

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **M/s CAPITAL TRADE LINKS LIMITED** will be held on Thursday the 28th day of September, 2017 at the Registered Office of the Company at Capital House, B-4, LGF, Ashoka Niketan, New Delhi – 110092 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1 ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO.2 DECLARATION OF DIVIDEND

To declare the dividend on Equity Shares for the Financial Year ended 31st March, 2017.

ITEM NO.3 RE- APPOINTMENT OF MR. NEERAJ GARG AS DIRECTOR

To appoint a Director in place of Mr. Neeraj Garg (DIN 00002770), who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO.4 RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

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 provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s A.C. Gupta & Associates, Chartered Accountants (Firm Registration no. 008079N) as Auditors of the Company for a term of 5 years which was subject to ratification by members at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors in consultation with the Auditors or Audit committee of Directors.”

SPECIAL BUSINESS:

ITEM NO.5 APPOINTMENT OF JAGRATI SETHI AS 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, Ms. Jagrati Sethi (DIN: 07670252), who was appointed as an Additional Director of the Company with effect from 8th December, 2016, 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 8th December, 2016.”

ITEM NO.6 RATIFICATION OF THE APPOINTMENT AND REMUNERATION PAID TO THE WHOLE TIME DIRECTOR FOR THE TENURE HELD.

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the board of Directors and subject to the provisions of the sections 196, 197, 203 and any other applicable provisions of the companies act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and the articles of association of the Company, approvals of the members of the Company be and is hereby accorded to confirm the appointment and remuneration paid to Mr. Raj Kumar in the capacity of Whole Time Director of the Company for the tenure held by him w.e.f. 08th December, 2016 as clearly explained in the Explanatory Statement attached hereto with this notice.”

ITEM NO.7 APPOINTMENT OF MR. VINAY KUMAR AS WHOLE TIME DIRECTOR

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the board of Directors and subject to the provisions of the sections 196, 197, 203 and any other applicable provisions of the companies act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and the articles of association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Vinay Kumar as a Whole-time Director of the Company, for a period of 5 (Five) years with effect from 29th May, 2017, who shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement attached hereto with this notice."

ITEM NO.8 INCREASE IN THE AUTHORIZED SHARE CAPITAL

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

"RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 5,10,00,000/- (Rupees Five Crores Ten lacs Only) divided into 5,10,00,000 (Five Crores Ten lacs) Equity Shares of Re. 1/- each to Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 7,00,00,000/- (Seven Crores) Equity Shares of Re.1/- each, by creation of additional 1,90,00,000 (One Crore Ninety Lacs) Equity Shares of Re. 1/-(Rupees one only) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

ITEM NO.9 ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to section 13 and 61 and all other applicable provisions of the Companies Act, 2013, the Memorandum of Association of the Company further be altered by substituting the following as new Clause V in place of the existing Clause V thereof:

V. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 7,00,00,000/- (Seven Crores) Equity Shares of Re.1/- each."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

ITEM NO.10 CHANGE OF OBJECT CLAUSE

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

"RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013, including any modification or reenactment thereof for the time being in force and the rules framed thereunder as amended from time to time and subject to the approval of the Registrar of Companies, Reserve Bank of India etc. and shareholders of the Company, Clause III (Object Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 5:

6. To lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security (whether movable or immovable), as may seem expedient and, in particular to customers of and persons having dealings with the Company and to any other company or firm or person, as may be expedient and to establish and carry on the business of portfolio management and other financial and advisory service activities such as investment counseling, financial consultancy, advisory and consultants to investments in securities and to carry out such other activities related to savings and investments advisory services for clients and to manage the funds of investors by investment in various avenues and to distribute the schemes of the Mutual Funds or any

other financial products issued by Banks, Mutual Funds or any financial intermediary, to contract for, and participate in any kind public issue and underwriting thereof and to acquire, buy, purchase, sell, or otherwise deal in shares, stocks, bonds, debentures, obligations or other securities of any government, Municipality or other Public bodies, companies or associations and particularly of companies and to carry on the business generally carried on by finance companies.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, as may be required by the ROC and/or any statutory/regulatory authority.”

**For and on behalf of the Board
For CAPITAL TRADE LINKS LIMITED**

**Date: 12.08.2017
Place: Delhi**

**Sd/-
Hariom Sharma
Company Secretary**

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 Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (both days inclusive) for the purpose of payment of final dividend for the financial year 2016-17.
- 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 Thursday, 21st September, 2017 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 rd Transfer Agents on or before Thursday, 21st September, 2017.

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 Thursday, 21st September, 2017.

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 21.09.2017 (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 21.09.2017 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 Monday, 25th September, 2017 from 09: 00 am to Wednesday, 27th September, 2017 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 2016-17 including notice of 32nd 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 10.00 a.m. to 01.00 p.m. except holidays, upto the date of the meeting. The Annual Report shall also be available on company's website i.e. 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 25.09.2017 at 9:00 AM and ends on 27.09.2017 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 with a copy marked to 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 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 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 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. 21.09.2017, may also obtain the login ID and password by sending a request at 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 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.

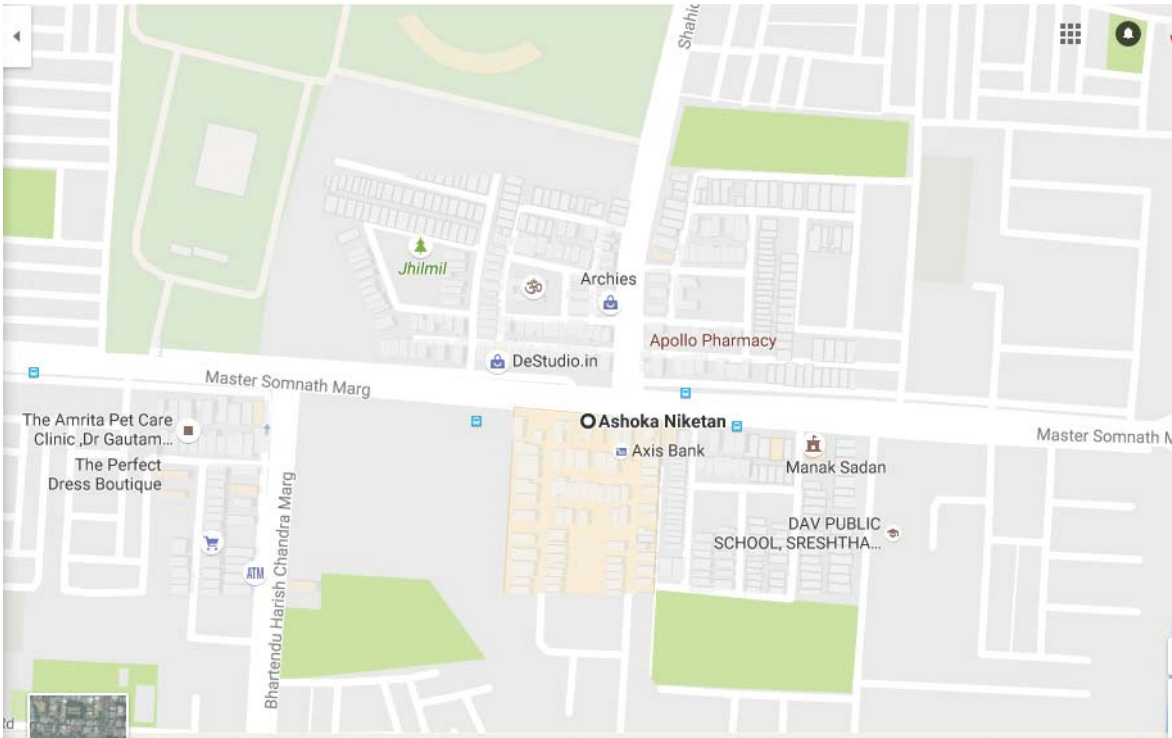
**For and on behalf of the Board
For CAPITAL TRADE LINKS LIMITED**

**Place: Delhi
Date: 12.08.2017**

**Sd/-
Hariom Sharma
Company Secretary**



ROUTE MAP FOR AGM VENUE



Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013;**ITEM No. 5**

The Board of Directors of the Company had appointed Ms. Jagrati Sethi as an Additional Director of the Company w.e.f. December 08, 2017. 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, Ms. Jagrati Sethi 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 Ms. Jagrati Sethi signifying his candidature as Director of the Company. Ms. Jagrati Sethi 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. She has given a declaration to the Board that she 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. 6

Mr. Raj Kumar, who was appointed as a Whole Time Director of the Company by the Board of Directors w.e.f. 08.12.2016 on a monthly remuneration of Rupees 32,000/- for the period of five years commencing from the date of his appointment. Although Mr. Raj Kumar was eligible to hold the office for the term of five years but due to certain reasons he has resigned as a Whole Time Director of the Company w.e.f. 29.05.2017.

Further the approval of the members of the Company is hereby accorded for the his appointment and the remuneration paid to Mr. Raj Kumar for the tenure held by him in the capacity of Whole Time Director of the Company i.e. the period starting from 8th December, 2016 to 29th May, 2017 is Rs. 120,774/-.

None of the Directors, Key Managerial Persons (KMPs) or relatives of the Directors and KMPs are concerned or interested in this resolution.

ITEM No. 7

Mr. Vinay Kumar, who was previously designated as Chief Operating officer of the Company, has appointed as a Whole Time Director of the Company by the Board at its meeting held on 29th day of May, 2017, on a monthly remuneration of Rupees 2,50,000/- (excluding of allowances & perquisites) for the period of 5 (Five) years commencing from the date of his appointment.

Further the approval of the members of the Company is hereby accorded for his appointment and the remuneration paid to him for the tenure held by him in the capacity of Whole Time Director of the Company.

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

ITEM No. 8 & 9

The company, in order to meet its growth objectives and to strengthen its financial position, may required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the authorized share capital of the Company from Rs. 5,10,00,000 (Rupees Five Crores Ten Lacs) divided into 5,10,00,000 (Five Crores Ten Lacs) Equity Shares of Re. 1 each to to Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 7,00,00,000/- (Seven Crores) Equity Shares of Re.1/- each, by creation of additional 1,90,00,000 (One Crore Ninety Lacs) Equity Shares of Re. 1/-(Rupees one only) each ranking pari passu with the rights and liabilities of the existing equity shares.

As a consequence of the above, it is necessary to alter the Capital Clause of the Memorandum of Association and clause no.3 and existing regulations of Articles of Association of the Company. As per the provisions of Section 61, 64, 13 and 14 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of Capital Clause of the Memorandum of Association require the consent of the shareholders by way of an Ordinary Resolution and Alteration of Articles of Association of the Company require the consent of the shareholders by way of an Special Resolution.