

CONTENTS

Sr. No.	Particulars	Page No.
1.	Corporate Information	1
2.	Notice	2
3.	Directors Report	6
4.	Corporate Governance	9
5.	Management Discussion Report	13
6.	CFO Certification	14
7.	Auditor's Report on Corporate Governance	15
8.	Auditor's Report	16
9.	Balance Sheet	21
10.	Profit & Loss Account	22
11.	Schedules and Notes	23
12.	Cash Flow Statement	32
13.	Proxy Form	33



BOARD OF DIRECTORS:

Mr. Jatin Chawla	:	Director
Mr. Sanjay Agrawal	:	Director
Mr. Prahalad Singh Tomar	:	Director
Mr. Satyendrasingh Gupta *	:	Director
Mr. Pyarelal Varma *	:	Director

* w.e.f. 12th July, 2010

AUDITORS:

S. R. Naredi & Co.
Chartered Accountants,
Membership No.72014
Indore.

BANKERS:

Dena Bank

REGISTRARS & SHARE TRANSFER AGENTS:

Ankit Consultancy Pvt.Ltd.
2nd Floor, Alankar Point,
Geeta Bhavan, Chouraha
A.B. Road, Indore
Madhya Pradesh: 452 001.

REGISTERED OFFICE:

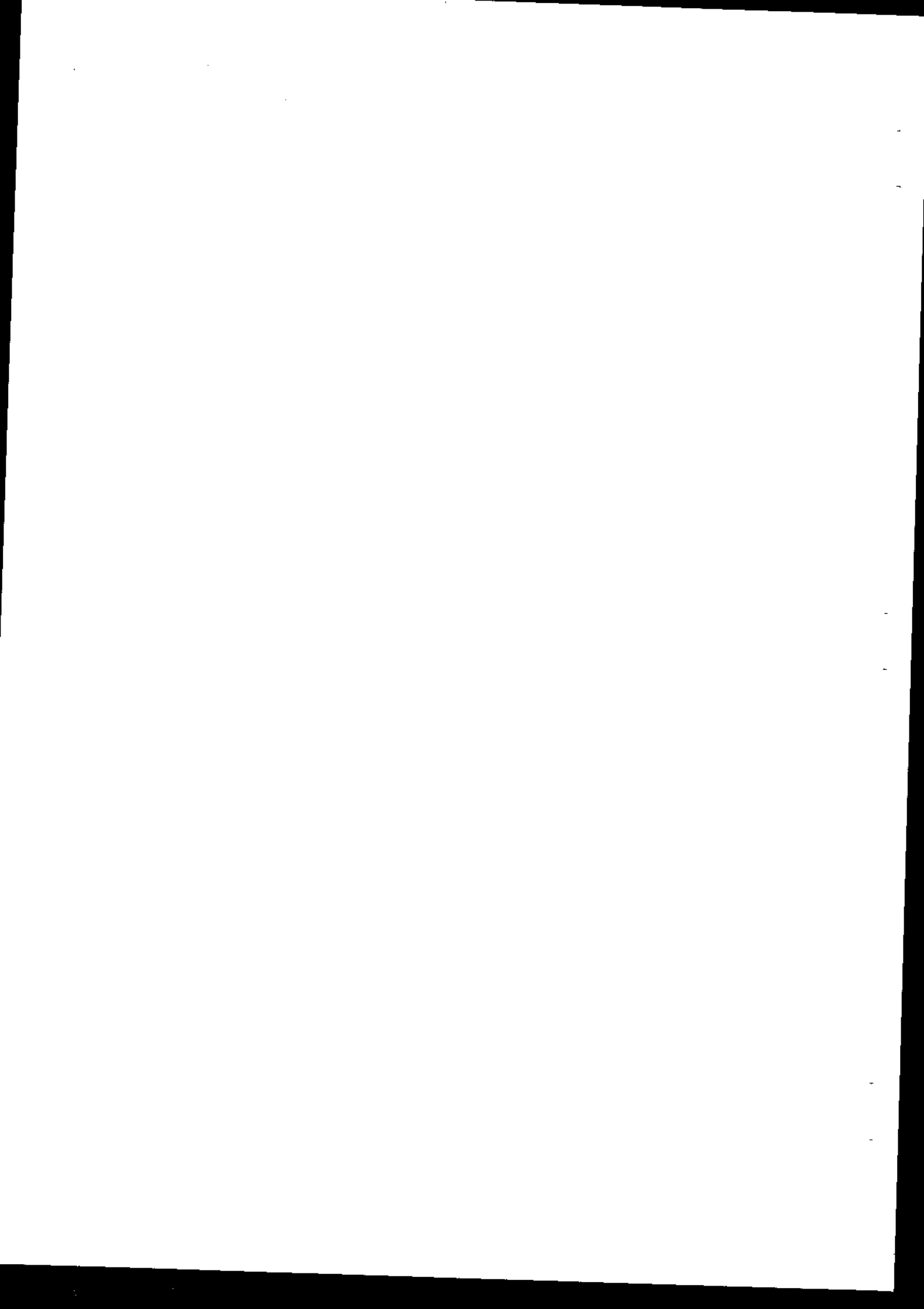
406, Manas Bhavan,
11, R. N. T. Marg,
Indore, Madhya Pradesh – 452 001

SHARES LISTED AT:

Bombay Stock Exchange, Mumbai

ANNUAL GENERAL MEETING:

Date: 30.09.2010
Time: 11.00 A.M.
Place: Registered Office



NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CISTRO TELELINK LIMITED WILL BE HELD ON THURSDAY THE 30TH SEPTEMBER, 2010 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 406, MANAS BHAVAN, 11, R. N. T. MARG, INDORE, MADHYA PRADHESH – 452 001 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts for the year ended 31st March 2010 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jatin Chawla who retires by rotation & being eligible offers himself for re-appointment.
3. To appoint M/s. S.R. Naredi & Co., Chartered Accountants, Indore, retiring Auditors as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modification, the following resolution as an **ordinary resolution**:

“RESOVLED THAT Mr. Satyendra Singh Gupta, who was appointed as an additional Director pursuant to Section 260 of the Companies Act, 1956 during the year w.e.f. 12th July, 2010 to hold the office upto the date of the forthcoming Annual General Meeting, and in respect of whom formalities under Section 257 of the Companies Act 1956 has been complied with proposing her candidature for the post of Director be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. To consider and if thought fit to pass, with or without modification, the following resolution as an **ordinary resolution**:

“RESOVLED THAT Mr. Pyarelal Gulabchand Varma, who was appointed as an additional Director pursuant to Section 260 of the Companies Act, 1956 during the year w.e.f. 12th July, 2010 to hold the office upto the date of the forthcoming Annual General Meeting, and in respect of whom formalities under Section 257 of the Companies Act 1956 has been complied with proposing her candidature for the post of Director be and is hereby appointed as Director of the Company, liable to retire by rotation.”

By Order of the Board
CISTRO TELELINK LIMITED

DATE: 3rd September, 2010.
PLACE: INDORE

Sd/-
P .S. TOMAR
(DIRECTOR)

1. **A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint Proxy To Attend And Vote Instead Of Himself And The Proxy Need Not Be A Member Of The Company.**
2. **A Proxy Form To Be Effective Must Be Lodged With The Registered Office Of The Company At Least 48 Hours Before The Commencement Of The Meeting.**
3. **The Register Of Members And Transfer Books Of The Company Will Be Closed From Wednesday, 22nd September, 2010 To Wednesday, 29th September, 2010 (Both Days Inclusive).**
4. **As A Measure of Economy, Copies of the Annual Reports and Accounts Will Not Be Distributed At the Meeting. Members Are Therefore, Requested To Bring Their Copies To The Meeting.**
5. **Members Are Requested To Produce The Attendance Slip Duly Signed, Sent Along With The Annual Report And Accounts, For Admission To The Meeting Hall.**
6. **Members Who Are Holding Shares In Identical Order Or Names In More Than One Folio Are Requested To Write To The Company To Enable The Company To Consolidate Their Holdings In One Folio.**
7. **Explanatory statement under section 173(2) of the Companies Act, 1956 in respect of the Special Business set above is annexed hereto.**

By Order of the Board
CISTRO TELELINK LIMITED

DATE: 3rd September, 2010.
PLACE: INDORE

Sd/-
P .S. TOMAR
(DIRECTOR)

EXPLANATORY STATEMENT
As required by section 173(2) of the Companies Act, 1956

ITEM NO.4

Mr. Satyendra Singh Gupta, was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 during the year w.e.f. 12th July, 2010 to hold the office upto the date of the forthcoming Annual General Meeting, and in respect of whom formalities under Section 257 of the Companies Act 1956 has been complied with proposing his candidature for the post of Director be and is hereby appointed as Director of the Company, liable to retire by rotation.

The Information about Mr. Satyendra Singh Gupta is as follows:-

Name of the Director	Mr. Satyendra Singh Gupta
Age	46
Expertise in specific functional areas	He has got wide industry experience which will help in growth of the Company.
Directorship in other Indian Public Limited Company & other firms as on 31.03.2010	NIL
Shareholding	NIL

The Company has received a notice, under Section 257 of the Companies Act, 1956 along with the deposit of Rs. 500/-, from a member proposing his candidature as Director of the Company.

The Board considers that his association as Director will be beneficial and in the interest of the Company.

The Board recommends the said resolution for approval of members.

Except Mr. Satyendra Singh Gupta, none of the Directors of the Company are concerned or interested in the said resolution.

ITEM NO.5

Mr. Pyarelal Gulabchand Varma, was appointed as an additional Director pursuant to Section 260 of the Companies Act, 1956 during the year w.e.f. 12th July, 2010 to hold the office upto the date of the forthcoming Annual General Meeting, and in respect of whom formalities under Section 257 of the Companies Act 1956 has been complied with proposing his candidature for the post of Director be and is hereby appointed as Director of the Company, liable to retire by rotation."

The Information about Mr. Pyarelal Gulabchand Varma is as follows:-

Name of the Director	Mr. Pyarelal Gulabchand Varma
Age	44
Expertise in specific functional areas	He has got wide industry experience which will help in growth of the Company.
Directorship in other Indian Public Limited Company & other firms as on 31.03.2010	NIL
Shareholding	NIL

The Company has received a notice, under Section 257 of the Companies Act, 1956 along with the deposit of Rs. 500/-, from a member proposing his candidature as Director of the Company.

The Board considers that his association as Director will be beneficial and in the interest of the Company.

The Board recommends the said resolution for approval of members.

Except Mr. Pyarelal Gulabchand Varma, none of the Directors of the Company are concerned or interested in the said resolution.

DIRECTORS' REPORT

To,
The Members,
CISTRO TELELINK LIMITED.

Your Directors have great pleasure in presenting DIRECTORS' REPORT along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March, 2010.

FINANCIAL RESULTS:

The financial Results are briefly indicated below:

PARTICULARS	(Amt in Rs.)	
	For the year ended on	
	31.03.2010	31.03.2009
Total Income	13,69,000	NIL
Total Expenditure	17,18,000	9,015
Profit/ [Loss] before Taxation	(186947)	(9,015)
Add: Short Provision for taxation for earlier years	NIL	NIL
Interest on loan written back under OTS	NIL	NIL
Profit/ (loss) after Taxation	(1,86,947)	(9,015)
Loss Brought Forward	(12,18,327)	(12,09,312)
Balance carried to Balance Sheet	(1,405,274)	(12,18,327)

FINANCIAL OPERATIONS:

The Company has suffered losses of Rs. 1,86,947/- during the financial year. Your Directors are expects to achieve better performance in future and taking maximum efforts to control the cost and optimize the results in the coming year.

DIVIDEND:

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

DEPOSITS:

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

PARTICULARS OF EMPLOYEES:

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

SHARE CAPITAL:

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

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Pyarelal Gulabchand Varma and Mr. SatyendraSingh Gupta, were appointed as an additional Directors pursuant to Section 260 of the Companies Act, 1956 during the year w.e.f. 12th July, 2010 to hold the office upto the date of the forthcoming Annual General Meeting; hence members are requested to re-appoint them in the forthcoming Annual General Meeting of the Company.

During the year Mr. Jatin Chawla, Director, retire by rotation and being eligible has offered himself for re-appointment. The members are requested to re-appoint them in the forthcoming Annual General Meeting.

SUBSIDIARIES:

Since the Company has no subsidiaries, provision of section 212 of the Companies Act, 1956 is not applicable to the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms;

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

CORPORATE GOVERNANCE CODE:

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

LISTING:

The company's shares are listed at the Bombay Stock Exchange. However due to non-compliances of the Listing Agreement/ the shares are suspended from trading. Your Board is in the process of complying with the said compliances and revocation of suspension.