

# **CISTRO TELELINK LIMITED**

(L19201MP1992PLC006925)

**22nd  
Annual Report  
2013-2014**

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Om Prakash Madhogarhia  
(DIN -05330865)

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

Mr. Arun Kumar Sharma  
(DIN-00369461)

Non-Executive Director & Compliance officer

Mr. Pyarelal Verma  
(DIN-01691381)

Non-Executive Independent Director

Mr. Prahlad Singh Tomar  
(DIN-02994181)

Non-Executive Independent Director

Ms. Renu Singh  
(DIN-00860777)

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

**AUDITORS:**

**C.P.Jaria & Co**

Chartered Accountants,  
Surat.

**BANKERS:**

The Financial Co-op. Bank Ltd.

**REGISTRAR & SHARE TRANSFER AGENTS:**

Ankit Consultancy Pvt.Ltd.  
60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010  
Email id: - ankit\_4321@yahoo.com  
Tel.:0731-3198601-602, 2551745-46  
Fax: 0731-4065798

**REGISTERED OFFICE:**

206, Airen Heights,  
A.B.Road,  
Indore,  
Madhya Pradesh: 452010.  
Email id:- cistrotelelink@gmail.com  
Tel.: 0731-2555022  
Fax No.:0731-2555722

**SHARES LISTED AT:**

BSE Limited, Mumbai  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001.

**ANNUAL GENERAL MEETING:**

Date: 29<sup>th</sup> September, 2014  
Time: 4.00 P.M.  
Place: Registered Office  
Visit us at [www.cistrotelelink.net](http://www.cistrotelelink.net)

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**NOTICE**

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

**ORDINARY BUSINESS:**

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

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

**SPECIAL BUSINESS:**

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

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

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

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

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

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

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

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

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

By Order of the Board  
**CISTRO TELELINK LIMITED**

Sd/-

DATE : 14<sup>th</sup> AUGUST, 2014  
PLACE : INDORE

**OM PRAKASH MADHOGARHIA**  
**(EXECUTIVE DIRECTOR)**

## NOTES

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

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22<sup>nd</sup> September, 2014 to Monday, 29<sup>th</sup> September, 2014 (both days inclusive).The book closure dates have been fixed in consultation with the Stock Exchanges.
4. As a measure of economy copies of the Annual Report & Accounts will not be distributed at the meeting. Members are therefore requested to bring their copies to the meeting.
5. **Members who hold Shares in physical mode are requested to immediately notify the change of address, if any, and also , in furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to intimate their Email Id, for delivery of Annual Reports, Notices and other documents through electronic mode, to the Registrar and Transfer Agents, Ankit Consultancy Private Limited and can also send confirmation on mail id – ankit\_4321@yahoo.com.**
6. For the convenience of Members and for proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
7. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.
8. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
9. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the meeting. The queries may be addressed to Non Executive Director, Arun Kumar Sharma, Cistro Telelink Limited, 206, Airen Heights, AB Road Indore-452010.
10. Details of Directors seeking appointment or re-appointment at the 22<sup>nd</sup> Annual General Meeting pursuant to clause 49IV (G)(I) of the Listing Agreement with Stock Exchange(s) are mentioned in the Corporate Governance Report forming part of this Annual Report.
11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.
13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/s. Ankit Consultancy Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Electronic copy of the Annual Report for 2013-2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email

IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

17. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's *website* [www.cistrotelelink.net](http://www.cistrotelelink.net) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor *email id*: [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com).

18. Voting through electronic means :

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

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

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

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

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

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

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

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

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

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Cistro Telelink Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
  - a) For CDSL: 16 digits beneficiary ID;
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

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

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital)(Applicable for both demat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN Field. · In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. · Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut-off date</b> in the <b>Dividend Bank details field</b> .

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (x) However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the relevant **EVSN 140826113** of Cistro Telelink Limited on which you choose to vote.
- (xiii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) For Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

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

**Other Instructions:**

- I. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) August 22, 2014.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

19. Corporate Members are requested to send to the Company's Registrar and Transfer agent, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board  
**CISTRO TELELINK LIMITED**

Sd/-

**OM PRAKASH MADHOGARHIA**  
**(EXECUTIVE DIRECTOR)**

**DATE : 14<sup>th</sup> AUGUST, 2014**  
**PLACE : INDORE**

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

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

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

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

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

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

**Item No. 5**

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

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

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

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

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

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

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

**Item No. 6**

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

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

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

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

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

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

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

By Order of the Board  
**CISTRO TELELINK LIMITED**

Sd/-

**OM PRAKASH MADHOGARHIA**  
**(EXECUTIVE DIRECTOR)**

**DATE : 14<sup>th</sup> AUGUST, 2014**  
**PLACE : INDORE**



**DIRECTOR'S REPORT**

To  
The Members  
**CISTRO TELELINK LIMITED.**

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

**FINANCIAL RESULTS:**

The financial Results are briefly indicated below:

(Amt in Rs.)

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

**FINANCIAL OPERATIONS:**

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

**DIVIDEND:**

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

**DEPOSITS:**

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

**SHARE CAPITAL:**

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

**SUBSIDIARIES:**

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

**DIRECTORS:**

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

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

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

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

During the year Mr. Arun Kumar Sharma, Director retires by rotation and being eligible has offered himself for re-appointment. The members are therefore requested to re-appoint him in the forthcoming Annual General Meeting.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

The Board of Directors hereby confirms;

- i. that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. that the directors have selected such accounting policies and applied them consistently and made judgments and