrar of Companies, Gwalior, imposing penalties under Section 454 of the Companies Act, 2013 for non-compliance with Section 203(1) relating to the delayed appointment of a Whole-Time Company Secretary. The Company filed an appeal before the Regional Director, North Western Region, Ahmedabad, who directed payment of the penalty within 90 days. In compliance with the said direction, the Company has paid the penalty amounting to Rs. 5,68,000/-. Accordingly, no amount remains outstanding and the matter now stands fully complied with.
- b. During the year, the Board at its meeting held on 19 June 2024 approved a Scheme of Reduction of Share Capital under Section 66 of the Companies Act, 2013, to clean up accumulated losses and present a strengthened financial position. The proposal provides for reducing the paid-up capital from ₹5,13,43,000 to ₹3,08,05,800 by writing off ₹2,05,37,200 of accumulated losses, without any payout to shareholders and without altering the shareholding pattern. The shareholders approved the Scheme at the 32nd AGM held on 25 July 2024. The Company obtained in -principal approval from BSE Limited on 09 December 2024 after submitting the required clarifications. A petition in Form RSC-1 was filed with the Hon'ble NCLT, Indore Bench, on 13 January 2025, which has since been admitted, and all directions of the Tribunal have been complied with. The matter is currently pending for final hearing and approval.
- c. During the year under review, the Board of Directors at its meeting held on **February 10, 2025**, approved the proposal for change in the Company's **Registrar and Transfer Agent (RTA)** from **Satellite Corporate Services Private Limited to Ankit Consultancy Private Limited**, a SEBI Category-I RTA (SEBI Registration No. INR000000767), having its office at 60, Pardeshipura Electronic Complex, Indore, Madhya Pradesh. The change has been approved with the objective of ensuring smooth and efficient services to the Company's shareholders. The effective date of the appointment of Ankit Consultancy Private Limited (new RTA) is 28.03.2025.
- d. At the 32nd Annual General meeting of the Company;
 - iv. Mr. Arun Kumar Sharma Non-Executive Director (DIN: 00369461) who retired by rotation under section 152(6) of the Companies Act, 2013 and being eligible, offered himself for reappointment at the 32nd Annual General Meeting and subsequently appointed as Director of the Company.
 - v. Regularisation of Mr. Harilal Singh Jhabar Ram Farhan (DIN: 05124923) as a Non-Executive & Independent Director of the Company, who was appointed as an Additional Director (Independent & Non-Executive) w.e.f. February 06, 2024, for a term of five (5) years, pursuant to the resolution passed by the Board of Directors at its meeting held on February 06, 2024.
 - vi. Regularisation of Mr. Sudama Patel (DIN: 10132041) as Whole -Time Director (Executive Director) of the Company w.e.f. 06th February, 2024 for a period of 5

years, pursuant to the resolution passed by the Board of Directors at its meeting held on February 06, 2024.

- vii. Members Approval were obtained to Make Investment, Give Loans, Guarantee and provide securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013, for an amount not exceeding INR 50,00,00,000 (Indian Rupees Fifty Crores Only).

We further Report that;

- i. The Board, through a circular resolution dated 11th August 2025, approved seeking an extension of three months for holding the AGM, and an application has been submitted to the Registrar of Companies. This is the Company's first such request, arising solely due to ongoing NCLT proceedings. Based on the Company's application submitted to the Registrar of Companies, Madhya Pradesh, seeking additional time for holding the Annual General Meeting (AGM) for the financial year ended 31st March 2025, the Registrar, vide approval letter dated 04 September 2025, has granted an extension of **1 month and 15 days** under Section 96(1) of the Companies Act, 2013.
- ii. Further as the petition for reduction of share capital filed before the Hon'ble NCLT, Indore Bench, was still pending for final hearing. In view of the same and to avoid presenting incomplete or inaccurate financials, the Board, through a circular resolution dated 17 October 2025, has approved seeking a further extension to hold the AGM up to 31 December 2025, and the application has been submitted to the Registrar of Companies. Based upon the Application the Registrar, vide approval letter dated 04 November 2025, has granted an additional extension of **1 month and 15 days** under Section 96(1) of the Companies Act, 2013, considering the circumstances explained by the Company. Accordingly, the Company is permitted to hold its AGM within the extended period, and the Board confirms that the AGM will be convened within this revised timeline.

For HSPN & ASSOCIATES LLP
Company Secretaries

Sd/
Kunal Vijay Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860

Date: November 14, 2025
Place: Mumbai
ICSI UDIN: A075123G001884392
PEER REVIEW NO: 6035/2024

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

Annexure -A

To,
The Members,
CISTRO TELELINK LIMITED
206, Airen Heights, AB Road,
Indore MP 452010.

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 Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.
5. The Compliance of the provisions of applicable laws, rules, regulations, standards is the responsibility of Management. Any fraud, error, misstatements arising, if any would be the responsibility of the Board and Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For HSPN & ASSOCIATES LLP
Company Secretaries
Sd/-

Kunal Vijay Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860

Date: November 14, 2025
Place: Mumbai
ICSI UDIN: A075123G001884392
PEER REVIEW NO: 6035/2024

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 2025, 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, 2025, and loss, (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)ⁱ and cash flows of the Company in accordance with¹ 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,2020 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraph 3 & 4 of the Order.

2. As required by section 143(3) of the Act, we further report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement and Statement of changes in Equity dealt with this report are in agreement with the books of Accounts;
 - (d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with relevant rules thereunder as amended;
 - (e) On the basis of written representation received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
 - (i) 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.

4. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv)(a) and (iv)(b) contain any material mis-statement.

5. The company has not paid/declared any dividend during the years and hence compliance of section 123 of the Act is not applicable on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv)(a) and (iv)(b) contain any material mis-statement.

For B. Chordia & Co.

Chartered Accountant

FRN: 121083W

Sd/-

Vikas Chordia

Partner

Membership No. 158536

Place: Surat

Date: 22/04/2025

UDIN: 25158536BMIRKT3326

ANNEXURE "A" TO THE AUDITOR'S REPORT

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) (A) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;						Not Applicable
	(B) whether the company is maintaining proper records showing full particulars of intangible assets;						Not Applicable
	(b) whether these Property, Plant and Equipment 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;						Not Applicable
	(c) whether the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, if not, provide the details thereof in the format below:-						Not Applicable
	Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company*	
	-	-	-	-	-	*also indicate if in dispute	
	(d) whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets						Not Applicable
	(e) whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so, whether the company has appropriately disclosed the details in its financial statements						Not Applicable

(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account;	Yes
	(b) whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company, if not, give details;	Not Applicable
(iii)	whether during the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, if so,- (a) whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans], if so, indicate-	Yes yes
	(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates;	Not Applicable
	(B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates;	Annex-1
	(b) whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;	No
	(c) in respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	Not Applicable
	(d) 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;	Not Applicable

	(e) whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties, if so, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year [not applicable to companies whose principal business is to give loans];	Not Applicable
	(f) whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;	No
(iv)	in respect of loans, investments, guarantees, and security, whether provisions of sections 185 and 186 of the Companies Act have been complied with, if not, provide the details thereof	Yes
(v)	in respect of deposits accepted by the company or amounts which are deemed to be 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 and the rules made 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;	Not Applicable
(vi)	whether maintenance of cost records has been specified by the Central Government under sub- section (1) of section 148 of the Companies Act and whether such accounts and records have been so made and maintained;	Not Applicable
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated	Yes
	(b) where statutory dues referred to in sub-clause (a) 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);	NA
(viii)	whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously	No

	unrecorded income has been properly recorded in the books of account during the year					
(ix)	(a) whether the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, if yes, the period and the amount of default to be reported as per the format below					No
	Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
		*lender wise details to be provided in case of defaults to banks, financial institutions and Government.				
	(b) whether the company is a declared wilful defaulter by any bank or financial institution or other lender;					No
	(c) whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported;					No
	(d) whether funds raised on short term basis have been utilised for long term purposes, if yes, the nature and amount to be indicated					No
	(e) whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transactions and the amount in each case;					No
	(f) whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the company has defaulted in repayment of such loans raised;					No
(x)	(a) whether moneys raised by way of initial public offer or further public offer (including debt instruments) during the year 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;					Not Applicable
	(b) whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were					Not Applicable

	raised, if not, provide details in respect of amount involved and nature of non-compliance;	
(xi)	(a) whether any fraud by the company or any fraud on the company has been noticed or reported during the year, if yes, the nature and the amount involved is to be indicated;	No
	(b) whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;	No
	(c) whether the auditor has considered whistle-blower complaints, if any, received during the year by the company;	Not Applicable
(xii)	(a) whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability;	Not Applicable
	(b) whether the Nidhi Company is maintaining ten per cent. unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	Not Applicable
	(c) whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof;	Not Applicable
(xiii)	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards	Yes
(xiv)	(a) whether the company has an internal audit system commensurate with the size and nature of its business;	Yes
	(b) whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor;	Yes
(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 have been complied with;	No
(xvi)	(a) whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and if so, whether the registration has been obtained;	Not Applicable
	(b) whether the company has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934	Not Applicable
	(c) whether the company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, if so, whether it continues to fulfil the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfil such criteria;	Not Applicable

	(d) whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group;	Not Applicable
(xvii)	whether the company has incurred cash losses in the financial year and in the immediately preceding financial year, if so, state the amount of cash losses	Yes CY 1646317/- PY 14283771/-
(xviii)	whether there has been any resignation of the statutory auditors during the year, if so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors;	No
(xix)	on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;	Yes
(xx)	(a) whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;	Not Applicable
	(b) whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;	Not Applicable
(xxi)	whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks.	Not Applicable

Annex-1

Name	Amount
Aircommand Airtechnics Ltd	5320000
Charnajit Obhan	1000000
Pankaj Jain HUF	1500000
Saumya Processors Pvt Ltd	2623904
Rani Obhan	1000000

Vijay Obhan	1000000
Vimal Lunia HUF	6000000
Sinecure Infrastructure (P) Ltd	8050000
Total	26493904

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 Castro Telelink Ltd** ("the Company") as on 31st March 2025 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 Controlling(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 o 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 responsible 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 and 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 transaction 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 31st March 2025, 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 B. Chordia & Co.

Chartered Accountant

FRN: 121083W

Sd/-

Vikas Chordia

Partner

Membership No. 158536

UDIN: 25158536BMIRKT3326

Place: Surat

Date: 22/04/2025

CISTRO TELELINK LIMITED

BALANCE SHEET AS AT 31.03.2025

PARTICULRAS	NOTE	Amt in Hundreds	
		CURRENT YEAR	PRE. YEAR
ASSETS			
Non-Current Assets			
Property, Plant & Equipments	1	0.00	0.00
Capital Work in Progress		0.00	0.00
Intangible Assets		0.00	0.00
Intangible Assets under Development		0.00	0.00
Financial Assets			
Investments	2	0.00	0.00
Loans & Advances	3	264,939.04	295,071.23
Other Financial Assets	4	5,825.98	707.45
Other Non-current Assets	5	0.00	0.00
Total Non-current Assets		270,765.02	295,778.68
Current Assets			
Inventories		0.00	0.00
Financial Assets			
Investments		0.00	0.00
Trade Receivables	6	0.00	0.00
Cash & Cash Equivalents	7	10,029.99	1,629.50
Loans		0.00	0.00
Other Financial Assets		0.00	0.00
Other Current Assets		0.00	0.00
Total Current Assets		10,029.99	1,629.50
Total Assets		280,795.01	297,408.18
EQUITY AND LIABILITIES			
Equity			
Equity Capital	8	513,430.00	513,430.00
Other Equity	9	(232,734.99)	(216,271.82)
Total Equity		280,695.01	297,158.18
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Lease Liabilities		0.00	0.00
Borrowings	10	0.00	0.00
Provisions		0.00	0.00
Deferred Tax Liabilities (Net)		0.00	0.00
Other Non-Current Liabilities		0.00	0.00
Toal Non-current Liabilities		0.00	0.00
Current Liabilities			
Financial Liabilities			
Lease Liabilities		0.00	0.00
Borrowings		0.00	0.00
Trade Payables			
Total Outstanding dues of Micro & Small Ent	11	0.00	0.00
Total Outstanding dues other the above		0.00	0.00
Other Financial Liabilities		0.00	0.00

Other Current Liabilities		12		100.00	250.00
Total Current Liabilities				100.00	250.00
Total Liabilities				100.00	250.00
Total Equity and Liabilities				280,795.01	297,408.18

AS PER OUR REPORT OF EVEN DATE

FOR B CHORDIA & CO
CHARTERED ACCOUNTANTS

Sd/-

(VIKAS CHORDIA)

PARTNER

M.NO 158536

FRN.121083W

UDIN: 25158536BMIRKT3326

PLACE: INDORE

DATE: 22/04/2025

FOR CISTRO TELEINK LTD

Sd/-

Arun Kumar
Sharma

Director

DIN:00369461

Sd/-

Pyarelal Verma
CFO

Sd/-

Sudama Patel

Whole Time Director

DIN: 10132041

Sd/-

Vinita Goyal
Company Secretary &
Compliance Officer

CISTRO TELELINK LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2025

		Amt in Hundred		
PARTICULARS	NOTE	CURRENT YEAR	PRE YEAR	
INCOME				
Value of sales	13	13,027.44	23,670.27	
Revenue from operations		13,027.44	23,670.27	
Other Income	14	5,019.71	9,150.35	
Total Income		18,047.15	32,820.62	
EXPENSES				
Cost of Material Consumed		0.00	0.00	
Purchase of Stock-in-trade		10,647.94	18,270.23	
Changes in inventories of FG, WIP, Stock		0.00	0.00	
Excise Duty & Service Tax		0.00	0.00	
Employee benefit Expenses	15	4,282.00	4,497.83	
Finance costs		0.00	0.00	
Depreciation		0.00	0.00	
Other expenses	16	19,580.38	8,063.36	
Total Expenses		34,510.32	30,831.42	
Profit Before exceptional items and Tax		(16,463.17)	1,989.20	
Exceptional Items		0.00	(144,826.91)	
		(16,463.17)	(142,837.71)	
Profit Before Tax				
Tax Expenses				
(1) Current Tax		0.00	0.00	
(2) Deferred Tax		0.00	0.00	
Profit after Tax		(16,463.17)	(142,837.71)	
Other Comprehensive Income				
Item that will not be re-classified to Profit & Loss		0.00	0.00	
Income Tax related to above		0.00	0.00	
Item that will be re-classified to Profit & Loss		0.00	0.00	
Total Other Compressive income for the year (net)		0.00	0.00	
Total Compressive income for the year		(16,463.17)	(142,837.71)	
Earning per equity share				
(1) Basic		(0.03)	(0.28)	
(2) Diluted		(0.03)	(0.28)	

AS PER OUR REPORT OF EVEN DATE

FOR CISTRO TELEINK LTD

FOR B CHORDIA & CO
CHARTERED ACCOUNTANTS
Sd/-

(VIKAS CHORDIA)
PARTNER
M.NO 158536
FRN.121083W
UDIN: 25158536BMIRKT3326
PLACE: INDORE

DATE :22/04/2025

Sd/-
Arun Kumar Sharma
Director
DIN:00369461

Sd/-
Pyarelal Verma
CFO

Sd/-
Sudama Patel
Whole Time Director
DIN: 10132041

Sd/-
Vinita Goyal
Company Secretary &
Compliance Officer

CISTRO TELELINK LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2025

Particulars		Amt in Hundred	
		Year Ended	
		31.03.2025	31.03.2024
A. CASH FLOW FROM OPERATING ACTIVITY	-		
Profit before Taxation	-	(16463.17)	(142837.71)
Adjustment for:			
Depreciation		0.00	0.00
Operating Profit before working capital changes		(16463.17)	(142837.71)
<u>Changes in working capital:-</u>	-		
Increase/(Decrease) in trade payables		0.00	(9524.37)
Increase/(Decrease) in other current liabilities		(150.00)	(23474.62)
Increase/(Decrease) in short term provision		0.00	0.00
Increase/(Decrease) in other Long-term borrowings		0.00	0.00
Increase/(Decrease) in other short-term borrowings		0.00	0.00
(Increase)/Decrease in trade receivables		0.00	4376.82
(Increase)/Decrease in inventories		0.00	0.00
(Increase)/Decrease in Financial Assets		0.00	0.00
(Increase)/Decrease in Other Financial Assets		(5118.53)	2410.08
(Increase)/Decrease in Other non-current Assets		0.00	49050.90
(Increase)/Decrease in Long Term loans and advances		30132.19	(175158.62)
(Increase)/Decrease in Short Term loans and advances		0.00	0.00
Increase/(Decrease) in Deffered tax		0.00	0.00
Increase/(Decrease) in last year provision		0.00	0.00
		24863.66	(152319.81)
Cash generated from Operations		8400.49	(295157.52)
Less:- Taxes paid (For previous year)		0.00	0.00
Net Cash generated from operations before extraordinary items		8400.49	(295157.52)
Extraordinary items		0.00	0.00
Net Cash generated from operating activities	(A)	8400.49	(295157.52)
B. CASH FLOW FROM INVESTING ACTIVITY	-		
Fixed Asset Purchased/Write off		0.00	8276.01
Net Cash generated from Investing activities	(B)	0.00	8276.01
C. CASH FLOW FROM FINANCING ACTIVITY	-		
(Increase)/Decrease in Investments		0.00	16000.00
Increase/(Decrease) in Borrowings		0.00	(9198.44)

Net Cash generated from Financing activities	(C)	0.00	6801.56
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)		8400.49	(280079.95)
CASH & CASH EQUIVALENTS, AT THE BEGINNING OF YEAR		1629.50	281709.45
CASH & CASH EQUIVALENTS, AT THE END OF YEAR		10029.99	1629.50
Note:			
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".			

AS PER OUR REPORT OF EVEN DATE

FOR B CHORDIA & CO
CHARTERED ACCOUNTANTS
Sd/-

(VIKAS CHORDIA)
PARTNER
M.NO 158536
FRN.121083W
UDIN: 25158536BMIRKT3326
PLACE: INDORE

DATE :22/04/2025

FOR CISTRO TELEINK LTD

Sd/-
Arun Kumar
Sharma
Director
DIN:00369461

Sd/-
Pyarelal Verma
CFO

Sd/-
Sudama Patel

Whole Time Director
DIN: 10132041

Sd/-
Vinita Goyal
Company Secretary &
Compliance Officer

CISTRO TELELINK LTD

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.25

PARTICULRAS	NOTE	Amt in Hundreds	
		CURRENT YEAR	PRE YEAR
A. EQUITY SHARE CAPITAL	8		
Balance at the beginning		513,430.00	513,430.00
Changes during the year		0.00	0.00
Balance at the end of reporting period		513,430.00	513,430.00
B. OTHER EQUITY	9		
<u>RESERVES & SURPLUS</u>			
B. RETAINED EARNING			
Balance at the beginning		(216,271.82)	(73,434.11)
Changes during the year		(16,463.17)	(142,837.71)
Balance at the end of reporting period		(232,734.99)	(216,271.82)
		280,695.01	297,158.18

CISTRO TELELINK LIMITED

NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

				Amt in Hundreds	
PARTICULARS				CURRENT YEAR	PRE YEAR
NOTE-1					
<u>FIXED ASSETS</u>					
Factory Building (Building Materials etc)				0.00	0.00
Car				0.00	0.00
				0.00	0.00
NOTE-2					
<u>INVESTMENTS</u>					
Unquoted Fully Paid-up Equity Share of R 10/- each					
160000 Eq Shares Of Brahma Capital & Sec Ltd				0.00	0.00
				0.00	0.00
NOTE-3					
<u>LOANS</u>					
Loans & Advances				264,939.04	295,071.23
				264,939.04	295,071.23
NOTE-4					
<u>OTHER FINANCIAL ASSETS</u>					
TDS				137.67	707.45
OTHER RECEIVABLES				5,688.31	0.00
				5,825.98	707.45
NOTE-5					
<u>OTHER NON-CURRENT ASSETS</u>					
Pre-operative Expenses					
Public Issue Expenses				0.00	0.00
				0.00	0.00
NOTE-6				0.00	0.00
<u>TRADE RECEIVABLE</u>					
Sundry Debtors				0.00	0.00
				0.00	0.00
<u>Trade receivable ageing Schedule 31.03.2025</u>					
	Column1	Column2	Column3	Column4	Column5
Undisputed Trade receivables -Considered God	0.00	0.00	0	0.00	0.00
Undisputed Trade receivables -Significant risk	0	0	0	0.00	0.00
Undisputed Trade receivables -Credit impaires	0	0	0	0.00	0.00
Disputed Trade receivables -Considered God	0	0	0	0.00	0.00
Disputed Trade receivables -Significant risk	0	0	0	0.00	0.00
Disputed Trade receivables -Credit impaires	0	0	0	0.00	0.00
Total	0.00	0.00	0	0.00	0.00
	>1 year	1-2 years	2-3 years	< 3 years	Total
<u>Trade receivable ageing Schedule 31.03.2024</u>					0.00
Undisputed Trade receivables -Considered God	0.00	0	0	0.00	0.00
Undisputed Trade receivables -Significant risk	0	0	0	0.00	0.00
Undisputed Trade receivables -Credit impaires	0	0	0	0.00	0.00
Disputed Trade receivables -Considered God	0	0	0	0.00	0.00
Disputed Trade receivables -Significant risk	0	0	0	0.00	0.00
Disputed Trade receivables -Credit impaires	0	0	0	0.00	0.00
Total	0.00	0	0	0.00	0.00

NOTE-7					
CASH & CASH EQUIVALENTS					
Cash on Hand				8,934.30	1,082.69
Fixed Deposit with Bank				215.55	338.13
Balance with Bank in Current A/c				880.14	208.68
				10,029.99	1,629.50
NOTE-8					
EQUITY					
AUTHORISED SHARE CAPITAL					
56000000 Equity shares of Rs.1/- Each				560,000.00	560,000.00
				560,000.00	560,000.00
ISSUED,SUBSCRIBED & PAID UP SHARE CAPITAL					
51343000 equity Shares Of Rs1/-Each				513,430.00	513,430.00
				513,430.00	513,430.00
				EQUITY	EQUITY
RECONCILAITION OF SHARES OUTSTANDING				(OF RS 1/-)	(OF RS 1/-)
SHARES OUTSTANDING AT THE BEGGINNING OF YEAR				51,343,000	51,343,000
SHARES ISSUED DURING THE YEAR				0	0
SHARES BOUGHT BACK DURING THE YEAR				0	0
SHARES OUTSTANDING AT THE END OF YEAR				51,343,000	51,343,000
Details of shares held by shareholders holding		% Held	% Held	NO OF SHARES	NO OF SHARES
more than 5% of the aggregate shares in the		CY	PY		
company					
Shrikrishna Pandey		15.19	15.19	7,800,000	7,800,000
Gobind Nihlani		6.62	6.62	3,400,000	3,400,000
Savita Bhaliya		9.59	9.59	4,922,000	4,922,000
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					
	Change	% Held	% Held	NO OF SHARES	NO OF SHARES
Details of shares held by promotors holding		CY	PY		
Arun Malhotra	0.00	0.10	0.10	50,000	50,000
Sanjeev Arora	0.00	0.68	0.68	350,000	350,000
NOTE-9					
OTHER EQUITY					
A. PROFIT & LOSS A/C					
OPENING BALANCE				(216,271.82)	(73,434.11)
ADD:CURRENT YEAR PROFIT/(LOSS)				(16,463.17)	(142,837.71)
LESS: ADJUSTMENTS OF EARLIER YEARS				0.00	0.00
CLOSING BALANCE				(232,734.99)	(216,271.82)
NOTE-10					
LONG TERM BORROWINGS					
Ives Leasing & Finance Ltd				0.00	0.00
Sonic Fiscal Services Ltd				0.00	0.00
				0.00	0.00

NOTE-11					
<u>TRADE PAYABLE</u>				0.00	0.00
Sundry Creditors For Supplies & Services				0.00	0.00
<u>Trade Payable ageing Schedule 31.03.2025</u>					
	0	0	0	0.00	0.00
MSME	0.00	0	0	0.00	0.00
Other	0.00	0	0	0.00	0.00
Disputes Dues-MSME	0.00	0	0	0.00	0.00
Disputes Dues-Others	0.00	0	0	0.00	0.00
Total	>1 year	1-2 years	2-3 years	< 3 years	Total
					0.00
<u>Trade Payable ageing Schedule 31.03.2024</u>	0	0	0	0.00	0.00
MSME	0.00	0	0	0.00	0.00
Other	0.00	0	0	0.00	0.00
Disputes Dues-MSME	0.00	0	0	0.00	0.00
Disputes Dues-Others	0.00	0	0	0.00	0.00
Total					
NOTE 12					
<u>OTHER CURRENT LIABILITIES</u>					
Other Current Liabilities				100.00	250.00
				100.00	250.00
NOTE-13					
<u>VALUE OF SALES</u>					
SALES & OTHER OPERATING INCOME				13,027.44	23,670.27
				13,027.44	23,670.27
NOTE-14					
<u>OTHER INCOME</u>					
INTEREST RECEIVED				5,019.71	9,150.35
				5,019.71	9,150.35
NOTE-15					
<u>EMPLOYEE BENEFIT EXPENSES</u>					
SALARIES				4,282.00	4,497.83
				4,282.00	4,497.83
NOTE-15					
<u>OTHER EXPENSES</u>					
AUDIT FEES				440.00	250.00
PROFESSIONAL FEES				885.00	295.00
STOCK EXCHANGE CHARGES				9,161.00	3,835.00
CDSL/NSDL				1,032.50	453.60
RTA EXPS				879.10	865.80
ROC CHARGES				5,000.00	0.00
PRINTING & STATIONERY				1,947.79	2,065.60
BANK CHARGES				7.10	7.04
POSTAGE & GENERAL EXPS				227.89	291.32
				19,580.38	8,063.36

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2025

1. GENERAL

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

2. BASIS OF ACCOUNTING

The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.

3. FIXED ASSETS

Company does not have any fixed assets.

4. INVESTMENTS

Company does not hold any investments.

5. INVENTORIES

Inventory is valued at cost or net realizable value whichever is less.

6. REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.

7. MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.

8. DEFER TAX

The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

9. FOREIGN CURRENCY TRANSACTION

There is no such transaction during the year.

10. CONTINGENT LIABILITIES

There is no any contingent liability.

11. TRADE RECEIVABLE AND PAYABLE

Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.

12. RELATED PARTY TRANSACTIONS

There were no transaction between related concern/parties.

13. Employees Benefit Expenses

Particulars	Current Year	Previous Year
Salary Paid	428200	449783

14. Details of Payment to Auditors

Particulars	Current Year	Previous Year
As Auditor	44000	25000

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

16. Where the company has not used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date, the company shall disclose the details of where they have been used: - Not Applicable

17. If, in the opinion of the Board, any of the assets other than Property, Plant and Equipment, Intangible Assets and non-current investments do not have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated: - Not Applicable

18. Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017: - Not Applicable

19. No Immovable Properties are held by the company.

20. Loans & Advances to Promoters, Directors, KMP & Related parties.

Type Of Borrowers	Amount of Loan in the nature of Loan Outstanding	% to the total Loans & Advances
Promoters	-	-
Directors	-	-
KMPS	-	-
Related Parties	-	-

21. CWIP Ageing: Not Applicable

22. CWIP Completion Schedule: Not Applicable

23. Intangible Tangible Assets under Development: Not Applicable.

24. The Company does not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.

25. The Company does not have borrowings on the basis of security of Current Assets: Not Applicable.

26. The Company is not a declared wilful defaulter by any bank/ financial Institution/ other lender.

27. Relationship with Struck off Companies: - Not Applicable

28. Charges / Satisfaction yet to be registered with ROC beyond the statutory period along with details and reasons thereof: Not Applicable

29. The Company has complied with number of layers prescribed under Section 2(87) of the Act, the name & CIN of such layer of companies along with relationship / extent of holding

30. Ratios

S.NO	TYPE OF RATIO	FORMULA	CY	PY	CHANGE %	Remarks
1	Current Ratio	Current Assets/ Current Liabilities	100.30	6.52	1438.34	A
2	Debt Equity Ratio	Total Debts/ Total Equity Shareholders	0.00	0.00		
3	Debt Service Coverage Ratio	Earning available to Debt Service/ Debt Service	-	-	-	-
4	Return on Equity Ratio	Net Income/Shareholders Equity	-0.05	-0.48	89.58	A
5	Inventory Turnover Ratio	Sales/ Average Inventory	-	-	-	-
6	Trade Receivables Turnover Ratio	Net sales/ Average accounts receivables	0.00	0.00		
7	Trade Payables Turnover Ratio	Net Credit Purchase / Average Trade Payable	-	-	--	-
8	Net Capital Turnover ratio	Net annual sales/ Avg working capital	2.30	0.18	1177.77	A
9	Net Profit Ratio	Profit after tax/ Net Sales *100	-126.37	-603.48	79.05	A
10	Return On Capital Employed	EBIT/Capital Employed*100	-5.86	-48.06	87.89	A
11	Return on Investment	Profit after tax/Share Capital*100	-3.21	-27.82	88.46	A
	A: Increase in Current Assets, Decrease in Loss					

31. Any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards and deviation in this regard shall be explained: - Not Applicable
32. Company has Advanced/ Loaned/ Invested to any other person or entity, incl. foreign entities with the understanding (recorded or otherwise) that the Intermediary shall Lend or invest in Ultimate Beneficiaries Provide Guarantee/ Security/ etc. on behalf of Ultimate Beneficiaries: - Not Applicable
33. Company has Received from any other person or entity, incl. foreign entities with the understanding (recorded or otherwise) that the Company shall Lend or invest in Ultimate

Beneficiaries Provide Guarantee/ Security/ etc. on behalf of Ultimate Beneficiaries. Not Applicable

34. Details of any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme: - Not Applicable
 35. The company not covered under section 135 of the companies act
 36. The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
 37. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.
-