

**CAPITAL TRADE LINKS LIMITED****(CIN- L51909DL1984PLC019622)****Regd Office: B - 4, LGF Ashoka Niketan Delhi, India 110092****NOTICE OF POSTAL BALLOT****(Pursuant to Section 110 of the Companies Act, 2013)****(Read with Rule 22 of the Companies (Management and Administration) rules, 2014)**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (“THE RULES”) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR REGULATIONS)**

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with the circulars issued by Ministry of Corporate Affairs, including any statutory modifications, amendments or re-enactment(s) thereof for the time being in force, that the Resolution appended below is proposed to be passed by the Members of Capital Trade Links Limited (the “Company”) by means of postal ballot (“Postal Ballot”) only through electronic means (“remote e-voting”).

An Explanatory Statement pursuant to the provision of Section 102 of the Act and other applicable provisions of the Act, read with the respective Rules and the MCA Circulars, is annexed hereto for your consideration. The Postal Ballot Notice is also available on the website of the Company at [www.capitaltrade.in](http://www.capitaltrade.in).

This notice is in accordance with the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January, 2021, respectively and the Securities and Exchange Board of India (“SEBI”) also issued Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter collectively referred to as “the Circulars providing for specific manner in which postal ballot notice is to be issued in the current situation of Covid-19 pandemic (including any statutory modification(s) or re-enactment(s)”).



thereof, for the time being in force). In compliance with the requirements of the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The instructions for remote e-voting are appended to this Postal Ballot Notice. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

**IN COMPLIANCE WITH THE REQUIREMENTS OF THE ABOVE MCA CIRCULARS, HARD COPY OF POSTAL BALLOT NOTICE ALONG WITH POSTAL BALLOT FORMS AND PRE-PAID BUSINESS ENVELOPE IS NOT BEING DISPATCHED TO THE SHAREHOLDERS FOR THIS POSTAL BALLOT AND SHAREHOLDERS ARE REQUIRED TO COMMUNICATE THEIR ASSENT OR DISSENT THROUGH THE REMOTE E-VOTING SYSTEM ONLY.**

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 of the Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) to enable the Members to cast their votes electronically.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The e-voting facility is available at the link [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Please refer the instructions for e-voting given after the proposed Resolutions for the process and manner in which e-voting is to be carried out.

The remote e-voting period commences from IST 09.00 AM on Tuesday, November 08, 2022 and ends at IST 05.00 PM on Wednesday, December 07, 2022. The Scrutinizer will submit its report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before IST 05.00 PM on Friday, December 09, 2022. The said results along with the Scrutinizer's Report will be displayed at BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.capitaltrade.in](http://www.capitaltrade.in).



**CAPITAL TRADE**

**LINKS LTD.**

**CIN :L51909DL1984PLC019622**

Pursuant to Rule 22(5) of the Rules, the Board has appointed Mr. Atiuttam Prasad Singh, Practicing Company Secretary (Membership No. F8719), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of E-voting data. The result of the Postal Ballot / E-voting shall be declared within two working days of end of E-voting and upon receipts of report of the Scrutinizer and communicated to BSE and NSDL and shall also be displayed on the Company's website at [www.capitaltrade.in](http://www.capitaltrade.in).

By Order of the Board

**For Capital Trade Links Limited**

Sd/-

Vinay Kumar Chawla

DIN: 02618168

Chairperson

Place: Ghaziabad

Date: November 03, 2022

**SPECIAL BUSINESS:****ITEM NO. 1****TO RESCIND THE CONSOLIDATION OF SHARES**

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

**“RESOLVED THAT** the consent of the Members be and is hereby accorded to the Board of Directors to take the ‘Resolution No. 6 To Consider and Approve the Consolidation of Shares’ of the company passed at the Annual General Meeting of the Members of the company held through Video Conferencing (VC) on 23<sup>rd</sup> day of September 2021 at venue deemed to be the registered office of the company at 09:30 a.m., as rescinded with immediate effect.

**RESOLVED FURTHER THAT** the abovementioned Resolution No. 6 passed for consolidation of the entire authorised, issued, subscribed and paid up share capital of the company pursuant to Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, be and hereby rescinded with immediate effect and consequently the nominal value of each equity share of the company shall be changed from Rs. 10 (Rupees Ten only) to Re. 1 (Rupee One only).

**RESOLVED FURTHER THAT** any of the Director and Company Secretary of the Company be and is/are hereby severally authorized to apply and submit such application and forms and to sign, accept, execute, submit, deliver and undertake all the requisite documents, undertakings, agreements as required for rescinding the earlier resolution and do all such acts and execute all such documents as may require in connection with this subsequent resolution.”

**ITEM NO. 2****TO RESCIND THE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** the consent of the Members be and is hereby accorded to the Board of Directors to take the ‘Resolution No. 5 Alteration of Capital Clause of Memorandum of Association of the Company’, passed at the Annual General Meeting of the Members of the company held through Video Conferencing (VC) on 23<sup>rd</sup> day of September 2021 at venue deemed to be the registered office of the company at 09:30 a.m., as rescinded with immediate effect.

**RESOLVED FURTHER THAT** the Resolution No 5 passed for Alteration of Capital Clause of Memorandum of Association of Company pursuant to Section 13, Section 61 of the Companies Act,



2013 and the rules, regulations, orders and notifications issued thereunder (including any statutory modification or reenactment thereof, for the time being in force), read with the Articles of Association of the Company, be and hereby rescinded and consequently the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following:

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

**RESOLVED FURTHER THAT** any of the Director and Company Secretary of the Company be and is/are hereby severally authorized to apply and submit such application and forms and to sign, accept, execute, submit, deliver and undertake all the requisite documents, undertakings, agreements as required for rescinding the earlier resolution and do all such acts and execute all such documents as may require in connection with this subsequent resolution.”

By Order of the Board

**For Capital Trade Links Limited**

Sd/-

Vinay Kumar Chawla

DIN: 02618168

Chairperson

Place: Ghaziabad

Date: November 03, 2022

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
  2. The Postal Ballot is being conducted in compliance with all applicable provisions of the Act and rules made there under read with Circulars issued by the Ministry of Corporate Affairs (“MCA”).
  3. On account of the threat posed by COVID-19 and in line with the MCA circular and SEBI relaxations in this regard, the Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant and expresses its inability to dispatch the physical copy of Notice along with Postal Ballot Form and pre-paid business envelope to the Members. Accordingly, Members can vote only through the remote e-voting process.
  4. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Monday, October 31, 2022 only shall be entitled to avail the facility of e-voting.
  5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area Phase - II, New Delhi - 110 020, Email: [info@masserv.com](mailto:info@masserv.com).
- It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.
6. Members may please note that the Notice will also be available on the Company’s website at [www.capitaltrade.in](http://www.capitaltrade.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
  7. The Board of Directors of the Company has appointed Mr. Atiuttam Prasad Singh, Practicing Company Secretary (Membership No. F8719), as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
  8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically, instead of submitting the postal ballot form, and vote on their solutions through the e-voting service facility arranged by National Securities Depositories Limited (NSDL).
  9. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instruction relating to e-voting



in this Notice. Members are requested to cast their vote through the e-voting process not later than IST 05.00 PM on Wednesday, December 07, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on the close of business hours on Monday, October 31, 2022.

11. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e. Wednesday, December 07, 2022

12. All the material documents referred to in the Notice and Explanatory Statement will be open for inspection electronically from the date of circulation of this Notice until the last date specified for the receipt of votes through e-voting. Members seeking to inspect can send an e- mail to Company at [cs@capitaltrade.in](mailto:cs@capitaltrade.in)

13. The Scrutinizer's decision on the validity of e-voting shall be final.

14. The remote e-voting period commences from IST 09.00 AM on Tuesday, November 08, 2022 and ends at IST 05.00 PM on Wednesday, December 07, 2022. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director/Official(s) of the Company duly authorized, on or before Wednesday, December 09, 2022 and will also be displayed on the website of the Company [www.capitaltrade.in](http://www.capitaltrade.in), besides being communicated to the Stock Exchanges, where Equity Shares of the Company are listed.

## **15. GENERAL INFORMATION**

i There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.

ii Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

iii. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

## **16. VOTING THROUGH ELECTRONIC MEANS**

- a. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services.



The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL)

- b. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system
- c. The e-voting period commences from IST 09.00 AM on Tuesday, November 08, 2022 and ends at IST 05.00 PM on Wednesday, December 07, 2022. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently
- d. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, October 31, 2022. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, October 31, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@masserv.com](mailto:info@masserv.com).
- e. The Board of Directors has appointed Mr. Atiuttam Prasad Singh, Practicing Company Secretary (Membership No. F8719) as the Scrutinizer to scrutinize the voting during the remote e-voting process in a fair and transparent manner.
- f. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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

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

#### **Step 1: Access to NSDL e-Voting system**

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

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



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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="618 459 1443 995">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="618 1003 1443 1163">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="618 1171 1443 1793">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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="618 1801 1443 1879">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code</li></ol>



	<p>mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> 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 be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>



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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

<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 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 on NSDL e-Voting system.****How to cast your vote electronically on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [atiuttamsingh@gmail.com](mailto:atiuttamsingh@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 Mr. Amit Vishal, Senior Manager 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 [info@capitaltrade.in](mailto:info@capitaltrade.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@capitaltrade.in](mailto:info@capitaltrade.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](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.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013****ITEM NO. 1****TO RESCIND THE CONSOLIDATION OF SHARES**

In the Annual General Meeting held on 23<sup>rd</sup> day of September 2021 at 09.30 AM at venue deemed to be the registered office of the company, a Resolution no. 6 was passed by the Board of Directors of the Company for Consolidation of Shares, which is as under –

“RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, any other approval, consent, permission, sanction, etc. as may be required from any government or other authority, consent of the shareholders be and is hereby accorded for consolidation of the entire authorised, issued, subscribed and paid up share capital of the Company by increasing the nominal value of the equity shares from Re. 1 (Rupee One only) each to Rs. 10 (Rupees Ten only) each so that every ten equity shares with nominal value of Re. 1 (Rupee One only) each held by a member are consolidated and re-designated into one equity share with nominal value of Rs. 10 (Rupees Ten only) each.”

RESOLVED FURTHER THAT no member shall be entitled to a fraction of an equity share as a result of implementation of this resolution for consolidation of equity shares and the Company shall not issue any certificate or coupon in respect of any fractional equity shares. All fractional shares resulting from consolidation shall be aggregated into whole shares and shall be held in trust by the MAS SERVICES LIMITED (REGISTRAR AND TRANSFER AGENT), as trustee appointed by the Board (“Trustee”) for the benefit of the members, and share certificates shall be issued in the name of the Trustee. Such Trustee shall as soon as possible dispose the said whole shares to such person(s) as he may deem fit at his sole discretion, and the net sale proceeds from sale of such shares after adjusting the cost and expenses in respect thereof shall be distributed proportionately amongst the members who would otherwise be entitled to such fractional shares.

RESOLVED FURTHER THAT the consolidation of equity shares shall be determined on the basis of those shareholders whose names appear in the Register of Members as on the Record Date as may be fixed by the Board of Directors the Company in this regard (hereinafter referred to as the “Record Date”).

RESOLVED FURTHER THAT for members holding equity shares in physical form as on the Record Date, the share certificates for such equity shares be treated as cancelled from the Record Date and that fresh share certificates shall be issued for the fully paid consolidated Equity Shares to such members in accordance with the Companies (Share Capital and Debenture) Rules, 2014.

RESOLVED FURTHER THAT for members holding equity shares in dematerialised form as on the Record Date, their respective beneficiary accounts are credited with consolidated fully paid up equity shares in lieu of equity shares held as on the Record Date.”



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and matters as they may in their absolute discretion deem necessary, expedient or desirable for completing the consolidation of shares of the Exchange and giving effect to the foregoing resolution, including without limitation settlement of any questions, difficulties or doubts with respect to the foregoing resolution and/ or delegate any of their powers to such person, committee, etc. as may be authorised by the Board.”

We understand that the role of our shareholders has been pivotal in the expansion of company. Your Company has always considered the interest of shareholders of utmost importance.

The Board of Directors realized that the consolidation of shares, though originally proposed for the benefit of shareholders was resulting into seizure of voting rights of a significant number of Minority shareholders of the company which was against the corporate governance practices adopted by the company in letter and spirit.

Since the company firmly believes in shareholder democracy, we want to continue facilitating the practice of maximum participation of shareholders in growth of the company.

The Board, therefore, recommend the adoption of the said Item No 1 as a Special Resolution.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested in the passing of the resolutions, except to the extent of their shareholding in the Company, if any.

## **ITEM NO. 2**

### **TO RESCIND THE ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION.**

In the Annual General Meeting held on 23<sup>rd</sup> day of September 2021 at 09.30 AM at venue deemed to be the registered office of the company, a Resolution no. 5 was passed by the Board of Directors of the Company for Consolidation of Shares, which is as under –

“RESOLVED THAT pursuant to Section 13, Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules, regulations, orders and notifications issued thereunder (including any statutory modification or reenactment thereof, for the time being in force), read with the Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following:

“The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000/- (Seventy Lakhs) Equity Shares of Rs.10/- each.”

RESOLVED FURTHER THAT the amendment to the Memorandum of Association as aforesaid shall take effect upon and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from Re.1/- (Rupee One only) per Share to Rs. 10/- (Rupees Ten only) per share.



RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and is/are hereby severally / individually authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

The abovementioned alteration of Capital Clause V of the Memorandum of Association of the Company was required for the Consolidation of shares.

The Board of Directors now recommends that the resolution for the Consolidation of shares be rescinded, therefore the Board is seeking the consent of the members to delete the abovementioned alteration of Capital Clause V of the Memorandum of Association, thereby restoring in Memorandum of Association the original Capital Clause V which existed before passing the abovementioned Resolution No 5-

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

The Board, therefore, recommend the adoption of the said Item No 2 as an Ordinary Resolution.

The Directors, key management personnel or their relatives are concerned or interested financially or otherwise in the resolution only to the extent of number of shares held by them in the Company

By Order of the Board

**For Capital Trade Links Limited**

Sd/-

Vinay Kumar Chawla

DIN: 02618168

Chairperson

Place: Ghaziabad

Date: November 03, 2022