

**CAPITAL TRADE LINKS LIMITED****(CIN- L51909DL1984PLC019622)****Regd Office: B - 4, LGF Ashoka Niketan Delhi, India 110092****NOTICE OF EXTRA-ORDINARY GENERAL MEETING****(Pursuant to Section 101 of the Companies Act, 2013)****(Read with Companies (Management and Administration) Rules, 2014)**

Dear Members,

Notice is hereby given that an Extra-Ordinary General Meeting no. CTL/EOGM/01/2022-23 of the members of Capital Trade Links Limited will be held on Monday, March 20, 2023 at 11:00 a.m. at the Corporate office of the company situated at Office no. 1, 3rd Floor, Mahalaxmi Metro Tower, C-1, C-2, Sector-4 Vaishali, Ghaziabad-201010 UP in, to transact the following businesses as special businesses through video conference ("VC") / other audio-visual means ("OAVM"):-

SPECIAL BUSINESSES:**Item No. 1: Further Issue of Warrants convertible into Equity Shares on Preferential basis**

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 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the stock exchanges and the enabling provisions of the Memorandum and Articles of Association of the company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose, the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis, upto 90,00,000 (Ninety Lakhs) warrants (hereinafter referred to as “Convertible Warrant”), at an exercise price of Rs. 50/- per underlying equity share of the face value of Re. 1/- each (including a premium of Rs. 49/- per equity



Share) determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the non promoter group category (hereinafter referred to as “Proposed Allottee”):

S. No.	Name of the Proposed Allottee	Category	Number of Convertible Warrants
1.	Banita	Non Promoter Group	100000
2.	Ravi Kumar	Non Promoter Group	700000
3.	Nikhil Malhotra	Non Promoter Group	100000
4.	Preeti	Non Promoter Group	100000
5.	Punjab	Non Promoter Group	100000
6.	Sandeep	Non Promoter Group	80000
7.	Sombir	Non Promoter Group	80000
8.	Priyanka Bhatia	Non Promoter Group	20000
9.	Tejpal	Non Promoter Group	150000
10.	Dhanadeepa Consultant Private Limited	Non Promoter Group	3400000
11.	SIIA Advisory Private Limited	Non Promoter Group	3400000
12.	Vicky	Non Promoter Group	70000
13.	Parveen Kumar	Non Promoter Group	700000
		TOTAL	90,00,000

Resolved Further That aforesaid issue and allotment of Convertible Warrants/ Resulting Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

a. An amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares i.e. Warrant Subscription Price of ₹ 12.5/- (Twelve Rupees and fifty paise Only) for each Warrant, will be payable upfront at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. Convertible Warrant exercise of ₹ 37.5/- (Thirty seven rupees and fifty paise Only) for each Warrant price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant within a maximum period of 18 (eighteen) months from the date of allotment of Warrants entitling the Warrant Holder to seek conversion of Warrant(s) in one or more tranches, and be allotted one fully paid-up Equity Share of the Company of face value of ₹ 1/- each at a price of ₹ 50/- per share (including premium of ₹ 49/- per share), against each Warrant, with the amount paid against each Warrant be adjusted against the issue price for the resultant Equity Share, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI (ICDR) Regulations, or other applicable laws in this respect.

b. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.



- c. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- d. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.
- e. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value INR 1/- each of the Company.
- f. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Convertible Warrants shall not be listed.
- g. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution.
- h. Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, in one or more tranches. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.
- i. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- j. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

Resolved Further That as per the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the issue price of aforesaid Warrants/ Resulting Equity Shares shall be February 17, 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/or Equity Shares to be allotted on exercise of the Warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable law, guidelines, notifications, rules and regulations, without being required to seek any further consent or approval of the Members and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."



CAPITAL TRADE

LINKS LTD.

CIN :L51909DL1984PLC019622

By Order of the Board

For Capital Trade Links Limited

Sd/-

Anupriya Ojha

Company Secretary

Place: Ghaziabad

Date: February 13, 2023

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Extra-Ordinary General Meeting (“Notice”).
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 11/2022 dated December 28, 2022, 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.capitaltrade.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the General Meeting (“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Corporate Office of the Company. Hence, there shall be no physical attendance of equity shareholders at the meeting and the deemed venue for the meeting shall be the Corporate Office of the Company.



7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorization document authorizing their representative to attend and vote on their behalf at the EGM.
8. The members are requested to intimate the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to their respective Depository Participants (DP) for shares held in electronic form.
10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The EGM Notice of the Company will also be available on the Company’s website www.capitaltrade.in, website of the Stock Exchange i.e. the BSE Limited at www.bseindia.com and on the website of the National securities Depository Limited. (NSDL) at www.evoting.nsdl.com (the Authorised agency for providing remote e-voting facility).
11. All the Documents referred to in the notice are open for inspection at the corporate office of the Company between 11:00 A.M. to 4:00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
12. The company has appointed Mr. Chiranjivi Abhishek, Practicing Chartered Accountant (Membership No. 509200) as the Scrutinizer (‘Scrutinizer’) for conducting the remote e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
14. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.capitaltrade.in and on the website of NSDL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.
15. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area Phase - II, New Delhi - 110 020, Email: info@masserv.com.



16. Members, who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker by sending the requests from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at cs@capitaltrade.in on or before 01st March, 2023 (5:00 p.m. IST). and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those members who have registered themselves as a speaker will be allowed to express their views/ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the said meeting. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

17. GENERAL INFORMATION

The remote e-voting period begins on Friday, 17th March, 2023 at 9:00 A.M and ends on Sunday, March 19th, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, 13th March, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 13th March, 2023.

18. VOTING THROUGH ELECTRONIC MEANS

- a. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services.
- b. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL)
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/ ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.



3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@capitaltrade.in. The same will be replied by the company suitably.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code



	<p>mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.****How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to caabhishek2006@gmail.com. with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@capitaltrade.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@capitaltrade.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT

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

ANNEXURE TO THE NOTICE

TO CONSIDER AND APPROVE THE ISSUANCE OF EQUITY WARRANTS TO NON-PROMOTERS.

ITEM NO. 1

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of securities. Since your Company is a listed company, the proposed issue Convertible Warrants/ Resulting Equity Shares would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

Instrument and Numbers: Your Board proposes to issue on preferential and private placement basis:

Upto 90,00,000 (Ninety Lakhs) Convertible Warrants (“Convertible Warrants”), at an exercise price of Rs.50/- per underlying equity share of the face value of Re. 1/- each (including a premium of Rs. 49/- per equity Share), 2018, to the following Proposed Allottee, belonging to the Non promoter group category:

S. No.	Name of the Proposed Allottee	Category	Number of Convertible Warrants
1.	Banita	Non Promoter Group	100000
2.	Ravi Kumar	Non Promoter Group	700000
3.	Nikhil Malhotra	Non Promoter Group	100000
4.	Preeti	Non Promoter Group	100000
5.	Punjab	Non Promoter Group	100000
6.	Sandeep	Non Promoter Group	80000
7.	Sombir	Non Promoter Group	80000
8.	Priyanka Bhatia	Non Promoter Group	20000
9.	Tejpal	Non Promoter Group	150000
10.	Dhanadeepa Consultant Private Limited	Non Promoter Group	3400000
11.	SIIA Advisory Private Limited	Non Promoter Group	3400000
12.	Vicky	Non Promoter Group	70000
13.	Parveen Kumar	Non Promoter Group	700000
		TOTAL	90,00,000



Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Re. 1/- each of the Company (“Resultant Equity Share”), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

The Proposed Allottee have agreed to subscribe to the proposed preferential issue and have confirmed eligibility in terms of Regulation 159 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations.

Object of the issue: The proceeds of the preferential issue of Warrants will be utilized by the Company for meeting the long term working capital requirements and general corporate purposes.

Maximum number of specified securities to be issued: Maximum 90,00,000 Equity Warrants at a price of Rs.50/- to be issued where Face value is Re. 1 and premium is of Rs. 49 aggregating to Rs. 45,00,00,000/- (Rupees Forty Five crores only)

Intention of promoters/directors/key management persons to subscribe: None of the promoters/directors/key management persons of the company are participating in this preferential issue as the Proposed Allottees for the Convertible Warrants and none of them intend to subscribe to the present preferential issue.

Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

S.No.	Category	Pre-issue shareholding as on 17.02.2023		Post issue Shareholding	
		No. of Equity Shares held	% of shareholding	No. of Equity Shares held	% of shareholding
A.	Promoters Shareholding				
1.	Indian Promoters				
	a)Individual	23774116	38.99	23774116	33.97
	b)Bodies Corporate	784995	1.29	784995	1.12
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	24559111	40.27	24559111	35.09
B.	Public Shareholding				
1.	Institutional Investors				
	a)Mutual Funds	0	0	0	0
	b)Venture Capital Funds	0	0	0	0
	c)Alternate Investment Funds	0	0	0	0
	d)Foreign venture Capital Investors	0	0	0	0
	e)Foreign Portfolio Investors	0	0	0	0
	f)Financial Institutions/Banks	0	0	0	0
	g)Insurance Companies	0	0	0	0



	h)Provident Funds/Pension Funds	0	0	0	0
	Any Other Sub Total (B)(1)	0	0	0	0
2	Central Government/Statement Government(s)/ President of India	0	0	0	0
	Sub Total (B)(2)	0	0	0	0
3.	Non –Institutions				
a)	i.)Individual Shareholders holding nominal share capital up to `2.00 lakhs	10384023	17.03	11184023	15.99
	ii)Individual Shareholders holding nominal share capital in excess of `2.00 lakhs	9856563	16.16	11256563	16.08
b)	NBFCs Registered with RBI	0	0	0	0
c)	Employee Trusts	0	0	0	0
d)	Overseas Depositories(Holding DRs)(Balancing figure	0	0	0	0
e)	Any Other:				
	i)Trusts	0	0	0	0
	ii)Alternate Investment Fund	0	0	0	0
	iii)Non Resident Indians	56643	0.09	56643	0.08
	iv)Clearing Members	67576	0.11	67576	0.09
	v)Bodies Corporates	16056084	26.33	22856084	32.67
	vi)IEPF	0	0	0	0
	Sub Total (B) (3)	36420889	59.73	45420889	64.91
	Total Public Shareholding (B)=(B1+B2=B3)	36420889	59.73	45420889	64.91
C	Non Promoter-Non Public Shareholders				
1.	Custodian/DR Holder	0	0	0	0
2	Employee Benefit Trustee (Under SEBI(Share based Employee Benefits)Regulations,2014	0	0	0	0
	Total Non Promoter-Non Public Shareholder (C=C1+C2)	0	0	0	0
	Grand Total (A+B+C)	60980000	100	69980000	100

**Proposed time within which the Preferential Allotment shall be completed:**

As required under the SEBI ICDR Regulations, the allotment of the Equity Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Equity Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee:

Present preferential issue of Equity Shares is proposed to be made to the Non-Promoter Group persons.

The Company has obtained the Permanent Account Numbers and the Demat account number of all the Proposed Allottees. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Equity Shares/ Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations, 2018.

Proposed Allottees and any of the persons belonging to promoter & promoter group have not sold or transferred any shares of the Company during the 90 trading days preceding the Relevant Date. Further, all the pre-preferential shareholding of the Proposed Allottees is held in dematerialized form.

Neither the Company nor any of the promoters, promoter group persons, directors or the Proposed Allottees is debarred or prohibited to access the capital market. Further, neither the Company nor any of the promoters, promoter group persons, directors or the Proposed Allottees is a willful defaulter or a fugitive economic offender or a fraudulent borrower. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the table below:

S.No.	Name of the Allottee	Ultimate Beneficial Owners	Pre-Issue Equity Holding		No. of Warrants to be allotted	Post issue Equity Holding(after exercise of Warrants)	
			No. of Shares	%		No. of Shares	%
1.	M/s Dhanadeepa Consultant Private Limited	Mr. Bharat Bhatia, Ms. Minu Kumari and Mr. Tejpal	0	0	3400000	3400000	4.86
2.	M/s SIIA Advisory Private Limited	Mr. Sachin Ishwar Porwaaal and Mr. Meenu Kumari	0	0	3400000	3400000	4.86



Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

S. No	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Pre issue % of capital that allottee hold	Post issue % of capital that allottee will hold
1.	Ms. Banita	Non – Promoter	FTTPB3628A	-	100000	Non QIB	0	0.14
2.	Mr. Nikhil Malhotra	Non – Promoter	DPGPM2901L	-	100000	Non QIB	0	0.14
3.	Ms. Preeti	Non – Promoter	FJSPP4673J	-	100000	Non QIB	0	0.14
4.	Mr. Punjab	Non – Promoter	DMLPP0134C	-	100000	Non QIB	0	0.14
5.	Mr. Sandeep	Non – Promoter	FOMPS2448M	-	80000	Non QIB	0	0.11
6.	Mr. Sombir	Non – Promoter	MGIPS3982H	-	80000	Non QIB	0	0.11
7.	Mr. Ravi Kumar	Non-Promoter	KNQPK4503R	-	700000	Non QIB	0	1.00
8.	Mr. Tejpal	Non-Promoter	BLGPT1772A	-	150000	Non QIB	0	0.21
9.	Mr. Vicky	Non-Promoter	AFKPK8699A	-	70000	Non QIB	0	0.10
10.	Mr. Parveen Kumar	Non-Promoter	KNQPK4503R	-	700000	Non QIB	0	1.00
11.	M/s Dhanadeepa Consultant Private Limited	Non – Promoter	AAICD8933C	Mr. Bharat Bhatia, Ms. Minu Kumari and Mr. Tejpal	3400000	Non QIB	0	4.86
12.	M/s SIIA Advisory Private Limited	Non – Promoter	ABHCS9681G	Mr. Sachin Ishwar Porwaaal and Mr. Meenu Kumari	3400000	Non QIB	0	4.86
13.	Priyanka Bhatia	Non – Promoter	ALCPB5908P	-	20000		0	0.03



Allotment of Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

Re-computation of Price: The Company shall re-compute the issue price of the Equity Shares/ Convertible Warrants, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottees.

Undertaking with regard to re-computation of issue price: In terms of SEBI (ICDR) Regulations, 2018, the Company shall recompute the price of the Equity Shares and Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.

The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

All the aforesaid Proposed Allottees for the Convertible Warrants are presently, persons belonging to the Non Promoter Group. There shall not be any change in the status of these Proposed Allottees even after the preferential issue and they shall remain as part of the Non Promoter Group of the Company.

Relevant Date: As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price for the proposed preferential issue of securities is 17th February, 2023.

Issue Price and Valuation Report: In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The shares of the Company are listed and traded on BSE Ltd (BSE). As per the trading volume data available on the Stock Exchanges, the shares of the Company are frequently traded.

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor

price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of



regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert (allotment to the promoter group, including allotment made to the promoter group in the previous preferential issue in the current year), the pricing of the Convertible Warrants/ Equity Shares to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares): Or
- ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 17th February, 2023 from Mr. Atiuttam Prasad Singh, an Independent Registered Valuer [Registration Number: IBBI/RV/11/2020/12795] having his Office at A-97 & 98, Upper Ground Floor, Street No. 6, Madhu Vihar, Delhi – 110092 and the copy of the both of the same has been hosted on the website of the Company which can be accessed at the link: <https://www.capitaltrade.in/AGM.php>

As per the Valuation Report, the minimum price, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, 2018, at which Equity Shares/ convertible Warrants to be issued is Rupees 28.73/-.

It is proposed that the Convertible Warrants shall be issued at an exercise price of Rs. 50/- per underlying equity share of the face value of Re. 1/- each (including a premium of Rs. 49/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018. The Equity Shares shall be issued at an issue price of Rs. 50/- per equity share of the face value of Re. 1/- each (including a premium of Rs. 49/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018.

Accordingly, the proposed issue price shall be more than the price determined under Regulation 164(1) and Regulation 166A of the SEBI (ICDR) Regulations, 2018. Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Proposed time of Allotment: The allotment of the Equity Shares and the Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members through the present postal ballot.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Re. 1/- each of the Company, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.



Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Equity Shares and Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Payment: In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018; full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees.

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

Dues toward SEBI, Stock Exchange or Depositories: There is no outstanding dues payable to Dues toward SEBI, Stock Exchange or Depositories.

Lock-in Period: The lock-in of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted on a preferential basis to public category persons other than the promoters and promoter group shall be locked-in for a period of six months from the date of trading approval of the stock exchanges.

The entire pre-preferential allotment shareholding of the respective Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

Certificate of the Practicing Company Secretary: A Practicing Company Secretary – Mr. Suresh Mandal has certified that the present preferential issue is being made in accordance with the requirements contained the Securities and Exchange Board of India (Issue of Capital & Disclosure



Requirements), Regulations, 2018, as amended up to date. A copy of the certificate shall be kept for inspection at the Registered Office of the Company during the business hours and also uploaded on the website of the company at the following link: <https://www.capitaltrade.in/AGM.php>

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares and Convertible Warrants is in the best interest of the Company and its members. Your directors, therefore, recommend the resolution for your approval.

None of the Promoters/promoter group, directors and shareholders of the Company or their relatives are interested in this special resolution. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

By Order of the Board

For Capital Trade Links Limited

Sd/-

Anupriya Ojha

Company Secretary

Place: Ghaziabad

Date: February 13, 2023