



**CAPITAL TRADE**

LINKS LTD.

**Annual Report  
2022-23  
38<sup>th</sup> Edition**



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# CORPORATE INFORMATION

## DIRECTOR'S CORNER

**Mr. KRISHAN KUMAR**

**Promoter-Director**

**Mr. VINAY KUMAR CHAWLA**

**Whole Time Director**

**Mr. ASHISH KAPOOR**

**Independent Director**

**Mr. AMAR NATH**

**Independent Director**

**Mr. MAHENDRA SHARMA**

**Independent Director**

## SENIOR TEAM CORNER

**Mr. SUNIL GUPTA**

**Chief Financial Officer**

**Ms. ANUPRIYA OJHA**

**Company Secretary**

## STATUTORY AUDITORS

**M/s A.C. Gupta & Associates.  
Chartered Accountants, New Delhi**

## SECRETARIAL AUDITOR

**M/s Atiuttam Singh & Associates,  
Practicing Company Secretary, New Delhi**

## REGISTRAR & SHARE TRANSFER AGENT

**M/s MAS Services Limited  
T-34, Okhla Phase-II, Delhi- 110020,  
Ph: +91 11-26387281/82  
Email: [info@masserv.com](mailto:info@masserv.com)**

## INTERNAL AUDITOR

**M/s ACA & Associates.  
Chartered Accountants, New Delhi**

## COMMITTEES

### AUDIT COMMITTEE

<b>Mr. Amar Nath</b>	<b>Chairman</b>
<b>Mr. Ashish Kapoor</b>	<b>Member</b>
<b>Mr. Mahendra Sharma</b>	<b>Member</b>

### NOMINATION AND REMUNERATION COMMITTEE

<b>Mr. Amar Nath</b>	<b>Chairman</b>
<b>Mr. Ashish Kapoor</b>	<b>Member</b>
<b>Mr. Mahendra Sharma</b>	<b>Member</b>

### STAKEHOLDERS RELATIONSHIP COMMITTEE

<b>Mr. Amar Nath</b>	<b>Chairman</b>
<b>Mr. Mahendra Sharma</b>	<b>Member</b>
<b>Mr. Ashish Kapoor</b>	<b>Member</b>

### INTERNAL COMPLAINT COMMITTEE

<b>Mr. Amar Nath</b>	<b>Chairman</b>
<b>Mr. Ashish Kapoor</b>	<b>Member</b>
<b>Mr. Mahendra Sharma</b>	<b>Member</b>

### RISK MANAGEMENT COMMITTEE

<b>Mr. Amar Nath</b>	<b>Chairman</b>
<b>Mr. Ashish Kapoor</b>	<b>Member</b>
<b>Mr. Mahendra Sharma</b>	<b>Member</b>

### BANKER

**State Bank of India**  
**ICICI Bank**  
**Bank of Baroda**  
**HDFC Bank**  
**IndusInd Bank**

## NOTICE OF 38<sup>th</sup> ANNUAL GENERAL MEETING (AGM NOTICE)

### CAPITAL TRADE LINKS LIMITED

**Registered Office:** 102-103, First Floor Surya Kiran Building, 19 K.G. Marg Connaught Place New Delhi 110001 IN **Corporate Identity Number:** L51909DL1984PLC019622

**Website:** [www.capitaltrade.in](http://www.capitaltrade.in); **Email:** [cs@capitaltrade.in](mailto:cs@capitaltrade.in)

**Tel:** +120 - 4354409

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of CAPITAL TRADE LINKS LIMITED (“the Company”) will be held on Wednesday, August 16, 2023 at 11:00 a.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM). The venue of the meeting shall be deemed to be the registered office of the Company to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial statements of the company for the financial year ended March 31, 2023, including the Audited Balance Sheet as at March 31, 2023, the statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.

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 financial year ended March 31, 2023 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Krishan Kumar (DIN No. 00004181), who retires by rotation and being eligible, offers himself for reappointment. Brief details of Directors proposed to be appointed or re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is duly provided in the Notice of the Annual General Meeting. (Annexure- I).

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 No. 00004181), who retires by rotation at the 38th Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

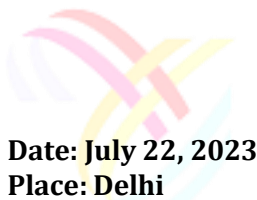
**SPECIAL BUSINESS:**

**3. To appoint Mr. Mahendra Sharma as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahendra Sharma (DIN: 10167061), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. May 17, 2023, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e. May 17, 2023 upto May 16, 2028.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

  
**Date: July 22, 2023**  
**Place: Delhi**

**By the Order of the Board,  
For Capital Trade Links Limited  
Sd/-  
Anupriya Ojha  
Company Secretary**

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

1. In compliance with the provisions of Companies Act, 2013 read with the Ministry of Corporate Affairs (“MCA”) General Circular No. 10/2022 dated 28th December, 2022, read with General Circular Nos. 02/2022 dated 05th May, 2022, 21/2021 dated 14th December, 2021, 19/2021 dated 08th December, 2021, 02/2021 dated 13th January, 2021 and 20/2020 dated 05th May, 2020 (Collectively referred to as “the MCA Circulars”) and Securities Exchange Board of India (“SEBI”) Circulars dated 05th January, 2023 read with circulars dated 13th May, 2022, 15th January, 2021 and 12th May, 2020 (Collectively referred to as “the SEBI Circulars”) the 38th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the “AGM” or “e-AGM”.
2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 2 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Attiuttam Prasad Singh, Practicing Company Secretary (FCS No. 8719, CP No. 13333) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to [attiuttamsingh@gmail.com](mailto:attiuttamsingh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. 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 aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by NSDL.
9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments 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. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. The Registers of Members and Share Transfer Books of the Company will remain closed from **Thursday, August 10, 2023 to Wednesday, August 16, 2023** (both days inclusive) for the purpose of annual closure of books.
11. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019. Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: -

- Issue of duplicate share certificate
- Claim from unclaimed suspense account
- Renewal/Exchange of securities certificate
- Endorsement
- Sub-division / splitting of securities certificate
- Consolidation of securities certificates/folios
- Transmission
- Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

***Members holding shares in physical form are requested to dematerialize their holdings at the earliest.***

12. Pursuant to Securities & Exchange Board of India vide its circulars SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD/MIRSD\_POD-1/P/CIR/2023/37 dated 16th March, 2023 it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

**Freezing of Folios without valid PAN, KYC details, Nomination**



a. In case, any of the aforesaid documents/details are not available in a Folio, on or after 01st October, 2023, the same shall be frozen by RTA.

b. Similarly, in case the PAN(s) in a folio is/are not valid as on the cut-off date specified by The Central Board of Direct Taxes (CBDT) then also the folio shall be Frozen as above.

c. A member/claimant will be eligible to lodge grievance or avail service request from the RTA or eligible for any payment including dividend only after furnishing the complete documents or details as aforesaid.

In case the folio continues to remain frozen as on 31st December, 2025, the RTA / Company shall refer such frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

We would further like to draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/ HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal/Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. MAS Services Limited.

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted.

Sr. No.	Particulars	Please furnish details in
1.	PAN	Form No.: ISR-1
2.	Address with PIN Code	
3.	Email address	
4.	Mobile Number	
5.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6.	Demat Account Number	
7.	Specimen Signature	Form No.: ISR-2
8.	Nomination details	Form No.: SH-13
9.	Declaration to opt out nomination	Form No.: ISR-3
10.	Cancellation or Variation of Nomination	Form No.: SH-14

11.	Request for issue of Securities in dematerialized form in case of below:	Form No.: ISR-4
i.	Issue of duplicate securities certificate	
ii.	Claim from Unclaimed Suspense Account	
iii.	Renewal / Exchange of securities certificate	
iv.	Endorsement	
v.	Sub-division / Splitting of securities certificate	
vi.	Consolidation of securities certificates/folios	
vii.	Transmission	
viii.	Transposition	

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 alongwith the Form ISR-1 for updating of the KYC Details or Nomination. All the aforesaid forms can be downloaded from the website of the Company and from the website of the RTA at <https://www.masserv.com/>.

12. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022- 23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2022-23 are available on the website of the Company [www.capitaltrade.in](http://www.capitaltrade.in) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
14. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
16. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-2023 and login details for e-voting.

### Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at [investor@masserv.com](mailto:investor@masserv.com) providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Capital Trade Links Limited.

### Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.capitaltrade.in](http://www.capitaltrade.in), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.

18. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e., **Wednesday, August 09, 2023**, such person may obtain the User ID and Password from RTA by e-mail request on [investor@masserv.com](mailto:investor@masserv.com)
19. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

20. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
21. Shareholders of the Company are informed that pursuant to the provisions of the Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Shareholders who have not encashed their dividend warrant(s), for the years 2017-18 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>.

22. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
23. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day, up to the date of meeting.
24. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 38<sup>th</sup> Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Wednesday, August 09, 2023** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, August 13, 2023 at 9:00 A.M. and ends on Tuesday, August 15, 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 record date (cut-off date) i.e., Wednesday, August 09, 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 Wednesday, August 09, 2023.

### 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 and joining virtual meeting 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 dematmode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-

	<p>directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 held 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 options available against company name or e-Voting service provider - 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System My easi.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will</li> </ol>

	be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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. At 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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 8-digit 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.**  
**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 [attittamsingh@gmail.com](mailto:attittamsingh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at [evoting@nsdl.co.in](mailto: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 [investor@masserv.com](mailto:investor@masserv.com) or [cs@capitaltrade.in](mailto:cs@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 [investor@masserv.com](mailto:investor@masserv.com) or [cs@capitaltrade.in](mailto:cs@capitaltrade.in). If you are 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 link” placed under “**Join General 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](mailto:cs@capitaltrade.in) or [info@capitaltrade.in](mailto:info@capitaltrade.in) . The same will be replied by the company suitably.

**General Instructions**

- i. 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.
- ii. Mr. Atiuttam Prasad Singh, Practicing Company Secretary (Membership No. FCS-8719 & CP No. 13333), 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.
- iii. 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, for all those members who are

present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.

- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.capitaltrade.in](http://www.capitaltrade.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

**For and on Behalf of the Company  
Capital Trade Links Limited**

**Date: July 22, 2023  
Place: Delhi**



**CAPITAL TRADE**  
LINKS LTD.

**Sd/-  
Anupriya Ojha  
Company Secretary**

## **EXPLANATORY STATEMENT TO THE NOTICE CONVENING THE 38<sup>th</sup> ANNUAL GENERAL MEETING (AGM NOTICE)**

### **PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE ICSI**

#### **Item No. 3**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”) approved appointment of Mr. Mahendra Sharma (DIN: 10167061) as Additional Director (in the capacity of Independent Director) of the Company, who shall hold office as such till this Annual General Meeting (“AGM”). Further, Board of Directors has recommended the appointment of Mr. Mahendra Sharma (DIN: 10167061) as Independent Director for a term of five consecutive years i.e., upto May 16, 2028, for approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive board. The Board deliberates on various factors including current tenure of board members, anticipated vacancies in key board positions, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements etc. The appointment of Mr. Mahendra Sharma has been made by the Board to address the long-term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Board. Mr. Mahendra Sharma fulfils the conditions specified in the Companies Act, 2013 (the “Act”), rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) for appointment as Independent Director of the Company.

#### *Brief profiles of Mr. Mahendra Sharma is as follows:*

He is Masters in Economics and is a member of Certified Associate of Indian Institute of Bankers (CIIAB). He has more than three decades experience of working in Dena Bank and has retired from the designation of General Manager of Dena Bank.

Mr. Mahendra Sharma has confirmed his eligibility for appointment as Independent Director of the Company under Section 164 of the Act and have given his consent to act as Independent Director. The Company has also received declaration from him confirming that he meets the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge their duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and have successfully registered himself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Mr. Mahendra Sharma be appointed as Independent Director for a term of five consecutive years from the original date of their appointment i.e., May 17, 2023 upto May 16, 2028.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto.

The Board of the Directors firmly believes that Mr. Mahendra Sharma will bring immense value on account of his stature, professional competence and diversified experience, and accordingly, recommends, his appointment, as Independent Director of the Company for a term of five consecutive years i.e., upto May 16, 2028. The remuneration payable to Mr. Mahendra Sharma shall be governed by the Nomination and Remuneration policy of the Company.

Mr. Mahendra Sharma is interested in the resolution set out at item no. 3. Further, his relatives are also deemed to be interested in the respective resolutions, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at item no.3 of the Notice for approval of the Members.



**CAPITAL TRADE**  
LINKS LTD.

## ANNEXURE I

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE  
ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]**

Name of the Director	Mr. Krishan Kumar	Mr. Mahendra Sharma
DIN	00004181	10167061
Date of Birth	15-11-1969	28-07-1955
Age	53	67
Date of first Appointment on the Board	27-03-2014	17-05-2023
Brief Resume	Founder of CTL, he is Company Secretary (FCS) and Law graduate with over 30 years of experience in Corporate Law, Capital Markets & Financial Services.	He is Masters in Economics and is a member of Certified Associate of Indian Institute of Bankers (CIIAB). He has more than three decades experience of working in banking sector.
Qualifications	FCS, L.L.B	M.A. Economics, CAIIB
Expertise in specific functional areas	Corporate Laws, Capital Markets & Financial Services	Resource Mobilisation, Credit Expansion and FOREX
No. of Board Meetings attended during the FY 2022-23	9	NA
Directorships of other Board	NIL	NIL
Membership/Chairmanship of Committees of other Board	NIL	NIL
Number of Shares held in the Company	35,92,470	NIL
Inter-se relationship with other Directors, Manager and Key Managerial Personnel	Nil	NIL
Terms and Conditions of appointment or re-appointment	Liable to retire by rotation	Appointed for five years from May 17,2023 to May 16, 2028
Remuneration last drawn	Nil	NA
Remuneration sought to be paid	Nil	As per Nomination and Remuneration policy

The Company has received declaration from Mr. Krishan Kumar and Mr. Mahendra Sharma confirming that they are not debarred from holding office of director(s) pursuant to any order issued by SEBI or any other authority and they are not disqualified from being re-appointed/ appointed under Item No. 2 and Item No. 3 as Director(s) of the Company under Section 164(2) of the Act.

Mr. Krishan Kumar and Mr. Mahendra Sharma comply with the 'Fit and Proper' criteria prescribed by RBI vide its Master Direction No. DNBR. PD. 008/03.10.119/2016-17 dated 1st September, 2016.

The Board of Directors recommend the resolution(s) set out at Item No. 2 and Item No. 3 of this Notice to the Members for their consideration and approval, by way of Ordinary Resolution and Special resolution respectively.

Except Mr. Krishan Kumar and Mr. Mahendra Sharma or their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 and Item No. 3 of AGM Notice, respectively.





# DIRECTOR'S REPORT

To,  
The Members,  
Capital Trade Links Limited

Your directors presents before you the 38<sup>th</sup> Annual Report of the company together with the Audited Financial Performance for the year ended March 31, 2023 (FY 2022-23).

## 1. FINANCIAL RESULTS SUMMARY

The Company's Financial Performance for the year ended as on 31st March, 2023 when contrasted with the earlier years is summed up as beneath. The financial statements of the Company are prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Companies Act, 2013 as amended from time to time.

**(Rs. In Crores)**

Sl. No.	Particulars	F.Y. ended 31.03.2023	F.Y. ended 31.03.2022
<b>i.</b>	Revenue from operations	16.80	9.70
<b>ii.</b>	Other Income	0.03	0.04
<b>iii.</b>	Total Revenue from operations	16.83	9.75
<b>iv.</b>	Total Expenses	13.10	6.61
<b>v.</b>	Profit before tax (iii-iv)	3.73.	3.13
<b>vi.</b>	Tax & Adjustment	1.23	0.66
<b>vii.</b>	Profit After Tax (PAT) (v-vi)	2.49	2.47

## 2. STATE OF AFFAIRS:

The Directors are happy to report that the company has achieved total Revenue from operations of INR 16.80 crores for the financial year 2022-23 as compared to INR 9.70 crores in in the previous financial year which is robust growth of 73% on YoY basis. Asset under management of the company has witnessed tremendous growth of 237% on YoY basis, increasing from INR 42.42 crores in previous financial year to INR 143 crores in FY 2022-23. It was dedicated effort of the employees, business development officers and customer which contributed towards this better performance. Profit after Tax reported during the year under review is INR 2.49 crores and paid up share capital of the company is INR 6.098 crores, resulting in an EPS of 0.41.

## 3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review.

#### 4. TRANSFER TO RESERVE

As per Section 45 IC of Reserve Bank of India Act, 1934, the Company has transferred Rs. 49.95 Lakhs in Special Reserve Account, aggregating to 20% of its net profit. Your company has retained earning to the tune of Rs. 199.79 lakhs in the FY 2022-23.

#### 5. DIVIDEND

As company is in the growth stage it wants to retains all its earnings from its operations, the Board has chosen not to proclaim any Dividend despite the fact that the Company has seen growth in this year. In light of the current economic situation, Directors have chosen to safeguard the profit with the goal that they can be used for the growth of the organization.

#### 6. UNCLAIMED DIVIDEND

The shareholders who have not uncashed their dividend for the FY 2017-18 onwards are requested to claim the amount from registered office of the company. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years i.e., till September 19, 2024, then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund (the IEPF), a fund established under sub-section (1) of section 125. The details of unclaimed/ unpaid dividend are available on the website of the Company viz. [www.capitaltrade.in](http://www.capitaltrade.in).

#### 7. SHARE CAPITAL

With effect from December 08, 2022, the shareholders of the company approved rescinding of the resolution passed for consolidation of face value of each share from Re. 1 to Rs. 10 each, by way of postal ballot. Consequently, nominal value of each equity share of the company stands altered from Rs. 10 (Rupees Ten only) to Re. 1 (Rupee One only), in the Capital clause of the Memorandum of Association of the company with effect from December 07, 2022. As a result of which, the capital structure of the Company as on 31st March, 2023 is as follows-

<i>Type of Capital</i>	<i>Face value per share</i>	<i>No of shares</i>	<i>Value of Shares</i>
Authorized	1	7,00,00000	7,00,00,000
Issued & subscribed	1	6,09,80,000	6,09,80,000
Paid up	1	6,09,80,000	6,09,80,000

During the year under review, Board of directors of the company in their meeting held as on Monday, February 13, 2023 approved the allotment of 90,00,000 (Ninety Lakh) warrants at the issue Price of Rs. 50/- each on preferential basis, convertible pursuant to exercise of option attached with these warrants, into equity share of the company of Face Value of Re.1/- each and at a premium of Rs. 49/- each to the allottees belonging to the non-promoters category.

## 8. DEPOSIT

The company is a Non-Deposit Taking–Non-Systematically Important NBFC (NBFC ND-NSI). As per the Reserve Bank Guidelines, the company is NBFC ND-NSI as the Company is not holding or accepting deposits as on the date of Balance Sheet.

Further, the company being Loan Company falls in the category of Investment and Credit Company (NBFC-ICC) as per classification notified by RBI.

## 9. LISTING ON STOCK EXCHANGE

The shares of the Company are listed on main platform of BSE Limited. The International Securities Identification Number (ISIN) of company is INE172D01021 and the Scrip code is 538476.

## 10. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has designed and implemented its internal financial controls system considering the fundamental parts 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.

The Audit Committee of the Board reviews the adequacy and effectiveness of the internal controls and checks and suggests desired improvements from time to time.

## 11. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The Company's Board have optimum combination of executive and non-executive directors which is in conformity with Section 149 of the Companies Act-2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 with considerable experience and expertise across a range of fields such as finance, accounts, general management and business strategy. The details of the directors and their meetings held during the year have been given in the Corporate Governance Report, which forms part of the Annual Report.

## 12. Changes in Directors and KMP During the year:

- i. Mr. Satish Kumar Gola resigned from the post of Company Secretary of the Company. w.e.f. 10.05.2022. Ms. Anupriya Ojha has been appointed as the Company Secretary of the company w.e.f. 10.05.2022.
- ii. During the year, Mr. Satish Kumar has been appointed as the Chief Financial Officer of the company w.e.f. 13.05.2022.

a) **Director liable to retire by rotation:**

Pursuant to the requirements of section 152(6) (c) of the Companies Act, 2013, Mr. Krishan Kumar, Non-Executive director of the company (DIN: 00004181), retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board recommends the re-appointment of Mr. Krishan Kumar (DIN: 00004181) as Director of the Company retiring by rotation. Brief details of Mr. Krishan Kumar has been given in the notice convening the Annual General Meeting.

### **13. INDEPENDENT DIRECTORS**

The Company has received necessary declaration from all the independent directors that they meet the criteria of Independence throughout the year as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

None of the company's directors is disqualified from being appointed as Director, as on March 31, 2023 in terms of Section 164(2) of the Companies Act 2013. A certificate to this effect, duly signed by the Practicing Company Secretary is annexed to the Corporate Governance Report as 'Annexure IV'.

### **14. INDEPENDENT DIRECTORS' MEETING**

As per Section 149, Schedule IV of the Companies Act, 2013, and Rules made thereunder, read with the Listing Regulations, the Independent Directors of the Company met amongst themselves without the presence of Non-Independent Directors and members of Management. The details of the meeting are provided in the Corporate Governance Report, which is part of this Annual Report.

### **15. MEETINGS OF BOARD OF DIRECTORS**

All the board meetings were held in compliance with section 173 of the Companies Act, 2013 as the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Board unites at regular intervals to discuss and decide on Company's business policies and strategies, apart from other agenda items. The Board met 9 (nine) times during the year under review, details of which are given in the Corporate Governance Report, which is part of this Annual Report. The maximum gap between any two meetings did not exceed one hundred and twenty (120) days.

The Company has complied with the requirements prescribed under the Secretarial Standards issued by the Institute of Company Secretaries of India on meetings of the board of directors (SS-1) and general meetings (SS-2).

## 16. COMMITTEES OF BOARD

The provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulation, 2015 have prescribed and mandated forming of Committees of the Board for efficient working and effective delegation of work and to ensure transparency in the practices of the Company. Accordingly, the Committees formed by the Board are as follows:

**a. Audit Committee:**

Pursuant to Section 177 of the Companies Act, 2013 the Board has formed an Audit Committee. The Board of Directors of the Company had accepted all the recommendations of the Committee.

**b. Nomination and Remuneration Committee:**

The policy of the company on director's appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of section 178 of the Companies Act, 2013 is available on our website at [https://www.capitaltrade.in/ctl\\_policies.php](https://www.capitaltrade.in/ctl_policies.php).

**c. Stakeholders' Relationship Committee:**

The Board has in accordance with the provisions of Section 178(5) of the Companies Act, 2013 constituted Stakeholder Relationship Committee.

**d. Risk Management Committee:**

This committee has been constituted for monitoring and managing the different types of risks, pursuant to the requirement of Scale Based Regulations issued by Reserve Bank of India.

## 17. ANNUAL EVALUATION OF DIRECTORS, COMMITTEES AND THE BOARD

As required by Companies Act, 2013, the meeting of independent directors was held on 31<sup>st</sup> March 2023 to evaluate the performance of Non independent director, the Chairman and the Board of Directors of the company, against predefined and identified criteria. The criteria for evaluation of the performance of independent director, the Chairman and the Board was finalised by Nomination and Remuneration Committee. Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various committees as per the criteria laid down by the Nomination and Remuneration Committee.

## 18. VIGIL MECHANISM

The Board of Directors of the Company, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015 framed a "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism to ensure adequate safeguards to Employees and Directors from any victimization on raising of concerns of any violations of Legal or Regulatory requirements, incorrect or misrepresentation of any Financial Statements, Reports, etc. The Employees of the Company have the right/option to report their concerns/grievances to the Chairperson of the Audit Committee.

The Company as part of the 'vigil mechanism' has in place a Board approved 'Whistle Blower Policy' to deal with instances of fraud and mismanagement, if any. There was no reporting made by any employee for violations of applicable laws, regulations and the Code of Conduct for the F.Y. 2022-23.

## 19. DIRECTOR RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

- i. that in preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. that appropriate accounting policies have been selected & applied consistently & judgments and estimates made are reasonable & prudent so as to give a true & fair view of the state of affairs of the Company at the end for the financial year and of the profits of the Company for the financial year ended March 31, 2023;
- iii. that proper & sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company & for preventing & detecting fraud & other irregularities;
- iv. that the annual accounts have been prepared on a going concern basis;
- v. that the Company had laid down internal financial controls to be followed and that such internal financial controls are adequate and were operating effectively; and
- vi. that systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively

## **20. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES COMPANIES**

The Company does not have any subsidiary, associate, or joint venture, therefore the statement containing the salient features of the financial statement of subsidiaries, associates or joint ventures under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 in Form AOC-1 is not applicable.

## **21. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

During the financial year 2022-23, pursuant to Section 188 of the Act and Regulation 23 of SEBI Listing Regulations, all Related Party Transaction(s) (RPTs) were placed before the Audit Committee for its prior approval. These were reviewed by the Audit Committee periodically. All related party transactions during the year were conducted at arms' length and were in the ordinary course of business.

Further, there being no 'material' RPTs as defined under Regulation 23 of SEBI Listing Regulations, there are no details to be disclosed in form AOC-2 in that regard.

## **22. DISCLOSURE OF RELATED PARTY TRANSACTION**

During the year 2022-23, pursuant to Section 188 of the Act and Regulation 23 of SEBI Listing Regulations, all RPTs were placed before the Audit Committee for its prior approval. These were reviewed by the Audit Committee periodically. Details of transactions with related parties during the year under review are provided in the Note No. 29 to the financial statements. All related party transactions during the year were conducted at arms' length and were in the ordinary course of business.

## **23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Report under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to the Conservation of Energy and Technology Absorption is not applicable to the Company. There was no foreign exchange inflow or outflow during the year under review.

## **24. BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Report as required by Regulation 34(2) of the SEBI Listing Regulations, 2015, is applicable to the Top 1000 companies as on March 31, 2023, based on the market capitalization of the company. Therefore, the requirement of preparing Business Responsibility Report is not applicable to the company.

## 25. ANNUAL RETURN

In pursuance to the provisions of Section 92(3), Section 134(3) (a) of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014, the copy of Annual Return for the Financial year ended 31st March, 2023 is available on the website of the Company at [https://www.capitaltrade.in/investor\\_information.php](https://www.capitaltrade.in/investor_information.php).

## 26. RISK MANAGEMENT POLICY

The Board of Directors of the Company have formulated a Risk Management Policy to avoid events, situations or circumstances which may lead to negative consequences on the Company's Businesses, and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all Business divisions and corporate actions. Key business risks and their mitigation are considered in the Annual/Strategic Business Plans and in the periodic Management Reviews.

The Risk Management Committee of the Company has not identified any elements of risk which in their opinion may threaten the existence of your Company. Details of the risks and concerns relevant to the Company are discussed in detail in the Management Discussion and Analysis Report which forms part of the Annual Report.

## 27. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 in relation to the Corporate Social Responsibility (CSR) are not applicable to the Company. Therefore, details on expenditure in CSR are not required to be provided in this Report.

## 28. AUDITORS AND AUDITOR'S REPORTS

### A. Statutory Auditor

In terms of Section 139 of the Act, the members of the company at 34th AGM had appointed M/s A C Gupta & Associates, Chartered Accountants (FRN. 008079N) as statutory auditors of the company to hold office from the conclusion of the 34th AGM for a period of five years until the conclusion of the 39th AGM till the financial year ended March 31st, 2024. The statutory auditors have confirmed they are not disqualified from continuing as auditors of the Company. No Observations / Qualifications / Disclaimers are made by the Statutory Auditors in their Report for the Financial year 2022-2023. Therefore, it does not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

The Auditors' Report on the financial statements of the Company for the financial year ending March 31, 2023 is unmodified i.e. it does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements forming part of the annual report.



## **B. Secretarial Auditor**

Pursuant to the provisions of Section 204 read with Section 134(3) of the Act and rules made there under, the Board has appointed M/s Atiuttam Singh & Associates, Practicing Company Secretary, New Delhi for conducting Secretarial Audit of company for the financial year 2022-23. The Secretarial Audit Report in Form MR-3 for the FY 2022-23, is hereby attached with this Report marked as “Annexure III”. Following observations made by Secretarial Auditor are self explanatory and do not call for any further explanation or comments from the Board-

- Submission of Statement of Investor Complaints as required under Regulation 13(3) of SEBI (LODR) Regulation, 2015 for the Quarter ended March 2022 was done under wrong head on BSE portal which was resubmitted under correct head on June 2, 2022.
- Delay in submission of Shareholding Pattern to BSE as required under Regulation 31(1) of SEBI (LODR) Regulation, 2015 for the quarter ended March 2022 by six days.
- Delay in filing of Certificate from a Practicing Company Secretary certifying that all certificates have been issued within thirty days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies as required under Regulation 40 (10) of SEBI (LODR) Regulation, 2015.
- Delay in filing of Certificate to BSE as required under Regulation 74(5) of SEBI (Depositories and Participants) Regulations 2018 for the Quarter ended March 2022

## **29. REPORTING OF FRAUDS**

During the year under review, the Statutory Auditor or Secretarial Auditor have not reported any instances of fraud in the Company committed by officers or employees of the Company to the Audit Committee under Section 143(12) of the Companies Act, 2013.

## **30. COST AUDIT-**

The provisions of Section 148 read with the Companies (Cost records and Audit) Rules, 2014, pertaining to maintaining of Cost records and cost audit, is not applicable to the Company.

## **31. MANAGEMENT DISCUSSION AND ANALYSIS.**

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 operations of the Company for the year under review is presented and attached with this Report and marked as “Annexure VI”.

## **32. CORPORATE GOVERNANCE & CERTIFICATE:**

As per Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, 2015, a separate section on corporate governance practices followed by the Company together with a certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report marked as “Annexure IV”.

Further, in compliance of Regulation 17(5) of the SEBI Listing Regulations, 2015, your Company has adopted a 'Code of Conduct and Ethics' for its Directors and Senior Executives.

### **33. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES.**

NBFC has been exempted from disclosing particulars of Investments, Loans, Guarantees and acquisition of Securities pursuant to Section 186 of the Companies Act, 2013. However, the brief particulars can be found in the Financial Statement of the Company for financial year 2022-23.

### **34. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL**

No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status of the Company or its operations in future.

### **35. REMUNERATION POLICY**

In accordance to the provision of Section 178 of The Companies Act, 2013 and other applicable provision of SEBI Listing Regulations, 2015, the company has formulated remuneration policy which inter alia, includes the criteria for determining qualifications, experiences, positive attributes and independence of a Directors and other senior officials, who are one level below the Board of Directors of the company. Complete Policy is also available on the website of the Company at [https://www.capitaltrade.in/ctl\\_policies.php](https://www.capitaltrade.in/ctl_policies.php).

### **36. COMPLIANCE WITH RBI GUIDELINES**

Your Company is compliant with all the applicable RBI regulatory norms. Since the company is Non-systematically important Non deposit taking NBFC, the company is complying with all the provisions of the master directions and other applicable circulars, issued in this regard from time to time.

The Company continues to have a provisioning policy which is in line with the RBI norms. It fulfils norms and standards laid down by the RBI relating to the recognition and provisioning of non-performing assets, capital adequacy, statutory liquidity ratio, etc.

### **37. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY**

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

### **38. DISCLOSURE AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

As required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statement giving required details is hereby attached with this Report & forming part of this report marked as “Annexure II”.

### **39. DISCLOSURE OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has in place a policy for prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressed) Act, 2013 (POSH Act). The company has complied with the provisions relating to constitution of Internal Complaints Committee (ICC) under the POSH Act. The Company has not received any complaints on sexual harassment during the year.

### **40. IBC CODE & ONE TIME SETTLEMENT**

There has not been any instance of one - time settlement of the company with any bank or financial Institution.

### **41. ENHANCING SHAREHOLDERS' VALUE:**

Your Company believes that its members are its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socioeconomic and environmental dimensions and contribute to sustainable growth and development.

### **42. CUSTOMER ENGAGEMENT**

The company is committed to fairness, in both form and spirit, in its conduct with customers. One of the key aims of the company is to communicate with transparency its terms, rights and liabilities to enable them to make prudent financial decision.

In line of the above, the Company strives to create a culture of 'Customer Obsession' and endeavours to provide a frictionless experience across the life cycle, from pre-disbursal to closure of loan and other value added services. This helps the company to gauge the outcome of its customer engagement efforts.

#### 43. CAUTIONARY STATEMENT:

Statements in this Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in Government regulations, Tax regimes, economic developments within India and other ancillary factor.

#### 44. APPRECIATION

We are grateful to the Government of India, Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Ministry of Finance, Ministry of Corporate Affairs, Registrar of Companies, other government and regulatory authorities, lenders, financial institutions and the Company's bankers 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, Shareholders, Stakeholders and all other business associates for their support and trust reposed in us.

Your directors express their profound feeling of appreciation for every one of the employees whose responsibility, co-activity, dynamic interest, commitment and polished skill has made the organization's growth possible.

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

**By Order of the board**  
**For CAPITAL TRADE LINKS LIMITED**  
**Sd/-**  
**Krishan Kumar**  
**Director**  
**DIN: 00004181**  
**Place: Delhi**  
**Date: July 22, 2023**

**DETAILS RELATED TO MANAGERIAL REMUNERATION:****Pursuant to Section 197 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

A) Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- The percentage increase in remuneration of the Whole time Director, Chief Financial Officer and the Company Secretary during the Financial Year 2022-23, the ratio of remuneration of each of the Director to the median remuneration of the employees of the Company for the Financial Year under review and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company are given below:

**(in Lakh)**

Sr. No	Name	Designation	Remuneration		% Increase in the remuneration for F Y 2022-23	Ratio of remuneration of Director to median remuneration of employees
			2021-22	2022-23		
1.	Mr. Vinay Kumar Chawla	Whole Time Director	36.00	36.00	Nil	13:1
2.	Mr. Satish Gola	Company Secretary	3.02	0.35	Nil	NA
4.	Ms. Anupriya Ojha	Company Secretary	-	3.57	NA	NA
5.	Mr. Satish Kumar	Chief Financial Officer	-	3.29	NA	NA

- The median remuneration of employees during the Financial Year was Rs. 23250/- (Monthly).
- There were 18 Permanent Employees (including the WTD and CFO) on the Pay-roll of the Company as on 31st March, 2023.

4. There was an Average percentile increment in the salaries of employees other than the Managerial Personnel in the last Financial Year. Its comparison with the percentile increases in the managerial remuneration-

Sr. No.	Particulars	% Increase
1.	Average percentile increases in the salary of employees other than Managerial Personnel	25.74%
2.	Average percentile increases in the salary of the Managerial Personnel	Nil

5. There is no increase in the Managerial Remuneration during the Financial Year 2022-23.
6. It is hereby affirmed that the remuneration to Directors, Key Managerial Personnel and other employees is paid as per the Remuneration Policy of the Company.
7. Statement Pursuant to Rule 5(2) Of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 –



Name of the Employee	Mr. Vinay Kumar Chawla	Ms. Anupriya Ojha	Mr. Satish Kumar
Designation of Employee	Whole Time Director	Company Secretary	CFO
Remuneration received (Rs. In lacs)	36.00	3.57	3.29
Nature of employment, whether contractual or otherwise	Permanent	Permanent	Permanent
Qualifications and experience of the Employee	B. Com, CS, L.LB, PGDBM	Company Secretary, L.LB	M.Com
Date of commencement of employment	23.09.2021	10.05.2022	13.05.2022
% of Equity Shares held by the Employee in the Company	2.09%	Nil	Nil

Whether any such Employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager	No	No	No
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**For and Behalf of the Board of  
CAPITAL TRADE LINKS LIMITED  
Sd/-**

**Vinay Kumar Chawla**

**Whole Time Director**

**Dated: July 22, 2023**

**Place: Delhi**



**CAPITAL TRADE**  
LINKS LTD.

# CORPORATE GOVERNANCE REPORT

## REPORT ON CORPORATE GOVERNANCE

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and considering all stakeholders' interest while conducting business.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of Capital Trade Link Limited. (the 'Company') for FY2022-23.

This report outlines compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations and the Regulations of the Reserve Bank of India ('RBI') for Non-Banking Financial Companies ('RBI Regulations), as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures go well beyond complying with the statutory and regulatory requirements stipulated in the applicable

### 1. THE COMPANY'S PHILOSOPHY

The philosophy of Corporate Governance is founded upon transparency, accountability, adequate disclosure and fair governance practices in dealing with all its stakeholders. Our endeavor is that Corporate Governance practices followed by the company are at par with best practices and we strive to improve these practices as we move forward. The company ensures compliance with regulatory requirements both in letter and spirit.

### 2. BOARD OF DIRECTORS

#### a) Composition of Board

During the year under review, the Company complied with the provisions relating to corporate governance as provided under the Listing Regulations (hereinafter, "SEBI LODR"), the Companies Act, 2013 and also in terms of Guidelines as issued by Reserve Bank of India with respect to Composition of Board.

As on March 31, 2023, Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors as per the regulatory requirements. The Board composition is of 5 (Five) directors out of which 3 (Three) are Independent (including one Women director), 1 (One) Non- executive non independent director and 1(One) Executive director. As on the aforesaid date, the Company has 4 (Four) Non- executive directors and 1 (One) Executive director. All the Independent Directors have confirmed to the company, that they meet the 'independence' criteria as mentioned under Regulation 16(1)(b) of the SEBI LODR and Section 149 of the Companies Act, 2013. The required disclosures regarding their directorships as required under Section 184 of the



Companies Act, 2013 and on the Committee, positions held by them in other companies have been duly made by all the directors.

None of the Directors is related to each other and there are no inter-se relationships between the Directors.

The Board of Directors of the Company consists of professionals from varied disciplines. The Board of Directors is made up of highly experienced and persons of repute and eminence, who ensure sound standards of corporate governance is nurtured. Detailed profile of the Directors is available on the Company's website at <http://www.capitaltrade.in>.

As per the requirement under regulatory compliances, none of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) of the Listing Regulations), across all public companies in which he/she is a director. The required disclosures regarding their position in the committees have been duly attained by the Company.

Furthermore, as per the requirement laid under the Section 165(1) of Companies Act, 2013 none of the Directors hold office in more than 20 companies including 10 public companies. No Director holds Directorships in more than 7 listed companies and none of the Non-Executive Directors serve as Independent Director in more than 7 listed companies as required under the Listing Regulations. The Whole-time Directors does not serve as an Independent Director in any listed company.

#### **b) Other Directorship and Attendance of Directors**

The details relating to composition and category of Directors, Directorship held by them in other companies and their membership and chairmanship on various committees of Board for other Public Limited Companies as on March 31, 2023 and the names of the listed where they hold Directorship and the category of such Directorship are given below:

Name	Date of Appointment	Category of Director	No. of Directorships in other Companies*	No. of Committee positions (Chairman or Member) in other public limited companies**	Directorship held in Other Listed Companies
Mr. Krishan Kumar DIN: 00004181	14/02/2018	Non-Executive Director	0	0	0
Mr. Vinay Kumar Chawla DIN: 02618168	13/01/2021	Whole Time Director	2	0	0
Mr. Amar Nath DIN: 06524521	02/08/2013	Independent Director	0	0	0

Mr. Ashish Kapoor DIN: 08512182	28/06/2021	Independent Director	1	0	0
Ms. Vanisha Arora DIN: 08641753#	19/12/2019	Independent Director	0	0	0

\* Excludes Directorships/Chairpersonships in Associations, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Act and Alternate Directorships.

\*\*Represents Chairpersonships/Memberships of Audit and Stakeholders Relationship Committees in all public limited companies as required under Regulation 26(1)(b) of the Listing Regulations.

Name	No. of Board Meeting Attended	Attendance at AGM held as on 30.09.2022
Mr. Krishan Kumar	9(9)	Yes
Mr. Vinay Kumar Chawla	9(9)	Yes
Mr. Amar Nath	9(9)	Yes
Mr. Ashish Kapoor	9(9)	Yes
Ms. Vanisha Arora	9(9)	Yes

# Resigned with effect from June 05, 2023

A total of 09 meetings of board of directors was conducted during FY 2022-23. The dates of board meetings are 10<sup>th</sup> May, 2022; 13<sup>th</sup> May 2022; 30<sup>th</sup> May 2022; 10<sup>th</sup> August, 2022; 27<sup>th</sup> August 2022, 03<sup>rd</sup> November, 2022; 14<sup>th</sup> November 2022 adjourned to 15<sup>th</sup> November 2022; 28<sup>th</sup> January 2023 and 13<sup>th</sup> February 2023.

### C) Shareholding of Directors as on March 31, 2023:

The details of shares held by non-executive director is as following-

S. No	DIN	NAME	NO OF SHARES	SHAREHOLDING %
1	00004181	Mr. Krishan Kumar	35,92,470	5.89
2	06524521	Mr. Amarnath	NIL	NIL
3	08512182	Mr. Ashish Kapoor	NIL	NIL
4	08641753	Ms. Vanisha Arora	NIL	NIL

### D) Conduct of Board Proceedings

The Board guides in developing Company's vision, strategic direction and evaluates the management policies and their effectiveness. The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company from time to time.

The dates of the Board Meetings are fixed well in advance and intimated to the Board members to enable the Directors to plan their schedules accordingly. The agenda papers are circulated to the Directors in advance before the meeting. However, certain exigent proposals are tabled at the Board Meeting with the prior approval of the Chairman and consent of all the Directors present.

The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings. Video conferencing facility is provided to facilitate Directors who are unable to attend the Meeting in person.

### E) Code of Conduct

The Code of Conduct aims at ensuring consistent standards of conduct and ethical business practices across the Company. The Company has laid down the Code of Conduct which is applicable to all its directors whether executive or non-executive. The Board has also laid down a Code of Conduct for the Non-executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in Schedule IV to the Act. The Code of conduct as approved by the board of directors is uploaded on the website of the company

### F) Chart setting out the skills/expertise/competence of the Board of Directors

The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensure that the Company's Board is in compliance with the highest standards of corporate governance.

In the table below, the specific areas of focus or expertise of Individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Director Name	Area of Expertise					
	Industrial Expertise	Leadership	Financials Expertise	Corporate Governance	Corporate and Allied laws	Risk Management
Mr. Krishan Kumar	✓	✓	✓	✓	✓	✓
Mr. Vinay Kumar Chawla	✓	✓	✓	✓	✓	✓
Mr. Amar Nath	✓	✓	✓	✓	✓	✓
Mr. Ashish Kapoor	✓	✓	✓	✓	✓	✓
Ms. Vanisha Arora	✓	✓	✓	✓	✓	✓

*# Resigned with effect from June 05, 2022*

### G) Independent Directors

The Board of the Company comprises of three Non- Executive Independent Directors which formulates 60% of the total strength of the Board Members of the company.

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Listing Regulations. The terms and conditions stating the appointment of Independent Directors are in accordance with the Companies Act, 2013 and the Listing Regulations.

Furthermore, all the Independent Directors have given the declaration in the first Board meeting of the Financial Year 2022-23 that they meet the criteria of independence to the Board of Directors as per the provisions of the Companies Act, 2013 and SEBI LODR.

### **Meetings of Independent Directors**

During the Financial year 2022-23, the Independent Directors met on March 31, 2023. The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

### **H) Familiarization Programmed for Independent Directors**

Regulation 25(7) of the SEBI (LODR) Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programs. The Independent Directors of the Company are familiarized through programs about major developments and updates on the Company and group, etc., throughout the year on an ongoing and continuous basis. Such programs/presentations also provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy in a better manner. The policy as approved by the board of directors is uploaded on the website of the company <https://www.capitaltrade.in/policies/Familiarisation-Programme-for-Independent-Directors.pdf>.

### **I) Whistleblower Policy and Vigil Mechanism**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The objective of the framework is to establish a redressal forum, which addresses all concerns raised on questionable practices and through which the Directors and employees can raise actual or suspected violations. The policy as approved by the board of directors is uploaded on the website of the company <https://www.capitaltrade.in/policies/Whistle%20Blower%20policy.pdf>

### **J) Re-appointment of Director**

As required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards, issued by the Institute of Company Secretaries of India (ICSI), particulars of the Director seeking re-appointment are given in the Notice of the AGM.

## **K) Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Executive Directors and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### **3. COMMITTEES OF THE BOARD**

The Committees constituted by the Board focus on specific areas and make informed decisions within the framework of delegated authority and make specific recommendations to the Board on matters within their areas or purview. The decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. The Committees operate as empowered agents of the Board as per their Charter/Terms of Reference. Targets set/actions directed by them as agreed with the management are reviewed periodically and mid-course corrections are also carried out. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions/noting. The composition and functioning of these Committees are in compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and also in consonance with the Corporate Governance (Master Directions) issued by the Reserve Bank of India for Non-Deposit taking Non- systematically important NBFC's. As on March 31, 2023, the following committees were in operation:

#### **a) AUDIT COMMITTEE**

The Audit Committee has been duly constituted in compliance with Section 177 of Companies Act, 2013 and the relevant Rules made there under read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### *Terms of reference*

The broad terms of reference of this Committee inter-alia includes the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- recommend appointment, remuneration and terms of appointment of auditors of the Company;
- approve payment to statutory auditors for any other services rendered by them;
- review with the management, the annual financial statements before submission to the Board for approval, focusing particularly on:

- a) Matters to be included in Director's Responsibility
- b) Statements to be included in Board's report;
- c) Any changes in accounting policies and practices;
- d) Major accounting entries involving estimates based on the exercise of judgment by management
- e) Significant adjustments resulting from the audit findings;
- f) Compliance with listing and other legal requirements relating to financial statement;
- g) Disclosure of related party transactions;
- h) Qualification in draft audit report.

- Review with the management, the quarterly financial statement before submission to the Board for their approval;
- Recommend appointment, remuneration and terms of appointment of internal auditors, tax auditors, secretarial auditor and any matters of resignation or dismissal;
- Discuss with the statutory auditors before the audit commences, the nature and scope of the audit as well as post audit discussion to ascertain areas of concern;
- Review the internal audit programme, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;
- consider the major findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- consider any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;
- discuss significant findings with internal auditors and initiate follow up action thereon;
- look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
- review performance of statutory and internal auditors and adequacy of internal control systems;
- approve transaction with related parties and subsequent modification to terms of contract/transaction;
- scrutinize inter-corporate loans and investments;
- valuation of any of the undertakings or assets as and when necessary;

- evaluate adequacy of internal financial control and risk management system;
- review with management, the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making recommendation to the Board for taking steps in relation thereto;
- approve appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background of the candidate;
- review functioning of the Whistle Blower Policy;
- carry out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.

### Meeting and Attendance

The Audit Committee met Seven times during the year on 13<sup>th</sup> May 2022, 30<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 27<sup>th</sup> August 2022, 03<sup>rd</sup> November 2022, 28<sup>th</sup> January 2023, 13<sup>th</sup> February 2023. The quorum as required under the statute was maintained at all the meetings.

Composition of the Audit Committee and the details of attendance at the aforementioned meetings are as follows:

Name of the Member	Category	No. of meetings held	No. of meetings attended
Mr. Amar Nath	Chairman, Independent Director	7	7
Ms. Vanisha Arora <sup>#</sup>	Member, Independent Director	7	7
Mr. Ashish Kapoor	Member, Independent Director	7	7

*# Resigned with effect from June 05, 2023*

The Company Secretary acts as the Secretary to the Committee. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

Mr. Amar Nath, Chairperson of the Audit Committee, was present at the AGM of the Company held on September 30, 2022.

## **b) NOMINATION AND REMUNERATION COMMITTEE**

### **Constitution**

The Remuneration Committee has been duly constituted in compliance with the provisions of Section 178 of the Act and The SEBI (LODR) Regulations, 2015. As on March 31, 2023, the Nomination and Remuneration Committee comprised of 3 (Three) Members, all of whom are Non-Executive Directors. The Chairperson of the Nomination and Remuneration Committee is a Non- Executive Independent Director.

### **Terms of reference**

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. Further, the Committee is also responsible for formulating policies as to remuneration, performance evaluation, Board diversity, etc. in line with the Act and the Listing Regulations.

The broad terms of reference of this Committee inter-alia includes the following:

- assess that a person to be appointed as Director is 'fit and proper' and fulfils the set criteria as may be required by the Company;
- review & recommend to the Board on the structure and composition of the Board of Directors of the Company;
- evaluate the eligibility of an individual on the basis of his/ her qualification, positive attributes, independence and past experience, for appointment and removal as whole-time director/managing director/senior management of the Company and advising the Board of Directors/ Shareholders with such detailed evaluation in the matter of appointment and removal of such individual;
- review, recommend and /or approve the remuneration that can be offered to the proposed whole-time director/managing director/non-executive director/ senior management of the Company;
- evaluate the performance of the directors of the Company and review and recommend to the Board on their re-appointment;
- review, recommend and /or approve the modification in the remuneration of the Whole-time director/ managing director/manager/ non-executive director and senior managerial personnel;
- formulate remuneration policy relating to directors, key managerial personnel and other senior managerial employees of the Company;
- evaluate performance of directors with respect to their role as Independent Director and Board members;



### Meeting and Attendance

The Nomination and Remuneration Committee met once during the year on May 10<sup>th</sup>, 2022. The quorum as required under the statute was duly maintained during the meeting.

Composition of the Nomination and Remuneration Committee and the details of attendance at the aforementioned meeting are as follows:

Name of the Member	Category	No. of meetings held	No. of meetings attended
Ms. Vanisha Arora#	Chairperson, Independent Director	1	1
Mr. Amar Nath	Member, Independent Director	1	1
Mr. Ashish Kapoor	Member, Independent Director	1	1

*# Resigned with effect from June 05, 2023*

The Company Secretary acts as the Secretary to the Committee. Ms. Vanisha Arora, Chairperson of the Nomination and Remuneration Committee, was present at the AGM of the Company held on September 30<sup>th</sup>, 2022.

### Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for effective evaluation of the performance of Individual Directors, Committees of the Board and the Board as a whole.

The Board of Directors of the Company has adopted Nomination and Remuneration Policy ('Policy') for the Company, inter-alia, to deal with the manner of selection of Board of Directors and KMP and their remuneration.

### c) STAKEHOLDER'S RELATIONSHIP COMMITTEE

#### Constitution

The Stakeholders Relationship Committee was duly constituted by the Board of Directors in accordance with Section 178 of the Act and applicable Rules thereto and in accordance with Regulation 20 of SEBI Listing Regulations.

#### Terms of Reference

The Stakeholders' Relationship Committee examines the grievances of stakeholders / investors and the system of redressal of the same. It also approves the issuance of share certificates. The Company endeavors to resolve complaints / grievances / queries of stakeholders /investors within a reasonable period of time.

The broad terms of reference of this Committee inter-alia includes the following:

- Review statutory compliance relating to all security Holders
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer/transmission of securities, non-receipt of annual report/declared dividends/notices/balance sheet, issue of new/duplicate certificates, general Meetings, etc.
- Review measures taken for effective exercise of voting rights by shareholders
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund
- Oversee compliances in respect of transfer of shares to the Investor Education and Protection Fund, in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, as applicable from time to time
- Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- Oversee and review all matters related to the transfer of securities of the Company
- Approve issue of duplicate certificates of the Company
- Review movements in shareholding and ownership structures of the Company
- Ensure setting of proper controls, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agents and oversee performance of the Registrar and Share Transfer Agents
- Recommend measures for overall improvement of the quality of investor services.

### Meetings and Attendance

The Stakeholder and Relationship Committee met once during the year on August 31<sup>st</sup>, 2022. No shareholder complaint was received by the Committee.

Composition of the Stakeholder and Relationship Committee and the details of attendance at the aforementioned meeting is as follows:

Name of the Member	Category	No. of meetings held	No. of meetings attended
Mr. Amar Nath	Chairman, Independent Director	1	1
Ms. Vanisha Arora <sup>#</sup>	Member, Independent Director	1	1
Mr. Ashish Kapoor	Member, Independent Director	1	1

<sup>#</sup> Resigned with effect from June 05, 2023

## D) RISK MANAGEMENT COMMITTEE

### Constitution

The Risk Management Committee was duly constituted by the Board of Directors in accordance with Scale Based Regulations issued by Reserve Bank of India. The Risk Management Committee comprised of 3 (Three) Members, all of whom are Non-Executive Directors. The Chairperson of the Nomination and Remuneration Committee is a Non- Executive Independent Director.

### Terms of Reference

The broad terms of reference of this Committee inter-alia includes the following:

- oversee the risk management policy and global risk management framework of the business.
- assist the Board of Directors in fulfilling its oversight responsibilities with regard to the risk appetite of the Corporation.

### Meetings and Attendance

The Risk Management Committee met once during the year on March 31, 2023.

### 4) SENIOR MANAGEMENT:

During the year under review, Mr. Satish Kumar stepped down from the post of Chief Financial Officer of the company with effect from May 16, 2023 and was redesignated as General Manger (Accounts) of the company. Mr. Sunil Gupta is being appointed with effect from May 17, 2023 as the new Chief Financial Officer of the company.

Mr. Anil Aggarwal (DIN: 10059847) appointed on May 17, 2023 as Additional Director (Non Executive, Independent), resigned from the Board of company as on July 11, 2023. He confirmed in his resignation letter that there is no material reason for his resignation other than his personal and professional commitments.

### 5) DIRECTOR'S REMUNERATION

(Amount in Rs.)

Sl. No.	Name of the Director	Sitting Fees for attending Board & Committee Meetings in a F.Y.	Salary and Perquisites	Incentive/Bonus	Total
1	Mr. Krishan Kumar	NIL	NIL	NIL	NIL
2	Mr. Vinay Kumar Chawla	NIL	36,00,000	NIL	36,00,000

3	Mr. Amar Nath	36,000	NIL	NIL	36,000
4	Ms. Vanisha Arora#	40,000	NIL	NIL	40,000
5	Mr. Ashish Kapoor	36,000	NIL	NIL	36,000

# Resigned with effect from June 05, 2023

None of Directors have been granted any stock options under any scheme. The criteria of making payments to non-executive directors is disseminated on the company website at [https://www.capitaltrade.in/ctl\\_policies.php](https://www.capitaltrade.in/ctl_policies.php). The remuneration of directors stated above has only fixed component involved.

## 6) GENERAL BODY MEETINGS AND POSTAL BALLOTS

### (a) ANNUAL GENERAL MEETINGS

The details of Annual General Meeting ("AGM") held during the last three Financial Years along with the details of the special resolutions passed there are as under:

Financial Year	Date and Time	Venue	Special Resolution passed
2019-20 (35 <sup>th</sup> AGM)	August 31, 2020 09.30 A.M.	Through Video Conferencing	-Appointment of Ms. Vanisha Arora as an independent director. -Ratification of the allotment of shares made after expiry of 15 days from the date of In-principal approval of stock exchange.
2020-21 (36 <sup>th</sup> AGM)	September 23, 2021 09.30 A.M.	Through Video Conferencing	-Appointment of Mr. Vinay Kumar Chawla as the Whole Time Director of The Company. -Appointment of Mr. Ashish Kapoor as the independent director of the company -Alteration of Capital Clause of Memorandum of Association -Consolidation of Shares
2021-22 (37 <sup>th</sup> AGM)	September 30, 2022 09.00 A.M.	Through Video Conferencing	No Special Business was transacted

**(b) EXTRAORDINARY GENERAL MEETINGS**

During the year under review, an Extra-Ordinary General Meeting of the company was conducted by the Company on Monday, March 20, 2023 at 11.00 a.m. at the Corporate Office of the company situated at Office No. 1, 3<sup>rd</sup> Floor, Mahalaxmi Metro Tower, C-1, C-2, Sector - 4, Vaishali, Ghaziabad – 201010 Uttar Pradesh to transact the following business as Special Business through Video Conference (“VC”)/ other audio-visual means (“OAVM”)-

Further Issue of Warrants convertible into Equity Shares on Preferential Allotment basis to the allottees belonging to the Non-Promoters Category only.

**(c) POSTAL BALLOT**

The approval from members of the company was sought for passing Special Resolution through Postal Ballot, the details of which are given below-

Date of Postal Ballot Notice:	November 03, 2022
Voting period:	November 08, 2022 to December 07, 2022
Date of Shareholder’s Approval:	December 07, 2022
Date of Declaration of Result:	December 08, 2022

Board has appointed Mr. Atiuttam Prasad Singh, Practicing Company Secretary, as a scrutinizer to conduct the postal ballot process in a fair and transparent manner.

The following resolutions were passed with requisite majority through postal ballot:

- To rescind the consolidation of shares
- To rescind the alteration of capital clause of Memorandum of Association of the company

**Procedure of Postal Ballot**

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and read with the General Circular nos. 14/2020, 17/2020, 02/2021 and 21/2021 dated April 8, 2020, April 13, 2020, January 13, 2021 and December 14, 2021 respectively issued by the Ministry of Corporate Affairs.

**7) SHAREHOLDERS COMMUNICATION**

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner.

### Means of Communication

- I. **Quarterly results and other relevant information:** The Company's quarterly results are normally published in English newspaper (generally "Financial Express") and Hindi daily (generally "Jansatta") and are also displayed along with other relevant information viz., notices, shareholder communications, policies, Director's profile, annual report, other official news etc. on corporate website i.e., [www.capitaltrade.in](http://www.capitaltrade.in).
- II. **Website:** The Company's website [www.capitaltrade.in](http://www.capitaltrade.in) contains a separate section 'Investor Relations' for use of investors. The quarterly, half yearly and annual financial results and official news releases are promptly and prominently displayed on the website. Annual Reports, Shareholding Patterns and other Corporate Communications made to the Stock Exchanges are also available on the website.
- III. **Communication to shareholders on email:** In support of the "Green Initiative" undertaken by the Ministry of Corporate Affairs, the Company had during 2022-23 sent various communications including Documents like Notices and Annual Report to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar & Transfer Agents (RTA). This helps in prompt delivery of document, reduce paper Consumption, save trees and avoid loss of documents in transit.

### 8) GENERAL SHAREHOLDERS' INFORMATION

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "the SEBI Listing Regulations"), the general shareholders' information pertaining to the Company, its shareholding pattern, share price movements, and such other information as prescribed under the said Regulations is provided herein below.

- a) **Company Registration Details:** The Company is registered in New Delhi, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs is L51909DL1984PLC019622. The Company is Non- Systemically Important Non-Deposit taking NBFC is registered with Reserve Bank of India.

#### b) Ensuing Annual General Meeting

Day, Date, Time and Venue	Wednesday, August 16, 2023 at 11:00 a.m. at venue deemed to be registered office of the company
Financial Year	April 01, 2022 to March 31, 2023
Book Closure Dates	Monday, August 10, 2023 to Wednesday, August 16, 2023
Name of Stock Exchange where Equity Shares of the company are listed	BSE Limited

Name of Stock Exchange where Equity Shares of the company are listed	BSE Limited
Stock code	538476
ISIN Number	INE172D01021

The Annual Listing Fees for the financial year 2022-23 to BSE Limited (BSE) has been paid by the Company within prescribed time.

**c) DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023**

Category From - To	No. of shareholders	% of shareholders	Amount in Rs.	% of Total in Rs.
1 TO 500	4473	79.44	461776	0.75
501 TO 1000	470	8.34	412212	0.67
1001 TO 2000	213	3.78	329897	0.54
2001 TO 3000	81	1.43	208129	0.34
3001 TO 4000	49	0.87	177099	0.29
4001 TO 5000	39	0.69	187096	0.30
5001 TO 10000	96	1.70	741427	1.21
10001 AND above	209	3.71	58462364	95.87
<b>Total</b>	<b>5630</b>	<b>100.000</b>	<b>60980000</b>	<b>100</b>

**d) Market Share Price Data**

(Amount in Rs)

Date	High	Low	Close
April 2022	14.90	11.29	11.44
May 2022	12.19	8.20	9.51
June 2022	11.85	7.01	11.56
July 2022	12.13	9.81	10.22
August 2022	10.22	8.02	8.43
September 2022	15.24	8.41	13.86
October 2022	14.35	12.73	13.52
November 2022	16.50	13.10	16.46
December 2022	23.75	16.50	20.00
January 2023	28.20	19.75	27.80
February 2023	30.65	26.45	28.50
March 2023	29.21	23.38	25.51

**Stock Performance in comparison to Sensex****e) Registrar and Share Transfer Agents****Address for Investor Correspondence**

For any assistance regarding dematerialization of shares, re-materialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares please write to:

**MAS Services Limited**

T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020

Tel: 011-26387281/82/83;

Fax: 011-26387284

e-mail: [investor@masserv.com](mailto:investor@masserv.com)

Web: <https://www.masserv.com>.

**f) Share Transfer System**

Securities lodged for transfers are processed and security certificates are returned within a period of fifteen days from the date of receipt, subject to all documents being valid and complete in all respects. The Board of Directors has delegated the authority for approving transfer, transmission, etc. of the Company's securities to Company Secretary of the Company. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities, as required under Regulation 40(9) of Listing Regulations and files a copy of the certificate with Stock Exchanges.



**g) Dematerialization of Shares:**

Total 99.89% of the Equity Shares of the company are in demat form as on March 31, 2023. Out of 5630 shareholders, only 178 shareholders were holding shares in physical form. Trading in equity shares of the Company is permitted only in dematerialized form w.e.f. April 28, 2001 as per notification issued by the Securities and Exchange Board of India (SEBI) and the equity shares of the Company are frequently traded on BSE.

**h) Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Board of the company on February 13, 2023 approved issue of 90 lakhs warrants at Rs. 50 each convertible into equity shares of the company of face value of Re. 1 each and at premium of Rs. 49 each. These warrants were allotted by the Board as on April 6, 2023 and are to be converted within 18 months from the date of allotment as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Post conversion the paid up equity share capital of the company shall increase from Rs. 6,09,80,000 to Rs. 6,99,80,000.

**i) Service of documents through electronic mode**

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e- mail addresses to the Company's Registrar and Share Transfer Agent, Mas Services Limited, to its dedicated e-mail id i.e., [investor@masserv.com](mailto:investor@masserv.com).

**j) Address for correspondence:**

**Registered Office Address:** 102-103, First Floor Surya Kiran Building, 19 K.G. Marg, Connaught Place, New Delhi 110001 IN

**Corporate office Address:** Office No. 1, 3rd Floor, Mahalaxmi Metro Tower, C-1, C-2, Sector-4 Vaishali, Ghaziabad-201010 UP IN

**k) Transfer of unclaimed dividends due for remittance into Investor Education and Protection Fund (IEPF):**

The shareholders who have not uncashed their dividend for the FY 2017-18 onwards are requested to claim the amount from the company. If the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years i.e., till September 19, 2024, then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund (the IEPF). The details of unclaimed/ unpaid dividend are available on the website of the Company viz. [www.capitaltrade.in](http://www.capitaltrade.in).

**l) Reconciliation of Share Capital Audit:**

A quarterly audit was conducted by a Practicing Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the Stock Exchanges within the prescribed time limit.

**m) Information to Shareholders:**

A brief resume of the Directors appointed/reappointed together with the nature of their experience and details of the other Directorships held by them is annexed to the Notice convening the Annual General Meeting.

**n) Any query on Annual Report:**

Members can write an email on [cs@capitaltrade.in](mailto:cs@capitaltrade.in) or send their query on annual report on below mentioned address:

**Ms. Anupriya Ojha**

Company Secretary and Compliance Officer

Capital Trade Links Limited

Address: Office No. 1, 3rd Floor, Mahalaxmi Metro Tower,

C-1, C-2, Sector-4 Vaishali, Ghaziabad-201010

Email: [cs@capitaltrade.in](mailto:cs@capitaltrade.in)

**9) OTHER DISCLOSURES**

**Related Party Transactions**

During the year under review, there were no materially-significant related party transactions which had potential conflict with the interest of the Company. All the transactions entered into with the Related Parties as defined under Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were negotiated on arm's length basis. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements. A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee/Board for review and recommendation to the Board for their approval.

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

The disclosure of all related party transactions is mentioned in the Note No. 29 forming part of notes to the accounts of the Financial Statements. Further the policy with regard to related party transaction is disclosed on company website at [https://www.capitaltrade.in/ctl\\_policies.php](https://www.capitaltrade.in/ctl_policies.php).

### Whistleblower Policy and Vigil Mechanism

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The objective of the framework is to establish a redressal forum, which addresses all concerns raised on questionable practices and through which the Directors and employees can raise actual or suspected violations.

### Details of adoption of non-mandatory (discretionary) requirements

The Company is complying with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has not adopted any of the non-mandatory (discretionary) requirements.

### Disclosure under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)-

A sum of Rs. 4.44 Crores was received during the FY 2022-23 against warrants convertible into equity shares, issued on Preferential basis to allottees belonging to non promoter category.

### Status of Investor Complaints

Status of Investor Complaints as on March 31, 2023 as reported under Regulation 13(3) of the Listing Regulations is as under:

Complaints pending as on April 1, 2022	0
Received during the year	0
Resolved during the year	0
Pending as on March 31, 2023	0

### Code of Conduct for Directors and Senior Management

The Company has formulated and implemented a Code of Conduct for all Board members and Senior Management. Requisite annual affirmations of compliance with the Code have been received from the Directors and Senior Management of the Company. A declaration signed to this effect by Mr. Vianu Kumar Chawla, Whole Time Director is enclosed as Annexure-VIII. The Code of Conduct is posted on the Company's website company [https://www.capitaltrade.in/ctl\\_policies.php](https://www.capitaltrade.in/ctl_policies.php).

### Code of Conduct for Prevention of Insider Trading

Company has adopted a "Code of Internal procedure and conduct for regulating, monitoring and reporting of trading in securities by Insiders" as required under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Company formulated a Code of Conduct to Regulate, Monitor, and Report trading by Insiders to deter the Insider trading in the securities of the Company based on the unpublished price sensitive information. The Code envisages procedures

to be followed and disclosures to be made while dealing in the securities of the Company. During the year under review there has been due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The policy as approved by the board of directors is uploaded on the website of the company [https://www.capitaltrade.in/ctl\\_policies.php](https://www.capitaltrade.in/ctl_policies.php).

### **Accounting treatment in preparation of Financial Statements**

The relevant Financial Statements of the Company has been duly prepared pursuant to the Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

### **Acceptance of recommendation of all Committees**

During the year of review, there have been no such instances where under the recommendations of any Committees were not accepted by the Board in terms of the SEBI Listing Regulations.

### **Statutory Auditor Fees**

During the FY 2022-23, company has paid Rs.60000/- as fee to Statutory Auditors M/s A.C. Gupta & Associates, towards services rendered for auditing the Financial Statements of the company for the Financial Year 2022-23.

### **Disclosure with respect to demat suspense account /unclaimed suspense account - Nil**

### **Credit Ratings**

The Company has not required to obtained credit rating from any Credit rating Agency.

### **Prevention, Prohibition and Redressal of Sexual Harassment of Women at the Workplace**

The Company has in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the Company has not received any complaint in this regard. The policy as approved by the board of directors is uploaded on the website of the company.

<https://www.capitaltrade.in/policies/Sexual%20Harrasment%20Policy.pdf>

### **Corporate Governance Compliance Certification from Company Secretary in Practice**

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulations 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations. A certificate affirming the compliances from Practicing Company Secretaries has been received by the Company and annexed to this report as Annexure -IV.

### **Certification on Director Disqualification from Company Secretary in Practice**

The Company has received a certificate from Practicing Company Secretaries, to the effect that none

of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the MCA or any other statutory authority. This certificate forms part of this Annual Report. (Annexure -V)

### **Review of Legal Compliance Report**

The board periodically review compliance report with respect to the various law applicable to the company as prepared and placed before it by the management.

### **Compliance Regarding Insider's Trading**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, ('SEBI PIT Regulations') the Company has a Board approved Code of Conduct to regulate, monitor and report trading by designated Persons ('Code of Conduct') and a code of practices and procedures for fair disclosure of unpublished price sensitive information ('Code of Fair Disclosure').

### **SEBI Complaints Redress System (SCORES)**

Securities and Exchange Board of India (SEBI) administers a centralised web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website [www.scores.gov.in](http://www.scores.gov.in). It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal is carried online in an automated environment and the status of every complaint can be viewed online at any time.

The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES.

**By order and on behalf of the Board  
Capital Trade Links Limited  
Sd/-  
Vinay Kumar Chawla  
Whole Time Director  
DIN: 02618168  
Date: July 20, 2023  
Place: Ghaziabad**

**Annexure-III**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
For the Financial Year 2022-23**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Board of Directors  
**CAPITAL TRADE LINKS LIMITED**  
CIN: L51909DL1984PLC019622  
102-103, First Floor Surya Kiran Building,  
19 K.G. Marg, Connaught Place, New Delhi 110001 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **Capital Trade Links Limited** (CIN: L51909DL1984PLC019622) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31<sup>st</sup> March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (vi) Other laws applicable specifically to the Company namely:
- (a) Reserve Bank of India Act, 1934
  - (b) Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016
  - (c) Master Direction - Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016
  - (d) Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

I report that, during the year under review the Company has complied with the provisions of the all-applicable Act, Rules, Regulations, Guidelines, Standards mentioned above subject to the following observations:

- Submission of Statement of Investor Complaints as required under Regulation 13(3) of SEBI (LODR) Regulation, 2015 for the Quarter ended March 2022 was done under wrong head on BSE portal which was resubmitted under correct head on June 2, 2022.
- Delay in submission of Shareholding Pattern to BSE as required under Regulation 31(1) of SEBI (LODR) Regulation, 2015 for the quarter ended March 2022 by six days.
- Delay in filing of Certificate from a Practicing Company Secretary certifying that all certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies as required under Regulation 40 (10) of SEBI (LODR) Regulation, 2015.
- Delay in filing of Certificate to BSE as required under Regulation 74(5) of SEBI (Depositories and Participants) Regulations 2018 for the Quarter ended March 2022

I further report that, there were no events/actions in pursuance of:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

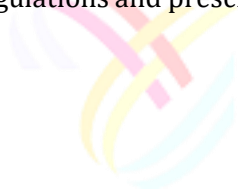
I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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.

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.

As per the minutes of the meeting duly recorded and signed by the Chairman, the decision of the Board was unanimous and no dissenting views have been recorded.

I further report that, based on the information provided and representation made by the company and also on the review of the compliance reports of Company Secretary/Chief Financial Officer taken on the record by the Board of Directors of the Company, in my opinion 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 prescribed guidelines.



**CAPITAL TRADE**  
LINKS

**For Atiuttam Singh & Associates  
Company Secretaries**

**Sd/-**

**Atiuttam Prasad Singh**

**Proprietor**

**Membership No. F8719**

**CP No.-13333**

**PRC: 828/2020**

**UDIN: F008719E000598506**

**Date: July 13, 2023**

**Place: New Delhi**



To  
The Board of Directors  
**CAPITAL TRADE LINKS LIMITED**  
102-103, First Floor Surya Kiran Building,  
19 K.G. Marg, Connaught Place, New Delhi 110001 IN

Our report for the financial year 2022-23 is to be read along with this letter:

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we follow provide a responsible basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Atiuttam Singh & Associates**  
**Company Secretaries**  
Sd/-  
**Atiuttam Prasad Singh**  
**Proprietor**  
**Membership No. F8719**  
**CP No.-13333**  
**PRC: 828/2020**

**Date:** July 13, 2023  
**Place:** New Delhi

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To,  
The Members

**Capital Trade Links Limited**

CIN: L51909DL1984PLC019622

102-103, First Floor Surya Kiran Building,  
19 K.G. Marg, Connaught Place, New Delhi 110001 IN

We, Atiuttam Singh & Associates, Company Secretaries, have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para-C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the Listing Regulations).

**Management's Responsibility**

The compliance with the conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**Our Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

**Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para-C and D of Schedule V of the Listing Regulations during the year ended 31st March 2023.

**Other matters and Restriction on Use**

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

**For Atiuttam Singh & Associates  
Company Secretaries**

**Sd/-**

**Atiuttam Prasad Singh**

**Proprietor**

**Membership No. F8719**

**CP No.-13333**

**PRC: 828/2020**

**UDIN: F008719E000598506**

**Date: July 13, 2023**

**Place: New Delhi**



**CAPITAL TRADE**

LINKS LTD.

**CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members,  
**Capital Trade Links Limited**  
CIN: L51909DL1984PLC019622  
102-103, First Floor Surya Kiran Building,  
19 K.G. Marg, Connaught Place, New Delhi 110001 IN

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Capital Trade Links Limited having CIN L51909DL1984PLC019622 and having registered office at 102-103, First Floor Surya Kiran Building, 19 K.G. Marg Connaught Place New Delhi 110001 IN (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of Director(s)	DIN No.	Date of Appointment in Company
1	Mr. Krishan Kumar	00004181	14/02/2018
2	Mr. Vinay Kumar Chawla	02618168	13/01/2021
3	Mr. Amar Nath	06524521	02/08/2013
4	Mr. Ashish Kapoor	08512182	28/06/2021
5	Ms. Vanisha Arora#	08641753	19/12/2019

*# Resigned with effect from June 05, 2023*

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Atiuttam Singh & Associates  
Company Secretaries**

**Sd/-**

**Atiuttam Prasad Singh**

**Proprietor**

**Membership No. F8719**

**CP No.-13333**

**PRC: 828/2020**

**UDIN: F008719E000598506**

**Date: July 13, 2023**

**Place: New Delhi**



**CAPITAL TRADE**

LINKS LTD.

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## 1. Company's Overview

Capital Trade Links Limited ('the Company') is a BSE-listed, Non- Deposit taking, Non-Systemically Important Non-Banking Financial Company (NBFC-ND- NSI) registered with the Reserve Bank of India (RBI). It is engaged in the business of providing personal loans, auto loans, business loans and consumer durable loans to enterprises from all spectrum. With financial inclusion at its heart, Capital Trade Links Limited caters to unmet credit needs of enterprises and individuals belonging to diverse segments, who are otherwise left out by formal banking system.

We have operational footprint spread all over India and branches spread across five states (Delhi, Uttar Pradesh, Gujrat, Rajasthan and Uttarakhand). We caters to credit needs of both micro and macro entrepreneurs in important and essential segments by extending loans ranging from ticket size of INR 1,00,000 to 15,00,00,000 with tenure ranging from 3-36 months.

The company portfolio comprises business loans, Personal Loans, LAP (Loan Against Property), Mobile Loan and Vehicle Loan and fulfils working capital requirement, among others, of individual, partnership firms, entrepreneurs, body corporate/business clients and other legal entities.



### Business Loan

When business expansion opportunities or the possibilities of a new business idea arise, you have the power to take immediate advantage of them with CTL...



### E-Rickshaw Loan

Capital Trade offers you the best E-Rickshaw loans, along with attractive interest rates and tenure of up to 24 Month.



### Loan Against Property

Capital Trade offers loan against property for fulfilling personal needs such as meeting expenditure on education, marriage, healthcare etc.



### Personal Loan

Personal Loan is associate unsecured loan for private use that doesn't need any security or collateral and may be availed for any purpose...



### Mobile Loan

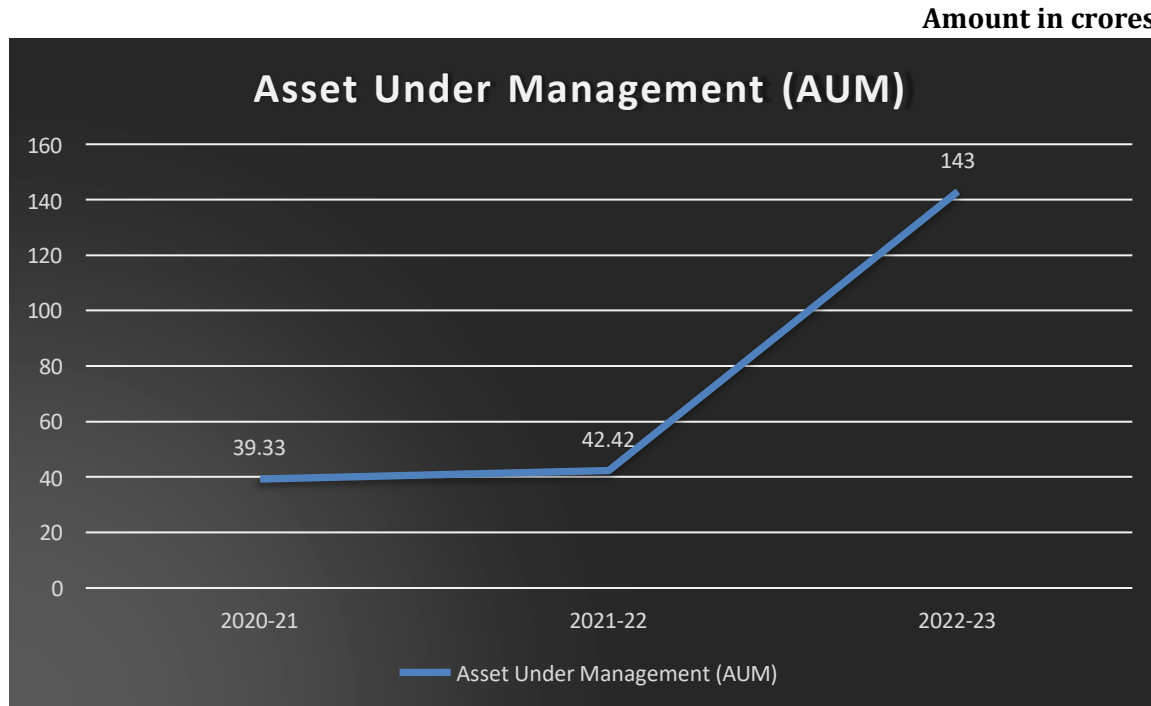
Capital Trade offers mobile loan for buying a mobile phone worth up to 1 lakh. You can avail mobile loan for mobile for up to 3-12 months.



### Vehicle Loan

Make that dream of owning your own car a reality with the Capital Trade Vehicle Loan, along with attractive interest rates

The Asset Under Management (AUM) as on March 2023 of the company is as depicted in Diagram Below.



### Key Strengths:

- **Technical Partner:** Your company has engaged with Fintech Companies and using their web/app-based platform for disbursing loans. Fintech Companies provide the onboarding, verification, collection services and create visibility of short-Term personal loan product in order to attract qualifying customers desirous of obtaining loans thereby expanding customer base with help of technology.
- **Top to Bottom Knowledge of Market:** With consistent Research, steady client commitment, project observing and pragmatic involvement in the industry, we have built a comprehensive understanding of the Clients and their financial needs.
- **Fast Disbursement of Loan:** We have set up an effective advanced disbursement process, which is buttressed by technology at every stage. With appropriate and accurate documentation and built-in flexibility, our loans are usually disbursed promptly.

## 2. FORWARD – LOOKING STATEMENTS

This Report contains forward – Looking Statements. Any explanation that tends to form assumptions or forecasts about the future, including however not restricted to articulations about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on specific presumptions and assumptions for future development. The Company can't ensure that these presumptions are precise and will be realized. The Company's actual results, performance or achievements could in this way vary physically from those projected in any such forward-looking statements.

## 3. INDUSTRY STRUCTURE AND CURRENT SCENARI

Over the past few years, Non-Banking Financial Companies (NBFCs) have played a prominent role in the Indian financial system. They provide financial inclusion to the underserved section of the society that does not have easy access to credit. NBFCs have revolutionized the Indian lending system and have efficiently leveraged digitization to drive efficiency and provide customers with a quick and convenient financing experience. The plethora of services include vehicle financing, business financing, personal financing, and other retail segments The Government has consistently worked on the measures to strengthen the systemic importance of the NBFCs.

NBFCs have come a long way in terms of their scale and diversity of operations. They now play a critical role in financial intermediation and promoting inclusive growth by providing last-mile access of financial services to meet the diversified financial needs of less-banked customers. Over the years, the segment has grown rapidly, with a few of the large NBFCs becoming comparable in size to some of the private sector banks. The sector has also seen advent of many non-traditional players leveraging technology to adopt tech-based innovative business models.

## 4. OPPORTUNITIES & THREATS

On-going stress in public sector banks (PSUs) because of increasing bad debt, lending in rural areas deterioration has provided NBFCs with the opportunity to increase presence. The success of these NBFCs can be attributed to product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and a better understanding of customer segments versus banks. NBFCs have witnessed success in the passenger and commercial vehicle finance segments as well as growing AUM in personal loan and housing finance sector. Additionally, improving macro-economic conditions, higher credit penetrations, consumption themes and disruptive digital trends have influenced NBFC credit growth. Stress in public sector units (PSUs), underlying credit demand, digital disruption for MSMEs and SMEs as well as increased consumption and distribution access and sectors where traditional banks do not lend are major reasons for the switch from traditional banks to NBFCs.



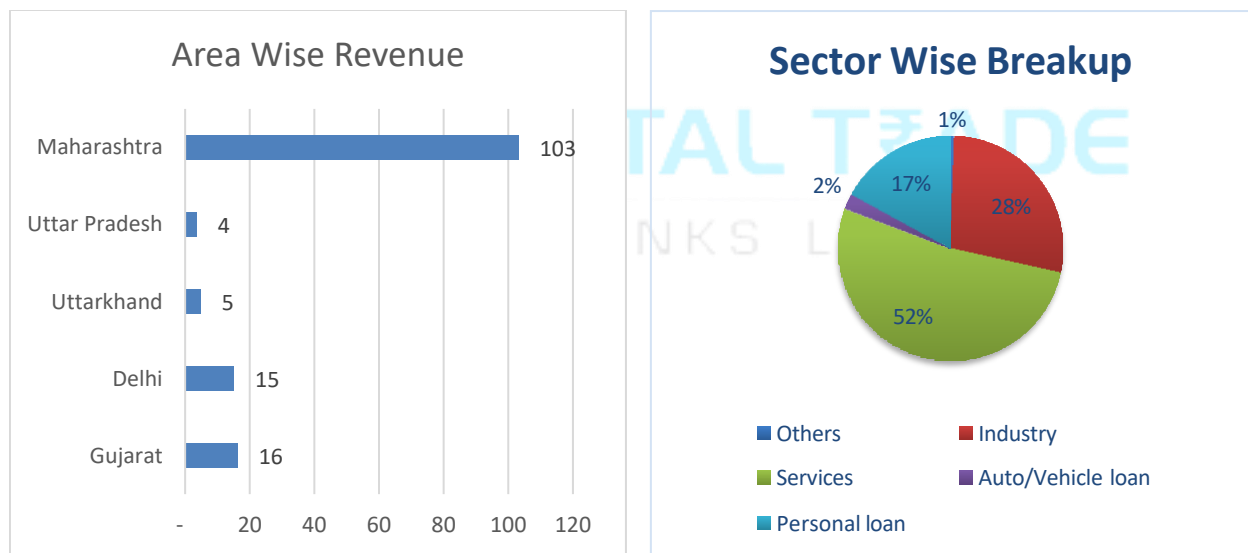
Growth of the Company’s asset book, quality of assets and ability to raise funds depend significantly on the economy. The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Despite great opportunities, there are significant factors presenting threats to our businesses: -

- Slowing economy and continued high inflation leading to decelerating investment demand;
- Regulatory changes across the world impacting the landscape of business;
- Attrition of employees caused by strong demand from ever increasing number of competitors

**5. AREA & PRODUCT WISE PERFORMANCE**

Company’s AUM grew by almost 2.5 times in FY23 to INR 143 crores and AUM is well diversified across geographies and products thus lending stability to portfolio quality.

**Amount in lakhs**



**6. SEGMENT WISE PERFORMANCE**

The Company has only one line of business, i.e., Financing and Investment Activities during the year under review, hence no segment wise information is required. The Company has no activity outside India. Therefore, there is no geographical segment.

## 7. OUTLOOK

The NBFCs are being recognised as being vital for the growth of Indian economy. NBFCs are here to stay and play an important role in economic growth and financial inclusion. As India's economy grows, the requirement for credit will rise more than proportionately. We need both Banks and NBFCs to rise to the occasion and power the economy with free flowing credit lines. NBFCs with robust business models, strong liquidity mechanisms and governance & risk management standards are poised to reap the benefit of the market opportunity.

The Company is mainly engaged in the business of financing and investment in body corporate in order to yield greater revenue for its stakeholders. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

## 8. RISK AND AREAS OF CONCERN

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company risk management framework. Company is exposed to specific risks that are particular to its business and the environment within which it operates including economic cycle, market risk, interest rate risk, liquidity risk, regulatory & compliance risk and credit risks. Managing risk effectively also helps in achieving the desired outcome, while fixing responsibility and accountability. The Company is especially focused on improving sensitivity to assessment of risks and improving methods of computation of risk weights.

## 9. CAPITAL MANAGEMENT

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. As on 31st March, 2023, the Capital to Risk Assets Ratio (CRAR) of your Company was 26.97% which is above the minimum requirement of 15% CRAR prescribed by the Reserve Bank of India.

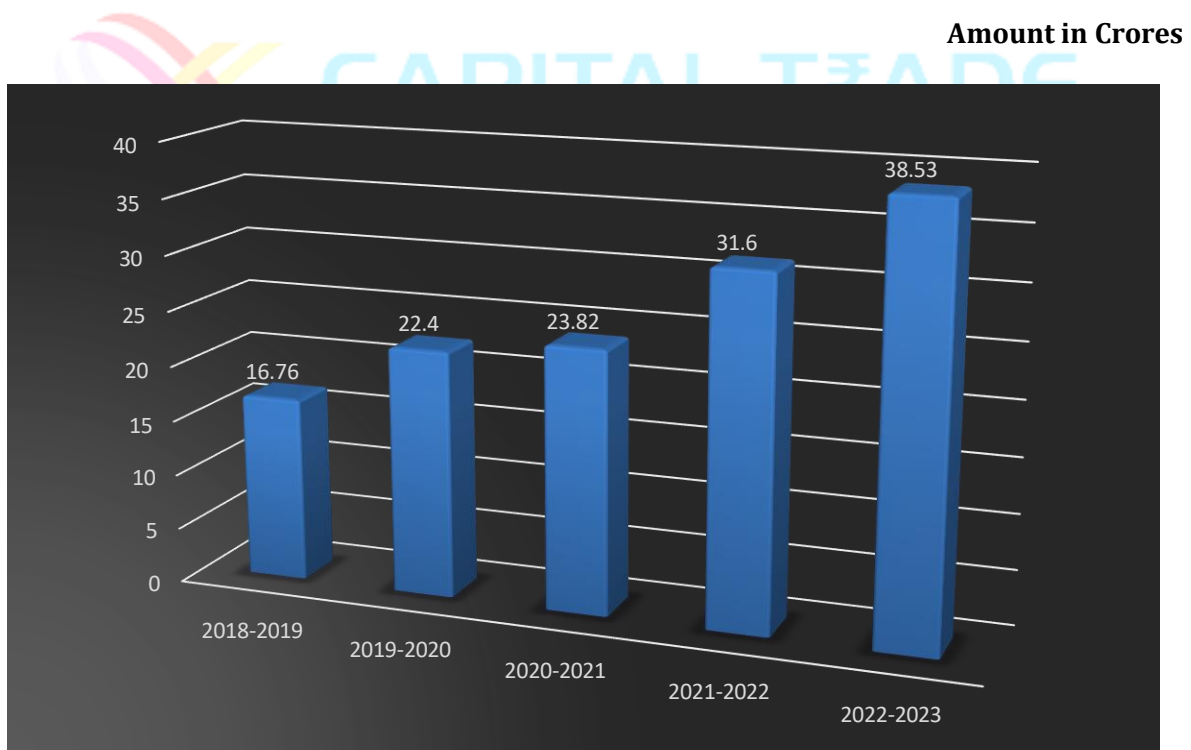
Capital Trade Links diversified its funding sources by adding 7 new lenders in FY23 including the leading PSU Bank i.e. State Bank of India, taking the total lender count to 21 as of March 2023. New lenders in FY23 included- Faridabad Paper Mills Pvt Ltd, Goyal Achal Sampatti Vikas and Niyojan Nigam Limited, Pro Fin Capital Services Limited, Shivom Investment & Consultancy Limited, SIIA Advisory Private Limited, SKAEL Enterprises Private Limited. Total debt raised was INR 115.28 crore in FY23 which is phenomenal in terms of growth in leverage as compared to previous INR 15.85 in FY 22. Continued support from existing lenders and addition of 7 new lenders demonstrates the confidence of the lenders in Capital Trade Links's credit processes, asset quality, collection efficiency and the management team.

## 10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has appointed CA Chiranjivi Abhishek, as its Internal Auditors, to conduct internal audit for various activities. The Company has developed adequate internal control system commensurate to its size and business. Personnel of the Internal Auditor conduct periodic audits in all the areas to ensure that the Company's control mechanism is properly followed and all statutory requirements are duly complied with. The reports of Internal Auditors are submitted to the Audit Committee which further reviews the adequacy of Internal Control System and submits its recommendation to Board of the company.

### STRONG MANAGEMENT:

We are run by Board of Directors and dynamic team of professionals having diverse and senior level experience in Micro-loans industry, Company Law, Capital Markets & Financial Services. In addition to strong and dynamic management team, it has coveted independent directors on its Board.



### EQUITY CAPITAL, RESERVES AND SURPLUS (in crores)

## 11. FINANCIAL PERFORMANCE

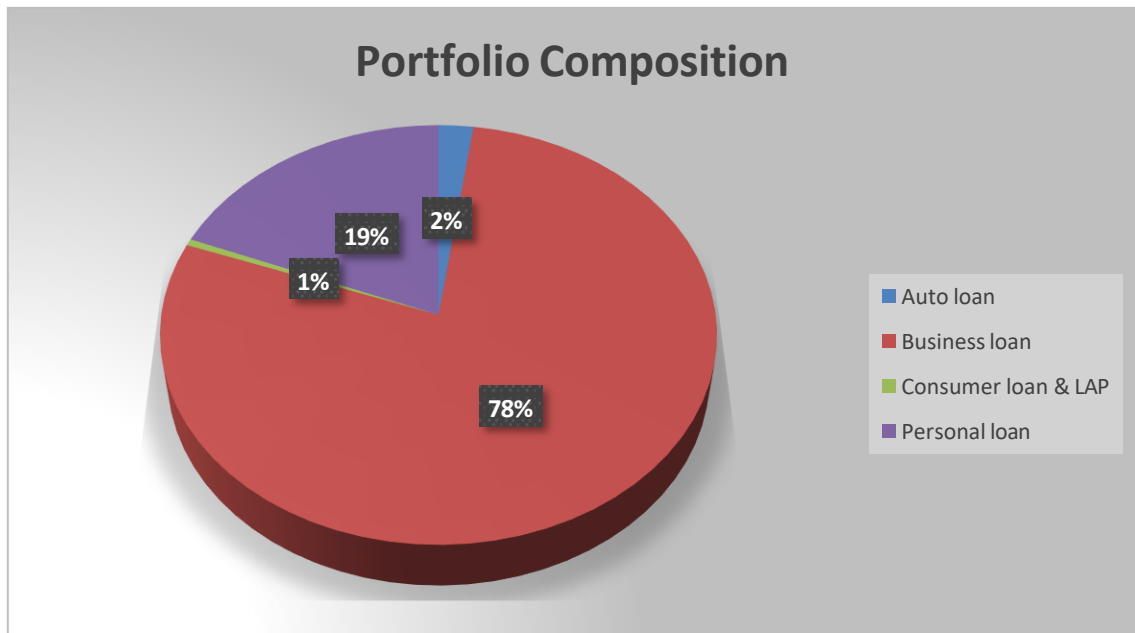
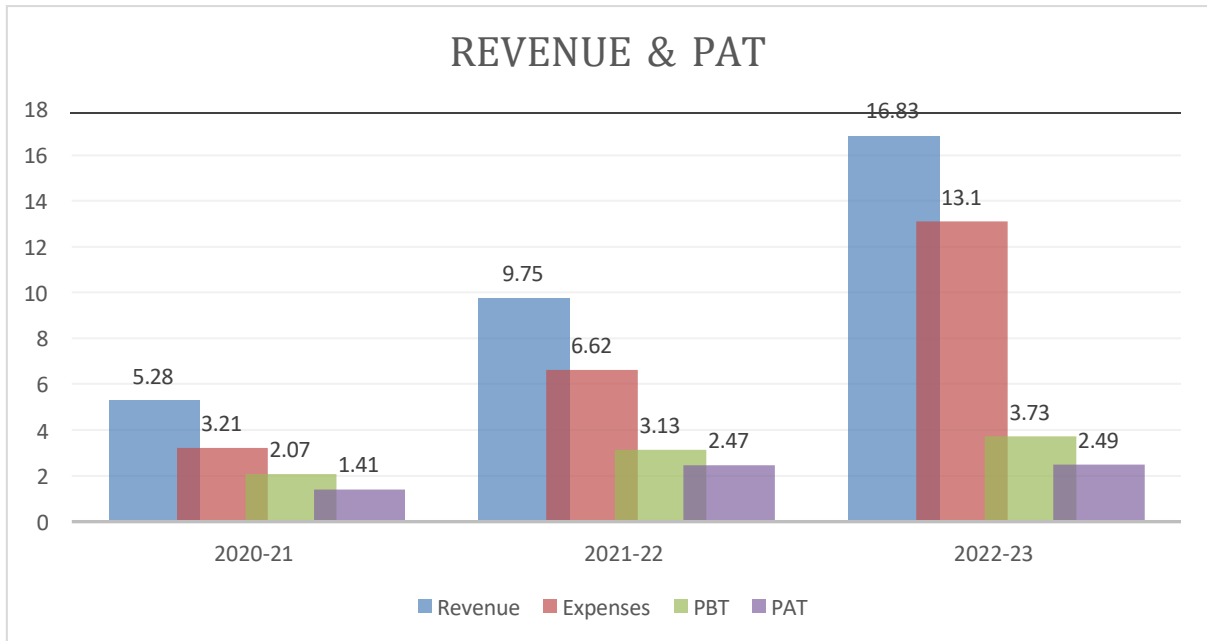
PERFORMANCE AT A GLANCE	FY23	FY22	% YOY
<b>Income &amp; Profitability (INR crore)</b>			
<b>Interest Income</b>	<b>14.00</b>	<b>7.82</b>	<b>79%</b>
<b>Total Revenue</b>	<b>16.83</b>	<b>9.75</b>	<b>72.6%</b>
<b>Profit (Loss) Before Taxes</b>	<b>3.73</b>	<b>3.13</b>	<b>19.6%</b>
<b>Asset Size</b>	<b>143</b>	<b>42.42</b>	<b>237%</b>
<b>Capital Position (INR crore)</b>			
<b>Equity as of 31<sup>st</sup> March</b>	<b>6.09</b>	<b>6.09</b>	<b>-</b>

### PROFITABILITY AND OPERATION GROWTH:

Total Income from Operations for FY23 was INR 16.8 crores compared to INR 9.70 crores in FY22, reporting a phenomenal growth of 73% on YoY basis. We witnessed exceptional expansion of INR 101 crores in asset size from Rs. 42 crores in FY 2021-22 to 143 crores in FY 2022-23 backed by strengthening funding sources from diverse lender.

With recognition of current tax expenses of INR 121.06 lakhs in FY23, Net Profit for FY23 was INR 2.49 crores compared to a Net Profit of INR 2.47 crores last year.

Amount in Crores



#### **HUMAN RESOURCE DEVELOPMENT:**

The Company attaches importance to the dignity of employee irrespective of position and highly values the cultural diversities of employees. Human Resource is valued as an extremely important and strategic resource and your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness. As on March 31, 2023, the Company had 18 employees.

We ensured that all the rightful claims of the employees like salary, increments, and bonuses, are timely extended.

We consider our people as our biggest asset and hence we make sure we hire the right talent with the right skill set. All employees go through a rigorous interview and onboarding process. The senior management is personally involved in each and every hiring, giving the importance it deserves.

We are building an inclusive working culture which is based on trust, respect and transparency. We will continue to invest in our people through various training programs, providing growth opportunities in both functional and cross-functional roles and provide mentorship for shaping their careers.



**CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To,  
The Board of Directors  
Capital Trade Links Limited  
B-4, LGF, Ashoka Niketan.  
Delhi 110092

**Sub: Certificate under Regulation 17 (8) and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We, the undersigned, certify to the Board that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- Significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Yours Faithfully**  
**Sd/-**  
**Sunil Gupta**  
**Chief Financial Officer**  
**Place: Ghaziabad**  
**Date: May 17, 2023**

**ANNEXURE-VIII**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company for the year ended March 31, 2023.

**For and on behalf of the Board**  
**Vinay Kumar Chawla**  
**Whole Time Director**  
**DIN: 02618168**  
**Date: July 22, 2023**  
**Place: Ghaziabad**





## **Independent Auditor's Report**

**To the Members of Capital Trade Links Limited**

**Report on the Audit of the Indian Accounting Standard ('Ind AS') Financial Statements**

### **Opinion**

We have audited the accompanying Ind AS financial statements of Capital Trade Links Limited ("the Company"), which comprise the Balance sheet as at March 31 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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, 2023, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matter
<ul style="list-style-type: none"> <li>Adoption of new accounting framework (Ind AS) Effective 1 April 2019, the Holding Company adopted the Indian Accounting Standards ('Ind AS') notified by the Ministry of Corporate Affairs with the transition date of 1 April 2018.</li> </ul> <p>The following are the major impact areas for the Holding Company upon transition:</p> <ul style="list-style-type: none"> <li>Classification and measurement of financial assets and financial liabilities - Measurement of loan losses (expected credit losses)</li> <li>Accounting for loan fees and costs</li> <li>Accounting for employee stock options</li> </ul> <p>The migration to the new accounting framework (Ind AS) is a complicated process involving multiple decision points upon transition. Ind AS 101, First Time Adoption prescribes choices and exemptions for first time application of Ind AS principles at the transition date.</p>	<ul style="list-style-type: none"> <li>Our key audit procedures included: <ul style="list-style-type: none"> <li>Evaluated management's transition date choices and exemptions for compliance/acceptability under Ind AS 101.</li> <li>Understood the methodology implemented by management to give impact on the transition.</li> <li>Assessed the accuracy of the computations related to significant Ind AS adjustments</li> <li>Tested the select system reports with the help of our IT specialists to check the completeness and accuracy of the data and reports used to perform computations for giving effect to Ind AS transition adjustments.</li> <li>Confirmed the approvals of Audit Committee for the choices and exemptions made by the Company for compliance/acceptability under Ind AS 101.</li> <li>Assessed areas of significant estimates and management judgment in line with principles under Ind AS.</li> <li>Assessed the appropriateness of the disclosures made in the Financial Statements.</li> </ul> </li> </ul>
<p><b>(b) Impairment of financial assets (expected credit losses)</b></p> <ul style="list-style-type: none"> <li>Recognition and measurement of impairment of loans involve significant management judgement.</li> </ul>	<p><b>Our audit procedures included:</b></p> <p><b>Design and operating effectiveness of controls</b></p> <ul style="list-style-type: none"> <li>Evaluated the appropriateness of the impairment principles based on the requirements of Ind AS 109, our business understanding and industry practice.</li> </ul>

With the applicability of Ind AS 109: Financial Instruments, credit loss assessment is now based on expected credit loss ('ECL') model. The Holding Company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors.

The most significant areas are:

- Segmentation of loan book
  - Loan staging criteria
  - Calculation of probability of default / Loss given default
  - Consideration of probability weighted scenarios and forward looking macro-economic factors
  - Management overlays
- There is a large increase in the data inputs required by the ECL model. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. In some cases, data is unavailable and reasonable alternatives have been applied to allow calculations to be performed.

- We obtained understanding of the management's new / revised processes, systems and controls implemented in relation to impairment allowance process.
- Assessed the design and implementation of key internal financial controls over loan impairment process used to determine the impairment charge.
- We used our internal specialist to test the model methodology and reasonableness of assumptions used.
- We tested the management review controls over measurement of impairment allowances and disclosures in the Financial Statements.

#### **Substantives tests**

- We focused on appropriate application of accounting principles, validating completeness and accuracy of the data and reasonableness of assumptions used in the model.
- Test of details over calculation of impairment allowance to assess the completeness, accuracy and relevance of data.
- The appropriateness of management's judgments was also independently reconsidered in respect of calculation methodologies, segmentation, economic factors, the period of historical loss rates used and the valuation of recovery assets and collateral.

### **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's

report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls. The company is however not having any internal audit system in place.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("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 paragraphs 3 and 4 of the Order.
2. (A) 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 accounts 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 including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- (B) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company does not have any pending litigation which would impact its financial position.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- d. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
  - i. no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - ii. no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - iii. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- e. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

(C) With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act:

In our opinion and according to the information and explanation given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to director is not in excess of the limit laid down under section 197 of the Act.

### **Other Matters**

We draw attention to Note no.17.1 of the statement regarding 'Equity' Company has already passed resolution for consolidation of Share in the AGM held as on 23.09.2021, by virtue of which face value of each equity share of the company has been changed from Re. 1/- to Rs. 10/-. As on 08.12.2022, the abovementioned resolution was rescinded by the shareholders of the company by way of postal ballot. Consequently, the Capital clause of the MOA was amended and nominal value of each equity of the company was altered from Rs.10 to Rs.1, with effect from 08.12.2022.

**For A. C. Gupta & Associates**  
**Chartered Accountants Firm's**  
**Regn. No. 008079N**  
**Sd/-**  
**A. C. Gupta**  
**Partner**  
**UDIN: 23008565BGYACE3326**  
**Place: New Delhi**  
**Date: 17.05.2023**



**CAPITAL TRADE**  
LINKS LTD.



**CAPITAL TRADE LINKS LIMITED**

Balance Sheet as at 31st March 2023

(₹ in Lakh)

Particulars	Note No.	31st March 2023	31st March 2022
<b>I. ASSETS</b>			
Financial Assets			
Cash and Cash Equivalents	4	1,005.04	350.18
Loans	5	14,300.23	4,242.98
Investments	6	339.71	154.83
Other Financial Assets	7	126.40	19.98
Non-Financial Assets			
Inventories	8	2.44	3.33
Current Tax Assets (Net)	9	129.30	56.12
Property, Plant and Equipment	10	39.62	39.76
Right-of-use assets	11	8.29	-
			-
<b>Total Assets</b>		<b>15,951.03</b>	<b>4,867.17</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1 Financial Liabilities</b>			
Borrowings (other than Debt Securities)	12	11,528.09	1,585.54
Others Financial Liabilities	13	364.19	38.14
<b>2 Non - Financial Liabilities</b>			
Current Tax Liability (Net)	14	121.06	65.86
Provisions	15	80.10	16.46
Deferred Tax Liabilities	16	4.17	1.48
<b>3 Equity</b>			
(a) Equity Share Capital	17	609.80	609.80
(b) Other Equity	18	3,243.62	2,549.88
<b>Total Equity and Liabilities</b>		<b>15,951.03</b>	<b>4,867.17</b>

General Information

Summary of Significant Accounting Policies

M/s A C Gupta & Associates  
**CHARTERED ACCOUNTANTS**  
**F.R. NO. 008079N**

For and on behalf of the Board of Directors

**A C Gupta**  
**(PARTNER)**  
**M.No 008565**  
**Date : 17th May 2023**  
**Place : Ghaziabad**

**Krishan Kumar**  
**Director**  
**DIN:00004181**

**Anupriya Ojha**  
**Company Secretary**

**Vinay Kumar Chawla**  
**Whole Time Director**  
**DIN: 02618168**

**Sunil Gupta**  
**Chief Financial Officer**

**CAPITAL TRADE LINKS LIMITED**  
**Statement of Profit and Loss for the year ended 31st March,**  
**2023**

(₹ in Lakh)

Particulars		Note No.	31st March 2023	31st March 2022
I.	<b>Revenue from operations</b>	19		
	Interest Income		1,400.97	782.81
	Profit on sale/redemption of current investments		9.72	1.09
	Loan Processing Fee		267.82	149.60
	Sale of shares		1.72	37.42
	<b>Total Revenue from operations</b>		<b>1,680.23</b>	<b>970.92</b>
II	Other Income	20	3.76	4.56
III	<b>Total Income (I+II)</b>		<b>1,683.99</b>	<b>975.48</b>
	<b>Expenses</b>			
	Finance Cost	21	474.54	158.53
	Impairment on Financial Instruments	22	63.64	(76.74)
	Changes in Inventories	23	0.90	24.18
	Employee benefit expense	24	111.46	115.14
	Depreciation and amortization expense	25	3.49	2.61
	Other Expenses	26	656.40	438.26
IV	<b>Total Expenses (IV)</b>		<b>1,310.42</b>	<b>661.97</b>
V	<b>Profit before exceptional items and tax (III - IV)</b>		<b>373.57</b>	<b>313.51</b>
VI	Exceptional Items		-	-
VII	<b>Profit before tax (V - VI)</b>		<b>373.57</b>	<b>313.51</b>
VIII	Tax expense:			
	(1) Current Tax	27	121.06	65.86
	(2) Previous year tax		0.08	0.19
	(3) Deferred tax	27	2.69	0.40
IX	<b>Profit/(Loss) for the period from continuing operations (VII-VIII)</b>		<b>249.74</b>	<b>247.06</b>
X	Profit/(Loss) from discontinued operations			
XI	Tax expense of discontinued operations			
XII	Profit/(Loss) from discontinued operations (X - XI)			
XIII	<b>Profit/(Loss) for the period (IX + XII)</b>		<b>249.74</b>	<b>247.06</b>
XIV	<b>Other Comprehensive Income</b>			
	A. (i) Items that will be reclassified to Profit or Loss			
	(ii) Income Tax relating to Items that will be reclassified to Profit or Loss			
	B. (i) Items that will not be reclassified to Profit or Loss			
	(ii) Income Tax relating to Items that will not be reclassified to Profit or Loss			
XV	<b>Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period</b>		<b>249.74</b>	<b>247.06</b>
XVI	<b>Earning per equity share:</b> (For Continuing Operation)			
	(1) Basic (Rs.)	28	0.41	0.41
	(2) Diluted (Rs.)	28	0.41	0.41
XVII	<b>Earnings Per Equity Share:</b> (For Discontinuing Operation)			
	(1) Basic (Rs.)		-	-
	(2) Diluted (Rs.)		-	-
XVIII	<b>Earnings Per Equity Share:</b> (For Continuing and Discontinued Operation)			
	(1) Basic (Rs.)	28	0.41	0.41
	(2) Diluted (Rs.)	28	0.41	0.41

THE NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

M/s A C Gupta & Associates  
 CHARTERED ACCOUNTANTS  
 F.R. NO. 008079N

For and on behalf of the Board of Directors

A C Gupta  
 (PARTNER)  
 M.No 008565  
 Date : 17th May 2023  
 Place : Ghaziabad

Krishan Kumar  
 Director  
 DIN:00004181  
 Anupriya Ojha  
 Company Secretary

Vinay Kumar Chawla  
 Whole Time Director  
 DIN: 02618168  
 Sunil Gupta  
 Chief Financial Officer

## CAPITAL TRADE LINKS LIMITED

## Statement of Cash Flow for the year ended 31st March, 2023

(₹ in Lakh)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>A. Cash Flow from Operating Activities</b>		
Profit before exceptional items and tax	373.57	313.51
<i>Adjustments for :-</i>		
<i>Net gain on Fair value changes (Financial Instruments)</i>	-	-
Depreciation	3.49	2.61
Impairment of Financial Instrument	63.64	(76.74)
Interest on Income Tax	2.19	1.41
Interest Income	(3.76)	(4.56)
<b>Operating Profit before operating capital changes</b> (1)	<b>439.12</b>	<b>236.23</b>
<i>Adjustments for :-</i>		
Decrease / (Increase) in Other Financials Assets	(106.41)	71.49
Decrease/ (Increase) in Inventories	0.90	24.18
Decrease/ (Increase) in Other Non Financial Assets	(81.47)	14.22
Decrease/ (Increase) in Current Financial Assets Loans	(10,120.89)	(233.16)
(Decrease) / Increase in Other financial liability	326.05	6.14
(Decrease) / Increase in Short Term Provisions	63.64	(76.74)
	(2)	
<b>Cash generated from operation</b> (1+2)	<b>(9,918.20)</b>	<b>(193.88)</b>
Income Tax Paid	(68.13)	(67.13)
<b>Total Cash generated from Operating Activities</b>	<b>(9,547.20)</b>	<b>(24.78)</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of Property, Plant and Equipment's & Other intangible assets	(3.35)	(0.09)
Interest Receivable	3.76	4.56
Purchase of Investments	(184.88)	(134.83)
Changes in Other Bank balances		
<b>Net Cash used in Investing Activities</b>	<b>(184.47)</b>	<b>(130.36)</b>
<b>C. Cash Flow From Financing Activities</b>		
Proceeds from Borrowings	9,942.54	(53.44)
Issues/ (Deletion) of Share Warrants	444.00	(177.00)
Issues of Equity Shares	-	70.80
Security Premium	-	637.20
	<b>10,386.54</b>	<b>477.56</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>654.87</b>	<b>322.42</b>
Opening Cash & Cash Equivalents	350.18	27.76
<b>Closing Cash &amp; Cash Equivalents</b>	<b>1,005.04</b>	<b>350.18</b>
Cash and Cash Equivalent Comprises of	<b>0.03</b>	<b>0.03</b>
Balances with banks:		
- In Current Account	979.18	343.54
- *In Fixed Deposit	0.91	-
- In Imprest Account	24.92	6.61
<b>Cash and Cash Equivalents as per Balance Sheet</b>	<b>1,005.04</b>	<b>350.18</b>

\*Fixed Deposit of more than 90 days treat it as other non current assets in financials therefore it is adjusted in the operating activities instead of cash and cash equivalent.

**Notes:-**

1. The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS-7 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

M/s A C Gupta & Associates  
CHARTERED ACCOUNTANTS  
F.R. NO. 008079N

A C Gupta  
(PARTNER)  
M.No 008565  
Date : 17th May 2023  
Place : Ghaziabad

For and on behalf of the Board of Directors

Krishan Kumar  
Director  
DIN:00004181

Vinay Kumar Chawla  
Whole Time Director  
DIN: 02618168

Anupriya Ojha  
Company Secretary

Sunil Gupta  
Chief Financial Officer

**CAPITAL TRADE LINKS LIMITED****Statement of Changes in Equity for the year ended 31 March, 2022 and 31 March 2023****“STATEMENT OF CHANGES IN EQUITY”****A. Equity Share Capital****(1) Current reporting period**

				( ₹ in Lakh)
Balance at the beginning of the current reporting period (01st April 2022)	609.80			609.80
Changes in Equity Share Capital due to prior period errors	-			
Restated balance at the beginning of the current reporting period	609.80			
Changes in equity share capital during the current year				
Balance at the end of the current reporting period (31st March 2023)				609.80

**(2) Previous reporting period**

				( ₹ in Lakh)
Balance at the beginning of the current reporting period (01st April 2021)	539.00			609.80
Changes in Equity Share Capital due to prior period errors	-			
Restated balance at the beginning of the current reporting period	539.00			
Changes in equity share capital during the current year			70.80	
Balance at the end of the current reporting period (31st March 2022)				609.80

## B. Other Equity

## (1) Current reporting period

	Share application money pending allotment	Equity component of financial instruments	Reserves and Surplus				Total								
			Capital Reserve	Securities Premium	Other Reserves (Special Reserve as per RBI Guideline)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money received against share warrants	Money received against share warrants	Total
Balance at the beginning of the current reporting period (01st April 2022)	-	-	-	1,810.00	171.07	568.82	-	-	-	-	-	-	-	-	2,549.89
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	1,810.00	171.07	568.82	-	-	-	-	-	-	-	-	2,549.89
Total Comprehensive Income for the current year	-	-	-	-	49.95	199.79	-	-	-	-	-	-	-	-	249.74
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	444.00	444.00
Balance at the end of the current reporting period (31st March 2023)	-	-	-	1,810.00	221.02	768.61	-	-	-	-	-	-	-	444.00	3,243.63

# Annual Report 2022-23

## (2) Previous reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Total						
			Capital Reserve	Securities Premium	Other Reserves (Special Reserve as per RBI Guideline)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money received against share warrants
Balance at the beginning of the current reporting period (01st April 2021)	-	-	1,172.80	121.66	371.18	-	-	-	-	-	-	177.00	1,842.64
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	1,172.80	121.66	371.18	-	-	-	-	-	-	177.00	1,842.64
Total Comprehensive Income for the current year	-	-	637.20	49.41	197.64	-	-	-	-	-	-	-	884.25
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	(177.00)	(177.00)
Balance at the end of the current reporting period (31st March 2022)	-	-	1,810.00	171.07	568.82	-	-	-	-	-	-	-	2,549.89

M/s A C Gupta & Associates  
 CHARTERED ACCOUNTANTS  
 F.R. NO. 008079N

A C Gupta  
 (PARTNER)

Date : 17th May 2023  
 Place : Ghaziabad

For and on behalf of the Board of Directors

Krishan Kumar  
 Director  
 DIN:00004181

Vinay Kumar Chawla  
 Whole Time Director  
 DIN: 02618168

Anupriya Ojha  
 Company Secretary

Sunil Gupta  
 Chief Financial Officer

## Notes to the financial statements

### 1 General Information

Capital Trade Link Limited is a Non-Banking Finance Company (“NBFC”), holding a Certificate of Registration from the Reserve Bank of India (“RBI”) dated 19/11/2001, domiciled in India with CIN L51909DL1984PLC019622, and was incorporated on 19/12/1984.

### 2 Summary of significant accounting policies

#### 2.1 Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015. The Company has adopted Ind AS from April 1, 2019 with effective transition date as April 1, 2018. These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the “Act”). The transition was carried out from Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

#### 2.2 Presentation of financial statements

The Balance Sheet, Statement of Profit and Loss and Statement of changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Companies Act, 2013 (“the Act”). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS. Amounts in the financial statements are presented in Indian Rupees.

#### 2.3 Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

##### Measurement of fair values:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. Fair value for measurement and/or disclosure purposes for certain items in these financial statements is determined considering following methods:

Items	Measurement Basis
Certain financial assets and liabilities (including derivatives instruments)	Fair value
Net defined benefit (asset)/liability	Fair value of planned assets less present value of defined benefit obligations
Property plant and equipment	Value in use under Ind AS 36

Fair value measurements under Ind AS are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date
- Level 2: inputs other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs are unobservable inputs for the valuation of assets or liabilities that the Company can access at measurement date.

## 2.4 Use of estimates and judgment

The preparation of financial statements requires the management of the Company to make judgments, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### Judgments:

Information about judgments made in applying accounting policies that have a most significant effect on the amount recognized in the consolidated financial statements is included following notes:

Classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

### Assumptions and estimation uncertainties :

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2023 is included in the following notes:

Note 22 – impairment of financial instruments: assessment of whether credit risk on the financial asset has increased/ (Decreased) significantly since initial recognition and incorporation of forward-looking information in the measurement of ECL

Note 22 – determination of the fair value of financial instruments with significant unobservable inputs.

Notes 15– recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources

Note 22 – impairment of financial instruments: key assumptions used in estimating recoverable cash flows.

Note 10- impairment test of non-financial assets: key assumption underlying recoverable amounts

Note 10 - useful life of property, plant, equipment and intangibles

## 2.5 Interest

Interest income are recognized using the Flat/Reducing Interest rate method or as per the agreement . Rate of Interest on segment are as follows:

Personal Loan: 12% to 36% or as mentioned in the agreement

Business Loan: 9% to 24% or as mentioned in the agreement

Commercial Vehicle Loan: 17% to 36%

Consumer Loan: 20% to 36%

## 2.6 Financial Instruments

Financial assets and financial liabilities are recognized in the Company's balance sheet on settlement date when the Company becomes a party to the contractual provisions of the instrument. Recognized financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in the Statement of Profit or Loss.

If the transaction price differs from fair value at initial recognition, the Company will account for such difference as follows:

a) if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognized in profit or loss on initial recognition (i.e. day 1 profit or loss);

b) in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to profit or loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.



## a) Financial assets

### Classification

On initial recognition, depending on the Company's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at;

- 1) amortized cost;
- 2) fair value through other comprehensive income (FVTOCI); or
- 3) fair value through profit and loss (FVTPL).

### Initial recognition and measurement

Financial asset is recognized on trade date initially at cost of acquisition net of transaction cost and income that is attributable to the acquisition of the financial asset. Cost equates the fair value on acquisition. Financial asset measured at amortized cost and Financial measured at fair value through other comprehensive income is presented at gross carrying value in the Financial statements. Unamortized transaction cost and incomes and impairment allowance on Financial asset is shown separately under the heading "Other non-financial asset", "Other non-financial liability" and "Provisions" respectively.

### Impairment of Financial Asset

#### Impairment approach

The Company is required to recognize expected credit losses (ECLs) based on forward-looking information for all financial assets at Amortized cost, lease receivables, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is applicable on equity investments. At the reporting date, an allowance (or provision for loan commitments and financial guarantees) is required for the 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognized for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3). The measurement of ECL is calculated using three main components: (i) probability of default (PD) (ii) loss given default (LGD) and (iii) the exposure at default (EAD). The 12 month ECL is calculated by multiplying the 12 month PD, LGD and the EAD. The 12 month and lifetime PDs represent the PD occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdown's of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realized and the time value of money. . The Company applies a three-stage approach to measure ECL on financial assets accounted for at amortized cost and FVOCI. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

#### 1. Stage 1:

12-months ECL For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognized. Exposures with days past due (DPD) less than or equal to 29 days are classified as stage 1. The Company has identified zero bucket and bucket with DPD less than or equal to 29 days as two separate buckets.

#### 2. Stage 2:

Lifetime ECL – not credit impaired For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognized. Exposures with DPD equal to 30 days but less than or equal to 89 days are classified as stage 2. At each reporting date, the Company assesses whether there has been a significant increase in credit risk for financial asset since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Company has identified cases with DPD equal to or more than 30 days and less than or equal to 59 days and cases with DPD equal to or more than 60 days and less than or equal to 89 days as two separate buckets

#### 3. Stage 3:

Lifetime ECL – credit impaired Financial asset is assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For financial asset that have become credit impaired, a lifetime ECL is recognized on principal outstanding as at period end. Exposures with DPD equal to or more than 90 days are classified as stage

3. A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment. ECL is recognized on EAD as at period end. If the terms of a financial asset are renegotiated or modified due to financial difficulties of the borrower, then such asset is moved to stage 3, lifetime ECL under stage 3 on the outstanding amount is applied.

The Company assesses when a significant increase in credit risk has occurred based on quantitative and qualitative assessments. Exposures are considered to have resulted in a significant increase in credit risk and are moved to Stage 2 when: 1. Quantitative test: Accounts that are 30 calendar days or more past due move to Stage 2 automatically. Accounts that are 90 calendar days or more past due move to Stage 3 automatically. 2. Qualitative test: Accounts that meet the portfolio's 'high risk' criteria and are subject to closer credit monitoring. High risk customers may not be in arrears but either through an event or an observed behavior exhibit credit distress. 3. Reversal in Stages: Exposures will move back to Stage 2 or Stage 1 respectively, once they no longer meet the quantitative criteria set out above. For exposures classified using the qualitative test, when they no longer meet the criteria for a significant increase in credit risk and when any cure criteria used for credit risk management are met.

The definition of default for the purpose of determining ECLs has been aligned to the Reserve Bank of India definition of default, which considers indicators that the debtor is unlikely to pay and is no later than when the exposure is more than 90 days past due. The Company continues to incrementally provide for the asset post initial recognition in Stage 3, based on its estimate of the recovery.

In line with the above policy, the Company has thus fully provided for/ written off the entire receivables in the current financial year as per table below:

Product	Overdue criteria
Commercial Vehicle, Equipment	12 Month
Personal Loan	12 Month
Business Loan	12 Month
Consumer Loan	12 Month
E- Rickshaw	06 Month

The measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. The measurement of ECL involves increased complexity and judgment, including estimation of PDs, LGD, a range of unbiased future economic scenarios, estimation of expected lives, and estimation of EAD and assessing significant increases in credit risk.

#### Presentation of ECL allowance for financial asset:

Type of Financial asset	Disclosure
Financial asset measured at amortized cost	shown separately under the head "provisions" and not as a deduction from the gross carrying amount of the assets
Financial assets measured at FVTOCI	
Loan commitments and financial guarantee contracts	shown separately under the head "provisions"

Where a financial instrument includes both a drawn and an undrawn component and the Company cannot identify the ECL on the loan commitment separately from those on the drawn component, the Company presents a combined loss allowance for both components under "provisions"

## 2.7 Financial liability, Equity and Compound Financial Instruments

### "Financial liabilities and equity

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

### Financial liabilities

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company or a contract that will or may be settled in the Company's own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Company's own equity instruments.

### Classification

The Company classifies its financial liability as "Financial liability at amortized cost" except for financial liability at fair value through profit and loss (FVTPL).

### Initial recognition and measurement

Financial liability is recognized initially at cost of acquisition net of transaction costs and incomes that is attributable to the acquisition of the financial liability. Cost equates the fair value on acquisition. Company may irrevocably designate a financial liability that meet the amortized cost as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (referred to as the fair value option).

### De-recognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

### Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

No gain/loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments"

### Cash, Cash equivalents and bank balances

Cash, Cash equivalents and bank balances include fixed deposits, margin money deposits, and earmarked balances with banks are carried at amortized cost. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

## 2.8 Property, plant and equipment

### a. Tangible

Tangible property, plant and equipment (PPE) acquired by the Company are reported at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. The acquisition cost includes any cost attributable for bringing asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

**b. Capital work-in-progress**

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work-in-progress” and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

**c. Intangible**

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

**d. Intangible assets under development**

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as “Intangible assets under development”.

**e. Depreciation and Amortization**

Depreciable amount for tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. The residual value of each asset given on Operating lease is determined at the time of recording of the lease asset. If the residual value of the Operating lease asset is higher than 5%, the Company has a justification in place for considering the same. Depreciation on tangible property, plant and equipment deployed for own use has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Buildings, Computer Equipment networking assets, electrical installation and equipment and Vehicles, in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Depreciation on tangible property, plant and equipment deployed on operating lease has been provided on the straight-line method over the primary lease period of the asset.

Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions from, owned assets is calculated pro rata to the remaining period of use.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than Rs. 5,000 are depreciated fully in the year in which they are purchased.

Purchased software / licenses are amortized over the estimated useful life during which the benefits are expected to accrue, while Goodwill if any is tested for impairment at each Balance Sheet date. The method of amortization and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortization on impaired assets is provided by adjusting the amortization charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

**Estimated useful life considered by the Company are:**

<b>Assets</b>	<b>Estimated useful life</b>
Furniture and Fixtures	10 Years
Office Equipment	5 Years
Buildings	60 Years
Plant & Machinery	10 Years
Computers such as, desktops, laptops, etc.	3 Years

## 2.9 Employee Benefits

Defined Employee benefits include provident fund, superannuation fund, employee state insurance scheme, Defined contribution benefits includes gratuity fund, compensated absences, long service awards and post-employment medical benefits.

## 2.10 Securities premium account

The Company records premium on account of

1. On issuance of new equity shares;

The issue expenses of securities which qualify as equity instruments are written off against securities premium account.

## 2.11 Operating Segments

The Company's main business is financing by way of loans for Commercial Vehicle Loan, Personal Loan, Consumer and Equipment Loan and Business Loan and Trading in India. The Company's operating segments consist of "Financing Activity only in lending and borrowing.

This in the context of Ind AS 108 – operating segments reporting are considered to constitute reportable segment. Operating segment disclosures are consistent with the information reviewed by the CFO.

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the company's other components, and for which discrete financial information is available. Accordingly all operating segment's operating results of the Company are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

Revenue and expense directly attributable to segments are reported under each operating segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

## 2.12 Earnings per share

Basic earnings per share has been computed by dividing net income by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive

## 2.13 Taxation

### Income Tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss.

### Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax law) enacted or substantively enacted by the reporting date.

Current tax asset and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

### Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately for each taxable entity. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized. Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### **2.14 Goods and Services Input Tax Credit**

Goods and Services tax input credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilizing the credits.

#### **2.15 Provisions, contingent liabilities and contingent assets**

Provisions are recognized only when:

- (i) an entity has a present obligation (legal or constructive) as a result of a past event; and
- (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (iii) a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- (ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognized and measured as a provision.

Contingent assets are not recognized in the financial statements.

#### **2.16 Write off**

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

#### **2.17 Leases**

The Company has adopted Ind-AS 116 - Leases and applied it to all lease contracts entered. Based on the same and as permitted under the specific transitional provisions in the standard, the Company is not required to restate the comparative figures.

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less

##### **The following policies applied-**

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- initial direct costs incurred; and
- the amount of any provision recognized where the Company IS contractually required to dismantle.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

### **2.18 Statement of Cash Flows**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- changes during the period in operating receivables and payables transactions of a non-cash nature;
- non-cash items such as depreciation, provisions, deferred taxes, unrealized foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

### **3 IMPACT OF COVID-19**

In the financial year 2019-20, in accordance with RBI Guidelines We have made Write off E Rickshaw Loan to protect the book against the impact of Covid-19. However there is no such requirement in current financial year viz: 2022-23



**CAPITAL TRADE**  
LINKS LTD.

<b>Note 4 : Cash and Cash equivalent</b>			(₹ in Lakh)
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
Cash in hand	0.03	0.03	
Balances with banks:			
In Current Account	979.18	343.54	
In Fixed Deposit	0.91	-	
In Imprest	24.92	6.61	
<b>Total</b>	<b>1,005.04</b>	<b>350.18</b>	
<b>Note :- 5 Loans/ Security Deposits</b>			(₹ in Lakh)
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
<b>Unsecured, Considered Good</b>			
Loans and advances			
a. Standard Assets	13,665.93	3,902.97	
b. Sub-Standard Assets	341.43	57.89	
Advances recoverable in cash or kind	280.03	280.03	
Security Deposits-Lease Rent	12.85	2.10	
<b>Total</b>	<b>14,300.23</b>	<b>4,242.98</b>	
Note : No loans or advances exist in the name of promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013).			
<b>Note :- 6 Investments</b>			(₹ in Lakh)
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
Investment in Polymatech Electronics Pvt Ltd	24.00	-	
Investment Through Share India Securities Limited	285.85	129.98	
Investment in Crossways Vertical Solutions Pvt. Ltd.	24.85	24.85	
Investment in SBI Mutual Fund	5.00	-	
<b>Total</b>	<b>339.71</b>	<b>154.83</b>	
<b>Note :- 7 Other Current Assets</b>			(₹ in Lakh)
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
Advance paid to Staff	-	0.50	
GST Input Credit	3.56	1.82	
EMD	-	10.00	
Deposit for Appeal	7.66	7.66	
Fixed Deposits to bank against OD Limit	115.18	-	
<b>Total</b>	<b>126.40</b>	<b>19.98</b>	
<b>Note :- 8 Other Current Assets</b>			(₹ in Lakh)
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
<b>Unsecured, Considered Good</b>			
Stock of shares	2.44	3.33	
<b>Total</b>	<b>2.44</b>	<b>3.33</b>	
<b>Note :- 9 Current Tax Assets</b>			(₹ in Lakh)
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
TDS (A Y 2022-23)	-	2.90	
TDS (A Y 2023-24)	7.86	-	
Advance Tax (A Y 2022-23)	-	50.00	
Advance Tax (A Y 2023-24)	116.50	-	
Less : Provision for Income Tax			
Advance Tax and TDS (Net of Provisions)	<b>124.36</b>	<b>52.90</b>	
Income Tax Refundable	4.94	3.22	
Deffered Tax Assests	-	-	
<b>Total</b>	<b>129.30</b>	<b>56.12</b>	



## CAPITAL TRADE LINKS LIMITED

## Note: - 10 - Property, Plant and Equipment

Particulars	(₹ in Lakh)						Total
	Building	EDP Assets	Plant & Machinery	Office Equipment	Furniture & Fixtures	Motor Car	
<b>Gross Carrying Amount</b>							
At 31 March 2022	29.68	7.22	0.69	1.17	1.93	12.95	53.64
Additions	-	1.77	-	0.94	-	-	2.72
Disposals/Adjustments	-	-	-	-	-	-	-
At 31 March 2023	29.68	8.99	0.69	2.12	1.93	12.95	56.35
<b>Accumulated Depreciation and Impairment</b>							
At 31 March 2022	3.00	7.07	0.51	0.91	0.91	1.49	13.88
Depreciation charge for the year	0.50	0.48	0.02	0.35	0.20	1.30	2.84
Disposals/Adjustments	-	-	-	-	-	-	-
At 31 March 2023	3.49	7.54	0.52	1.26	1.11	2.80	16.73
<b>Net Carrying Value</b>							
At 31 March 2022	26.18	1.44	0.17	0.85	0.83	10.15	39.62
At 31 March 2023	26.68	0.15	0.18	0.26	1.03	11.46	39.75

## Note: - 11 - Right-of-use Assets

Particulars	(₹ in Lakh)		Total
	Office Premises		
<b>Gross Carrying Amount</b>			
At 31 March 2022	-	-	-
Additions	8.93	8.93	8.93
Disposals/Adjustments	-	-	-
At 31 March 2023	-	8.93	8.93
<b>Accumulated Depreciation and Impairment</b>			
At 31 March 2022	0.64	0.64	0.64
Depreciation charge for the year	-	-	-
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 31 March 2023	-	0.64	0.64
<b>Net Carrying Value</b>			
At 31 March 2022	8.29	8.29	8.29
At 31 March 2023	-	-	-

Note 10.1 Ind AS 101 Exemptions : The company has availed the exemption available under Ind AS 101 and accordingly, the carrying value of property, plant and equipment has been carried forward at the amount as determined under previous GAAP.

Note. 10.2 Company has not carried out any revaluation of property, plant and equipment and intangible assets during the year ended March 31, 2023.

Note. 10.3 The Title Deeds of the Immovable Properties mentioned above are in the name of the Company.

Note. 11 Right to use assets has been created as per Ind AS 116 on Security Deposits/ Interest free deposit for lease of property.

<b>Note :- 12 Borrowings</b>		(₹ in Lakh)	
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
<b>Secured</b>			
HDFC Bank Car Loan	5.16	7.57	

<b>Year</b>	<b>2022-23</b>	<b>2023-24</b>	<b>2024-25</b>	<b>2025-26</b>
<b>Principal Amount</b>	2,23,135.00	2,40,816.00	2,59,898.00	2,56,293.00
<b>Interest Amount</b>	67,465.00	49,584.00	30,501.00	9,907.00
<b>Total Installment</b>	<b>2,90,600.00</b>	<b>2,90,400.00</b>	<b>2,90,399.00</b>	<b>2,66,200.00</b>

<b>SBI Term Loan</b>	<b>671.94</b>	<b>-</b>
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<b>Year</b>	<b>2022-23</b>	<b>2023-24</b>	<b>2024-25</b>	<b>2025-26</b>
<b>Principal Amount</b>	27,77,778.00	3,07,69,236.00	3,58,97,436.00	3,05,55,550.00
<b>Interest Amount</b>	28,40,710.00	84,71,314.00	49,41,104.00	14,47,654.00
<b>Total Installment</b>	<b>56,18,488.00</b>	<b>3,92,40,550.00</b>	<b>4,08,38,540.00</b>	<b>3,20,03,204.00</b>

<b>Unsecured</b>		
From related parties	-	-
From other parties	10,842.99	1,576.97
Security Recd From Dealers	8.00	1.00
<b>Total</b>	<b>11,528.09</b>	<b>1,585.54</b>

<b>Note :- 13 Other Financial Liabilities</b>		(₹ in Lakh)	
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
Audit fees payable	0.60	1.20	
Other payables	7.51	11.55	
Statutory dues	37.64	18.46	
Liabilities towards employees	8.34	4.70	
HDFC Bank Car Loan	2.41	2.23	
SBI Bank Term Loan	307.69	-	
<b>Total</b>	<b>364.19</b>	<b>38.14</b>	

<b>Note :- 14 Current Tax Liability</b>		(₹ in Lakh)	
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
Provision for Income Tax	121.06	65.86	
<b>Total</b>	<b>121.06</b>	<b>65.86</b>	

<b>Note :- 15 Provisions</b>		(₹ in Lakh)	
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	
Contingent provision against standard assets	34.91	10.67	
Provision for Sub-Standard Assets	45.19	5.79	
<b>Total</b>	<b>80.10</b>	<b>16.46</b>	

Note :- 16 Deffered Tax Liability/ Assets		
		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
Deferred tax Assets	-	-
<b>Total Deferred Tax Assets</b>	-	-
Deferred tax Liabilities		
- Related to PPE	1.86	1.48
- Right-of-use Assets	2.31	-
<b>Total Deferred Tax Liabilities</b>	<b>4.17</b>	<b>1.48</b>
16A Deffered Tax Liability		
		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
Deferred tax liability		
Opening Balance (DTL)	1.48	1.08
Decrease/increase)in deferred tax liabilities	2.69	0.40
<b>Net Deffered Tax Liability</b>	<b>4.17</b>	<b>1.48</b>

Note :- 17 Equity Share capital		
		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
<b>Authorized share capital</b>		
7,00,00,000 Equity shares of Re. 1 each as at 31st March 2023	700.00	700.00
*(As at 31st March 2022 70,00,000 Equity shares of Rs. 10 each)	700.00	700.00
<b>Issued/Subscribed and Paid up Capital</b>		
6,09,80,000 Equity shares of Re. 1 each as at 31st March 2023	609.80	609.80
*(As at 31 March 2022 60,98,000 Equity shares of Rs. 10 each)		
	<b>609.80</b>	<b>609.80</b>

Note :- 17.1 Reconciliation of the number of equity shares and share capital				
	31.03.2023		31.03.2022	
Particulars	No. of shares (in lakhs)	Amt (₹ in Lakhs)	No. of shares (in lakhs)	Amt (₹ in Lakhs)
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	609.80	609.80	539.00	539.00
Add: Shares Issued during the year	-	-	70.80	70.80
<b>Issued/Subscribed and Paid up equity Capital outstanding at the end of the year</b>	<b>609.80</b>	<b>609.80</b>	<b>609.80</b>	<b>609.80</b>

#### 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.

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.

\* Note :-Shareholders of the company in their general meeting held as on September 23, 2021 passed resolution for consolidation of shares of the company, thereby altering the nominal value of each equity share from Re. 1 (Rupee One only) to Rs. 10 (Rupees Ten only). As on December 08, 2022, the abovementioned resolution was rescinded by the shareholders of the company by way of postal ballot. Consequently, the Capital clause of the Memorandum of Association was amended and nominal value of each equity share of the company was altered from Rs. 10 (Rupees Ten only) to Re. 1 (Rupee One only), with effect from December 08, 2022.

#### Note :- 17.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	31.03.2023		31.03.2022	
	(Face Value Re. 1/-)		(Face Value Rs. 10/-)	
	No. of shares	% of holding	No. of shares	% of holding
Krishan Kumar & Sons HUF	1,66,58,605	27.32%	16,65,861	27.32%
Krishan Kumar	35,92,470	5.89%	3,59,247	5.89%
VKC Corporate Solutions Private Limited	36,41,021	5.97%	3,64,102	5.97%
<b>Total</b>	<b>2,38,92,096</b>	<b>39.18%</b>	<b>23,89,210</b>	<b>39.18%</b>

Note :- 17.3 Disclosure of Shareholding of Promoters as below:

## Shares held by promoters at the end of the year

S. No	Promoter name	No. of Shares (Face Value Re. 1/ each)	% of total shares	% Change during the year
1	Krishan Kumar & Sons HUF	1,66,58,605	27.32	-
2	Krishan Kumar	35,92,470	5.89	-
3	Hemlata	16,66,496	2.73	-
4	Neeraj Garg	10,000	0.02	-
5	Geeta Malik	1,17,420	0.19	-
6	Bimla Rani	17,29,125	2.84	-
7	Masatya Technologies Pvt. Ltd.	7,84,995	1.29	0.01%
<b>Total</b>		<b>2,45,59,111</b>	<b>40.28</b>	

NOTE:- 18 Other Equity		
Particulars	31.03.2023	31.03.2022
<b>Special Reserve</b>		
Opening balance	171.07	121.66
Add: Transferred from surplus balance in the Statement of Profit & Loss	49.95	49.41
Closing balance	<b>221.02</b>	<b>171.07</b>
<b>Securities Premium Account</b>		
Opening balance	1,810.00	1,172.80
Add: Addition during the year	-	637.20
Closing balance	<b>1,810.00</b>	<b>1,810.00</b>
<b>Share Warrants</b>		
Opening balance	-	177.00
Addition/Deletion during the year*	444.00	(177.00)
Closing balance	<b>444.00</b>	-
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	568.82	371.17
Add: Profit for the year	249.74	247.06
Less: Proposed Dividend		
Add: FMV Adjustments		
Less: Adjustments		
Less: Transferred to Special reserve	49.95	49.41
Closing balance	<b>768.61</b>	<b>568.82</b>
<b>Total</b>	<b>3,243.62</b>	<b>2,549.89</b>
<b>Retained Earnings</b>		
<b>Particulars</b>	<b>31.03.2023</b>	<b>31.03.2022</b>
Opening Balance	568.82	371.18
Add: Profit during the period transfer from statement of profit & loss	249.74	247.06
Less: Transferred to Special reserve	(49.95)	(49.41)
<b>Closing Balance</b>	<b>768.61</b>	<b>568.82</b>
<b>*Note: Upfront amount received against Share warrant.</b>		

**Note :- 19 Revenue from Operations**

		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
<b>Interest Income</b>		
Income from loans and advances	1,400.97	782.81
Sale of shares	1.72	37.42
Profit on sale/redemption of current investments	9.72	1.09
Loan Processing Fee	267.82	149.60
<b>Total</b>	<b>1,680.23</b>	<b>970.92</b>

**Note :- 20 Other Income**

		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
<b>Other non-operating income</b>		
Interest on FDR	2.53	-
Dividend Received	0.46	0.29
Bad Debt Recovery	-	0.28
Miscellaneous income	0.26	3.99
Interest Income on Security Deposit	0.51	-
<b>Total</b>	<b>3.76</b>	<b>4.56</b>

**Note :- 21 Finance Cost**

		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
Interest expenses	463.49	157.10
<b>Other borrowing costs</b>		
Bank charges	11.05	1.43
<b>Total</b>	<b>474.54</b>	<b>158.53</b>

**Note :- 22 Impairment on Financial Instruments**

		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
Contingent provision against Standard assets	24.37	10.03
Contingent provision against Sub-Standard assets	39.27	(86.77)
<b>Total</b>	<b>63.64</b>	<b>(76.74)</b>

**Note :- 23 Change in inventories**

		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
<b>Shares:</b>		
Stock at the beginning	3.33	27.51
Stock at the end	2.44	3.33
<b>Total</b>	<b>0.90</b>	<b>24.18</b>

## Note :- 24 Employee Benefit Expenses

( ₹ in Lakh)

Particulars	31.03.2023	31.03.2022
Salaries, Wages & Bonus	72.41	78.13
Director's remuneration/Sitting Fees	37.22	36.10
Staff Welfare Expenses	1.83	0.91
<b>Total</b>	<b>111.46</b>	<b>115.14</b>
<b>Note :- 25 Depreciation &amp; Amortization Costs</b>		
		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
Depreciation on Tangible Assets (Including ROU)	3.49	2.61
Amortization on Intangible Assets	-	-
<b>Total</b>	<b>3.49</b>	<b>2.61</b>
<b>Note :- 26 Other Expenses</b>		
		( ₹ in Lakh)
Particulars	31.03.2023	31.03.2022
Advertisement	0.62	0.43
Payment to auditors (Refer Note No. 26.1)	0.60	0.65
Share expense	0.89	0.23
Donation	0.02	0.11
Office expense	33.56	78.68
Late fee on taxes	-	0.16
Listing fees	6.54	3.27
Legal and professional fee	11.14	12.65
Office rent	47.59	7.93
Miscellaneous fees	380.09	272.08
ROC Filing Fee	0.39	0.15
Interest on delayed payment of taxes	2.19	1.41
Balance Written Off*	172.77	60.50
<b>Total</b>	<b>656.40</b>	<b>438.26</b>
<b>Note :- 26.1 Details of Payment to Auditors</b>		
		( ₹ in Lakh)
Particulars		
<b>Payment to Auditors</b>		
Audit Fee	0.60	0.65
<b>Total</b>	<b>0.60</b>	<b>0.65</b>
<b>Note :- 27</b>		
<b>Income Tax Expense</b>		
		( ₹ in Lakh)
Particulars		
<b>Current Income Tax:</b>		
Current income tax charge	121.14	65.86
Prior Period Tax Adjustments	0.01	0.19
<b>Deferred Tax:</b>		
In respect of the current year	2.69	0.42
<b>Total</b>	<b>123.83</b>	<b>66.48</b>

<b>Note: - 28</b>		
<b>Earnings per share (EPS)</b>		
<b>Particulars</b>	<b>For the Year Ended 31st March 2023</b>	<b>For the Year Ended 31st March 2022</b>
<b>Basic EPS</b> From continuing operation	0.41	0.41
<b>Diluted EPS</b> From continuing operation	0.41	0.41

**28.1 Basic Earning per Share**

Basis Earning per Share is calculated by dividing the net profit for the year attributable to equity holders of the company by the weighted average number of equity shares outstanding during the year.

<b>Particulars</b>	<b>For the Year Ended 31st March 2023</b>	<b>For the Year Ended 31st March 2022</b>
Profit attributable to equity holders of the company: From Continuing operations	249.74	247.06
<b>Earnings used in calculation of Basic Earning Per Share</b>	<b>249.74</b>	<b>247.06</b>

**28.2 Diluted Earning per Share**

The earnings and weighted average number of equity shares used in calculation of diluted earning per share:-

<b>Particulars</b>	<b>For the Year Ended 31st March 2023</b>	<b>For the Year Ended 31st March 2022</b>
Profit attributable to equity holders of the company: Continuing operations	249.74	247.06
<b>Earnings used in calculation of diluted Earning Per Share from continuing operations</b>	<b>249.74</b>	<b>247.06</b>

**Weighted average number of shares for the purpose of basic earnings per share**

The weighted number of equity shares for the purpose of diluted earning per share reconciles to the weighted average number of equity shares used in calculation of basic earning per share as follows:

<b>Particulars</b>	<b>For the Year Ended 31st March 2023</b>	<b>For the Year Ended 31st March 2022</b>
Weighted average number of shares for the purpose of basic earnings per share*	609.80	605.34
Effect of Dilution: Weighted average number of shares for the purpose of Diluted earnings per share	609.80	605.34

**CAPITAL TRADE LINKS LIMITED****Note : 29 Related Party Disclosure  
29.1 Key Managerial Personnel of the Entity**

<b>Name</b>	<b>Position</b>	<b>Remarks</b>
Vinay Kumar Chawla	WTD (KMP)	
Satish Gola	CS (KMP)	wef. 25/11/2021 to 10/05/2022
Anupriya Ojha	CS (KMP)	wef. 10/05/2022
Satish Kumar	CFO (KMP)	wef. 13/05/2022

**Transactions with Key Managerial Personnel Director, other Related Parties**

<b>Name</b>	<b>Relation</b>	<b>Nature of Transaction</b>	<b>Opening</b>	<b>Received during the year</b>	<b>Paid during the year</b>	<b>Closing</b>
Krishan Kumar	Director	Loan from Director	-	112.50	112.50	-
VKC Corporate Solutions Private Limited	Related Party	Loan from Related Party	-	4.00	4.00	-
Sygnific Corporate Solutions Private Limited	Related Party	Loan from Related Party	-	47.50	47.50	-
Peer Fintech Solutions Private Limited	Related Party	Loan from Related Party	-	2.50	2.50	-
Masatya Technologies Private Limited	Related Party	Loan from Related Party	-	142.87	142.87	-
<b>Total</b>			-	309.37	309.37	-

( ₹ in Lakh)



**29.2 Compensation of Key Managerial personnel and Directors:**

The remuneration of Directors and key managerial Personnel during the year was as follows:

Particulars	Name	DESIGNATION	( ₹ in Lakh)	
			Year ended 31st March, 2023	Year ended 31st March, 2022
Remuneration	Vinay Kumar Chawla	WTD	36.00	36.00
Salary	Arya Jodon	KMP/CS	-	2.35
Salary	Satish Gola	KMP/CS	0.35	3.02
Salary	Anupriya Ojha	KMP/CS	3.57	-
Salary	Rajan Anand	KMP/CFO	-	0.19
Salary	Yashwan Saini	KMP/CFO	-	0.44
Salary	Satish Kumar	KMP/CFO	3.29	-
Sitting Fees	Directors	Directors	1.12	0.10
<b>Total</b>			<b>44.33</b>	<b>42.10</b>

**30. Corporate Social Responsibility**

As per the criteria laid down under Section 135 of the Companies Act, 2013 and the Rules made thereunder, the requirement to form a CSR Committee and to spend minimum amount towards the CSR activities, is not applicable to the company.

**31 Approval of financial statements**

The financial statements were approved by the Board of Directors of the company in their meeting held as on May 17, 2023 at the corporate office of the company.

M/s A C Gupta & Associates  
CHARTERED ACCOUNTANTS  
F.R. NO. 008079N

For and on behalf of the Board of Directors

Krishan Kumar  
Director  
DIN:00004181

Vinay Kumar  
Chawla  
Whole Time  
Director  
DIN: 02618168

A C Gupta  
(PARTNER)  
MLNo 008565  
Date : 17th May 2023  
Place : Ghaziabad

Anupriya Ojha  
Company Secretary

Sunil Gupta  
Chief Financial  
Officer

Note No. 32

## Schedule Of Fixed Assets as on 31.03.2023 - As per Income Tax Act

( In ₹ )

Sr. No.	Particulars	Rate of Depreciation (%)	Op WDV 01-04-2022	Additions		Deletion/ Sale	Total	Depreciation		Net Block as on 31.03.2023
				Up to Oct-22	After Oct-22			During the Year	Adjustment	
1	Air Conditioner	15	15,239	30,727	-	-	45,966	6,895	-	39,071
2	CCTV Camera	15	7,373	-	-	-	7,373	1,106	-	6,267
3	Office Equipment	15	61,027	63,737	-	-	1,24,764	13,934	-	1,10,830
4	Flat	5	21,26,851	-	-	-	21,26,851	1,06,343	-	20,20,508
5	Furniture	10	1,09,958	-	-	-	1,09,958	10,996	-	98,962
6	Computer	40	65,498	33,993	-	-	2,42,670	90,269	-	1,52,401
7	Motor Car	15	10,18,540	1,43,179	-	-	10,18,540	1,52,781	-	8,65,759
<b>Total</b>			<b>34,04,486</b>	<b>1,73,906</b>	<b>97,730</b>	<b>-</b>	<b>36,76,122</b>	<b>3,82,324</b>	<b>-</b>	<b>32,93,798</b>

**Note : 33 Asset Liability Management****Maturity pattern of certain items of Assets and Liabilities**

( ₹ in Lakh)

Period	Liabilities			Assets	
	Borrowings from Bank	Other Borrowings	Advances	Investment	
1 day to 30/31 days (one month)	27.97	100.14	5,826.86	-	
Over one month to 2 months	27.97	1,629.97	2,254.14	-	
Over 2 months upto 3 months	27.97	18.22	2,008.88	-	
Over 3 months upto 6 months	83.93	56.17	1,756.63	-	
Over 6 months to 1 year	167.89	3,430.51	793.89	-	
Over 1 year to 3 years	651.46	5,607.98	1,196.00	287.74	
Over 3 years to 5 years	-	8.00	46.42	-	
Over 5 years	-	-	402.50	53.85	
<b>Total</b>	<b>987.20</b>	<b>10,850.99</b>	<b>14,285.33</b>	<b>341.59</b>	

Note: Classification of assets &amp; liabilities under maturity bucket is based on management's estimates &amp; assumptions.

**4. ADDITIONAL DISCLOSURES UNDER SCHEDULE III DIVISION III****PART 1**

- A. There are no trade receivables in the books of accounts therefore aging schedule not applicable in this financial year.  
 B. There are no trade payables in the books of accounts therefore aging schedule not applicable in this financial year.  
 C. There are no CWIP in the financial year ended March 31, 2023, therefore aging schedule not applicable in this financial year.  
 D. There are no intangible assets under development exist in the financial year ended March 31, 2023, therefore aging schedule not applicable in this financial year.

**Part - II - Other Disclosures**

A) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

B) There are borrowings from State Bank of India of Rs. 10 Crore in financial year from on the basis of security of loan and advances. at the balance sheet date the company has used the borrowings from banks for the specific purpose for which it was taken.

C) Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

D) As per the information available, the company has no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

E) There has been no charges or satisfaction yet to be registered with ROC beyond the statutory period.

F) Compliance with number of layers of companies (Company does not have any subsidiary company in the FY 22-23 and FY 21-22).

G) Compliance with approved Scheme(s) of Arrangements- No scheme of Arrangements has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013 in the last FY 22-23 and FY 21-22.

H) The company being a non-banking finance company, as part of its normal business, grants loans and advances to its customers, ensuring adherence to all regulatory requirements. Further, the company has borrowed funds from banks, financial institutions, other than the transactions described above, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources/kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the company (Ultimate Beneficiaries). The company has not received any funds from parties (Funding Party) with the understanding that the company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

I) CSR is not applicable to the company in the FY 22-23.

J) Company has not traded or invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2023.

**Analytical Ratios****Ratios****( ₹ in Lakh)**

<b>Capital</b>	<b>31.03.2023</b>
Equity	3,853.42
<b>Tier I capital</b>	<b>3,853.42</b>
<b>Tier II capital</b>	<b>-</b>
<b>Total capital</b>	<b>3,853.42</b>
<b>Risk Weighted Assets</b>	<b>14,287.39</b>

Tier I Capital to RWA %	26.97%
Tier II Capital to RWA %	N.A
Capital to RWA (%)	26.97%

**Liquidity Coverage ratio**

	Normal	Stressed
Outflow	4,687.26	5,390.35
Inflow	4,796.57	3,597.43
Net Cash Outflow	-109.31	1,792.92
HQLA	1,005.04	1,005.04
LCR	-	0.56

\* In Normal Scenario we have enough inflow against outflow but in case of Stressed the LCR will be 0.56.

Liquidity Coverage Ratio (LCR)= HQLA/ Total net cash outflows over the next 30 calendar Data must be presented as simple averages of daily observations

**Qualitative Information**

The Company has implemented the guidelines on Liquidity Risk Management Framework prescribed by the Reserve Bank of India requiring maintenance of Liquidity

Coverage Ratio (LCR), which aim to ensure that an NBFC maintains an adequate level of unencumbered HQLAs that can be converted into cash to meet its liquidity needs for a 30 calendar day time horizon under a significantly severe liquidity stress scenario  $LCR = \text{Stock of High-Quality Liquid Assets (HQLAs)} / \text{Total Net Cash Outflows over the next 30 calendar days}$  HQLAs comprise of Cash\*, Investment in Central and State Government Securities, and highly-rated Corporate Bonds and Commercial papers, including those of Public Sector Enterprises, as adjusted after assigning the haircuts as prescribed by RBI.

\* Cash would mean cash on hand and demand deposits with Scheduled Commercial Banks. Total net cash outflows are arrived after taking into consideration total expected cash outflows minus total expected cash inflows for the subsequent 30 calendar days. As prescribed by RBI, total net cash outflows over the next 30 days = Stressed Outflows - [Min (stressed inflows; 75% of stressed outflows)]. Total expected cash outflows (stressed outflows) are calculated by multiplying the outstanding balances of various categories or types of liabilities and off-balance sheet commitments by 115% (15% being the rate at which they are expected to run off further or be drawn down). Total expected cash inflows (stressed inflows) are calculated by multiplying the outstanding balances of various categories of contractual receivables by 75% (25% being the rate at which they are expected to under-flow).



**CAPITAL TRADE**  
LINKS LTD.

35. Disclosures in Financial Statements- Notes to Accounts of NBFCs RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 Dated 19th April 2022.

**A) Exposure**

1) Exposure to real estate sector

Category	Current year	Previous Year
No Such Exposure	-	-

2) Exposure to capital market

Category	Current year	Previous Year
Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	290.85	129.98
Total exposure to capital market	<b>290.85</b>	<b>129.98</b>

3) Sectoral exposure

	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ in Lakh)	Gross NPAs (₹ in Lakh)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ in Lakh)	Gross NPAs (₹ in Lakh)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and allied Activities	32.25	-	-	5.81	-	-
2. Industry- Others	3,236.90	45.78	1.41%	1,127.57	7.80	0.69%
3. Services - Others	7,593.58	146.65	1.93%	1,182.30	-	0.00%
4. Personal Loans- Others	3,424.66	149.01	4.35%	1,925.21	50.10	2.60%
5. Others, if any- Others	-	-	-	-	-	-
	<b>14,287.39</b>	<b>341.43</b>	<b>2.39%</b>	<b>4,240.89</b>	<b>57.90</b>	<b>1.37%</b>

4) Intra Group Exposure

Category	Current year	Previous Year
No Such Exposure	-	-

5) Unhedged foreign currency exposure

Category	Current year	Previous Year
No Such Exposure	-	-

**B) Related Party Disclosure**

Related Party Items	Directors		Relative of Directors		Promoter Group		Key		Relatives of		Others*		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Maximum outstanding during the year														
Borrowings	40.00	71.50	-	-	49.50	-	-	-	-	-	19.00	70.00	108.50	141.50
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance outstanding at the year end</b>														
Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	3.65	0.53	-	-	-	-	3.65	0.53

\* Note : Company does not have any Parent/Subsidiary/Associate/joint venture company, therefore no separate disclosure of transaction required

**C) Disclosure of complaints****1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman.**

Sr. No	Particulars	Current Year	Previous Year
	<b>Complaints received by the NBFC from its customers</b>		
1	Number of complaints pending at beginning of the year	-	-
2	Number of complaints received during the year	16	12
3	Number of complaints disposed during the year	16	12
3.1	Of which, number of complaints rejected by the NBFC	-	-
4	Number of complaints pending at the end of the year	-	-
	<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
	<b>Maintainable complaints received by the NBFC from Office of Ombudsman</b>		
5.*	Number of maintainable complaints received by the NBFC from Office of	9,00	8,00
5.1.	Of 5, number of complaints resolved in favour of the NBFC by	9,00	8,00
5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
5.3	Of 5, number of complaints resolved after passing of Awards by	-	-
6.*	Number of Awards unimplemented within the stipulated time	-	-

## 2) Top five grounds of complaints

Grounds of complaints, (i.e. complaints relating to)	Number of complaints					
	1	2	3	4	5	6
	Current Year					
	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ (decrease) in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days	
CIBIL related	-	10	11	0	0	0
Loan related	-	5	25	0	0	0
Operation related	-	5	150	0	0	0
Collection related	-	3	(25)	0	0	0
Loan settlement related	-	2	100	0	0	0
<b>Total</b>	-	<b>25</b>	<b>25</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Previous Year					
CIBIL related	-	9	12.50	0	0	0
Loan related	-	4	100.00	0	0	0
Operation related	-	2	-	0	0	0
Collection related	-	4	100.00	0	0	0
Loan settlement related	-	1	-	0	0	0
<b>Total</b>	-	<b>20</b>	<b>66.00</b>	<b>0</b>	<b>0</b>	<b>0</b>

**36. Public disclosure on Liquidity Risk for the year ended March 31, 2023**

(i) Funding concentration based on significant counterparty (both deposits and borrowings) :

Sr. No.	No of significant counterparties	Amount ( ₹ in Lakh)	% of Total Deposits	% of Total Liabilities
1	3	8,143.95	N.A	67.32%

(ii) Top 20 large Deposits :

Amount in ( ₹ in Lakh)	% of Total Deposits
N.A	N.A

Not Applicable as the Company is non deposit accepting NBFC.

(iii) Top 10 borrowings :

Amount in ( ₹ in Lakh)	% of Total Borrowings
11,797.45	99.72%

(iv) Funding contribution based on significant instrument / product

Sr. No.	Name of the instrument / product	Amount ( ₹ in Lakh)	% of Total Liabilities
1	Term Loan	8,143.95	67.32%

(v) Stock ratios : -

Sr. No.	Name of the instrument / product	Amount ( ₹ in Lakh)	% of Total Public Funds	% of Total Liabilities	% of Total Assets
1	Other Short term Liabilities	3,979.34	-	32.89%	24.95%



**Note No. 37 RBI ECL disclosure requirements.**

Expected Credit Loss is calculated as below:

ECL = Exposure at Default \* Probability of Default \* Loss Given Default Category Loans (₹ In Lakh) Estimated PD Expected LGD ECL (₹ In Lakh)

Category	Loan (₹ in Lakh)	Estimated PD	Expected LGD	ECL (₹ in Lakh)
Stage 1 (0-30')	13,345.00	0.50%	50%	33.36
Stage 2 (31-90')	600.95	1.00%	50%	3.00
Stage 3 (90+)	341.43	25.00%	50%	42.68
<b>Grand Total</b>	<b>14,287.39</b>			<b>79.05</b>

(₹ in Lakh)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	13,345.00	33.36	13,311.64	33.36	-
Standard	Stage 2	600.95	3.00	597.95	1.50	1.50
Subtotal		13,945.96	36.37	13,909.59	34.86	1.50
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	341.43	42.68	298.76	44.24	-1.56
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful						
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		341.43	42.68	298.76	44.24	-1.56
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 2	-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 3	-	-	-	-	-
Subtotal						
<b>Total</b>	<b>Stage 1</b>	13,345.00	33.36	13,311.64	33.36	-
<b>Total</b>	<b>Stage 2</b>	600.95	3.00	597.95	1.50	1.50
<b>Total</b>	<b>Stage 3</b>	341.43	42.68	298.76	44.24	-1.56
<b>Total</b>	<b>Total</b>	14,287.39	79.05	14,208.34	79.10	-0.06

38. The Previous year figure have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosure for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

M/s A C Gupta & Associates  
CHARTERED ACCOUNTANTS  
F.R. NO. 008079N

A C Gupta  
(PARTNER)  
M.No 008565  
Date : 17th May 2023  
Place : Ghaziabad

For and on behalf of the Board of Directors

Krishan Kumar  
Director  
DIN:00004181

Vinay Kumar Chawla  
Whole Time Director  
DIN: 02618168

Anupriya Ojha  
Company Secretary

Sunil Gupta  
Chief Financial Officer