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**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. 12<sup>th</sup> July, 2010

**AUDITORS:**

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

**BANKERS:**

Dena Bank

**REGISTRARS & SHARE TRANSFER AGENTS:**

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

**REGISTERED OFFICE:**

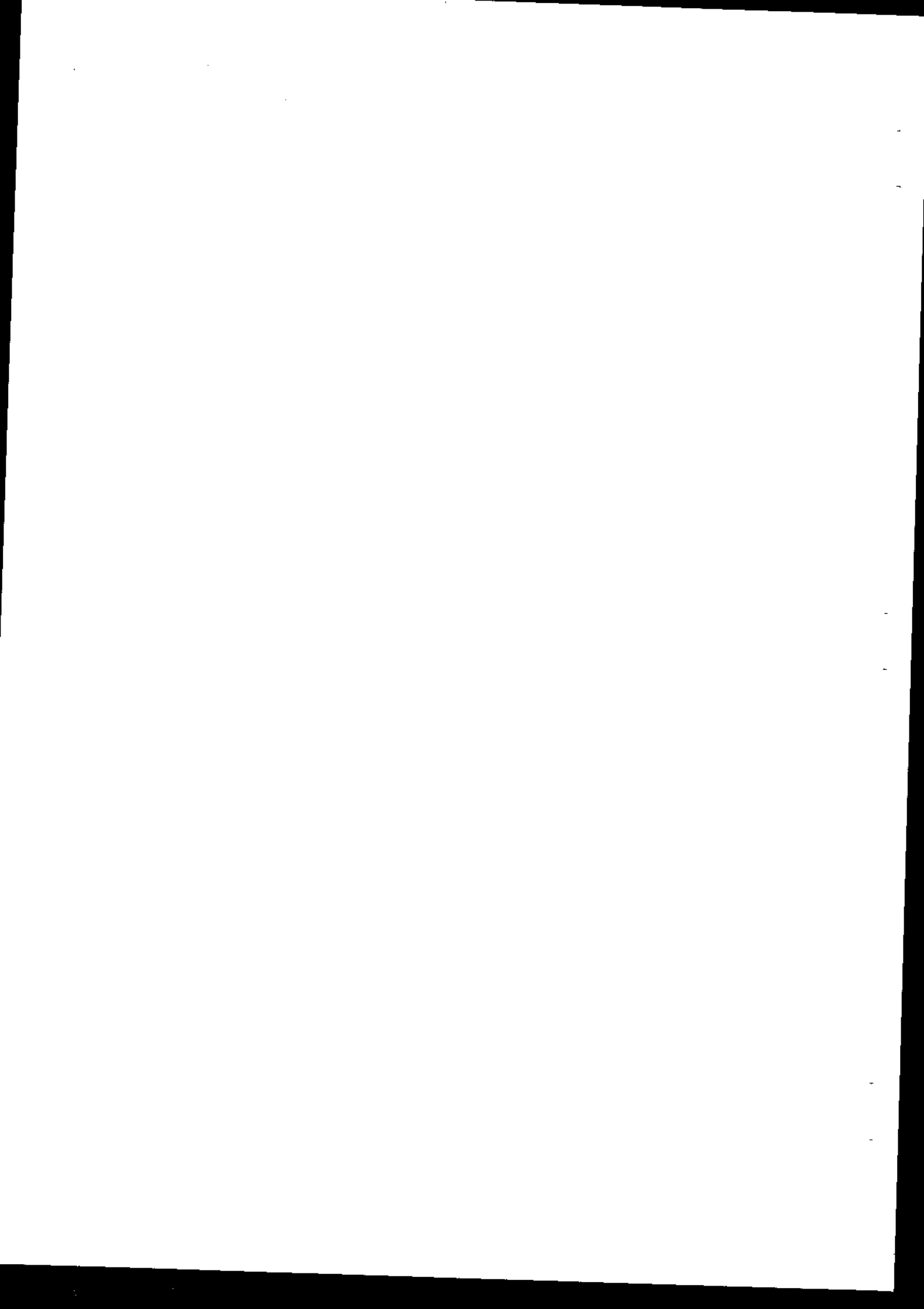
406, Manas Bhavan,  
11, R. N. T. Marg,  
Indore, Madhya Pradesh – 452 001

**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 30<sup>TH</sup> 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 31<sup>st</sup> 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. 12<sup>th</sup> 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. 12<sup>th</sup> 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: 3<sup>rd</sup> 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, 22<sup>nd</sup> September, 2010 To Wednesday, 29<sup>th</sup> 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: 3<sup>rd</sup> 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. 12<sup>th</sup> 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. 12<sup>th</sup> 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 31<sup>st</sup> 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. 12<sup>th</sup> 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.

**AUDITORS:**

M/s. S. R. NAREDI & Co. Chartered Accountants, Indore, Statutory Auditors of your company holds office until the conclusion of the forthcoming Annual General Meeting. They had signified their willingness to accept re-appointment and further confirmed their eligibility under Section 224 (IB) of the Companies Act 1956.

**PARTICULARS OF CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:**

Since ours is not a manufacturing unit the concept of conservation of energy & technology absorption is not applicable to our Company.

**FOREIGN EXCHANGE EARNING & OUTGOING:**

During the year, there was no Foreign Exchange earning and outgo.

**ACKNOWLEDGEMENTS:**

Your Directors take this opportunity to place on record, gratitude for co-operation and support received from their Banker, stakeholders, various departments and agencies of Central and State Government and dedication and commitment to the staff at all levels without which the all-round growth and prosperity of the company would not have been possible.

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

DATE: 3<sup>rd</sup> September, 2010.  
PLACE: INDORE

Sd/-  
**P.S. TOMAR**  
(CHAIRMAN)

## CORPORATE GOVERNANCE REPORT

### Company's philosophy:

The Corporate Governance code as introduced by Securities and Exchange Board of India (SEBI) in pursuance of Clause 49 of Listing Agreement is became applicable to the company since March, 2003. The company has implemented the same.

The company believes in maximum utilization of resources at minimum cost and attaining maximum long term shareholders value. The company has also consistently followed good corporate policy and enhanced its value in the eyes of shareholders, Bankers, Customers and Employees.

### Board of Directors:

The Board of the Company comprises of 5 (Five) Directors out of which 1 (One) is Managing Director and 4 (Four) are Non Executive Independent Directors. There is no nominee or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company other than as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

During the year there were in total 7 (Seven) Board Meetings were held i.e. on 30<sup>th</sup> April, 2009, 29<sup>th</sup> June, 2009, 31<sup>st</sup> July, 2009, 19<sup>th</sup> August, 2009, 31<sup>st</sup> October, 2009, 30<sup>th</sup> January, 2010 and 26<sup>th</sup> February, 2010 . Gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Sr No	Name of Director	Category	No. of Meetings Attended	Attendance at Last AGM	No. Of Other Directors hip	No. Of Other Committee member-Ship. In other Companies
1.	Mr. Jatin Chawla	Managing Director	7	Yes	Nil	Nil
2.	Mr. Sanjay Agarwal	Non Executive Independent Director	7	Yes	Nil	Nil
3.	Mr. Prahlad Singh Tomar	Non Executive Independent Director	7	Yes	Nil	Nil
4.	Mr. Satyendrasingh Gupta	Non Executive Independent Director	4	Yes	Nil	Nil
5.	Mr. Pyarelal Varma	Non Executive Independent Director	4	Yes	Nil	Nil

**Audit Committee:**

Pursuant to the provisions of Section 292(A) of The Companies Act, 1956 and Clause 49 of Listing Agreement, an Audit Committee comprising of three Non Executive Directors is required to be constituted. The Audit Committee of the Company consists of 3 (Three) Members as follows:

Mr. Prahlad Tomar ~ Chairman  
Mr. Jatin Chawla ~ Member  
Mr. Sanjay Agarwal~Member

**Remuneration Committee:**

The Stock Exchange Listing Agreement stipulates that the Remuneration Committee should comprise of at least three Non Executive Independent Directors accordingly the company is in process of forming a remuneration committee.

**Shareholders/Investors Grievance Committee:**

The company is in the process of forming Shareholder/Investors Grievance Committee.

The company has not received any Complaints from the shareholders during the year.

The company has delegated authority to Share Transfer agent, who attends to share transfer formalities at least once in a fortnight.

**General Body Meetings:**

Details of general meeting held in the last three years are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2009-2008	30.09.2009	11.00A.M.	Registered Office	--- N.A---
2007-2008	30.09.2008	11.00A.M.	Registered Office	--- N.A---
2006-2007	29.09.2007	11.00A.M.	Registered Office	--- N.A---

No special resolution was put through postal ballot as the said resolution was voted unanimously by show of hands.

**Disclosures:**

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI.

The companies' shares were suspended for trading w.e.f. 24.04.2003 by **Bombay Stock Exchange** due to non compliances of Listing Agreement. The Company is in the process of complying with the same and for revocation of suspension.

The Company is regularly complying with the mandatory requirements of the Corporate Governance and in the process of adopting non mandatory requirements in due course.

**Means of Communication:**

The Company's un-audited results for all the quarters were approved by the Board. Further they are submitted with the Bombay Stock Exchange, Mumbai.

However there was no presentation was made during the year either Institutional Investors or to the analysts.

Management discussion & Analysis Report is attached herewith forming part of the Annual Report.

**General Shareholders Information:**

1.	Annual General Meeting Date, Time and Venue	30 <sup>th</sup> September, 2010 at 11.00 A.M. at Registered Office of the Company.
2.	Financial Calendar	1 <sup>st</sup> April to 31 <sup>st</sup> March of next year
	Results for : First quarter	2 <sup>nd</sup> week of August, 2010
	Half Yearly	2 <sup>nd</sup> week of November, 2010
	Third quarter	2 <sup>nd</sup> week of February, 2011
	Fourth quarter	Last week of June, 2011
3	Date of Book-closure	22 <sup>nd</sup> September, 2010 to 30 <sup>th</sup> September, 2010.
4	Listing on Stock Exchanges in India	Mumbai
6	Registered and corporate office	406, Manas Bhavan, 11, R. N. T. Marg, Indore, Madhya Pradesh – 452 001
7	Registrar and transfer Agent	Ankit Consultancy Pvt.Ltd. 2 <sup>nd</sup> Floor, Alankar Point, Geeta Bhavan, Chouraha A.B. Road, Indore Madhya Pradesh: 452 001.
8.	Stock Code/ISIN No.	531775

**Market price data:**

Since the company shares were suspended for trading the market price data is not available.

**Registrar and Transfer Agent:**

The name and address of Company's Transfer Agent is as per following:

Ankit Consultancy Pvt.Ltd.  
2<sup>nd</sup> Floor, Alankar Point,  
Geeta Bhavan, Chouraha  
A.B. Road, Indore  
Madhya Pradesh: 452 001.  
Phone Number: 0731 3048602/01  
Email id: - ankit\_4321@yahoo.com

**Share Transfer System:**

The Share transfer of Securities in physical form are registered, duly transferred and dispatched within one month of the receipt, if the transfer documents are in order. The share transfers are approved every fifteen days.

All matters pertaining to share transfer are being handled by Ankit Consultancy Pvt. Ltd. Madhya Pradesh: 452 001 the Registrar and Share Transfer agent of the Company. The share transfer requests received are processed by them and a Memorandum of Transfer is sent to the Company for approval by the Board of Directors. The average time taken for processing share transfer requests including dispatch of share certificate is 15 days, while it takes a minimum of 10-12 days for processing dematerialization request. The Company regularly monitors and supervises the functioning of the system so as to ensure that there are no delays or lapses in the system.

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Status of Dematerialization of Company's Shares as on 31<sup>st</sup> March, 2010 as under:

<b>Particulars</b>	<b>No. of Shares</b>	<b>% of Holding</b>
Electronic Mode	70,48,000	13.73
Physical	4,42,95,000	86.27
<b>Total</b>	<b>5,13,43,000</b>	<b>100</b>

The Company has not issued ESOP or any GDRs/ ADRs/ Warrants/ Convertible instrument.

**Address for correspondence:**

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Registered Office of the company situated at following address:

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

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

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

The Indian Telecom Services Sector has witnessed tremendous growth in the recent past, primarily driven by intense competition, falling tariffs, and reforms in the regulatory set-up. Major Indian business houses have invested substantially in this sector. The past year or so have been very exciting for the industry. The Company is at present in the business of trading of goods.

**B) SEGMENTWISE PERFORMANCE:**

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

**C) OPPORTUNITIES / OUTLOOK:**

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

**D) THREATS:**

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

**E) RISKS AND CONCERNS:**

Your company will take adequate majors 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:**

As no activity in the Company, there is no human strength. Your company is under process of considering the appointment of employees and increases the human strength for better performance of the Company.

**H) CAUTIONARY STATEMENT:**

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

**By order of the Board**  
**For CISTRO TELELINK LIMITED**

Date: 3<sup>rd</sup> September, 2010  
Place: Indore

Sd/-  
P .S. TOMAR



**CFO CERTIFICATION**

To,  
The Board of Directors,  
**CISTRO TELELINK LIMITED**  
406, Manas Bhavan,  
11, R. N. T. Marg,  
Indore, Madhya Pradesh – 452 001

I, P. S. Tomar, CFO of the Company do hereby certify that:

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

**By order of the Board  
For CISTRO TELELINK LIMITED**

**Date: 3<sup>rd</sup> September, 2010**  
**Place: Indore**

**Sd/-  
P. S. TOMAR  
(CFO)**

**A REPORT ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS**

To,  
The Board of Directors,  
**CISTRO TELELINK LIMITED.**  
406, Manas Bhavan,  
11, R. N. T. Marg,  
Indore, Madhya Pradesh – 452 001.

We have reviewed the implementation of Corporate Governance produced by the company during the year ended on 31<sup>st</sup> March, 2010 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion on the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has not complied with Clauses 49 of the Listing Agreement.

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S.R. Naredi & Co.,  
Chartered Accountants**

Sd/-

**S.R. Naredi  
(Proprietor)**

**Place: Indore  
Date: 3<sup>rd</sup> September, 2010**

**AUDITORS' REPORT**

To  
The Members,  
Cistro Telelink Limited  
Gwalior (M.P.)

1. We have audited the attached Balance sheet of **M/s Cistro Telelink Limited**, as at 31st March 2010 and the Profit and Loss Account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement an audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we Annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:-
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (ii) 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 such books.
  - (iii) The Balance Sheet, Profit and Loss Account and cash flow statement dealt with by this report are in agreement with the books of account.
  - (iv) In our Opinion, the Balance Sheet Profit and Loss Account and cash flow statement dealt with by this report comply with the applicable accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
  - (v) In our opinion and based on information and explanations given to us, the directors are disqualified as on 31st March 2010 from being appointed as director in terms of clause (g) of sub-section (1) of Section 274 of The Companies Act, 1956.
  - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

1. In the case of the Balance Sheet, of the statement of affairs of the Company as at 31<sup>st</sup> March 2010; and
2. In the case of the Profit and Loss Account, of the **LOSS** of the Company for the year ended on that date; and,
3. In the case of the cash flow statement, of the cash flow of the Company for the year ended on that date.

**For S. R. Naredi & Co.**  
Chartered Accountants  
Firm Regn No. 002818C

Sd/-

**S.R. Naredi**  
(Proprietor)  
Membership No. 72014

**Place: Indore**

**Date: 3<sup>rd</sup> September, 2010**

**ANNEXURE TO THE AUDITORS' REPORT**

**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2010 OF M/S CISTRO TELELINK LIMITED**

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On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:-

- (i) In respect of its fixed assets:
  - a. The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b. Since the plot of land has been surrendered to MPAKVN, building materials were reported to have been shifted to other place. Exact quantity and location details were not given to us.
  - c. The Company has not disposed off any substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- (ii)
  - a. The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion the frequency is reasonable.
  - b. The procedure followed by the management for physical verification of stocks is reasonable and adequate in relation to the size of the company and the nature of its business.
  - c. On the basis of or examination of stocks records, we are of the opinion that the records of the stock is fair and proper in accordance with the normally accepted accounting principles and we have been informed that no material discrepancies were noticed on physical verification.
- (iii)
  - a. The company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. As the company has not granted any loans, secured or unsecured, to parties listed in the register maintained under Section 301 of the Companies Act, 1956, paragraphs (iii)(b), (c) and (d) of the Order, are not applicable.
  - b. The company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. As the company has not taken any loans, secured or unsecured, from parties listed in the register maintained under Section 301 of the Companies Act, 1956, paragraphs (iii)(f) and (g) of the Order, are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with the regard to purchase of inventory, fixed assets and with regard to the sale of the goods. During the course of our random checking, no major weakness has been noticed in the internal controls.

- (v) In respect of transactions covered under Section 301 of the Companies Act, 1956:
- a. In our opinion and according to the information and explanations given to us, there are no such transactions made during the year in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956.
  - b. In our opinion and according to the information and explanations given to us, there are no transactions made during the year in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees Five Lacs in respect of any party during the year.
- (vi) The company has not accepted any deposits from the public within the meaning of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there under.
- (vii) In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
- (viii) According to the information and explanations given to us the Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of manufacturing activities of the Company.
- (ix)
- a. According to the information and explanation given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it.
  - b. According to the information and explanation given to us, no undisputed amounts payable in respect of the statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to the Company were in arrears as, at 31st March, 2010 for a period of more than six months from the date they became payable, except for the TDS Rs.69269/-.
  - c. On the basis of our examination of the documents and records, and the information and explanations given to us, there is no any disputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable which have not been deposited with the appropriate authorities
- (x) The accumulated losses of the Company are not more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.
-

- (xi) The Company has neither taken any loans from the banks/ financial institution nor issued debenture. Therefore clause 4 (xi) of the order is not applicable.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or any other securities.
- (xiii) In our opinion and according to the information and explanation given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi\*/ mutual benefit fund/societies.
- (xiv) In our opinion and according to the information and explanations given to us, the Company has not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause (xiv) of paragraph 4 of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xv) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) The Company has not taken Term Loan. Therefore clause 4(xvi) of order is not applicable.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that no funds raised on short-term basis which have been used for long-term application.
- (xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debentures and we are therefore not required to comment on this clause.
- (xx) The Company has not raised any money by way of public issue during the year.
- (xxi) According to the information and explanations given to us and to the best of our knowledge and belief, no material fraud on or by the Company has been noticed or reported during the year.

**For S.R. Naredi & Co.,  
Chartered Accountants**

**Sd/-**

**Place: Indore**  
**Date: 03<sup>rd</sup> September, 2010**

**S.R. Naredi**  
**Proprietor**  
**Membership No. 72014**

**BALANCE SHEET AS ON 31st MARCH, 2010**

PARTICULARS	SCH NO	CURRENT YEAR	PREVIOUS YEAR
<b><u>SOURCES OF FUNDS:</u></b>			
<b><u>SHARE HOLDERS FUND</u></b>			
Share Capital	1	51343000	51343000
<b><u>LOANS FUNDS</u></b>			
Unsecured	2	919844	919844
<b>TOTAL RUPEES:</b>		52262844	52262844
<b><u>APPLICATION OF FUNDS:</u></b>			
<b><u>FIXED ASSETS:</u></b>			
GROSS BLOCK	3	827601	827601
DEPRECIATION			
<b>TOTAL RUPEES:</b>		827601	827601
<b><u>INVESTMENTS</u></b>	4	1600000	1600000
<b><u>CURRENT ASSETS, LOANS &amp; ADVANCES:</u></b>			
Inventories		162053	
Sundry Debtors	5	377264	377264
Cash & Bank Balances	6	7281	7281
Loans & Advances	7	44415829	44415829
Deposits	8	300000	300000
		45262427	45100374
<b><u>LESS: CURRENT LIABILITIES &amp; PROVISIONS:</u></b>			
<b><u>CURRENT LIABILITIES:</u></b>			
- For Expenses	9	1646676	1297676
- For Share Application Money Refund		3690	3690
<b><u>PROVISIONS:</u></b>	10	87183	87183
		1737549	1388549
<b><u>NET CURRENT ASSETS:</u></b>		43524879	43711826
<b><u>MISCELLANEOUS EXPENDITURE:</u></b>	11	4905090	4905090
(To the extent not written of or adjusted)			
<b><u>PROFIT &amp; LOSS ACCOUNT</u></b>		1405274	1218327
<b>TOTAL RUPEES:</b>		52262844	52262844

**NOTES ON ACCOUNTS :**

As per our report of even date attached  
For : S. R. Naredi & Co.  
Chartered Accountants

For and on behalf of the  
Board of Director

Sd/-  
(S. R. Naredi)  
Proprietor  
Place : INDORE  
Date : 3<sup>rd</sup> September 2010

Sd/-  
Director

Sd/-  
Director



**TRADING AND PROFIT & LOSS ACCOUNT FOR THE YEAR  
ENDED 31ST MARCH 2010**

PARTICULARS	SCH NO	CURRENT YEAR	PREVIOUS YEAR
<b>A: <u>INCOME:</u></b>			
Sales	12	1369000	-
Increase in stock		162053	-
TOTAL (A):		1531053	-
<b>B: <u>EXPENSES:</u></b>			
Purchases		1414000	-
Administrative Expenses	13	242000	9015
Employees Remuneration	14	62000	-
TOTAL (B)		1718000	9015
<b>C: NET PROFIT/(LOSS) FOR THE YEAR</b>		(186947)	(9015)
<b>D: BALANCE BROUGHT FORWARD FROM LAST YEAR</b>		(1218327)	(1209312)
<b>E: BALANCE CARRIED TO THE BALANCE SHEET</b>		(1405274)	(1218327)

**NOTES ON ACCOUNTS:**

15

As per our report of even date attached  
For : S. R. Naredi & Co.  
Chartered Accountants

For and on behalf of the  
Board of Director

Sd/-  
(S. R. Naredi)  
Proprietor  
Place : INDORE  
Date : 3<sup>rd</sup> September 2010

Sd/-  
Director

Sd/-  
Director

**SCHEDULES FORMING PART OF BALANCE SHEET & PROFIT & LOSS ACCOUNT  
FOR THE YEAR ENDED 31ST MARCH 2010**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>SCHEDULE:- 1</b>		
<b>SHARE CAPITAL:</b>		
<b>AUTHORISED:</b>		
56000000 Equity Shares of Rs. 1/- each (Previous year 56000000 Equity Shares of Rs. 1/- each)	56000000	56000000
<b>ISSUED SUBSCRIBED &amp; PAIDUP:</b>		
51343000 Equity Shares of Rs. 1/- each fully paid-up (Previous year 51343000 Equity Shares of Rs. 1/- each Fully paidup)	51343000	51343000
<b>TOTAL RUPEES :</b>	51343000	51343000
<b>SCHEDULE:- 2</b>		
<b>UNSECURED LOANS:</b>		
Inter Corporate Deposits: Ives Leasing & Finance Ltd.	500000	500000
Sonic Fiscal Services Ltd.	419844	419844
<b>TOTAL RUPEES:</b>	919844	919844
<b>SCHEDULE: - 3</b>		
<b>FIXED ASSETS:</b>		
Factory Building (Building Materials etc.)	571301	571301
Car Account	256300	256300
<b>TOTAL RUPEES:</b>	827601	827601
<b>SCHEDULE: - 4</b>		
<b>INVESTMENTS (QUOTED)</b>		
160000 Equity Shares of Rs. 10/- each fully paid-up of Brahma Capital & Sec. Ltd., Indore (Previous year 160000 Equity Shares of Rs. 10/- each)	1600000	1600000
<b>TOTAL RUPEES:</b>	1600000	1600000
<b>SCHEDULE: - 5</b>		
<b>SUNDRY DEBTORS: (Unsecured considered good)</b>		
Due over 6 months Kukreja Shoe Company Gwalior	377264	377264
<b>TOTAL RUPEES:</b>	377264	377264

**SCHEDULE:- 6**

**CASH & BANK BALANCES:**

(a)	Cash-in-Hand: (As certificate by the management)	3591	3591
(b)	Balance in Current A/c. with: (As per Annexure 'A')	3690	3690
<b>TOTAL RUPEES:</b>		7281	7281

**SCHEDULE:- 7**

**LOANS & ADVANCES:**

(i)	LOANS: (Unsecured considered good) (As per Annexure 'B')	23131474	23131474
(ii)	ADVANCES RECOVERABLE IN CASH OR IN KIND FOR VALUE TO BE RECEIVED: (As per Annexure 'C')	21284355	21284355
<b>TOTAL RUPEES:</b>		44415829	44415829

**SCHEDULE:- 8**

**DEPOSITS:**

	Security Deposit with M.P.S.E.	300000	300000
<b>TOTAL RUPEES:</b>		300000	300000

**SCHEDULE:- 9**

**CURRENT LIABILITIES & PROVISIONS:**

A.	CURRENT LIABILITIES:		
1.	CREDITORS FOR PURCHASE:	390000	-
	CREDITORS FOR EXPENSES (As per Annexure 'D')	1256676	1297676
<b>TOTAL RUPEES:</b>		1646676	1279676

**SCHEDULE:- 10**

**PROVISIONS:**

	(As per Annexure 'E')	87183	87183
<b>TOTAL RUPEES:</b>		87183	87183

**SCHEDULE:- 11**

**MISCELLANEOUS EXPENDITURE:**

(To the extent, not written off or adjusted)

1	Preoperative Expenses: Opening Balance	1957506	1957506
Sub Total		1957506	1957506
2	Public Issue Expenses: Opening Balance	2947584	2947584
Sub Total		2947584	2947584
<b>TOTAL RUPEES: (1+2)</b>		<b>4905060</b>	<b>4905060</b>

**SCHEDULE: - 12**

**INCREASE IN STOCK**

Opening Balance of traded goods	-	-
Closing Balance of traded goods	162053	-
	162053	-

**SCHEDULE: - 13**

**ADMINISTRATIVE EXPENSES:**

Audit Fees	6000	6000
Professional Fees	2000	2000
Misc. Expenses	234000	1015

<b>TOTAL RUPEES:</b>	242000	9015
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**SCHEDULE:- 14**

**EMPLOYEES REMUNERATION:**

Salary & Wages	62000	-
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<b>TOTAL RUPEES:</b>	62000	-
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For and on behalf of the  
Board of Director

Sd/-  
Director

Sd/-  
Director

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
-------------	-----------------	------------------

**ANNEXURE-'A'**

BALANCE IN SHARE APPLICATION COLLECTION A/C. WITH:

Dena Bank Refund A/c.	3690	3690
	-----	-----
TOTAL RUPEES :	3690	3690
	-----	-----

**ANNEXURE-'B'**

LOANS: (Unsecured)

Virtuous Finance	3887822	3887822
Bhumika Lease & Finance	5842091	5842091
Captain Lease & Finance Ltd.	5000000	5000000
Unitara Finance	150000	150000
Sainath Investments	1000000	1000000
Lyons Finance	450000	450000
United Transport Road Service	200000	200000
Pooja Corporation	2201561	2201561
Moneycare Security & Fin. Ser.	4400000	4400000
	-----	-----
TOTAL RUPEES:	23131474	23131474
	-----	-----

**ANNEXURE-'C'**

ADVANCES RECOVERABLE IN CASH OR IN KIND OR  
FOR VALUE TO BE RECEIVED:

Shri Rajkumar Arora	1155695	1155695
STI Finance Ltd.	2150	2150
Agrawal Sales Agency	50129	50129
Ankit Consultancy Pvt. Ltd.	142257	142257
Dipali Woodcraft	200000	200000
Mansarovar Trading	480000	480000
Richa Traders	2200000	2200000
Rajeev Jasuja	61495	61495
Lakham Finance & Investments Ltd.	11494112	11494112
Sainath Fabricators	1181000	1181000
T.D.S.	67891	67891
Kukreja Footcare Ltd.	3566136	3566136
Smt. Shakuntala Garg (TDS A/c.)	10652	10652
B.C.C. Finance	7940	7940
Sanjeev Arora	161148	161148
Rohan Lainators Pvt. Ltd.	200000	200000
Systematix	3750	3750
M.P.F.C.	300000	300000
	-----	-----
TOTAL RUPEES:	21284355	21284355
	-----	-----

For and on behalf of the Board of Director

Sd/-  
Director

Sd/-  
Director

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>ANNEXURE-'D'</b>		
<b>CREDITORS FOR EXPENSES:</b>		
Ashok Leyland Investments Ser. Ltd.	147875	147875
Madhya Pradesh Financial Corporation	40000	40000
Orient Printing Press	216288	216288
Swift Advertising Pvt. Ltd.	104239	104239
Vir Finance, Ahmedabad	22418	22418
Shri P S Tomer	41000	41000
Sonic Fiscal Services Ltd.	9634	6634
Shakuntala Garg	400000	400000
Ritu Traders	128696	128696
Siddharth Enterprises	64535	64535
Marium Leasing & Investment Pvt. Ltd.	122991	104991
TOTAL RUPEES :	1297676	1279676
<b>ANNEXURE-'E'</b>		
<b>PROVISIONS:</b>		
Interest (95-96)	1914	1914
Audit Fees	12000	12000
Legal & Professional Charges	4000	4000
T.D.S. Payable	69269	69269
TOTAL RUPEES:	87183	87183

For and on behalf of the  
Board of Director

Sd/-  
Director

Sd/-  
Director

**SCHEDULE: 15 : NOTES ON ACCOUNTS**

Annexed to and forming part of the Accounts for the year ended 31<sup>st</sup> March 2010.

1. **Significant Accounting Policies :**

**A. Method of Accounting :**

The financial statements are prepared under historical cost conventions as going concern and are consistent with generally accepted accounting principles on an accrual basis unless otherwise stated.

**B. Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which the results are known / materialized.

**C. Fixed Assets :**

Fixed assets are stated at cost (net of VAT and CENVAT of which credit is allowed) less accumulated depreciation and impairment, if any. Cost includes all expenses incurred to bring the asset to present location and condition. All direct expenses are capitalized until fixed assets are put to use.

**D. Depreciation/Amortisation :**

The Company has not charged depreciation on car during the year.

**E. Investments:**

Investments are either classified as long term investment or short term investment based on management intention. Long Term investments are stated at cost. Management is of the view that value of Long Term Investment is equal to cost hence Provision for diminution in value of long term investment is not required.

**F. Borrowing Cost:**

There is no fresh borrowing during the year.

**G. Inventories:**

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

**H. Revenue Recognition / Sales :**

Sales revenue is recognized on transfer of the significant risk and reward of ownership of the goods to the buyer and stated at net of discount, rebate and returns.

For and on behalf of the  
Board of Director

Sd/-  
Director

Sd/-  
Director

**I. Employees Benefits :**

Provisions for Gratuity and Long term employee benefits are not made, because there is no liabilities arise of this account.

**J. Taxation :**

Since there is loss during the year hence Provision for current tax is Nil in accordance with the provisions as per Income Tax Act 1961. Deferred tax assets arising on account of timing difference are recognized and carried forward to the extent there is virtual certainty that these would be realized in future. Because there is no virtual certainty that these would be realized in future hence provision for deferred tax assets is not made.

**K. Provisions, Contingent Liabilities and Contingent Assets :**

Provisions involving substantial degree of estimation in measurement that can be reliably ascertained are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes, when no reliable estimate is made or when there is present or past obligation that may, but probably will not, require an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statements.

**L. Impairment of Assets :**

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. Recoverable amount is, higher of net selling price or value in use. Management reviews the carrying cost of the assets at the end of each balance sheet date and is of the view that the recoverable value in the assets is more than the carrying amount and hence no provision for impairment of assets has been made.

2. Balance of sundry debtors, sundry creditors, loans Advances and Bank are subject to confirmation or reconciliation and adjustment, if any, the Management does not expect any material difference affecting the current year's financial statement.
3. In the opinion of the Board, the current assets have a value on realization in the ordinary course of business at least equal to the amount at which these are stated above and the provisions for known Liabilities is adequate and not in excess of the amount considered reasonable and necessary.
4. None of the employee is covered under section 217(2A) of the companies Act 1956 read with Companies (particulars of Employees) Rules 1975 and subsequent amendment from time to time.
5. No provision has been made for interest payable/receivable on unsecured loans and security deposit during the year.
6. The Company had surrendered plot of land to MPAKVN. Hence building material of Rs.571301.30 was reported to have been shifted to some other place. Exact quantity and location details etc. were not made available to us.

For and on behalf of the  
Board of Director

Sd/-  
Director

Sd/-  
Director



7. Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares and also weighted average number of equity shares that could have issued upon conversion of all dilutive potential equity share.

Information on earning per share as per accounting standard 20 on earning per share.

	<u>31.03.2010</u>	<u>31.03.2009</u>
Net Profit (Loss) for the year after tax	(186947)	(9015)
Amount Available to Equity Shareholders	(186947)	(9015)
Weighted Average no. of share	51343000	51343000
Basis & Diluted Earning per Share	(0.00)	(0.00)
Face value per Equity Shares (Rupees)	1	1

**8. Segment Reporting :**

As the company's business activity falls within a single business segment i.e. "Textile Goods" and there is no export turnover hence there is no segments wise information to report as per Accounting Standard -17 "Segment Reporting".

**9. Related party Disclosure :**

There are no transaction with related parties hence Disclosures as required by the Accounting Standard - 18 'Related Party Disclosures' are NIL.

10. The Company has not accounted for Deferred tax assets in accordance with the accounting standards - 22 "accounting for taxes on income" as per prudent practice.

**11. Quantitative Details:**

Description of Goods	Opening Stock		Purchase		Sales		Closing Stock	
	Qty (In No.)	Value (Rs. In Lacs)	Qty (In No.)	Value (Rs. In Lacs)	Qty (In No.)	Value (Rs. In Lacs)	Qty (In No.)	Value (Rs. In Lacs)
Textile Goods	0.00	0.00	6326	14.14	5601	13.69	725	1.62

12. Other additional information as required by Para 3, 4 (c) and 4(d) of Part-II of Schedule VI to the Companies Act 1956 are either not applicable or NIL.

13. Previous year figures have been regrouped/ rearranged wherever necessary to make them comparable with current year.

As per our report of even date attached

For : S. R. Naredi & Co.  
Chartered Accountants

For and on behalf of the  
Board of Director

Sd/-

(S. R. Naredi)

Proprietor

Place : INDORE

Date : 3<sup>rd</sup> September 2010

Sd/-  
Director

Sd/-  
Director

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

<b>1 Registration Details</b>	:	
Registration No.	:	6925 of 1992
State Code	:	10
Balance Sheet Date	:	31st March, 2010
<b>2 Capital raised during the year</b>		<b>(Rs. in Thousands)</b>
Public Issue	: NIL	Right Issue : NIL
Bonus Issue	: NIL	Promoters & their Friends & : NIL
<b>3 Position of Mobilisation and deployments of</b>		<b>(Rs. in Thousands)</b>
Total Liabilities	:	52262.844
Total Assets	:	52262.844
<b><u>SOURCES OF FUNDS</u></b>		
Paid-up Capital	:	51343.000
Reserves & Surplus	:	--
Secured Loans	:	--
Unsecured Loans	:	919.844
Deferred Tax Liabilities (Net)	:	--
<b><u>APPLICATION OF FUNDS</u></b>		
Net Fixed Assets	:	827.601
Investment	:	1600.000
Net Current Assets	:	43524.879
Misc. Expenditure	:	4905.090
Accumulated Losses	:	1405.274
<b>4 Performance of Company:</b>		
Turnover	:	1369.000
Total Expenditure	:	1718.000
Profit Before Tax	:	(186.947)
Profit After Tax	:	(186.947)
Earning Per Share (in Rs.)	:	(0.00)
Dividends Rate (in %)	:	--
<b>5 Generic Names of Three Principal Products/Services of Company</b>		
Item Code No. (ITC Code)	:	--
Product Description	:	Cloth

As per our report of even date attached  
For : S. R. Naredi & Co.  
Chartered Accountants

For and on behalf of the  
Board of Director

Sd/-

(S. R. Naredi)  
Proprietor  
Place: INDORE  
Date: 3<sup>rd</sup> September 2010

Sd/-  
Director

Sd/-  
Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2010**

	2009-2010	2008-2009
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax & Extraordinary items adjustment for:	-186947	-9015
Depreciation	-	-
Misc. Expenses Amortized	-	-
	-186947	-9015
Operating Cash Profit before working capital changes/adjustment for :		
Trade & other Receivable	-	6000
Inventories	-162053	-
Trade Payable & other liabilities	349000	3680
	186947	9680
	0.00	665
Cash Generated from Operations		
Interest	-	-
Taxes Paid	-	-
	-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>0.00</b>	<b>665</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of assets	-	-
Pre-operative Expenses	-	-
	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-</b>	<b>0.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowings (Net)	-	-
Increase Share Capital Money	-	-
	-	-
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>0.00</b>	<b>0.00</b>
<b>NET INCREASE / DECREASE (-) IN CASH AND CASH TRANSACTION (A+B+C)</b>	<b>0.00</b>	<b>665</b>
<b>CASH OR CASH EQUIVALENT AS ON 1st APRIL, 2009.</b>	<b>7281</b>	<b>6616</b>
	<b>7281</b>	<b>7281</b>
<b>CASH / CASH EQUIVALENTS AS ON 31st MARCH, 2010</b>	<b>7281</b>	<b>7281</b>

As per our report of even date attached  
For : S. R. Naredi & Co.  
Chartered Accountants

For and on behalf of the  
Board of Director

Sd/-  
(S. R. Naredi)  
Proprietor  
Place : INDORE  
Date: 3<sup>rd</sup> September 2010

Sd/-  
Director

Sd/-  
Director



**CISTRO TELELINK LIMITED**  
Regd. Office: 406, Manas Bhavan, 11, R. N. T. Marg, Indore, Madhya Pradesh - 452 001

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**ATTENDANCE SLIP**

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 18<sup>th</sup> Annual General Meeting of the Company at Registered Office of the Company on 30<sup>th</sup> September, 2010 at 11.00 A.M.

-----  
Name of the Shareholders

-----  
Signature

Folio No. -----

-----  
(Full name of Proxy)

**Note:** No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

----- (TEAR HERE) -----

**CISTRO TELELINK LIMITED**  
Regd. Office: 406, Manas Bhavan, 11, R. N. T. Marg, Indore, Madhya Pradesh - 452 001

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**PROXY FORM**

I/We.....of.....  
..... in the district of  
..... being a member/members of the above named Company  
hereby appoint ..... of  
..... in the district of..... or failing him  
..... of  
..... In the district of  
..... as my/our proxy to vote for me/us on  
my our behalf at the 18<sup>th</sup> Annual General Meeting of the Company to be held at  
Registered Office of the Company on 30<sup>th</sup> September, 2010 at 11.00 A.M., and at any  
adjournment thereof.

Signed this..... day of ....., 2010.

Reg. Folio No.....

No. of Shares .....

<b>REVENUE STAMP</b>
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Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

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