



**CAPITAL TRADE**

LINKS LTD.

CIN : L519090DL1984PLC019622

Ref: D/BSE/2018-19/22

Date: 04.09.2018

To,

The Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001

Scrip Code: 538476

**SUBJECT: NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING, RECORD DATE AND BOOK CLOSURE**

Dear Sir/Madam,

Pursuant to Regulations 30, 42 and 44 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Saturday, the 29th day of September, 2018 at B-4, LGF, Ashoka Niketan, New Delhi - 110092 at 10.00 a.m.

Pursuant to Provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of taking record of the Members of the Company for the purpose of determining eligibility for payment of dividend, if declared at the meeting.

BSE Code	Scrip	Type of Security	Book Closure	Record Date	Purpose
538476		Equity	September 26, 2018 to September 28, 2018	September 22, 2018	Determining eligibility for payment of Dividend

A copy of the Notice of AGM and Annual Report 2017-18 is enclosed herewith.

This is for your information and record.

For Capital Trade Links Limited

For CAPITAL TRADE LINKS LIMITED

Company Secretary

Gaurav Joshi  
Company Secretary



## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Capital Trade Links Limited will be held on Saturday, the 29th day of September, 2018 at B-4, LGF, Ashoka Niketan, New Delhi - 110092 at 10.00 a.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **1. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT the Audited Financial Statements of the Company for the year 2017-18 together with the Reports of the Board of Directors’ and Auditors’ thereon of the Company for the year 2017-18 as presented to the meeting, be and is hereby, approved and adopted.”

#### **2. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Vinay Kumar Chawla (holding DIN No. 02618168), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company.”

#### **3. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT a final dividend @10% i.e. Rs. 0.10 per equity share on the paid up equity share capital of the Company as recommended by the Board be and is hereby declared.”

### **SPECIAL BUSINESS:**

#### **4. APPOINTMENT OF MR. ABHAY KUMAR AS INDEPENDENT DIRECTOR**

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 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Abhay Kumar (DIN: 07506524), who was appointed as an Additional Director of the Company with effect from 14th February, 2018, be and is hereby appointed as



an Independent Director of the Company to hold office for a term upto 5 (Five) consecutive years commencing from 14th February, 2018.”

#### **5. APPOINTMENT OF MR. KRISHAN KUMAR AS NON EXECUTIVE DIRECTOR**

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

“**RESOLVED THAT** Mr. Krishan Kumar (DIN: 00004181) who was appointed as an Additional Director with effect from 14th February, 2018, pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 alongwith the requisite deposit from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Non Executive Director of the Company.”

#### **6. RE - APPOINTMENT OF MR. AMARNATH AS INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Amar Nath (DIN: 06524521), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

#### **7. RE-APPOINTMENT OF MR. VINAY KUMAR CHAWLA (DIN 02618168) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being



in force) and/or any other applicable rules, regulations and provisions of law as the case may be and subject to the approval of the Central Government, if required and all other applicable regulatory approvals, consent(s) and permission(s) as may be necessary in this regard, the consent of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Vinay Kumar Chawla (DIN 02618168) as Whole Time Director of the Company for a period of 5 (five) years with effect from 29th September, 2018 on the following terms and conditions:

**TERMS AND CONDITIONS:-**

**A.** Fixed Salary not exceeding Rs 48,00,000/- (Rupees Forty Eight Lakhs only) per annum, and;

**B. Perquisites:** Perquisites including allowances in such form and to such extent as may be decided by the Board of Directors or the Nomination and Remuneration Committee

**Other Terms:** Apart from the above terms & conditions governing remuneration, the terms of appointment provide for the term of office, the reimbursement of expenses incurred for the business of the Company, provision for earlier determination of the appointment by either party by giving One month notice in writing etc. The agreement also provides for variation in the terms of appointment / agreement in accordance with the Companies Act, 2013, in force from time to time.

**RESOLVED FURTHER THAT** the aggregate of above remuneration as stated out in from A to B shall not exceed amount of Rs.48,00,000/- (Rupees Forty Eight Lakhs only) per annum.

**RESOLVED FURTHER THAT** Mr. Vinay Kumar Chawla (DIN 02618168) shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee of the Board of Directors thereof, he shall however, be entitled to reimbursement of expenses incurred by him for the business of the Company, which shall not be included in the total remuneration as mentioned above.

**RESOLVED FURTHER THAT** in the event of loss and/or inadequacy of profits in any financial year during the tenure of Mr. Vinay Kumar Chawla (DIN 02618168), the remuneration and perquisites as given hereinabove i.e. A to B shall be paid to Mr. Vinay Kumar Chawla (DIN 02618168) as Minimum Remuneration subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** the Resolution Professional / Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution including making an application to the Central Government seeking its approval, if required and also to intimate and file necessary Statutory e-form(s) with the ROC/MCA/Stock Exchange/Authority (ies) as the case may be."

**8. CONSIDER AND APPROVE CTL EMPLOYEES STOCK OPTION PLAN 2018**

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



“RESOLVED THAT pursuant to the provisions of Section 62 and its related and applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the Memorandum and Articles of Association of the Company, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of ‘CTL EMPLOYEES STOCK OPTION PLAN 2018’ (hereinafter referred to as the “CTL ESOP 2018” or the “Scheme”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include the Nomination and Remuneration Committee and any other Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 5,00,000 (Five Lakh) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company including any Director thereof, whether wholetime or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under CTL ESOP 2018, exercisable into not more than 5,00,000 (Five Lakh) Equity Shares of face value of ` 1/- (Rupee One only) each fully paid-up, constituting 0.98% of the paid-up equity share capital of the Company as on March 31, 2018, either directly or through an Employee Welfare Trust (hereinafter referred to as “Trust”), on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of CTL ESOP 2018.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are split or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the Scheme shall automatically stand augmented or reduced in the same proportion as the present face value of ` 1/- per equity share bears to the revised face value of the equity shares of the Company after such split or consolidation, without affecting any other rights or obligations of the said grantees.



**CAPITAL TRADE**

**LINKS LTD.**

CIN : L519090DL1984PLC019622

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under CTL ESOP 2018 on the Stock Exchanges where the Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the CTL ESOP 2018.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the CTL ESOP 2018 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the CTL ESOP 2018 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion, deems necessary including authorising or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Trusts, Consultants or Representatives, being incidental to the effective implementation and administration of CTL ESOP 2018 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in connection with the above and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

**By Order of the Board  
For CAPITAL TRADE LINKS LIMITED**

**Sd/-  
Gaurav Joshi  
Company Secretary**

**Place: New Delhi**

**Date: 01.09.2018**

**Registered Office:**

**A - 89, Madhu Vihar, Main Market,  
I.P. Extension, Delhi - 110092**

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS' UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2) Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the Meeting.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- 4) Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.
- 5) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
- 6) Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Transfer Books of the Company shall remain closed on 23rd September, 2018 to 29th September, 2018 (both days inclusive) for the purpose of payment of final dividend for the financial year 2017-18.
- 7) Dividend as recommended by Directors, if declared at the meeting, will be paid within 30 days from the date of declaration to those members who hold shares in dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of the business hours on 22<sup>nd</sup> September, 2018 and in physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfers in physical form lodged with the Company and / or its Registrar and Share Transfer Agents on or before 22<sup>nd</sup> September, 2018.
- 8) Members holding shares in electronic form may please note that: (a) the dividend, when declared, will be credited to their respective Bank Accounts as furnished to the respective Depository Participant(s), through Electronic Clearing Service (ECS), where this facility is available; (b) in other cases, Bank details as furnished to the respective Depository Participants will be printed on the Dividend Warrants as per the applicable regulations.



9) Members holding shares in electronic form are requested to direct change of address notifications and updates of Saving Bank details to their respective Depository Participant(s). Members, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent (i.e. MAS services Limited) of the Company on or before 22<sup>nd</sup> September, 2018.

10) Members who wish to claim dividends, which have remained unclaimed, are requested to correspond with the Registrar and Transfer Agent and Company Secretary at the registered office of the company. Pursuant to Section 124 of the Companies Act, 2013, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount.

11) To promote green initiative, Members holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, MAS Services Ltd., Delhi.

12) Voting through electronic means :- In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the notice) and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on 22.09.2018 (End of Day) being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited. The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 22.09.2018 i.e. cut-off date for the purpose. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The instructions to E-voting form part of Notice.

13) The E-voting period commences on 26th September, 2018 from 09: 00 am to 28th September, 2018 to 05:00 pm.

14) Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed in the Annual General Meeting of the members.

15) M/s A. K. Popli & Company, Practicing Company Secretary (Membership No. FCS-3387 & CP No. 2544), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

16) Annual Report for the financial year 2017-18 including notice of 33<sup>rd</sup> AGM and instructions to E-voting , along with Attendance Slips and Proxy Forms are being sent on Email IDs of those members whose E-mail IDs are registered with the Depository Participant(s)/Company, unless a member has requested for a physical copy of the same. The Documents shall be sent through permitted mode to all members holding shares in physical mode.





17) Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 9.00 a.m. to 12.00 p.m. except Saturdays, Sundays and public holidays, upto the date of the meeting. The Annual Report shall also be available on company's website i.e. [www.capitaltrade.in](http://www.capitaltrade.in).

**The procedure and instructions for e-voting:**

**A. For members who receive notice of annual general meeting through e-mail:**

- a. Open e-mail and open PDF file viz. "CTL-e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "Capital Trade Links Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens. Voting period commences from 26.09.2018 at 9:00 AM and ends on 28.09.2018 at 5:00 PM.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [akpoplico@gmail.com](mailto:akpoplico@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. For members who receive the notice of annual general meeting in physical form:**

(a)-Members holding shares either in Demat or physical mode, who are in receipt of notice in physical form, may cast their votes using the e-voting facility, for which the User Id and Initial password is provided on the attendance slip. Please follow steps from Sr. No. (a) to (l) under heading A above to vote through e-voting platform.

**C. Voting facility at Annual General Meeting:**

a. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise



**CAPITAL TRADE**

**LINKS LTD.**

CIN : L519090DL1984PLC019622

their right at the meeting. ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

**D. General Instructions:**

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
2. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
3. 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).
4. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22.09.2018, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.
5. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the Company, who shall countersign the same.
9. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company [www.capitaltrade.in](http://www.capitaltrade.in) thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

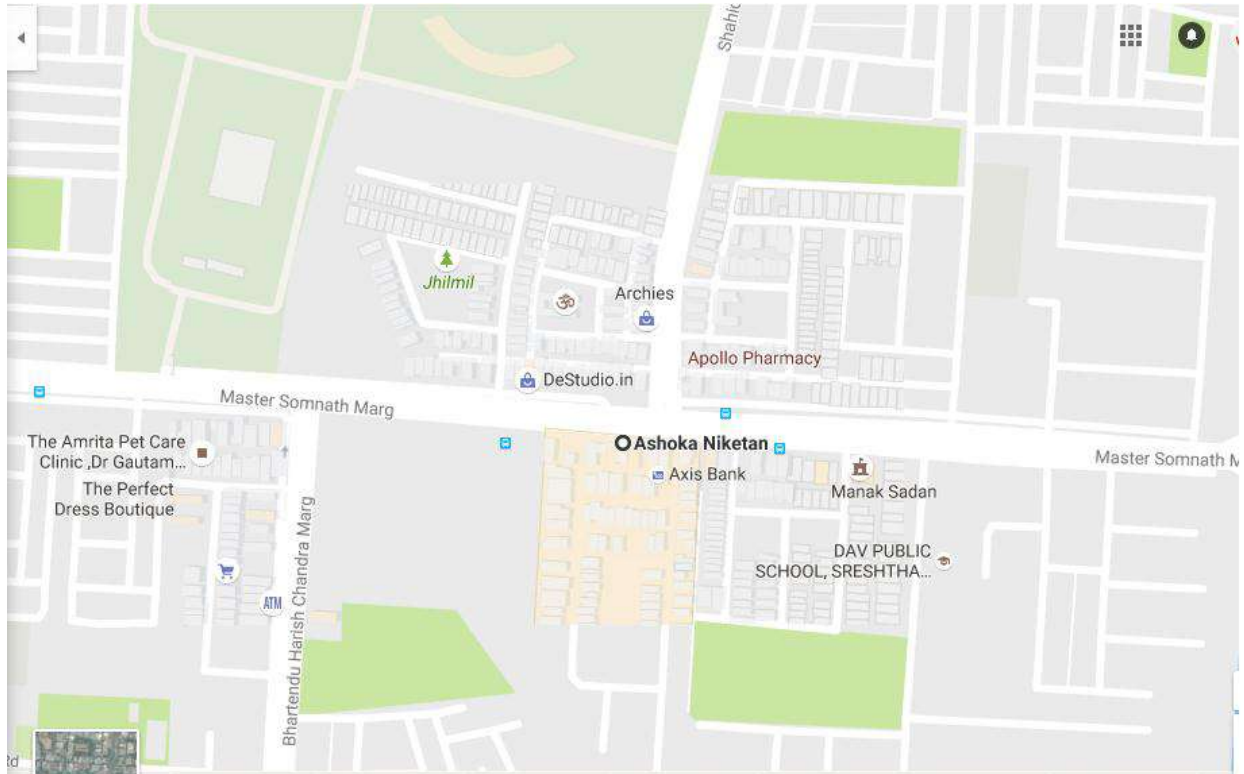


**CAPITAL TRADE**

**LINKS LTD.**

CIN : L519090DL1984PLC019622

## **ROUTE MAP FOR AGM VENUE**





## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013;**

### **ITEM No. 4**

The Board of Directors of the Company had appointed Mr. Abhay Kumar (DIN: 07506524) as an Additional Director of the Company w.e.f. 14th February, 2018. In accordance with the provisions of Sections 149, 152, 161, and 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014, and any other applicable provisions of the Companies Act, 2013, Mr. Abhay Kumar (DIN: 07506524) shall hold office up to the date of the forthcoming Annual General Meeting.

In this regard the Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Abhay Kumar (DIN: 07506524) signifying his candidature as Director of the Company. Mr. Abhay Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. He has given a declaration to the Board that he meets the criteria of independent Director as provided under section 149(6) of the Act.

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's is concerned or interested in this resolution.

### **ITEM No. 5**

The Board of Directors of the Company had appointed Mr. Krishan Kumar (DIN: 00004181) as an Additional Director of the Company w.e.f. 14th February, 2018. In accordance with the provisions of Sections 161(1) read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014, and any other applicable provisions of the Companies Act, 2013, Mr. Krishan Kumar (DIN: 00004181) shall hold office up to the date of the forthcoming Annual General Meeting.

In this regard the Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Krishan Kumar (DIN: 0004181) signifying his candidature as Director of the Company. Mr. Krishan Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's is concerned or interested in this resolution.

### **ITEM NO. 6**

The Members of the Company, at the 28th Annual General Meeting held on September 02, 2013 had approved the appointment of Mr. Amarnath as an Independent Director of the Company for a period of



five years. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Amarnath, it is proposed to re-appoint him for the second term as an independent Director on the Board of Capital Trade Links Limited for a period of five years. In the opinion of the Board, Mr. Amarnath fulfills the conditions specified in the Act and except for the above mentioned shareholding; he is independent of the management. Copy of the draft letter for appointment of Mr. Amarnath as an Independent Director setting out the terms and conditions 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 day, excluding Saturday. 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. Amarnath as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's is concerned or interested in this resolution.

#### **ITEM No. 7**

Mr. Vinay Kumar Chawla, age 38 years, Whole Time Director of the Company, is a member of the Institute of Company Secretaries of India. He has more than 15 years working experience of handling functional areas of operations, finance, Legal, human resources and administration. He has been on the Board of the Company since 29<sup>th</sup> May 2017. He holds 717906 shares of the Company. Mr. Vinay Kumar Chawla is not related to any other directors of the Company. He has attended all board meetings held during the financial year 2017-18.

**Past Remuneration Drawn:** Mr. Vinay Kumar Chawla was paid a remuneration of Rs. 3,00,000/- p.m. (Rupees Three Lakhs only) while working as Whole Time Director during the year 2017-18.

**Recognition or Awards:** Not Applicable

**Job profile and his suitability:** Mr. Vinay Kumar Chawla has been associated with Capital Trade Links Limited for more than one year. He has a rich experience of handling functional areas of operations, finance, Legal, human resources and administration.

**Remuneration proposed:** Full information towards the remuneration so proposed to be paid to Mr. Vinay Kumar Chawla is mentioned in the proposed resolution in item no. 7 of this notice..

**Comparative remuneration profile with respect to Industry size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin):** The proposed remuneration so to be given to Mr. Vinay Kumar Chawla commensurate with the size of the Company and nature of the Industry. The salary structure of the Managerial personnel's has undergone major change in the Industry in the recent past. Keeping in view the type of the Industry, size of the Company, the responsibilities and capabilities of Mr. Vinay Kumar Chawla, the proposed



remuneration is competitive with the remuneration being paid by other Companies to such similar positions. Hence, the remuneration so proposed to be paid to Mr. Vinay Kumar Chawla is in line and in consonance with the current trend in the Industry.

The members of the Company at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> September, 2017 had appointed Mr. Vinay Kumar Chawla who shall be liable to retire by rotation.

The main terms and conditions of re-appointment including remuneration of Mr. Vinay Kumar Chawla as Whole Time Director, subject to the limits prescribed in Schedule V of the Companies Act, 2013, are as follows:

**A. Salary:** Fixed Salary not exceeding Rs 48,00,000/- (Rupees Forty Eight Lakhs only) per annum, and;

**B. Perquisites:** Perquisites including allowances in such form and to such extent as may be decided by the Board of Directors or the Nomination and Remuneration Committee

**Other Terms:** Apart from the above terms & conditions governing remuneration, the terms of appointment provide for the term of office, the reimbursement of expenses incurred for the business of the Company, provision for earlier determination of the appointment by either party by giving One month notice in writing etc. The agreement also provides for variation in the terms of appointment / agreement in accordance with the Companies Act, 2013, in force from time to time.

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's except Mr. Vinay Kumar Chawla is concerned or interested in this resolution.

### **ITEM No. 8**

The Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on May 30, 2018 had approved formulation and implementation of CTL Stock Option Scheme 2018. Your Company believes that equity based compensation schemes are an effective tool to reward the employees (including Directors) of the Company in the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources in the organisation and for the benefit of the present and future employees of the Company. With this objective in mind, your Company intends to implement CTL ESOP 2018 for the employees

The Company seeks members' approval in respect of CTL ESOP 2018 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations).

The salient features of the CTL ESOP 2018 are as under:

#### **a) Brief description of the Scheme**

The Company proposes to introduce CTL ESOP 2018 for the benefit of the permanent employees and eligible Directors of the Company and such other eligible persons as may be determined as per SEBI SBEB Regulations. Options granted under the Scheme shall vest on satisfaction of vesting conditions



which can thereafter be exercised resulting in allotment/issue of equity shares of the Company. The Nomination and Remuneration Committee (Committee) of the Company shall act as Compensation Committee for administration of CTL ESOP 2018. All questions of interpretation of the CTL ESOP 2018 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in CTL ESOP 2018.

**b) Total number of Options to be granted**

The total number of options to be granted under CTL ESOP 2018 shall not exceed 5,00,000 (Five Lakh) options constituting 0.98% of the paid-up equity share capital of the Company as on March 31, 2018. Each option when exercised would be converted into one Equity Share of ` 1/- (Rupee One only) each fully paid-up. The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such manner that the total value of the options granted under CTL ESOP 2018 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 5,00,000 (Five Lakh) shall be deemed to be increased to the extent of such additional options issued.

**c) Identification of classes of employees entitled to participate in CTL ESOP 2018.**

- a. a permanent employee of the Company working in India; or
- b. a director of the company, whether a whole time director or not but excluding an independent director; or
- c. an employee as defined in clause (a) or (b) of a subsidiary or associate company, in India, or of a holding company of the company; or
- d. Such other persons, as may from time to time, be allowed under prevailing laws and regulations and as may be approved by the board/committee for this purpose.

But does not include-

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company

**d) Requirements of vesting and period of vesting**

All the options granted on any date shall vest after twelve months and not later than a five years from the date of grant of options or as may be determined by the Committee.

The vesting dates in respect of the options granted under the Scheme shall be determined by the Committee and may vary from an employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee. Options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

**e) Maximum period within which the options shall be vested**

All the options granted on any date shall vest not later than a maximum period of five years from the date of grant of options or as may be determined by the Committee

**f) Exercise price or pricing formula**

Exercise Price shall be Rs. 5 per share subject to maximum of market price per share.

**g) Exercise period and the process of Exercise**

The exercise period would commence from the date of vesting and will expire on completion of period as aforesaid from the date of respective vesting of options. The vested Option shall be exercisable by the employees either in full or in tranches as may be permitted by the Scheme by a written application to the Company expressing his/her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

**h) Criteria for determining the eligibility of employees under CTL ESOP 2018**

The ESOP Scheme shall extend to all permanent employees on the rolls of the Company and its Subsidiary and Associate Companies as on 30.09.2018, who satisfy the following eligibility criteria:

- Employees who have completed one year of service as on 30.09.2018.
- Employees who become eligible as per the aforesaid norms during the period 01.10.2018 and 31.03.2019.
- Other Employees, including new recruits, as may be decided by the Compensation Committee.

**i) Maximum number of Options to be issued per employee and in aggregate**

The maximum number of Options that can be granted per Employee/Director during any one year shall not exceed 0.5% of the issued capital (excluding warrants and conversions) at the time of Grant of Options except with the express approval of the shareholders and in aggregate shall not exceed 0.98% of the paid up equity capital of the company and shall not exceed the limits, if any, prescribed under SEBI SBEB Regulations and other applicable laws.

**j) Maximum quantum of benefits to be provided per employee under the CTL ESOP 2018**

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of sale of shares.

**k) Route of Scheme implementation**

The Scheme shall be implemented and administered either directly by the Company or through an Employees Welfare Trust or both as the Board/Committee deems fit. In case the Company wishes otherwise, it may be intimated to the members in due course as per the applicable laws.

**l) Source of acquisition of shares under the Scheme**

The Scheme contemplates acquisition of shares by the Company from secondary market.





**CAPITAL TRADE**

**LINKS LTD.**

CIN : L519090DL1984PLC019622

**m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc.**

The Company may provide, loan to the Trust, from time to time. The Company will provide necessary loan amount to the trust to enable the trust to subscribe the shares issued by the Company. The terms and conditions of the loan shall be decided by the Board from time to time. The loan will be utilised by the trust for subscribing to the shares of the Company only. The Trust shall repay the loan to the Company by utilising the proceeds realised from exercise of Options by the employees.

**n) Maximum percentage of secondary acquisition**

The maximum number of shares to be acquired from the secondary market shall be 500000.

**o) Accounting Policies and Disclosures**

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

Consent of the members is being sought by way of a special resolution pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the CTL ESOP 2018 is available for inspection at the Company's Registered Office during normal business hours on all working days till the date of the AGM.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the CTL ESOP 2018.

**By Order of the Board  
For CAPITAL TRADE LINKS LIMITED**

**Sd/-  
Gaurav Joshi  
Company Secretary**

**Place: New Delhi**

**Date: 01.09.2018**

**Registered Office:**

**A - 89, Madhu Vihar, Main Market,**

**I.P. Extension, Delhi – 110092**

**ANNEXURE TO THE NOTICE****DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 33RD ANNUAL GENERAL MEETING**

Name of Director	Mr. Vinay Kumar Chawla (DIN: 02618168)	Mr. Krishan Kumar (DIN: 00004181)	Mr. Abhay Kumar (DIN: 07506524)
i) Date of Birth/Age	01/01/1980 38 years	15/11/1969 48 years	10/02/1988 30 years
ii) Qualifications	B.Com, ACS, LLb, PGDM	B.Com, FCS, LLb	B.Com, M.Com, PGDFM, PGDM, LLb
iii) Experience	More than 15 years	More than 20 years	More than 5 years
iv) Terms and Conditions of Re- appointment	Regularization of Director	N.A.	N.A.
v) Details of Remuneration sought to be paid	Within Statutory limits	Sitting fee as determined by the Board	Sitting fee as determined by the Board
vi) Last Remuneration drawn	3,00,000 p.m.	N.A.	N.A.
vii) Date of first appointment on the Board	29/05/2017	14/02/2018	14/02/2018
viii) No. of shares held	717906	1980931	Nil
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil
x) No. of Board Meetings attended/ held during Financial Year 2017-18	3 out of 4	Nil	Nil
xi) Directorships held in other companies	1. VKC Corporate Solutions Private Limited 2. Reurja Solutions Private Limited	N.A.	1. M K Proteins Limited 2. Pushpanjali Realms And Infratech Limited 3. Sygnific RD Solutions Private Limited
xii) Chairman/ Member	Nil	Nil	Member of Audit



**CAPITAL TRADE**

**LINKS LTD.**

CIN : L519090DL1984PLC019622

of the Committee of the Board of Directors of the Company as on March 31, 2018			, Nomination and Remuneration, Share Transfer Committee and Risk Management Committee
a. Audit Committee	Nil	Nil	Nil
b. Stakeholders' Relationship Committee	Nil	Nil	Nil
c. others	Nil	Nil	Nil



**CAPITAL TRADE**

LINKS LTD.

CIN : L51909DL1984PLC019622

**Capital Trade Links Limited**

(CIN - L51909DL1984PLC019622)

Regd. Office - A - 89, Madhu Vihar, Main Market, I.P. Extension, Delhi – 110092

Website – [www.capitaltrade.in](http://www.capitaltrade.in) Email – [info@capitaltrade.in](mailto:info@capitaltrade.in)

**ATTENDANCE SLIP FOR 33RD ANNUAL GENERAL MEETING**

(To be handed it over at venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder of Capital Trade Links Limited.

DP ID*		Folio No.	
Client ID*		No of Shares	

\* Applicable for investors holding shares in electronic form

I hereby record my presence at the 33rd Annual General Meeting of the Company to be held on 29th day of September, 2018 at 10 :00 A.M. at B-4, LGF, Ashoka Niketan, New Delhi - 110092.

Name and Address of Member

Signature of Shareholder /Proxy/Representative  
(Please Specify)

**Note:**

1. Shareholders/ Proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the venue, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rule, 2014]

CIN	L51909DL1984PLC019622
Name of the Company	Capital Trade Links Limited`
Registered office	A - 89, Madhu Vihar, Main Market, I.P. Extension, Delhi – 110092
Name of the Member(s)	
Registered Address	
Email Id	
Folio No / Client ID	
DP ID:	

I/ We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1	Name			
	Address			
	E- Mail ID		Signature	
	of failing him			
2	Name			
	Address			
	E- Mail ID		Signature	
	of failing him			
	of failing him			
3	Name			
	Address			
	E- Mail ID		Signature	
	of failing him			
	of failing him			

As my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 33rd Annual General Meeting of the Company to be held on 29th day of September, 2018 at 10 :00 A.M. at B-4, LGF, Ashoka Niketan, New Delhi - 110092 and at any adjournment thereof in respect of such resolution as are indicated below:



S.No.	Resolutions	For	Against	Abstain
<b>Ordinary business</b>				
1	To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors			
2	Re-appointment of Mr. Vinay Kumar Chawla who retires by rotation			
3	Declaration of dividend of Rs. 0.10 per equity share on the paid up equity share capital of the Company			
<b>Special business</b>				
4	Appointment of Mr. Abhay Kumar (DIN: 07506524) as an Independent Director of the Company			
5	Appointment of Mr. Krishan Kumar (DIN: 00004181) as an Non Executive Director of the Company			
6	Re - Appointment of Mr. Amarnath (DIN : 06524521) as Independent Director			
7	Re-Appointment of Mr. Vinay Kumar Chawla (DIN 02618168) as a Whole Time Director of the Company			
7	To approve CTL EMPLOYEES STOCK OPTION PLAN 2018			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix Revenue  
Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

**Note:** The proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



**Where Market  
Meets Growth**

ANNUAL **REPORT**  
**2017-18**

**CAPITAL TRADE LINKS LIMITED**





**TABLE OF CONTENT**

Particulars	Page Number
Company Information	3
Directors Report	5
Secretarial Audit Report	16
Management's Discussion and Analysis	22
Extract of Annual Return	33
Independent Auditor's Report	43
Balance Sheet	49
Statement of Profit & Loss	50
Cash Flow Statement	51
Notes to Accounts	52
Declaration with respect to Audit Reports with Unmodified opinion	68



## COMPANY INFORMATION

### Board of Directors

Chairman	: Mr. Krishan Kumar Nagpal
Whole Time Director	: Mr. Vinay Kumar Chawla
Independent Director	: Mr. Amarnath
Independent Director	: Mr. Neeraj Kumar Bajaj
Independent Director	: Mr. Abhay Kumar
Independent Director	: Ms. Jagrati Sethi

### Chief Financial Officer

: Mr. Santosh Gupta  
Email: [loan@capitaltrade.in](mailto:loan@capitaltrade.in)

### Company Secretary & Compliance Officer

: Mr. Gaurav Joshi  
Email: [info@capitaltrade.in](mailto:info@capitaltrade.in)

### Registered Office

: A-89, Madhu Vihar, Main Market,  
I.P. Extension, Delhi – 110092,  
Website: [www.capitaltrade.in](http://www.capitaltrade.in)  
Email: [info@capitaltrade.in](mailto:info@capitaltrade.in)

### Corporate Office

: Capital House, G -227, Sector – 63,  
Noida – 201301, Uttar Pradesh,

### Statutory Auditors

: **M/s A.C. Gupta & Associates,**  
Chartered Accountants  
808, Padma Tower – 1,  
Rajendra Place,  
New Delhi – 110008  
E-mail: [preeti@acgasso.com](mailto:preeti@acgasso.com)

### Secretarial Auditors

: **M/s A. K. Popli & Company**  
**Practicing Company Secretaries**  
105, C-2/4, Pragati Market,  
Ashok Vihar, Phase – II,  
New Delhi - 110052  
E-mail: [akpoplico@gmail.com](mailto:akpoplico@gmail.com)

<b>Shares listed with</b>	<b>: Bombay Stock Exchange,</b>
<b>Registrar &amp; Share Transfer Agents</b>	<b>: M/s MAS Services Ltd.</b> T-34, Okhla Phase – II, Delhi - 110020 Ph: +91-11-26387281/ 82 Email: info@masserv.com
<b>Bankers</b>	<b>: Axis Bank</b> <b>HDFC Bank</b> <b>Allahabad Bank</b>

## **BOARD COMMITTEES**

### **Audit Committee**

Mr. Amar Nath	: Chairman
Mr. Neeraj Kumar Bajaj	: Member
Mr. Abhay Kumar	: Member

### **Nomination and Remuneration Committee**

Mr. Amar Nath	: Chairman
Mr. Neeraj Kumar Bajaj	: Member
Mr. Abhay Kumar	: Member

### **Stakeholders Relationship Committee**

Mr. Amar Nath	: Chairman
Mr. Neeraj Kumar Bajaj	: Member
Mr. Abhay Kumar	: Member

### **Risk Management Committee**

Mr. Amar Nath	: Chairman
Mr. Neeraj Kumar Bajaj	: Member
Mr. Abhay Kumar	: Member

## DIRECTOR'S REPORT

To,  
The Members,  
Capital Trade Links Limited.

Your Directors delightfully present the 33rd Annual Report on the business and operation of the Company together with the Audited Financial Accounts for the year ended 31st March, 2018.

### FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	2017-18	2016-17
Revenue from Operations	383.76	922.32
Other Income	31.66	0.31
<b>Total Income</b>	<b>415.42</b>	<b>922.63</b>
Less: Operational and Other Expenses	240.05	769.1
Profit/(Loss) before Depreciation & Finance Cost	175.37	153.53
Less: Depreciation & Amortization	2	0.83
Less: Finance Cost	35.83	43.64
Profit/(Loss) before Tax	137.54	109.89
Less: Tax and Adjustments	43.23	32.75
<b>Net Profit after Tax</b>	<b>94.31</b>	<b>77.14</b>

### OPERATIONS

For the year ended March 2018, your Company had earned a total income of Rs. 415.42 lakhs as compared to Rs. 922.63 lakhs in the previous year. However the Net Profit of the Company has increased to Rs. 94.31 lakhs against the Net Profit of previous year for Rs. 77.14 lakhs.

### DIVIDEND ON EQUITY SHARES

Your Board is pleased to recommend a dividend of Rs. 0.10 per equity share on the paid up Equity Share Capital of the Company for the FY ended March 31, 2018 which is subject to the approval of the Members.

### RESERVE FUND

As per section 45 IC of Reserve Bank of India Act, 1934, the Company has transferred Rs. 18.86 Lakhs in reserve fund i.e aggregating of 20% of its net profit.

**NATURE OF BUSINESS**

Your Company is one of the growing NBFCs in the country with strong presence in North India and offers a wide range of financial services to many sectors. Your company is a non deposit accepting Non Banking Financial Company registered with Reserve Bank of India and obtained certificate of registration no. B-14.02516 dated 19.11.2001. Your Company has adopted a client centric operations methodology that involves direct contact with clients through group trainings and various meetings of group members with center leader which occur at regular intervals. The Company's operations methodology also includes various pre-defined criterion for area selection, village selection and client selection which we believe helps us mitigate and minimize our operational risks. It has been our strategy to maximize our reach to financially excluded population, which we intend to achieve with the support of our technology-enabled business model. As a part of our effort to improve efficiency and reduce business risks, we are moving towards cashless delivery model in partnership with various institutions.

The Company is principally engaged in the business of advancing loans and financing. The Company offers credit facilities to individuals and business clients in low, medium and high range. The Company offers business loans, loans against property and fulfills working capital requirement, among others, of its individual, partnership firms, entrepreneurs, body corporate/business clients and other legal entities. The Company offers various products and services, which include venture capital, equity financing, personal loan and secured loan. E-rickshaw financing has become a major contributor to the revenue of the Company during the Financial Year 2017-18.

The Directors are quite hopeful to achieve new milestones of achievement in the years to come.

**MISSION AND VALUE:**

Capital Trade Links Limited aims to be the go-to financial institution for the unbanked population in the near future. With the focus on client satisfaction, we plan to encourage self-sufficiency and entrepreneurship in the various clients that we serve.

**BUSINESS OVERVIEW:**

There is no change in the nature of business of the Company during the year under review. the company portfolio comprises business loans, loans against property and fulfills working capital requirement, among others, of its individual, partnership firms, entrepreneurs, body corporate/business clients and other legal entities. E-rickshaw financing has become a major contributor to the revenue of the Company during the Financial Year 2017-18.

The Company has proper procedures for the identification of borrower, due diligence, verification & assessment of borrowers' income to ensure timely repayment.

The Borrower has to give Guarantee along with PDCs. The Agent also stands as guarantor and the commission to agent is paid after recovery of loan fully.

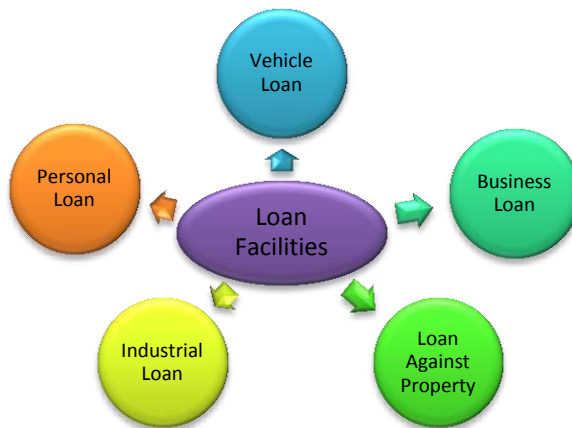
CTL is an organization providing monetary advantage to individuals and organizations, which are in need of finance. Similar to bank, the Company is extending credit facilities to individuals, business entities whether proprietorship, partnership firms, companies or any other legal entity.

The money is advanced for both personal and commercial purpose. Instead of borrowing funds from bank, the Company has been generating funds from market financial resources. The company has established its own standards and norms for evaluating different needs of its clients and always provides suitable payment option considering no harm to its customers as well as recoverable easily.

The organization is also distributing various Mutual Funds like Equity, Debt, Hybrid, ETF, Liquid funds, etc.

**PRODUCTS & SERVICES:**

The Company has plan to sell following products and services to potential clients



During previous financial year (2016-17), the Company granted business loan and Loan against Property. During the Financial Year 2017-18, the loans were given for purchase of E-Rickshaw, Personal Loans, Business Loan, Loan against Property.

The Company is proposing to introduce new products like Vehicle Loan also and loan against E-Rickshaw, Personal Loans, Business Loan, Loan against Property will also continue.

**SHARE CAPITAL**

During Financial Year 2017-18, there was no change in the capital structure of the Company. As on 31st March 2018, the paid up share capital of the Company was Rs. 5,09.8 lakhs comprising of 5,09.8 lakhs equity shares of Re. 1/- each. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circular/ Notifications/ Directions issued by Reserve Bank of India from time to time, the Management Discussion and Analysis of the financial condition and result of consolidated operations of the Company for the year under review is presented in a separate section forming part of the Annual Report.

**CORPORATE GOVERNANCE**

We wish to inform the members that in terms of Regulation 15 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Governance is not applicable to Companies having paid up equity share capital not exceeding Rs. 10 crore and Net Worth not exceeding Rs. 25 crore, as on the last day of the previous financial year. The Company does not fulfill any of the criteria's as mentioned above and hence are not required to comply with the Corporate Governance provisions as envisaged under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. However, your Company has formed various committees in order to keep the checks and balances on the business operations of the Company.

**PUBLIC DEPOSITS**

Being a Non Deposit taking Non-Banking Financial Company, your Company has not accepted any deposits from the public under section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

**RBI'S NORMS AND STANDARDS**

The Company continues to have a conservative provisioning policy which is significantly more stringent than the RBI norms. It fulfils and often exceeds norms and standards laid down by the RBI relating to the recognition and provisioning of non-performing assets, capital adequacy, statutory liquidity ratio, etc

**MEETINGS OF THE BOARD**

During the year Four Board Meetings were convened and held and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The dates on which the Board Meetings were held are 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2018 and 14<sup>th</sup> February 2018.

**COMMITTEES OF BOARD**

In accordance with the Companies Act, 2013 and Listing Regulations, the Company has following Committees in place:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee

Details of the said Committees along with their charters, composition and meetings held during the financial year, are provided separately, as a part of this Annual Report.



**DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED DURING THE YEAR RETIREMENT BY ROTATION**

In accordance with the provisions of the Companies Act, 2013, Mr. Krishan Kumar Nagpal and Mr. Abhay Kumar have been appointed as an Additional Director during the year which is subject to regularization at the forthcoming 33<sup>rd</sup> Annual General Meeting.

Further Mr. Vinay Kumar Chawla retire by rotation at the forthcoming 33<sup>rd</sup> Annual General Meeting and being eligible, offered themselves for reappointment.

Further Term of Mr. Amarnath as Independent Director is expiring at the ensuing 33<sup>rd</sup> Annual General Meeting and Board recommends his re-appointment as Independent Director for a further period of five years.

**BOARD'S INDEPENDENCE**

Definition of 'Independence' of Directors is in conformity with Section 149(6) of the Companies Act, 2013 and the requirements of Listing Regulations. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013 and the requirements of Listing Regulations :-

1. Mr. Amar Nath
2. Ms. Jagrati Sethi
3. Mr. Neeraj Kumar Bajaj
4. Mr. Abhay Kumar

The independent directors have submitted the declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby stated that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **ANNUAL EVALUATION OF THE BOARD**

Pursuant to the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

The following are some of the broad issues that are considered in performance evaluation: Criteria for evaluation of Board and its Committees:

- Setting up of performance objectives and performance against them
- Board's contribution to the growth of the Company
- Whether composition of the Board and its Committees is appropriate with the right mix of knowledge and skill sufficient to maximize performance in the light of future strategy
- Board's ability to respond to crisis
- Board communication with the management team
- Flow of quality information to the Board

#### **Criteria for evaluation of Independent Directors**

- Demonstrates willingness to devote time and effort to understand the Company and its business
- Demonstrates knowledge of the sector in which the Company operates
- Quality and value of their contributions at board meetings
- Contribution to development of strategy and risk management policy
- Effective and proactive follow up on their areas of concern

#### **Criteria for evaluation of Non-Independent Directors**

- Knowledge of industry issues and exhibition of diligence in leading the organization
- Level of attendance at the Board and Committee meetings where he/she is a member
- Effectiveness in working with the Board of Directors to achieve the desired results
- Providing direction and support to the Board regarding its fiduciary obligations and governance role
- Providing well-balanced information and clear recommendations to the Board as it establishes new policies

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The Company, being a non-banking finance Company registered with the Reserve Bank of India and engaged in the business of giving loans, advancing of monies, and other kind of financings such as E-rickshaw financing etc. is exempt from complying with the provisions of section 186 of the Companies Act, 2013. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been given in this Report.

**MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The Company, being a non-banking finance Company (NBFC), does not have any manufacturing activity. The directors therefore, have nothing to report on 'conservation of energy and technology absorption and is given as "Annexure I" to this report.

**DETAILS OF MANAGERIAL REMUNERATION**

Details of Managerial remuneration along with required information is explained along with "Annexure II" to this report.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return as required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in form MGT 9 is annexed herewith as "Annexure II" to this Director's Report.

**PARTICULARS OF EMPLOYEES:**

During the year under review, there were no employees drawing remuneration of Rs. 60,00,000/- p.a. or Rs. 5,00,000/- p.m. or more. Hence there is no information to be provided in accordance with the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Particulars of employees) Rules, 1975.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As per the criteria laid down under the Companies Act, 2013 and the Rules made thereunder, Your Company is not required to form a CSR Committee and to spend minimum amount towards the CSR activities But It understand its accountabilities towards its society or the environment and as a result it took parts in various CSR activities & initiatives.

**FOREIGN CURRENCY:**

No Foreign currency expenditure was incurred during FY 2017-18. The Company did not have any foreign exchange earnings.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has documented its internal financial controls considering the essential components of various critical processes, physical and operational which include its design, implementation and maintenance along with periodical internal review of operational effectiveness and sustenance. This ensures orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

### **RELATED PARTY TRANSACTIONS**

During the FY 2017-18, there are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with interest of the Company at large.

### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

### **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has established a 'Whistle Blower Policy and Vigil Mechanism' for Directors and employees to report to the appropriate authorities concerns about unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee.

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

There have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

### **RISK MANAGEMENT**

Although as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the formation of Risk Management Committee is not mandatory on the Company but in today's era it is better to have Risk Management Committee as a preventive measure for handling the uncertain events/risks. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

**OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent Sexual Harassment of Women at Workplace a new act “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” has been notified on 9th December, 2013. Under the said Act every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has adopted “Anti-Sexual Harassment Policy” and constituted an Internal Committee as required under section 4 (1) of Sexual harassment of women at work place (prevention, prohibition and redressal) Act, 2013.

**ANNUAL EVALUATION BY THE BOARD:**

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

1. Attendance of Board Meetings and Board Committee Meetings
2. Quality of contribution to Board deliberations
3. Strategic perspectives or inputs regarding future growth of Company and its performance
4. Providing perspectives and feedback going beyond information provided by the management
5. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

**PRESENTATION OF FINANCIAL STATEMENTS**

The financial statements of the Company for the year ended 31<sup>st</sup>March 2018 have been disclosed as per Schedule III to the Companies Act, 2013.

**SUBSIDIARIES COMPANIES:**

The Company does not have any subsidiary Company.

**MATERIAL CHANGES AND COMMITMENTS**

During the year under review, there are no material changes and commitments made by the Company between the end of the financial year of the company to which the financial statements relates and the date of the report.

**DEPOSITORY SYSTEM:**

The Company has electronic connectivity with both depositories namely Central Depository Services (India) Limited and National Securities Depository Limited. As on March 31, 2018, 96.93% of the Company’s paid-up share capital representing 4,94,16,377 equity shares is in dematerialized form (including promoters shareholding). In view of the numerous advantages offered by the Depository

system, Members holding shares in physical mode are requested to avail of the facility of dematerialization of the Company's shares on either of Depositories.

### **AUDITORS**

M/s A.C. Gupta & Associates, Chartered Accountants, was appointed by the Company as the Auditors in the Annual General Meeting held on 30th September, 2014 for a period of five years in terms of the provisions of Section 139(2) of the Companies Act, 2013 read with Rules made thereunder. Accordingly, the Auditors, hold office until the conclusion of the Annual General Meeting to be held in the year 2019. The Statutory Auditors have submitted a certificate confirming their eligibility under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, the Company has also received a copy of Peer Review Certificate as prescribed by the Institute of Chartered Accountant of India to the Auditors and declaration from the Auditors that they are not disqualified for such appointment/ reappointment under the said Act. In terms of the provisions of Section 139(1) of the Companies Act, 2013 it was required to ratify the appointment of Statutory Auditor every year by the shareholders of the Company during the tenure of appointment. Further, due to notification of some of the provisions of the Companies (Amendment) Act, 2017 on May 7, 2018, the requirement of ratification of appointment of Statutory Auditors by members has been done away with. Hence, it is no longer required to ratify the appointment of Statutory Auditors at every Annual General Meeting by the members of the Company.

### **AUDITOR'S REPORT**

The Notes on accounts and observations of the Auditors in their Report on the Accounts of the Company are self explanatory. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Reports that may call for any explanation from the Directors.

### **DISCLOSURE ABOUT COST AUDIT**

The Central Government has not prescribed the maintenance of Cost records under section 148(1) of the Companies Act, 2013, for any of the services rendered by the Company.

### **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s A. K. Popli & Company, Company Secretaries to undertake the Secretarial Audit of the Company for the FY 2017-18. There are no observations of the Secretarial Auditors in their Audit Report that may call for any explanation from the Directors.

### **DISCLOSURES:**

Directors' responsibility statement as required by section 134(5) of the Companies Act, 2013 appears in this report.

Disclosures as prescribed by Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and other NBFC regulations have been made in this Annual Report. A Cash Flow Statement for FY2017-18 is attached to the Balance Sheet.

**ACKNOWLEDGEMENT:**

We are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future.

We wish to thank our bankers, investors, customers and all other business associates for their support and trust reposed in us.

Your Directors express their deep sense of appreciation for all the employees whose commitment, co-operation, active participation, dedication and professionalism has made the organization's growth possible.

Finally, the Directors thank you for your continued trust and support.

**By Order and on behalf of the board  
For CAPITAL TRADE LINKS LIMITED**

**Sd/-**

**Vinay Kumar Chawla  
Whole Time Director**

**Place: Delhi**

**Dated: 30.05.2018**

## **SECRETARIAL AUDIT REPORT**

(For the year ended 31-03-2018)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

**CAPITAL TRADE LINKS LIMITED**

A - 89, Madhu Vihar, Main Market,

I.P. Extension, Delhi - 110092

Sir,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CAPITAL TRADE LINKS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31-03-2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **CAPITAL TRADE LINKS LIMITED** ("**The Company**") for the period ended on 31-03-2018 according to the provisions of:
  - I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
  - II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
  - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - There was no Foreign direct investment, overseas direct investment and external commercial borrowings during the year under review.



- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015 as applicable from December 2015
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: (provisions thereof not applicable to the Company during the year under review);
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (provisions thereof not applicable to the Company during the year under review); and
  - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (provisions thereof not applicable to the Company during the year under review);
  - g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and
  - i. The Memorandum and Articles of Association.

**I have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) **The Company was/is exclusively listed on Bombay Stock Exchange.**

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

Sl. No.	Description	Observation
a)	maintenance of various statutory registers and documents and making necessary entries therein;	Duly maintained.
b)	closure of the Register of Members	Done.

c)	forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government	The company has duly filed forms, returns with the Registrar of Companies, Delhi.
d)	service of documents by the Company on its Members, Auditors and the Registrar of Companies	Duly made.
e)	notice of Board meetings and Committee meetings of Directors	Duly made
f)	the meetings of Directors and Committees of Directors including passing of resolutions by circulation	Duly made
g)	The 32nd Annual General Meeting held on 28th September 2017;	Duly convened.
h)	minutes of proceedings of General Meetings and of the Board and its Committee meetings;	Duly entered and signed
i)	approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;	Duly made
j)	constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;	Duly made
k)	payment of remuneration to Directors including the Managing Director and Whole-time Directors,	The Company has paid managerial remuneration to a Director.
l)	appointment and remuneration of Auditors.	Duly made
m)	transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;	Duly made
n)	declaration and payment of dividends;	The Company has declared dividend @ 7.5% on paid up equity share capital during the year under review.

o)	transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;	As per information, there was no transfer required to be made during the year under review.
p)	borrowings and registration, modification and satisfaction of charges wherever applicable;	There was no charge on company during the year under review.
q)	investment of the Company's funds including investments and loans to others;	As company is non banking financial company so provisions of section-186 are not applicable.
r)	form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;	Duly made
s)	Directors' report;	Duly made
t)	contracts, common seal, registered office and publication of name of the Company; and	Duly made
u)	Generally, all other applicable provisions of the Act and the Rules made under the Act.	Duly complied with

### 3. I further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii) The Company has obtained all necessary approvals under the various provisions of the Act; and

- iv) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- vi) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- 4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
- 5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization/rematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
- 6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.
- 7. **I further report that:**
  - a. the Company has complied with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Equity Listing Agreements entered into with The Bombay Stock Exchange Limited)
  - b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  - c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended by SEBI (Prohibition of Insider Trading) Regulations 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- 8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that**

- a) There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- b) Complied with the following laws specifically applicable to the Company:  
RBI Act, 1949. The company is registered as Category B NBFC and duly complied the norms as prescribed by RBI from time to time.
- c) Legal cases  
There are no legal cases against the Company.

**Place: New Delhi****Date: 16/08/2018****FOR A.K.POPLI & CO.**

Company Secretaries

Sd/-

A K Popli

FCS/CP No.2544

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **Overview of Indian Economy**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years. Backed by its strong democracy and partnerships, India's GDP increased to 6.5 per cent in 2017-18 and is expected to achieve similar growth rate in the coming years.

### **Market size**

India's gross domestic product (GDP) grew by 6.3 per cent in July-September 2017 quarter. Corporate earnings in India are expected to grow by over 20 per cent in the FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks.

The tax collection figures between April-June 2017 quarter show an increase in the net indirect taxes by 30.8 per cent and an increase in the net direct taxes by 24.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed income tax returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016.

India's labour force is expected to touch 160-170 million by 2020, based on the rate of population growth, increased labour force participation, and higher education enrolment are common among other factors.

India's foreign exchange reserves were US\$ 404.92 billion in the week up to December 22, 2017.

### **Recent Developments**

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US\$ 77.6 billion in 2017 while private equity (PE) deals reached US\$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- Indian companies raised Rs 1.6 trillion (US\$ 24.96 billion) through the primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- India received net investments of US\$ 17.412 billion from FIIs between April-October 2017.

- The top 100 companies in India are leading in the world in terms of disclosing their spending on Corporate Social Responsibility (CSR).
- The bank re-capitalisation plan by Government of India is expected to push credit growth in the country to 15 per cent.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in the 2018 edition of the report.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US\$ 7,170 in 2017.
- The Government of India has saved US\$ 10 billion in subsidies through direct benefit transfers with the use of technology, Aadhaar and bank accounts.
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US\$ 500 billion in value.
- The total projected expenditure of Union Budget 2018-19 is Rs 23.4 lakh crore (US\$ 371.81 billion), 9 per cent higher than the previous year's budget, as laid out in the Medium Term Expenditure Framework (MTEF).
- India received the highest ever inflow of equity in the form of foreign direct investments (FDI) worth US\$ 43.4 billion in 2016-17 and has become one of the most open global economies by ushering in liberalisation measures.
- The World Bank has stated that private investments in India are expected to grow by 8.8 per cent in the FY 2018-19 to overtake private consumption growth of 7.4 per cent and thereby drive the growth of India's gross domestic product (GDP) in FY 2018-19.
- The NITI Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US\$ 60 billion) in 2030.
- The Union Cabinet, Government of India, approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.
- Indian merchandise exports in dollar terms registered a growth of 30.55 per cent year-on-year in November 2017 at US\$26.19 billion.

### **Government Initiatives**

India's unemployment rate has declined to 4.8 per cent in February 2017 compared to 9.5 per cent in August 2016, as a result of the government's increased focus towards rural jobs and the Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA) scheme.

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to boost the contribution made by the manufacturing sector and aims

to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- The Government of India has decided to invest Rs 2.11 trillion (US\$ 32.9 billion) to recapitalise public sector banks over the next two
- The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2 per cent.
- The fiscal deficit of the Government of India, which was 4.5 per cent of the gross domestic product (GDP) in 2013-14, has steadily reduced to 3.5 per cent in 2016-17 and is expected to further decrease to 3.2 per cent of the GDP in 2017-18.
- India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 436- 467 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

### **Road Ahead**

India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040.

### **Industry overview**

NBFCs continued to grow their share in the financial services industry. Data published by the RBI in its Financial Stability Reports dated 30 June 2017 and 21 December 2017 show that the NBFCs have outperformed scheduled commercial banks (SCBs) on growth in advances, asset quality and profitability. This growth momentum of NBFCs should result in their share in the financial services sector increasing in the near future



## THE COMPANY

CAPITAL TRADE LINKS LIMITED is one of the growing NBFCs in the country and offers a wide range of financial services to many sectors. The company started its working in year 1984 and got listed at Delhi Stock Exchange Limited in 1985. Further, the company is a non deposit accepting Non Banking Financial Company registered with Reserve Bank of India and obtained certificate of registration no. B-14.02516 dated 19.11.2001.

The Company is principally engaged in the business of advancing loans and financing. The Company offers credit facilities to individuals and business clients in low, medium and high range. The Company offers business loans, loans against property and fulfills working capital requirement, among others, of its individual, partnership firms, entrepreneurs, body corporate/business clients and other legal entities. The Company offers various products and services, which include venture capital, equity financing, personal loan and secured loan. The Company also provides advisory services to its investees. The Company generates funds from market financial resources. But to grow the business, the Company proposes to raise credit facility from the bank.

The money is advanced for both personal and commercial purpose. Instead of borrowing funds from bank, we generate funds from market financial resources. The company has established its own standards and norms for evaluating different needs of its clients and always provides suitable payment option considering no harm to its customers.

The Company has proper procedures from identification of borrower, due diligence, verification & assessment of borrowers' income to ensure timely repayment.

The Borrower has to give Guarantee along with PDCs. The Agent also stands as guarantor and the commission to agent is paid after recovery of loan fully.

## Outlook and opportunities

The NBFC sector, being a catalyst of the economic development in the country, has lately been receiving its due importance backed by positive policies and initiatives by the government and the RBI. Besides, strengthening economy, favourable economic policies, improving ease of doing business in India, low interest rates and inflation, rising infrastructure spending, forecasts of good monsoon leading to rising rural demand are all expected to boost business activity and credit demand. The credit and geographic limitations of the banks would make the role of NBFCs even more important in the coming years.

The various demand drivers for the NBFC sector include:

- The e-commerce industry provides enough scope for the SMEs to enhance their business. In 2015, nearly 43% of SMEs participated in online sales. The rapidly growing e-commerce, expected to grow six times from the current level to USD 130-140 bn by 2020, is likely to enhance participation from SMEs leading to rise in their credit requirement

- Large scale housing and urbanization projects by the government – 100 smart cities to be built over 5 years at an investment of USD 7-8 bn, 20 million houses to be constructed under 'Housing for All' by 2022 and developing 500 cities under the AMRUT development scheme
- Massive expected investments of USD 600 bn over the next five years towards infrastructure development
- Digital India initiative to enable investments worth USD 68 billion and create 1.8 million jobs. Over 1 million MSMEs are expected to resort to digital platform over the next five years
- Low credit penetration of 25% in the SME sector leading to financing gap of USD 40 billion. Moreover, over 40% of the financing to SMEs is currently done through informal sources or self-finance leading to a huge latent demand from these sectors
- The rising frauds and increasing level of non-performing assets have resulted in banks declining its risk appetite and put a check in its credit activities
- Digital trend to provide disruptive opportunities for innovation and partnerships
- Demand from geographic areas and customer segments that traditional banks do not cater to Threats
- The policies and regulations of the Company are separable to changes. The State and legislation laws may regulate from time to time the lending and deposit policies of the Banks and NBFC's e.g. Andhra Pradesh Microfinance Institution Laws 2011
- Natural calamities like flood, drought, earthquake – The business and the credit risk of the proposed bank can be affected by local conditions, natural calamities and others.

### **Credit Risk Management**

CTL has established detailed procedures and policies for underwriting across various product categories, based on the credit profile of the customer. The Company underwrites loans on the basis of assessed cash flow capabilities of customers as well as LTV norms and Credit scoring. While it does lay emphasis on regular credit bureau inputs and detailed credit analysis processes, it considers various other factors too.

### **Changes in policies towards NBFC:**

There is a growing trend towards more stringent yet structurally beneficial regulation in the NBFC sector. Anticipating such regulations and implementing good governance norms before they are mandated has been a constant practice at CTL. Accordingly, the Company stands to benefit by policy notifications.

### **SUBSIDIARY COMPANY**

As there are no subsidiaries of the Company, investment made in subsidiaries is NIL.

## HUMAN RESOURCES

Your Company's belief in trust, transparency and teamwork improved employee productivity at all levels. The Company's continues to lay emphasis on people and relations with the employees and continued to be cordial. It is your Company's belief that people are at the heart of corporate purpose and constitute the primary source of sustainable competitive advantage.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUENCY

The Company's internal control systems are commensurate with the nature of its business and the size and complexities of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported. The well-defined delegation of power with authority limits for approving revenue as well as expenditure is internal control management technique. The Company has further strengthened its internal audit function for effective controls. The Audit Committee of the Board of Directors reviews the adequate control systems and audit reports submitted by the internal auditors.

## CAUTIONARY STATEMENT

Statement in this Management Discussion and analysis describing the Company's objective, projects, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

## **COMMITTEES OF THE BOARD**

### A. AUDIT COMMITTEE:

Our Audit Committee was constituted to have proper checks and balances on the various financial activities of the Company and to guide as well as assist the Board in various matters of the utmost importance. The Committee has its Charter for functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Committee met Four times during the Financial Year 2017-18 on 29<sup>th</sup> May, 2017, 12<sup>th</sup> August, 2017, 14<sup>th</sup> November 2017 and 14<sup>th</sup> February 2018. As on the date of this report, the Committee is comprised of:

S. No.	Names	Designation
1	Mr. Amar Nath	Non- Executive & Independent – Chairman
2	Mr. Neeraj Garg	Non -Executive – Member
3	Mr. Neeraj Kumar Bajaj	Non -Executive & Independent- Member

#### **B. NOMINATION AND REMUNERATION COMMITTEE:**

The primary objective of the Committee is to recommend suggestions to the Board of Directors pertaining to the Remuneration Policy for Directors, KMP and all other employees of the Company.

During the Financial Year 2017-18, the Committee met on 29<sup>th</sup> May, 2017 and 14<sup>th</sup> February, 2018. As on the date of this report, the Committee is comprised of:

S. No.	Names	Designation
1	Mr. Amar Nath	Non- Executive & Independent – Chairman
2	Mr. Neeraj Garg	Non -Executive – Member
3	Mr. Neeraj Kumar Bajaj	Non -Executive & Independent- Member

#### **C. STAKEHOLDER RELATIONSHIP COMMITTEE**

Our Stakeholder Relationship Committee has its Charter for its functioning. The Committee members, personally looking forward the issues if any, related to the stakeholders. The primary objective of the Committee is to consider and resolve the grievances of Security Holders of the Company.

During the Financial Year 2017-18, the Committee met once on 25<sup>th</sup> July, 2017. As on the date of this report, the Committee is comprised of:

S. No.	Names	Designation
1	Mr. Amar Nath	Non- Executive & Independent – Chairman
2	Mr. Neeraj Garg	Non -Executive – Member
3	Mr. Neeraj Kumar Bajaj	Non -Executive & Independent- Member

#### **D. RISK MANAGEMENT COMMITTEE**

The Risk Management Committee is formed for the purpose of looking into the various risks affecting the smooth functioning of the Company. There are various factors including internal as well as external

which may affect the stability of the Company. The Committee has adopted a Charter for its functioning. The primary objective of the Committee is to consider and resolve the grievances of Security Holders of the Company.

During the Financial Year 2017-18, the Committee met once on 29th May, 2017. As on the date of this report, the Committee is comprised of:

S. No.	Names	Designation
1	Mr. Amar Nath	Non- Executive & Independent – Chairman
2	Mr. Neeraj Garg	Non -Executive – Member
3	Mr. Neeraj Kumar Bajaj	Non -Executive & Independent- Member

### **Independent Director's meeting**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25 (3) of the SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 14th February, 2018.

Without the attendance of non-independent directors and members of management, inter alia, they discuss the following:

- i. Review the performance of non-independent directors and the board as a whole;
- ii. Review the performance of the chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the Company Management and the board that is necessary for the Board to effectively and reasonably perform their duties; and
- iv. Review the responsibility of independent directors with regards to internal financial controls.

### **POLICIES AS PER APPLICABLE ACTS**

The Board has adopted various policies in the preceding years as per applicable Regulations. The list of policies are as under:-

- Interest Gradation and Risk Policy
- Whistle Blower Policy
- Code of Conduct for prevention of Insider Trading

## DISCLOSURES

The Company has not entered any transactions with the Directors and /or their relatives during the year under review that may have conflict with the interest of the Company at large.

## BOARD DISCLOSURES - RISK MANAGEMENT

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and Board of Directors review these procedures periodically.

## LEGAL COMPLIANCE

The requirements of the Listing Agreements with the Stock Exchanges as well as regulations and guidelines of SEBI are being followed. During the year, the Board periodically reviewed legal compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

## COMMUNICATION TO THE SHAREHOLDERS

The quarterly/half yearly results/annual results and official news releases of the Company are published in accordance with the listing Regulations in newspaper Pioneer (English) and Pioneer (Hindi). Quarterly and annual financial statements, along with shareholding pattern are also posted on the website [www.capitaltrade.in](http://www.capitaltrade.in) under the caption "Investors Relations" on home page.

## CORPORATE IDENTITY NUMBER (CIN)

CIN of the Company, allotted by the Ministry of Corporate Affairs, Government of India is: **L51909DL1984PLC019622.**

## NBFC REGISTRATION

The Company is an NBFC Company and is having the NBFC registration certificate from the Reserve Bank of India, and is complying with the formalities, which are required to be completed in this respect.

**DISCUSSION ON FINANCIAL PERFORMANCE**

The financial statements are prepared in compliance with the requirement of the Companies Act and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and generally accepted accounting principles in India.

**ADDRESS FOR CORESSPONDENCE**

For any assistance in respect of status of dematerialization of shares, transfer, transmission, issue of duplicate share certificates, change of address, non- receipt of Annual Reports etc. investors are requested to write to:

**MAS Services Limited (Unit: Capital Trade Links Limited)**

T-34 2<sup>nd</sup> Floor,

Okhla Industrial Area, Phase-II

New Delhi-110020

Tel nos. 011-26387281/26387282

Fax No. 011-26387384

Email: [info@masserv.com](mailto:info@masserv.com)

## ANNEXURE I

Information pursuant to the Companies (Accounts) Rules, 2014.

i. **Conservation of Energy**

The operations of your Company do not consume high levels of energy. Adequate measures have been taken to conserve by using energy, efficient computers and equipment.

ii. **Technology Absorption**

1. Specific areas in which R & D carried out are as follows:

- a. review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
- b. Providing technical support on existing products.

2. Benefits derived as a result of the above R & D

As a result the organization is being able to implement current courses.

3. Expenditure on R & D : NIL

iii. **Foreign Exchange Earnings & Outgo Technology Absorption**

- |   |   |     |
|---|---|-----|
| 1. Earnings in Foreign Exchange during the year | : | NIL |
| 2. Foreign Exchange outgo during the year       | : | NIL |

By Order and on behalf of the board  
For CAPITAL TRADE LINKS LIMITED

Place: Delhi  
Dated: 30.05.2018

Sd/-  
Vinay Kumar Chawla  
Whole Time Director



ANNEXURE II**FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN**

(As on financial year ended on 31.03.2018)

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.]

**I. REGISTRATION & OTHER DETAILS:**

CIN	L51909DL1984PLC019622
Registration Date	19/12/1984
Name of the Company	Capital Trade Links Limited
Category/Sub-category of the Company	NBFC / Public Company
Address of the Registered office & contact details	A - 89, Madhu Vihar, Main Market, I.P. Extension, Delhi – 110092
Whether listed Company	YES(BSE)
Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAS Services Ltd. T-34, Okhla , Phase-II, Delhi Tel: 011-26387281

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Company is engaged in the business of advancing loans and financing and is registered as NBFC with Reserve Bank of India.

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

[No. of Companies for which information is being filled] Nil

## Annual Report 2017-18

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### A) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Ind./ HUF	14923000	-	14923000	29.27	17356793	-	17356793	34.05	4.78
) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>14923000</b>	<b>-</b>	<b>14923000</b>	<b>29.27</b>	<b>17356793</b>	<b>-</b>	<b>17356793</b>	<b>34.05</b>	<b>4.78</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) F V C Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	5166187	-	5166187	10.13	2960886	0	2960886	5.81	(4.32)
ii) Overseas									

b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh.	8175432	63623	8239055	16.16	13931675	63623	13995298	27.45	11.29
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	20007104	1500000	21507104	42.19	13947554	1200000	15147554	29.71	12.48
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI (Repat& Non Repat)	2439	-	2439	-	73818	0	73818	0.14	0.14
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	1142215	-	1142215	2.24	2245293	0	2245293	4.41	2.17
Trusts	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	34493377	1563623	36057000	70.73	32359584	1263623	33623207	65.95	(4.78)
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>34493377</b>	<b>1563623</b>	<b>36057000</b>	<b>70.73</b>	<b>32359584</b>	<b>1263623</b>	<b>33623207</b>	<b>65.95</b>	<b>(4.78)</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>49416377</b>	<b>1563623</b>	<b>50980000</b>	<b>100</b>	<b>49716377</b>	<b>1263623</b>	<b>50980000</b>	<b>100</b>	<b>-</b>

## B) SHAREHOLDING OF PROMOTER

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Krishan Kumar & Sons HUF	7610900	14.93	Nil	1,20,63,008	23.66	Nil	8.73
2	Neeraj Kumar & Sons HUF	7292100	14.3	Nil	32,92,600	6.46	Nil	7.84
3	Krishan Kumar Nagpal	10000	0.02	Nil	13,76,435	2.7	Nil	2.68
4	Neeraj Garg	10000	0.02	Nil	10000	0.02	Nil	Nil
5	Hemlata	-	-	-	186000	0.36	Nil	0.36
6	Geeta Malik	-	-	-	2000	0	Nil	0
7	Bimla Rani	-	-	-	426750	0.84	Nil	0.84

C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

S.No	Names	Shareholding at the beginning of the year		Increase/(Decrease) during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Krishan Kumar & Sons HUF	76,10,900	14.93	4452108	8.73	1,20,63,008	23.66
2	Neeraj Garg & Sons HUF	72,92,100	14.3	(3999500)	(7.84)	32,92,600	6.46
3	Krishan Kumar Nagpal	10,000	0.02	13,66,435	2.68	13,76,435	2.7
4	Neeraj Garg	10,000	0.02	-	-	10,000	0.02
5	Hemlata	1,86,000	0.36	-	-	1,86,000	0.36
6	Geeta Malik	2,000	0	-	-	2,000	0
7	Bimla Rani	4,26,750	0.84	-	-	4,26,750	0.84

D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS & ADRS)

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholding during the Year		Shareholding at the end of the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-	-
1	KAILASH CHAND MITTAL	1773300	3.48	(475897)	(0.94)	1297403	2.54
2	KAILASH CHAND MITTAL HUF	1535550	3.01	(526875)	(1.03)	1008675	1.98
3	RAJ KUMAR	-	-	967609	1.90	967609	1.90
4	R K STOCKHOLDING PVT. LTD	34030	0.07	765612	1.50	799642	1.57
5	JATIN MADANI	719505	1.41	-	-	719505	1.41
6	REETU MENDIRATTA	-	-	698685	1.37	698685	1.37
7	ANIL ARORA	550000	1.08	-	-	550000	1.08
8	AJAY ARORA	550000	1.08	-	-	550000	1.08
9	SUNITA MALHOTRA	14305	0.03	474144	0.93	488449	0.96
10	SHALU JAIN	-	-	481246	0.94	481246	0.94

## E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Krishan Kumar Nagpal	10,000	0.02	13,76,435	2.7
2	Neeraj Garg	10,000	0.02	10,000	0.02
3	Jagrati Sethi	-	-	-	-
4	Neeraj Kumar Bajaj	-	-	-	-
5	Amar Nath	-	-	-	-
6	Abhay Kumar	-	-	-	-
7	Vinay kumar Chawla	-	-	2,55,000	0.5
8	Hariom Sharma	-	-	-	-
9	Yashwant Saini	-	-	-	-

## V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	44925575.00	Nil	44925575.00
ii) Interest due but not paid	Nil	-	Nil	-
iii) Interest accrued but not due	Nil	1992960.00	Nil	1992960.00
<b>Total (i+ii+iii)</b>	Nil	<b>46918535.00</b>	Nil	<b>46918535.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	Nil	52923474	Nil	52923474
* Reduction	Nil	29302195	Nil	29302195
<b>Net Change</b>	Nil	23621279	Nil	23621279
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	68546854	Nil	68546854
ii) Interest due but not paid	Nil		Nil	
iii) Interest accrued but not due	Nil	3761847	Nil	3761847
<b>Total (i+ii+iii)</b>	Nil	<b>72308701</b>	Nil	<b>72308701</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager.**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (in Rs.)
		Vinay Kumar Chawla (Whole Time Director)		
1	Gross salary			Rupees
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,00,000		30,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-		-
2	Stock Option	Nil		-
3	Sweat Equity	Nil		-
4	Commission- as % of profit - others, specify...	Nil		-
5	Others, please specify	Nil		-
	Total (A)	30,00,000		30,00,000
	Ceiling as per the Act			

**B. Remuneration to other directors**

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	<b>Amar Nath</b>	<b>Neeraj Kumar Bajaj</b>	<b>Jagriti Sethi</b>	
	Fee for attending board committee meetings	15,000	15,000	15,000	45,000
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	15,000	15,000	15,000	45,000
2	Other Non-Executive Directors	<b>Neeraj Garg</b>	<b>Krishan Kumar Nagpal</b>	-	-
	Fee for attending board committee meetings	15,000	15,000	-	30,000
	Commission	NIL	NIL	-	NIL



	Others, please specify	NIL	NIL	-	NIL
	Total (2)	15,000	15,000	-	30,000
	Total (B)=(1+2)	-	-	-	75,000
	Total Managerial Remuneration				<b>75,000</b>
	Overall Ceiling as per the Act (` 1,00,000 Per Meeting)				

**Note:** Overall ceiling as per Act is not applicable to sitting fees paid to non-executive directors.

### C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

S. No	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary	<b>Hariom Sharma</b>	<b>Yashwant Saini</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000	4,32,000	7,92,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	<b>3,60,000</b>	<b>4,32,000</b>	<b>7,92,000</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT /COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	-	-	-	-
Punishment	NIL	-	-	-	-
Compounding	NIL	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	NIL	-	-	-	-
Punishment	NIL	-	-	-	-
Compounding	NIL	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	-	-	-	-
Punishment	NIL	-	-	-	-
Compounding	NIL	-	-	-	-

By Order and on behalf of the board  
For CAPITAL TRADE LINKS LIMITED

Place: Delhi  
Dated: 30.05.2018

Sd/-  
Vinay Kumar Chawla  
Whole Time Director

## **Independent Auditors' Report**

TO THE MEMBERS OF CAPITAL TRADE LINKS LIMITED

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **CAPITAL TRADE LINKS LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters specified in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018 and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraph 3 & 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of the written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigations which would impact its financial position in its financial statements;
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **A. C. Gupta & Associates**

*Chartered Accountants*

Firm's Regn. No. 008079N

Sd/-

**A. C. Gupta**

*Partner*

Membership No. 008565

New Delhi, May 30, 2018

**Annexure A to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventories were verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for verification of inventories at reasonable intervals and no material discrepancies were noticed on such verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public during the financial year. Accordingly, provisions of Section 73 to 76 or any other relevant provisions and the Rules framed there under are not applicable to the Company.
- (vi) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central government under sub-section (1) of Section 148 of the Companies Act, 2013 for any of the activities of the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.  
There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
  - (b) There are no disputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as at March 31, 2018.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, the provisions of paragraph 3(viii) of the Order are not applicable to the Company.

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, provisions of paragraph 3(ix) of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, provisions of paragraph 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has complied with the requirements of Section 42 of the Companies Act, 2013 with regard to the preferential allotment of shares made during the year. Further, amount raised by the Company through preferential allotment of shares have been used for the purposes for which those were raised.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions of paragraph 3(xv) of the Order are not applicable to the Company.
- (xvi) According to the information and explanations given to us, we report that the Company has registered, as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For **A. C. Gupta & Associates**

*Chartered Accountants*

Firm's Regn. No. 008079N

Sd/-

**A. C. Gupta**

*Partner*

Membership No. 008565

New Delhi, May 30, 2018

## **Annexure B to the Independent Auditors' Report**

---

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **CAPITAL TRADE LINKS LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **A. C. Gupta & Associates**

*Chartered Accountants*

Firm's Regn. No. 008079N

Sd/-

**A. C. Gupta**

*Partner*

Membership No. 008565

New Delhi, May 30, 2018



### Balance Sheet as at March 31, 2018

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>EQUITY &amp; LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share Capital	3	50,980,000	50,980,000
Reserves and Surplus	4	109,854,930	100,423,145
		<b>160,834,930</b>	<b>151,403,145</b>
<b>Non-Current Liabilities</b>			
Deferred Tax Liabilities (Net)	5	98,542	98,838
Long-term provisions	6	625,294	55,197
		<b>723,836</b>	<b>154,035</b>
<b>Current liabilities</b>			
Short-term borrowings	7	72,359,701	46,918,535
Other current liabilities	8	899,765	698,843
Short-term provisions	9	4,422,026	7,789,630
		<b>77,681,492</b>	<b>55,407,008</b>
<b>TOTAL ASSETS</b>		<b>239,240,258</b>	<b>206,964,188</b>
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	10	3,492,162	3,366,008
Investments	11	2,897,472	27,200,000
		<b>6,389,634</b>	<b>30,566,008</b>
<b>Current assets</b>			
Inventories	12	7,417,826	2,340,379
Cash and cash equivalent	13	7,043,931	15,451,907
Short-term loans and advances	14	218,354,100	158,535,364
Sundry Debtors	15	310	70,530
Other Current Assets	16	34,457	-
		<b>232,850,624</b>	<b>176,398,180</b>
<b>TOTAL</b>		<b>239,240,258</b>	<b>206,964,188</b>
Summary of significant accounting policies	2		
See accompanying notes forming part of the financial statements	1-31		

In terms of our report attached.

**For A. C. Gupta & Associates**

Chartered Accountants

Firm Regn. No. 008079N

Sd/-

**A. C. Gupta**

Partner

Membership No. 008565

New Delhi, 30th May 2018

For and on behalf of the Board of Directors

Sd/-

**Krishan Kumar Nagpal**

Director

DIN- 00004181

Sd/-

**Gaurav Joshi**

Company Secretary

Sd/-

**Vinay Kumar Chawla**

Director

DIN- 02618168

Sd/-

**Santosh Gupta**

Chief Financial Officer

### Statement of Profit and Loss for the year ended March 31, 2018

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Revenue</b>			
Revenue from operations	17	38,375,815	92,232,482
Other income	18	3,166,026	30,869
<b>Total revenue</b>		<b>41,541,841</b>	<b>92,263,351</b>
<b>Expenses</b>			
Purchases of stock in trade		19,478,500	39,824,433
Change in inventories	19	(5,077,447)	27,596,215
Employee benefits expense	20	6,604,055	7,431,037
Finance costs	21	3,583,049	4,364,477
Depreciation and amortisation expense	10	199,847	83,017
Other expenses	22	2,999,008	1,975,496
<b>Total expenses</b>		<b>27,787,012</b>	<b>81,274,674</b>
<b>Profit before tax</b>		<b>13,754,829</b>	<b>10,988,677</b>
<b>Tax expense:</b>			
Current tax		4,100,655	3,190,184
Deferred tax expense/(credit)		(296)	85,236
Tax adjustments for prior years (net)		222,685	-
<b>Profit for the year from continuing operations</b>		<b>9,431,785</b>	<b>7,713,257</b>
<b>Earnings per share (Face value of Re. 1/- each)</b>			
Basic	23	0.18	0.15
Diluted		0.18	0.15
Summary of significant accounting policies	2		
See accompanying notes forming part of the financial statements	1-31		

In terms of our report attached.

**For A. C. Gupta & Associates**

Chartered Accountants

Firm Regn. No. 008079N

Sd/-

**A. C. Gupta**

Partner

Membership No. 008565

New Delhi, 30th May 2018

For and on behalf of the Board of Directors

Sd/-

**Krishan Kumar Nagpal**

Director

DIN- 00004181

Sd/-

**Vinay Kumar Chawla**

Director

DIN- 02618168

Sd/-

**Gaurav Joshi**

Company Secretary

Sd/-

**Santosh Gupta**

Chief Financial Officer

### Cash Flow Statement for the year ended March 31, 2018

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A. Cash flow from operating activities:</b>		
Net Profit before tax	13,754,829	10,988,677
Adjustments for:		
Depreciation	199,847	83,017
Contingent provision against Standard assets	570,097	(70,255)
Contingent provision against Sub-Standard assets	321,371	-
Interest on income tax	282,447	48,348
Operating profit/(loss) before working capital changes	15,128,591	11,049,787
Changes in working capital:		
Adjustments for (increase)/decrease in operating assets:		
Inventories	(5,077,448)	27,596,215
Short-term loans and advances	(59,818,736)	42,868,118
Trade Receivables	70,220	(70,530)
Other Current Assets	(34,457)	-
Adjustments for increase/(decrease) in operating liabilities:		
Other current liabilities	(4,398,523)	(356,553)
Cash generated from operations	(54,130,353)	81,087,037
Direct taxes (paid)	3,695,316	1,698,281
<b>Net cash from/(used in) operating activities (A)</b>	<b>(57,825,669)</b>	<b>79,388,756</b>
<b>B. Cash flow from investing activities:</b>		
Purchase of fixed assets	(326,000)	(453,640)
Sale of Investments	24,302,528	(27,200,000)
<b>Net cash from/(used in) investing activities (B)</b>	<b>23,976,528</b>	<b>(27,653,640)</b>
<b>C. Cash flow from financing activities:</b>		
Proceeds from short-term borrowings	25,441,166	(45,382,040)
Proceeds from issuance of share capital	-	-
<b>Net cash from/(used in) financing activities (C)</b>	<b>25,441,166</b>	<b>(45,382,040)</b>
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(8,407,975)</b>	<b>6,353,076</b>
Cash and cash equivalents at the beginning of the year	15,451,907	9,098,831
<b>Cash and cash equivalents at the end of the year</b>	<b>7,043,931</b>	<b>15,451,907</b>

**Notes:**

- The above Cash Flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard-3 "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- Figures of the previous year are recast wherever necessary to conform to figures of the current year.

In terms of our report attached.

**For A. C. Gupta & Associates**

Chartered Accountants

Firm Regn. No. 008079N

Sd/-

**A. C. Gupta**

Partner

Membership No. 008565

New Delhi, 30th May 2018

For and on behalf of the Board of Directors

Sd/-

**Krishan Kumar Nagpal**

Director

DIN- 00004181

Sd/-

**Vinay Kumar Chawla**

Director

DIN - 02618168

Sd/-

**Gaurav Joshi**

Company Secretary

Sd/-

**Santosh Gupta**

Chief Financial Officer

---

**Notes forming part of the financial statements for the year ended March 31, 2018**

---

**1 Corporate Information**

Capital Trade Links Limited ("the Company") incorporated as a public company under the provisions of the Companies Act, 1956. The Company is engaged into the business of Non-Banking Financial Institution (NBFI) without accepting public deposits. The Company is holding a valid Certificate of Registration (COR) from Reserve Bank of India (RBI).

**2 Significant Accounting Policies****Basis of Accounting**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The Company also follows the directions prescribed by the Reserve Bank of India (RBI) for Non-Banking Financial Companies.

**Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the Management to make judgments, estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reported period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision in the accounting estimates is recognised prospectively in current and future periods.

**Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Interest income on loans given is recognised on accrual basis, considering the directions issued by the Reserve Bank of India from time to time in terms of the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998. Loans are classified into 'Performing and Non-performing' assets in terms of the said directions.

Other interest income is recognised on a time proportion accrual basis taking into account the amount outstanding and the interest rate applicable.

Profit on sale of investments is recorded on transfer of title from the Company is determined as the difference between the sale price and carrying value of the investment. Dividend income is accounted when the right to receive is established.

**Inventories**

Items of inventories are measured at lower of cost and net realisable value. Cost of inventories comprises of cost of purchase and other costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost to make the sale.

**Tangible and Intangible Assets, Depreciation and Amortisation**

Tangible/Intangible assets have been stated at cost less accumulated depreciation/amortisation and net of impairments, if any. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets, which is as stated in Part C of Schedule II of the Companies Act, 2013. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis. Depreciation for assets purchased/sold during a period is proportionately charged.

**Impairment of Assets**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**Leases**

Lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognised as an expense on a straight line basis in the Statement of Profit and Loss over the lease term.

**Investments**

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**Foreign Currency Transactions**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount exchange rate between the reporting currency and the foreign currency on the date of the transaction.

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on settlement of monetary items or on reporting of monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements are recognised as income or expense in the period in which they arise.

**Cash and Cash Equivalents**

Cash and cash equivalents in the cash flow comprise cash/cheques in hand and cash at bank. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

**Taxes on Income**

Tax expense comprises of Current and Deferred tax. Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Indian Income tax Act, 1961. Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the Company has carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

Unrecognised deferred tax assets of earlier years are reassessed and recognised to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

**Employee Benefits***Short-term employee benefits*

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

*Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contribution to a separate entity. The Company makes specified monthly contributions towards Employee's Provident fund and Employee's State Insurance Scheme which are recognised in the Statement of Profit and Loss during the year in which the employee renders the related service.

*Defined benefit plans*

A defined benefit plan i.e. gratuity, is a post-employment benefit plan other than defined contribution plan. The liability in respect of defined benefit plans and other post-employment benefits is actuarially determined (using Projected Unit Credit Method) at the Balance Sheet date. Actuarial gains/losses are immediately recognised in the Statement of Profit and Loss.

*Compensated absences*

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods. The liability in respect of compensated absences is actuarially determined (using Projected Unit Credit Method) at the Balance Sheet date. Actuarial gains/losses are immediately recognised in the Statement of Profit and Loss.

**Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### 3 Share Capital

Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised</b>				
Equity shares of Re. 1/- each	70,000,000	70,000,000	51,000,000	51,000,000
<b>Issued, Subscribed and Paid up</b>				
Equity shares of Re. 1/- each	50,980,000	50,980,000	50,980,000	50,980,000
<b>Total</b>	<b>50,980,000</b>	<b>50,980,000</b>	<b>50,980,000</b>	<b>50,980,000</b>

#### Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2018		As at March 31, 2017	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	50,980,000	50,980,000	50,980,000	50,980,000
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	50,980,000	50,980,000	50,980,000	50,980,000

#### Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Re. 1/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	% of holding	Number of shares held	% of holding
Krishan Kumar & Sons HUF	12,063,008	23.66%	7,610,900	14.93%
Neeraj Kumar & Sons HUF	3,292,600	6.46%	7,292,100	14.30%

### 4 Reserves and surplus

Particulars	As at March 31, 2018	As at March 31, 2017
	Amount	Amount
<b>Special Reserve</b>		
Opening balance	2,984,479	1,441,828
Add: Transferred from surplus balance in the Statement of Profit & Loss	1,886,357	1,542,651
Closing balance	4,870,836	2,984,479
<b>Securities Premium Account</b>		
Opening balance	91,000,000	91,000,000
Add: Addition during the year	-	-
Closing balance	91,000,000	91,000,000
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	6,438,666	4,867,506
Add: Profit for the year	9,431,785	7,713,257



## Annual Report 2017-18

Less: Proposed Dividend	-	3,823,500
Less: Income Tax on Proposed Dividend	-	775,946
Less: Transferred to Special reserve	1,886,357	1,542,651
Closing balance	13,984,094	6,438,666
<b>Total</b>	<b>109,854,930</b>	<b>100,423,145</b>

Note: As per Section 451C of RBI Act, 1934, Rs.18,86,357 /- (Previous year Rs. 15,42,651/-) (20% of Net Profit after tax) has been transferred to Special Reserve.

### 5 Deferred tax liability / asset (net)

Particulars	As at March 31, 2018	As at March 31, 2017
	Amount	Amount
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged for financial reporting	98,542	98,838
Gross deferred tax liability	98,542	98,838
Deferred tax asset		
Other temporary disallowances	-	-
Gross deferred tax asset	-	-
<b>Net deferred tax liability /(asset)</b>	<b>98,542</b>	<b>98,838</b>

### 6 Long-term provisions

Particulars	As at March 31, 2018	As at March 31, 2017
	Amount	Amount
Contingent provision against standard assets	625,294	55,197
<b>Total</b>	<b>625,294</b>	<b>55,197</b>

### 7 Short-term borrowings

Particulars	As at March 31, 2018	As at March 31, 2017
	Amount	Amount
Unsecured		
Other loans and advances		
From other parties	72,308,701	46,918,535
Security Recd From Dealers	51,000	
<b>Total</b>	<b>72,359,701</b>	<b>46,918,535</b>

## Annual Report 2017-18

### 8. Other current liabilities

Particulars	As at March 31, 2018 Amount	As at March 31, 2017 Amount
Other payables		
Audit fees payable	36,000	40,000
Liabilities towards employees	292,179	-
Statutory dues	447,727	595,593
Other payables	123,859	63,250
<b>Total</b>	<b>899,765</b>	<b>698,843</b>

### 9 Short-term provisions

Particulars	As at March 31, 2018 Amount	As at March 31, 2017 Amount
Others		
Provision for tax	4,100,655	3,190,184
Provision for Sub-Standard Assets	321,371	-
Income Tax on Proposed Dividend	-	775,946
Proposed Dividend	-	3,823,500
<b>Total</b>	<b>4,422,026</b>	<b>7,789,630</b>

### 11 Investments

Particulars	As at March 31, 2018 Amount	As at March 31, 2017 Amount
Mutual Fund	1	18,500,000
FDR with HDFC Bank	1	5,700,000
Shares with Masatya Technologies Pvt Ltd	2,535,000	-
Shares with Capable Buildwell Private Limited	91,000	-
Shares with AMS Infrastructure Pvt Ltd	271,472	-
Week Line Investments and Trading Co. Ltd	2	3,000,000
<b>Total</b>	<b>2,897,472</b>	<b>27,200,000</b>

### 12 Inventories

Particulars	As at March 31, 2018 Amount	As at March 31, 2017 Amount
Stock of shares	7,417,826	2,340,379
<b>Total</b>	<b>7,417,826</b>	<b>2,340,379</b>

### 13 Cash and cash equivalents

Particulars	As at March 31, 2018 Amount	As at March 31, 2017 Amount
Cash and cash equivalents		
Balances with banks in current account	6,729,871	15,414,282
Cash in hand	314,060	37,625
<b>Total</b>	<b>7,043,931</b>	<b>15,451,907</b>

## Annual Report 2017-18

### 14 Short-term loans and advances

Particulars	As at March 31, 2018	As at March 31, 2017
	Amount	Amount
Unsecured, considered good unless otherwise stated		
Loans and advances		
a. Standard Assets	156,323,425	22,078,611
b. Sub-Standard Assets	3,213,712	-
Advances recoverable in cash or kind	56,100,087	135,633,209
Other loans and advances		
Balances with government authorities		
TDS receivable	1,711,772	381,693
Advance payment of income tax	900,000	300,000
Service tax input credit receivable	-	141,851
GST Input Credit Receivable	105,104	-
<b>Total</b>	<b>218,354,100</b>	<b>158,535,364</b>

### 15 Sundry Debtors

Particulars	As at March 31, 2018	As at March 31, 2017
	Amount	Amount
Share India Securities Limited	310	70,530
<b>Total</b>	<b>310</b>	<b>70,530</b>

### 16 Other Current Assets

Particulars	As at March 31, 2018	As at March 31, 2017
	Amount	Amount
Security-Rent	22,000	-
Imperest	12,457	-
<b>Total</b>	<b>34,457</b>	<b>-</b>

### 17 Revenue from operations

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
	Amount	Amount
Interest income		
Income from loans and advances	14,468,328	5,253,698
Sale of shares	15,495,931	80,496,596
Consultancy charges	5,325,500	5,917,765
Profit on sale/redemption of current investments	2,189,791	180,893
Profit from Sale of Property	-	368,314
Dividend income	6,400	15,216
Loan Processing Fee	889,865	-
<b>Total</b>	<b>38,375,815</b>	<b>92,232,482</b>

## Annual Report 2017-18

### 18 Other income

Particulars	For the year ended March 31, 2018 Amount	For the year ended March 31, 2017 Amount
Other non-operating income		
Interest on income tax refund	-	10,073
Miscellaneous income	3,166,026	20,796
<b>Total</b>	<b>3,166,026</b>	<b>30,869</b>

17,634,353.68                      5,284,567.00

### 19 Change in inventories

Particulars	For the year ended March 31, 2018 Amount	For the year ended March 31, 2017 Amount
Shares:		
Stock at the beginning	2,340,379	29,936,594
Stock at the end	7,417,826	2,340,379
<b>Change in inventories</b>	<b>(5,077,447)</b>	<b>27,596,215</b>

### 20 Employees benefits expense

Particulars	For the year ended March 31, 2018 Amount	For the year ended March 31, 2017 Amount
Salaries	3,382,168	5,892,000
Director's remuneration/Sitting Fees	3,048,000	1,430,168
Staff welfare expenses	114,937	108,869
Recruitment Charges	58,950	-
<b>Total</b>	<b>6,604,055</b>	<b>7,431,037</b>

### 21 Finance costs

Particulars	For the year ended March 31, 2018 Amount	For the year ended March 31, 2017 Amount
Interest expenses	3,267,479	4,311,971
Other borrowing costs		
Bank charges	20,590	4,158
Interest on delayed payment of taxes	294,980	48,348
<b>Total</b>	<b>3,583,049</b>	<b>4,364,477</b>

## Annual Report 2017-18

### 22 Other expenses

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
	Amount	Amount
Advertisement	39,473	439,275
Payment to auditors (Refer Note below)	40,000	60,000
Contingent provision against Standard assets	570,097	(70,255)
Contingent provision against Sub-Standard assets	321,371	-
Share expense	67,483	217,403
Donation	11,000	11,200
Office expense	559,525	480,910
Listing fees	250,000	201,000
Legal and professional fee	335,970	434,863
Office rent	188,000	144,000
Miscellaneous fees	201,508	45,900
Sales and Marketing	228,882	-
ROC Filing Fee	185,700	11,200
<b>Total</b>	<b>2,999,008</b>	<b>1,975,496</b>

Note:	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
	Amount	Amount
Payment to auditors comprises		
As auditors - statutory audit	40,000	40,000
For other services	-	20,000
<b>Total</b>	<b>40,000</b>	<b>60,000</b>

# Annual Report 2017-18

## 23 Earnings per share

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
	Amount	Amount
Profit attributable to Equity shareholders (A)	9,431,785	7,713,257
Basic/Weighted average number of Equity shares outstanding during the year (B)	50,980,000	50,980,000
Nominal value of Equity shares	1	1
Basic/Diluted Earnings per share (A)/(B)	0.18	0.15

## 10 Fixed assets

Tangible Assets	Gross block (At Cost)			Accumulated depreciation				Net block		
	Balance as at April 1, 2017	Additions	Disposals	Balance as at March 31, 2018	Balance as at April 1, 2017	Depreciation for the year	Eliminated on Disposal	Balance as at March 31, 2018	Balance as at March 31, 2017	Balance as at March 31, 2017
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Air Conditioner	45,800	-	-	45,800	5,280	5,434.00	-	10,714	35,086	40,520
CCTV Camera	23,000	-	-	23,000	2,331	1,457	-	3,788	19,212	20,669
Building	2,967,500	-	-	2,967,500	64,262	46,985	-	111,247	2,856,253	2,903,238
Furniture	139,100	-	-	139,100	4,439	13,215	-	17,654	121,447	134,661
Computer	286,700	270,000	-	556,700	27,313	127,565	-	154,878	401,822	259,387
Office Equipment	7,840	56,000	-	63,840	306	5,192	-	5,498	58,342	7,534.00
Total	3,469,940	326,000	-	3,795,940	103,931	199,847	-	303,778	3,492,162	3,366,008
Previous Year	3,016,300	453,640	-	3,469,940	20,915	83,017	-	103,932	3,366,008	2,995,385

## 24 The company has adopted Accounting Standard 17-"Segment Reporting" issued by the Institute of Chartered Accountants of India.

PARTICULARS	FINANCIAL ACTIVITIES		TRADING ACTIVITIES		CONSULTANCY		CONSOLIDATED TOTAL		CONSOLIDATED TOTAL	
	CURRENT YEAR	PREVIOUS YEAR	CURRENT YEAR	PREVIOUS YEAR	CURRENT YEAR	PREVIOUS YEAR	CURRENT YEAR	PREVIOUS YEAR	CURRENT YEAR	PREVIOUS YEAR
REVENUE										
External sales/income	20,720,410	5,818,121	15,495,931	80,496,596	5,325,500	5,917,765		41,541,841	92,232,482	
Inter-segment Sales								-	-	
Total Revenue	20,720,410	5,818,121	15,495,931	80,496,596	5,325,500	5,917,765		41,541,841	92,232,482	
RESULT										
Segment Result(Profit before tax)	10,917,499	(3,671,429)	1,094,878	13,075,948	5,325,500	5,917,765		17,337,878	15,322,284	
Unallocated Exepnses								(3,583,049)	(4,364,477)	
Other Income										
Net Profit before tax	10,917,499	(3,671,429)	1,094,878	13,075,948	5,325,500	5,917,765		13,754,829	10,957,807	
Less:Income Taxes								4,323,044	3,190,184	
Net Profit	10,917,499	(3,671,429)	1,094,878	13,075,948	5,325,500	5,917,765		9,431,785	7,767,623	

# Annual Report 2017-18

Other Information Segment Assets	231,822,431	204,623,808	7,417,826	2,340,379			239,240,258	206,964,188
Unallocated assets							7,043,931	15,451,907
Total Assets Segment	<u>231,822,431</u>	<u>204,623,808</u>	<u>7,417,826</u>	<u>2,340,379</u>	<u>-</u>	<u>-</u>	<u>246,284,188</u>	<u>222,416,094</u>
Liabilities	73,277,174	46,973,732					73,277,174	46,973,732
Unallocated Liabilities							5,128,154	3,987,865
Total Liabilities	<u>73,277,174</u>	<u>46,973,732</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>78,405,328</u>	<u>50,961,597</u>

## 25 Related party disclosures

### Details of related parties:

Description of relationship	Name of related parties
Key Management Personnel	Vinay Kumar Chawla (With effect from 29/05/2017) - Whole Time Director Yahswant Saini- Chief Financial Officer Hariom Sharma- Company Secretary

### The following transactions were carried out with related parties in the ordinary course of business:

Nature of Transaction	Key Management Personnel		
	Vinay Kumar Chawla	Yahswant Saini	Hariom Sharma
Remuneration	3,000,000	-	-
Salary	-	432,000	360,000
		(376,000)	(264,000)

Figures in brackets relates to the previous year.

## 26 Disclosures required under Section 32 of the Micro, Small and Medium Enterprises Development Act, 2006

There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days at the Balance Sheet date. The information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of inform with the Company.

- 27 The Company has complied with the prudential norms on income recognition and provisioning requirements against performing and non-performing as provisions of Reserve Bank of India (RBI).
- 28 All assets and liabilities have been classified as current or non-current based on assumption of operating cycle with duration of 12 months.
- 30 Dividend of Rs. 61,35,833 (10% of paid up share capital) (including dividend tax thereon) has been recommended by the board for the year ended 31st May 2018, subject to the approval of the shareholders at the ensuing 33rd Annual General Meeting.
- 31 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

In terms of our report attached.

### For A. C. Gupta & Associates

Chartered Accountants  
Firm Regn. No. 008079N

Sd/-

**A. C. Gupta**

Partner

Membership No. 008565

New Delhi, 30th May 2018

### For and on behalf of the Board of Directors

Sd/-

**Krishan Kumar Nagpal**

Director

DIN- 00004181

Sd/-

**Gaurav Joshi**

Company Secretary

Sd/-

**Vinay Kumar Chawla**

Director

DIN- 02618168

Sd/-

**Santosh Gupta**

Chief Financial Officer

**29. Schedule to the Balance Sheet of a Non-Banking Financial Company**  
 (as required in terms of Paragraph 9BB of  
 Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998  
 (Rs.)

Particulars			
<b>Liabilities side :</b>			
(1)	<b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>  (a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits*) (b) Deferred Credits (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Public Deposits* (g) Other Loans (specify nature)  * Please see Note 1 below	Amount out- standing          _____          72,308,701	Amount overdue          _____          Nil
(2)	<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>  (a) In the form of Unsecured debentures (b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security (c) Other public deposits  * Please see Note 1 below	Nil	Nil
<b>Assets side :</b>			
		Amount outstanding	
(3)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>  (a) Secured (b) Unsecured	Nil  215,637,224	
(4)	<b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</b>		
	(i) Lease assets including lease rentals under sundry debtors :  (a) Financial lease (b) Operating lease  (ii) Stock on hire including hire charges under sundry debtors:  (a) Assets on hire (b) Repossessed Assets	Nil          Nil	



	(iii) Hypothecation loans counting towards EL/HP activities  (a) Loans where assets have been repossessed (b) Loans other than (a) above	Nil															
(5)	<p><b>Break-up of Investments :</b></p> <p><u>Current Investments :</u></p> <p>1. <u>Quoted :</u></p> <p>(i) Shares : (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify)</p> <p>2. <u>Unquoted :</u></p> <p>(i) Shares : (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)</p> <p><u>Long Term investments :</u></p> <p>1. <u>Quoted :</u></p> <p>(i) Share : (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)</p> <p>2. <u>Unquoted :</u></p> <p>(i) Shares : (a) Equity (b) Preference</p> <p>(ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)</p>	<p>Nil</p> <p>Nil</p> <p>Nil</p> <p>2,897,472</p>															
(6)	<p><b>Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :</b> Please see Note 2 below</p> <table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="3">Amount net of provisions</th> </tr> <tr> <th>Secured</th> <th>Unsecured</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>1. Related Parties **</td> <td>Nil</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>(a) Subsidiaries</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		Category	Amount net of provisions			Secured	Unsecured	Total	1. Related Parties **	Nil	Nil	Nil	(a) Subsidiaries			
Category	Amount net of provisions																
	Secured	Unsecured	Total														
1. Related Parties **	Nil	Nil	Nil														
(a) Subsidiaries																	

	(b) Companies in the same group			
	(c) Other related parties			
	2. Other than related parties	Nil	215,637,224	Nil
	Total	Nil	215,637,224	Nil
(7)	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b> <b>Please see note 3 below</b>			
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
	1. Related Parties **	Nil	Nil	
	(a) Subsidiaries			
	(b) Companies in the same group			
	(c) Other related parties			
	2. Other than related parties	2,897,472	Nil	
	Total	2,897,472	Nil	

\*\* As per Accounting Standard of ICAI (Please see Note 3)

**(8) Other information**

Particulars			Amount
	(i)	Gross Non-Performing Assets	Nil
		(a) Related parties	Nil
		(b) Other than related parties	Nil
	(ii)	Net Non-Performing Assets	Nil
		(a) Related parties	Nil
		(b) Other than related parties	Nil

	(iii)	Assets acquired in satisfaction of debt	Nil
--	-------	---	-----

**Notes:**

1. As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

## **DECLARATION WITH RESPECT TO AUDIT REPORTS WITH UNMODIFIED OPINION**

Ref: D/BSE/2018-19/11  
2018

30th May,

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

SCRIP CODE: 538476

**Subject — Declaration under Regulation 33(3)(d) of Securities and Exchange Board (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In compliance with provision of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 vide notification No. SEBI/ LAD— NRO/GN/2016—17/001 dated 25<sup>th</sup> May, 2016 and Circular No. CIR/CFD/CMD/ 56/2016 dated 27<sup>th</sup> May, 2016, we, hereby declare that M/s AC Gupta &. Associates, Chartered Accountants [FRN 008079N) Statutory Auditors of the Company have issued an Audit Report with unmodified opinion on the Audited Financial Results of the Company for the financial year ended 31<sup>st</sup> March, 2018.

Thanking You  
For Capital Trade Links Limited

Sd/-  
Vinay Kumar Chawla  
Whole Time Director  
DIN - 02618168





[www.capitaltrade.in](http://www.capitaltrade.in)

## **CAPITAL TRADE LINKS LIMITED**

**Regd. Office:**

A - 89, Madhu Vihar, Main Market, I.P. Extension, Delhi - 110092 • Ph.: +91 11 22144472

**Corp. Office :**

G-227, Sector-63, Noida, Uttar Pradesh - 201 301