

**SHORTER NOTICE OF THE (07/2024-25) BOARD MEETING**

To,
The Board of Directors,
Capital Trade Links Limited
102-103, First Floor, Surya Kiran Building
19 K.G. Marg, Connaught Place, Delhi -110001

Dear Sir/Ma'am,

Notice is hereby given that the **07th Meeting (07/2024-25) of the Board of Directors** of Capital Trade Links Limited will be **held on Friday, 07th day of February, 2025 at 04:00 P.M. through video conferencing** at the venue deemed to be the registered office of the company situated at 102-103, First Floor, Surya Kiran Building, 19 K.G. Marg, Connaught Place, New Delhi - 110001. The agenda of the business to be transacted at the Meeting is enclosed with this notice.

Meeting shall be conducted through Electronic Mode, and the link to attend the meeting shall be forwarded on the date of the meeting.

In case you desire to participate through physical mode, please send a confirmation in this regard to Ms. Kunika Agarwal, E-mail: cs@capitaltrade.in, Tel No. +91 9582952614 at least one day before the date of meeting, in order to make necessary arrangements.

Kindly make it convenient to attend the meeting.

By order of the Board of
For Capital Trade Links Limited

Sd/-
Vinay Kumar Chawla
(Whole Time Director)
DIN: 02618168

Date: 05.02.2025
Place: Delhi

Encl: Agenda

**AGENDA FOR THE MEETING (07/2024-25) OF THE BOARD OF DIRECTORS OF THE COMPANY**

Day : Friday
Date : 07.02.2025
Time : 04:00 P.M.
Venue/Mode : Electronic Mode/Video Conferencing

| ITEM. NO. | PARTICULARS/AGENDA ITEMS |
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| 1. | Chairman of the meeting. |
| 2. | Ascertainment of quorum and Leave of Absence, if any. |
| 3. | Confirmation of the minutes of the previous meeting of the Board of Directors. |
| 4. | Noting of Minutes of the Board Committees meeting. |
| 5. | To take note of appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as the Additional (Non-Executive, Independent) director on the Board of the company. |
| 6. | To consider and take note of disclosure of interest and declaration as received from the Mr. Sanjeev Kumar Sapra to comply with the provisions of the Companies Act, 2013 |
| 7. | To consider and re-constitute the Board Committees of the company |
| 8. | To consider and approve the Unaudited Financial Results for the quarter and Nine Months ended December 31, 2024. |
| 9. | To Review and Approve the Internal Audit Report for the quarter ended December 31, 2024. |
| 10. | To take note of the Investor Complaints Report submitted to the Stock Exchange for the quarter ended December 31, 2024. |
| 11. | To take note of the Corporate Governance Report, submitted to the Stock Exchange for the quarter ended December 31, 2024. |
| 12. | To consider and discuss the compliance report for the Quarter ended December 31, 2024. |



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| 13. | To consider and approve the expenditure on CSR by the company. |
| 14. | To consider and approve the proposal for issue of bonus equity shares to the shareholders of the Company, subject to their approval. |
| 15. | To Approve the draft notice for convening the postal ballot of the company. |
| 16. | To approve the cut-off date for the Postal Ballot Notice |
| 17. | To appoint M/s Atiuttam Singh & Associates, Practicing Company Secretaries, as Scrutinizers for conducting the Postal Ballot |
| 18. | To appoint M/s. Mas Services Limited for conducting postal ballot through e-voting |
| 19. | Any other item, if any, with the permission of the Chairman. |

**NOTES ON AGENDA FOR THE SEVENTH BOARD MEETING****ITEM NO. 1: CHAIRMAN**

Mr. Krishan Kumar, Chairman of the company shall preside as Chairman of the meeting and proceed further to duly convene the meeting.

ITEM NO. 2: ASCERTAINMENT OF THE QUORUM & LEAVE OF ABSENCE, IF ANY

The meeting will be called to order, If the requisite quorum will be present at the meeting. The Chairman will be requested to grant leave of absence, received if any.

ITEM NO.3: CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING

Minutes of the previous Board meeting shall be considered and signed by the Chairman of the meeting.

ITEM NO. 4: NOTING OF MINUTES OF BOARD COMMITTEES MEETING

The Board members shall take note of the minutes of the previous Board committee meetings.

ITEM NO. 5: TO TAKE NOTE OF APPOINTMENT OF MR. SANJEEV KUMAR SAPRA (DIN: 10842495) AS AN ADDITIONAL (NON-EXECUTIVE, INDEPENDENT) DIRECTOR ON THE BOARD OF THE COMPANY.

The Board members are requested to take note of the Resolution passed by circulation in respect of the appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Additional (Non-Executive, Independent) Director on the board of the company w.e.f January 03,2025.

ITEM NO. 6: TO CONSIDER AND TAKE NOTE OF DISCLOSURE OF INTEREST AND DECLARATION AS RECEIVED FROM THE MR. SANJEEV KUMAR SAPRA TO COMPLY WITH THE PROVISIONS OF THE COMPANIES ACT, 2013

In accordance with Section 164 and 184(1) of the Companies Act, 2013 ("the Act"), declarations in form DIR-8 and MBP-1 are received from Mr. Sanjeev Kumar Sapra (DIN: 10842495) will be placed before the board, the board is requested to take note of the same.

ITEM NO. 7: TO CONSIDER AND RE-CONSTITUTE THE BOARD COMMITTEES OF THE COMPANY

The Board is hereby informed that due to resignation of Mr. Ram Parvesh Yadav from the Board/Committee(s) and Appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) in the Board/Committee(s) of the Company, composition of the committee is required to be re- constituted.

**ITEM NO. 8: TO CONSIDER AND APPROVE THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024**

The Chairman shall present the Unaudited Financial Result for the quarter and Nine Months ended December 31, 2024 before the Board members of the company. The recommendation of Audit Committee shall also be placed before the Board.

The Board will be requested to consider and approve the Un-Audited Financial Results of the Company for the quarter and Nine Months ended on December 31, 2024 notes thereof and significant/ material comments, transactions etc. and thereafter to pass the following resolution:

“RESOLVED THAT in compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the un-audited results for the quarter and Nine Months ended December 31, 2024 duly reviewed by the Audit Committee be and is hereby approved.

RESOLVED FURTHER THAT any Director or Company Secretary, of the Company, be and is hereby authorised to sign and submit the unaudited results along with Limited review report thereon by the statutory auditors of the company to the Stock Exchange within the prescribed time from the conclusion of this meeting and to do all such acts and deeds, including filing the results with Stock Exchange, as may be necessary in this regard.”

ITEM NO. 9: TO REVIEW AND APPROVE THE INTERNAL AUDIT REPORT FOR THE QUARTER ENDED DECEMBER 31, 2024.

The Board Members are requested to review and approve the Internal Audit Report for the quarter ended December 31, 2024.

ITEM NO. 10: TO TAKE NOTE OF THE INVESTOR COMPLAINTS REPORT SUBMITTED TO THE STOCK EXCHANGE FOR THE QUARTER ENDED DECEMBER 31, 2024.

The Investor Complaints Report for the quarter ended December 31, 2024 shall be tabled before Board Members at their meeting for their perusal.

ITEM NO. 11: TO TAKE NOTE OF THE CORPORATE GOVERNANCE REPORT, SUBMITTED TO THE STOCK EXCHANGE FOR THE QUARTER ENDED DECEMBER 31, 2024.

The Corporate Governance Report for the quarter ended December 31, 2024 shall be tabled before Board Members at their meeting for their perusal.

ITEM NO. 12: TO CONSIDER AND DISCUSS THE COMPLIANCE REPORT FOR THE QUARTER ENDED DECEMBER 31, 2024.

Report on the Compliance for the quarter ended December 31, 2024 shall be tabled before Board Members at their meeting for their perusal.

**ITEM NO. 13: TO CONSIDER AND APPROVE THE EXPENDITURE ON CSR BY THE COMPANY**

The Board is hereby informed that, as per the provisions of the Companies Act, 2013, the company is obligated to allocate approximately Rs. 13,50,000/- towards Corporate Social Responsibility (CSR) initiatives, as it falls within the prescribed criteria under the Act. In this regard, the Board is requested to discuss and determine the appropriate CSR activities, in line with those outlined in Schedule VII of the Companies Act, 2013.

ITEM NO. 14 TO CONSIDER AND APPROVE THE PROPOSAL FOR ISSUE OF BONUS EQUITY SHARES TO THE SHAREHOLDERS OF THE COMPANY, SUBJECT TO THEIR APPROVAL

Board is hereby informed that Company witnessed significant business and profitability growth in FY24, thanks to the unwavering support of its stakeholders. To recognize the support of our stakeholder, following resolution is proposed to be passed by board

“RESOLVED THAT in accordance with the Section 63 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors and subject to regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”) i.e., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and modifications, if any, as may be specified while according such approvals, and subject to the approval of shareholders, consent of the board Members be and are hereby accorded for capitalization of Rs. 6,43,80,000/- (Rupees Six crore Forty Three Lakhs Eighty Thousand only) out of the securities premium account of the Company, as determined by the Board as may be necessary, for the purpose of issue of bonus equity shares in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Re. 1/- (Rupee One) each for every 1 (One) existing fully paid-up equity share of Re.1/- (Rupee One) each to the eligible Members of the Company whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the “Record Date” to be determined by the Board for this purpose, and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the Bonus Shares so issued shall be issued in dematerialized form only and shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company

RESOLVED FURTHER THAT the allotment of new equity shares to the extent that they relate to Non-Resident Members, Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India



under the Foreign Exchange Management Act, 1999, or any other Regulatory Authority, as may be necessary or applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus shares on the Stock Exchanges where the securities of the Company are presently listed as per provisions of the ICDR Regulations and Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board, be and is hereby authorized do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by Statutory Authority(ies) and deemed fit and proper.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.”

ITEM NO. 15: TO APPROVE THE DRAFT NOTICE FOR CONVENING THE POSTAL BALLOT OF THE COMPANY.

The board is hereby informed that as per regulation 17 of SEBI LODR Regulation approval of shareholders for appointment/re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment/re-appointment, whichever is earlier. As it is not possible to convene the General Meeting, therefore it is proposed to conduct Postal Ballot for taking approval of the shareholders of the Company for the re-appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) for a period of 5 consecutive years and to obtain the shareholder’s approval for issue of bonus shares via postal ballot/e-voting. The draft notice of the Postal ballot will be placed in the meeting of the board.

Board is requested to pass the following resolution

“RESOLVED THAT pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with relevant provisions of SEBI LODR Regulations, the draft of the Postal Ballot Notice together with its Explanatory Statement be and is hereby approved.

RESOLVED FURTHER THAT any of the director and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which are necessary for giving effect to this resolution.”

ITEM NO. 16: TO APPROVE THE CUT-OFF DATE FOR THE POSTAL BALLOT NOTICE.

A cut-off date for sending Postal Ballot Notice to the shareholders eligible for voting through Postal Ballot is required to be fixed. The Board members may consider and pass the following date as Cut-off date and pass the following resolution:



“RESOLVED THAT the Cut-off date for determining the eligible shareholders for dispatch of postal ballot notice and remote e-voting for the postal ballot shall be 07.02.2025.”

ITEM NO. 17: TO APPOINT M/S ATIUTTAM SINGH & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS SCRUTINIZERS FOR CONDUCTING THE POSTAL BALLOT

The Board members are being informed that pursuant to the provisions of the Companies Act, 2013, the Company is required to appoint a scrutinizer for conducting the Postal Ballot (including e-voting) process. Accordingly, it is proposed to appoint M/s Atiuttam Singh & Associates, Practicing Company Secretaries, as Scrutinizers for the purpose of conducting the Postal Ballot (including e-voting) in a fair and transparent manner.

The Board members may pass the following resolution unanimously:

“RESOLVED THAT pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Board be and is hereby accorded to appoint M/s Atiuttam Singh & Associates, Practicing Company Secretaries, as Scrutinizers for conducting the Postal Ballot in fair and transparent manner.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the above resolution.”

ITEM NO. 18: TO APPOINT M/S. MAS SERVICES LIMITED FOR CONDUCTING POSTAL BALLOT THROUGH E-VOTING

The Board members are informed that the Company is required to provide facility for voting by electronic means (“remote e-voting”) to all the shareholders of the Company to enable them to cast their votes electronically on the items to be approved by them and as mentioned in the Postal Ballot Notice. For this purpose, the Company has entered an arrangement with M/s. Mas Services Limited for facilitating remote e-voting to enable the shareholders to cast their votes electronically.

The Board is requested to take note of the same and pass the following resolution:

“RESOLVED THAT the consent of the Board be and hereby accorded to appoint M/s Mas Services Limited for providing e-voting facility platform to enable the shareholders to vote electronically at the ensuing Postal Ballot being conducted by the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the above resolution.”

**ITEM NO. 19: ANY OTHER ITEM, IF ANY, WITH THE PERMISSION OF THE CHAIRMAN.**

If any other business/es proposed to be placed before the Board then the same will be transacted accordingly with the permission of the chairman of the meeting.

**By order of the Board of
For Capital Trade Links Limited**

Sd/-

Mr. Vinay Kumar Chawla

(Whole Time Director)

DIN: 02618168

Date: 05.02.2025

Place: New Delhi