

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **CAPITAL TRADE LINKS LIMITED** will be held on Friday the 30th day of September, 2016 at the Registered Office of the Company at Capital House, B-4,UGF, Ashoka Niketan, New Delhi – 110092 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

2. **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 thereunder, 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 32nd 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:

3. **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, Mrs. Renu Garg, who was appointed as a Whole Time Director of the Company by the Board of Directors w.e.f 27.05.2016 upon such remuneration as provided clearly in the explanatory statement attached hereto. Although Mrs. Renu Garg was appointed as a Whole Time Director for a period of 5 years commencing from the date of her appointment but due to uncertain reasons she tendered her resignation w.e.f 10.08.2016.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to confirm the appointment and remuneration paid to Mrs. Renu Garg in the capacity of Whole Time Director of the Company for the said period/ tenure as explained clearly in the explanatory statement attached hereto with this notice.”

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

**Date: 13.08.2016
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 HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO 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) 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.
- 3) Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) 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 **Saturday, 24th September, 2016 to Friday, 30th September, 2016** (both days inclusive).
- 5) Documents referred to in the Notice shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting. Member may also note that the Annual Report for FY 2015-16 will also be available on the Company's website www.capitaltrade.in for their download.
- 6) In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
- 7) 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.

- 8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
- 9) In case members cast their votes through more than one mode of voting, voting done by e-voting shall prevail and voting done by other mode shall be treated as invalid.
- 10) The facility for voting, through polling paper shall be made available at the AGM and members attending the meeting who have not cast their vote by e-voting shall be able to cast their vote at the Annual General Meeting.

11) 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 **23.09.2016 (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 23.09.2016 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 for E-voting are attached with the Attendance slip which is a part of this notice.

Explanatory Statement

Pursuant to section 102(1) of the Companies Act, 2013

ITEM No. 3

Mrs. Renu Garg, who was appointed as a Whole Time Director of the Company by the Board of Directors w.e.f 27.05.2016 on a monthly remuneration of Rupees 32,000/- for the period of five years commencing from the date of her appointment. Although Mrs. Renu Garg was eligible to hold the office for the term of five years but due to certain reasons she has resigned as a Whole Time Director of the Company.

Further the approval of the members of the Company is hereby accorded for the her appointment and the remuneration paid to Mrs. Renu Garg for the tenure held by her in the capacity of Whole Time Director of the Company i.e. the period starting from 27th May, 2016 to 10th August, 2016 is Rs. 92,160/-.

None of the Directors, Key Managerial Persons (KMPs) or relatives of the Directors and KMPs except Mrs. Renu Garg is concerned or interested in this resolution.