

# CISTRO TELELINK LIMITED

CIN No: L19201MP1992PLC006925  
206, AirenHeights, AB Road, Indore 452010, Madhya Pradesh  
Tel No.:0731-2555022; Fax No.:0731-2555722  
Email [ID-cistrotelelink@gmail.com](mailto:ID-cistrotelelink@gmail.com)  
Website: [www.cistrotelelink.com](http://www.cistrotelelink.com)

Date: 03<sup>rd</sup> January, 2025

To,  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**Sub: Outcome of the Board Meeting held on Friday, 03<sup>rd</sup> January, 2025 pursuant to Regulation 30 and 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

**Ref.: Script Code: 531775**

Dear Sir,

With reference to above captioned subject, pursuant to Regulation 30 & 33 of Chapter IV read with schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in continuation to our submission on 30<sup>th</sup> December, 2024, regarding holding of the board meeting of Cistro Telelink Limited (“**the Company**”), we would like to inform you that, the meeting of the Board of Directors of the Company held today, i.e., Friday, 03<sup>rd</sup> day of January, 2025, have inter alia, considered and approved the following:

1. Approved un-audited Financial Results along with Limited Review Report for the quarter ended 31<sup>st</sup> December, 2024. A copy of the Un-audited Financial Results along with the Limited Review Report of the Auditors thereon issued in this regard is attached as **Annexure I**.

We are arranging to publish the said Financial Results in newspapers in the format prescribed under Regulation 47 of Listing Regulations.

2. Took note of in-principle approval granted by BSE Limited on 9<sup>th</sup> December, 2024 on scheme of reduction in share capital of the Company. The copy of in-principle approval dated 9<sup>th</sup> December, 2024 is attached as **Annexure II**.
3. Approved company application in Form RSC-1 along with relevant annexures for filing application with NCLT for seeking their approval on the scheme of reduction in share capital of the Company.

The details of commencement of the board meeting as follows:

- (a) Commencement time of the board meeting: 3:15 P.M.
- (b) Conclusion time of the board meeting: 03.45 P.M.



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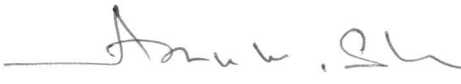

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Kindly take the same on your record and acknowledge receipt of the same.

Thanking you,

Yours truly,

For **CISTRO TELELINK LIMITED**

**ARUN KUMAR SHARMA**

**DIRECTOR**

**DIN: 00369461**

**Encl.:** As above

# Annexure I

<b>CISTRO TELELINK LIMITED</b>						
CIN: L19201MP1992PLC006925						
ADDRESS 206, Airen Heights, AB Road, Indore						
Statement of Standalone Un-Audited Results for the quarter ended 31/12/2024						
Rs. in Lakhs						
Particulars	Quarter Ended			nine Month Ended		Previous Year Ended
	31-12-2024 (Un-Audited)	30-09-2024 (Un-Audited)	31-12-2023 (Un-Audited)	31-12-2024 (Un-Audited)	31-12-2023 (Un-Audited) As	31-03-2024 (Audited)
I Revenue from Operations	2.15	3.31	4.56	10.87	18.23	23.67
II Other Income	1.74	1.76	1.73	5.01	7.01	9.15
III Total Revenue (I+II)	3.89	5.07	6.29	15.88	25.24	32.82
IV Expenses						
a) Cost of Material Consumed	0.00	0.00	0.00	0.00	0.00	0.00
b) Purchase of Stock in trade	1.94	1.90	4.06	8.92	13.95	18.27
c) Changes in inventories of finished goods, Work in progress and stock in trade	0.00	0.00	0.00	0.00	0.00	0.00
d) Employee benefits expenses	1.14	1.08	0.80	3.14	2.58	4.50
e) Finance Cost	0.00	0.00	0.00	0.00	0.00	0.00
f) Depreciation and amortisation expenses	0.00	0.00	0.00	0.00	0.00	0.00
g) Other expenses	2.67	10.53	1.12	18.81	6.76	8.06
Total Expenses (IV)	5.75	13.51	5.98	30.87	23.29	30.83
V Profit/(loss) before exceptional items and tax (III-IV)	-1.86	-8.44	0.31	-14.99	1.95	1.99
VI Exceptional Items	0.00	0.00	0.00	0.00	0.00	-144.83
VII Profit/(loss) Before Tax (V-VI)	-1.86	-8.44	0.31	-14.99	1.95	-142.84
VIII Tax expense						
a) Current Tax	0.00	0.00	0.00	0.00	0.00	0.00
b) Deferred Tax	0.00	0.00	0.00	0.00	0.00	0.00
IX Profit/ (Loss) for the period from continuing operations (VII-VIII)	-1.86	-8.44	0.31	-14.99	1.95	-142.84
X Profit/ (Loss) from discontinued operations	0.00	0.00	0.00	0.00	0.00	0.00
XI Tax expense of discontinued operations	0.00	0.00	0.00	0.00	0.00	0.00
XII Profit/ (Loss) from discontinuing operations (after tax) (X-XI)	0.00	0.00	0.00	0.00	0.00	0.00
XIII Profit/ (Loss) for the period (IX+XII)	-1.86	-8.44	0.31	-14.99	1.95	-142.84
XIV Other Comprehensive Income						
A. (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
B. (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Income tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
XV Total Comprehensive Income for the period (XIII+XIV) comprising Profit (Loss) and Other comprehensive income for the period	0.00	0.00	0.00	0.00	0.00	0.00
XVI Earning per equity share (for continuing operation):						
(1) Basic	0.00	-0.01	0.00	-0.03	0.00	-0.28
(2) Diluted	0.00	-0.01	0.00	-0.03	0.00	-0.28
XVII Earning per equity share (for discontinued operation):						
(1) Basic	0.00	0.00	0.00	0.00	0.00	0.00
(2) Diluted	0.00	0.00	0.00	0.00	0.00	0.00
XVIII Earning per equity share (for discontinued & continuing operation):						
(1) Basic	0.00	-0.01	0.00	-0.03	0.00	-0.28
(2) Diluted	0.00	-0.01	0.00	-0.03	0.00	-0.28

**Notes-**

1. The above results were reviewed by the Audit Committee and have been taken on record by the Board of Directors of the Company at their meeting held on 3rd January, 2025.
2. The Standalone un-audited Financial Results for the Quarter ended 31.12.2024 are un-audited and the Statutory Auditors have carried out a Limited Review Report.
3. The Company's Operation consists only one segment; hence Segment reporting under AS17 is not applicable.
4. Previous year figures have been regrouped or reclassified wherever necessary.
5. The Company has received in principle approval from BSE Limited on 9th December, 2024 for scheme of reduction in share capital of the Company.
6. There is no proceeds of public issue, rights issue, preferential issue, qualified institutions placement, etc., therefore statement on the same is not forming part of this results.
7. There are no outstanding defaults on loans and debt securities, therefore statement on the same is not forming part of this results.

By Order of the Board  
For Cistro Telelink Ltd



Name Arun Kumar Sharma  
Director  
DIN NO: 00369461

Place : Indore  
Date- 03/01/2025



**Limited Review Report**

We have reviewed the accompanying statement of unaudited financial Statements of Cistro Telelink Limited ("**Company**") for the period ended 31<sup>st</sup> December, 2024. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue opinion on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Company", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed and it does not contain any material misstatement.

For B Chordia & Company  
Chartered Accountants,  
FRN: 121083W



Vikas Chordia

Partner

Mem. No.: 158536

Place: Surat

Date- 3<sup>rd</sup> January, 2025.

UDIN 25158536MIRKC2979

DCS/AMAL/TL/R37/3433/2024-25

December 09, 2024

The Company Secretary,  
**Cistro Telelink Ltd.**  
206, Airen Hights, AB Road, Indore,  
Madhya Pradesh, 452010

Dear Sir,

**Sub: Observation letter regarding the Scheme of Reduction of Share Capital between Cistro Telelink Limited and its shareholders**

We are in receipt of the Scheme of Reduction of Share Capital between Cistro Telelink Limited and its shareholders under Section 230 to 232 of the Companies Act, 2013 as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 & 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS Div/P/CIR/2022/0000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated December 06, 2024 has inter alia given the following comment(s) on the draft scheme of Reduction:

- a) "The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- b) "The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- c) "The Company shall ensure compliance with the SEBI Circulars issued from time to time."
- d) "The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
- e) "Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g) "Company is advised that the details of the proposed scheme under consideration as provided by the Company to Stock Exchanges shall be prominently disclosed to the notice sent to the shareholders."

- h) "The Company is advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to make an informed decision in the matter:
- Details of assets, liabilities, net worth and revenue of the Company, pre and post scheme.
  - Impact of the scheme on the revenue generating capacity of the Company
  - Need and rationale of the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme
- i) "Company is advised that applicable additional information, if any, to be submitted to SEBI along with the draft scheme of arrangement as advised by BSE email dated December 09, 2024 shall form part of the disclosures to the shareholders."
- j) "Company shall ensure that meeting of shareholders is conducted in accordance with directions of NCLT."
- k) "Company is advised that proposed equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."
- l) "Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document."
- m) "No changes to the draft scheme except those mandated by the Regulators/ authorities/ tribunals shall be made without specific written consent of SEBI."
- n) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."
- o) "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- p) "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

"Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders; while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.


Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

  
Marian D'souza  
Senior Manager

  
Tanmayi Lele  
Assistant Manager