



**NOTICE OF 34<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Thirty Fourth Annual General Meeting of the Members of M/s Capital Trade Links Limited will be held on Friday, the 30<sup>th</sup> day of August, 2019 at B-4, LGF, Ashoka Niketan, New Delhi -110092 at 11.00 a.m. to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended March 31, 2019, including the audited Balance Sheet, 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.
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.
3. Appointment of M/s. A. C. Gupta & Associates, Chartered Accountants as the Statutory Auditor of the company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any re-enactment or modification thereto), and pursuant to recommendation of Audit Committee, M/s. A. C. Gupta & Associates, Chartered Accountants, with registration number 008079N, be and are hereby re-appointed as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this Annual General Meeting until the conclusion of Thirty Ninth Annual General Meeting of the company to be held in year 2024, at a remuneration of Rs. 60,000 p.a. as determined by the Board of Directors in consultation with the Audit committee including reimbursement of all out of pockets expenses in connection with the audit of the accounts of the Company.”

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Registered Office : Capital House, B-4, LGF, Ashoka Niketan, Delhi-110092

Corporate Office : 3/1/4, Site-4, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh-201010

Ph. : 0120-4882133, M. : 7042353322, E-mail : info@capitaltrade.in, Website : www.capitaltrade.in



**CAPITAL TRADE**

**LINKS LTD.**

CIN : L519090DL1984PLC019622

**SPECIAL BUSINESS:**

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

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

**“RESOLVED THAT** pursuant to provisions of Section 62(1)(c), Section 42 and other applicable provisions, of the Companies Act, 2013, if any, and pursuant to the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009 (SEBI ICDR Regulations, 2009), as in force and subject to other applicable Rules, Regulations and Guidelines issued by Securities and Exchange of India (SEBI) from time to time and enabling provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) as amended and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory/regulatory authorities, Stock Exchange(s), SEBI, institutions or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) including the Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the conferred by this resolution), consent of the members of the Company be and are hereby accorded to the Board to create, offer, issue, allot and deliver, from time to time in one or more tranches, 10000000 crore (One crores) Equity warrants on a preferential basis to the Promoters/Promoter Group and Non-Promoters entitling the holder of each warrant, from time to time to convert/apply and for obtaining allotment of one equity shares against such warrant (hereinafter referred to as “warrants”) in such a manner and at such price, terms and conditions as may be

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determined by the Board in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations") (including any amendments thereto or re-enactment thereof) or other provisions of law as may be prevailing at the time, provided that the price (inclusive of premium) of the Warrant so issued shall not be less than the minimum price arrived at in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the aforesaid issue of warrants shall be on following terms & conditions:

1. The "Relevant Date" in relation to the issue of warrants in accordance with the SEBI (ICDR) Regulations would be Wednesday, 31<sup>st</sup> July, 2019 being the date 30 days prior to the date of passing of this resolution by the members of the Company at the AGM being held on Friday, 30<sup>th</sup> August, 2019.
2. In accordance with the provisions of Regulation 167 of SEBI ICDR Regulations, the specified securities, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to Equity warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of three years from the date of trading approval granted.

Provided that not more than twenty percent of the total capital of the issuer shall be locked-in for three years from the date of trading approval.

Provided further that equity shares allotted in excess of the twenty percent shall be locked-in for one year from the date of trading approval.

3. The specified securities allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of one year from the date of trading approval.

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4. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of allotment of such securities.

**RESOLVED FURTHER THAT** the resultant equity shares to be allotted on conversion of warrants in terms of this resolution shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and listing thereof with the Stock Exchange as appropriate, filing of requisite forms with Registrar of Companies and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/ Officers of the Company to give effect to the aforesaid resolution.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. TO CONSIDER AND APPROVE BORROWING POWERS OF THE COMPANY U/s 180(1)(c) OF THE COMPANIES ACT, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Company's Bankers and/ or from any one or more other persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the company (apart from temporary loans obtained from the company 's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves that is to say, reserves not set apart for any specific purpose such that the total borrowing shall not exceed Rs. 50 Crores (Rupees Fifty Crores Only) excluding of any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the directors may think fit.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers and agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its committee(s)/director(s) or any officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”

**By Order of the Board  
For CAPITAL TRADE LINKS LIMITED**

Sd/-

**Place: Delhi  
Date: 30.07.2019**

**Vanshita Sharma  
(Company Secretary)**

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS' UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.**
- 2) Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- 4) Members/Proxies/Authorized Representatives should bring the duly filled Attendance Slips enclosed to attend the meeting.
- 5) Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 forms part of this notice.
- 6) Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of appointment / re-appointment of directors is furnished and forms a part of the notice.
- 7) Shareholders are requested to bring their copies of the Annual Report to the Annual General Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue of the Annual General Meeting.
- 8) Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH 13, duly filled in to the RTA. The prescribed form can be obtained from the RTA/DPs as well as downloaded from the company's website, [www.capitaltrade.in](http://www.capitaltrade.in)

- 9) SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their respective DPs. Members holding shares in physical form shall submit their details to RTA.
- 10) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA for consolidation into a single folio. 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.
- 11) In terms of the provisions of Section 152 of the Act, Mr. Krishan Kumar, Director of the company, retire by rotation at the Meeting. The Board of Directors of the Company recommend their respective re-appointments for the approval of the Members.
- 12) Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialised. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
- 13) A member desirous of seeking any information on the accounts or operations of the Company or any other issue/ matter emanating from the Annual Report is requested to forward his / her query in writing to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.**
- 14) Members holding shares in electronic form are requested to direct change of address notifications and updates of Saving Bank details to their respective Depository Participant(s). Members, holding shares in physical form, are requested to notify change of address, if any, to the share transfer agent (i.e. MAS services Limited) of the Company on or before 23<sup>rd</sup> August, 2019
- 15) Members who wish to claim dividends, which have remained unclaimed, are requested to correspond with the Registrar and Transfer Agent and Company Secretary at the registered office of the company. Pursuant to Section 124 of the Companies Act, 2013, the dividend amounts which remain unpaid/ unclaimed for a period of seven years, are required to be transferred to the Investor Education and



Protection Fund (IEPF) of the Central Government. After such transfer no claim of the members whatsoever shall subsist on the said amount.

- 16) To promote green initiative, Members holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, MAS Services Ltd., Delhi.
- 17) Voting through electronic means :- In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called 'the Rules' for the purpose of this Section of the notice) and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on 23<sup>rd</sup> August, 2019 (End of Day) being the cut-off date ('Record date' for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited. The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 23<sup>rd</sup> August, 2019 i.e. cut-off date for the purpose. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The instructions to E-voting form part of Notice.
- 18) The E-voting period commences on 27<sup>th</sup> August, 2019 from 09: 00 am to 29<sup>th</sup> August, 2019 to 05:00 pm.
- 19) M/s Atiuttam Singh & Associates, Practicing Company Secretary (Membership No. FCS-8719 & CP No. 1333), 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.
- 20) Annual Report for the Financial Year 2018-19 including notice of 34<sup>th</sup> AGM and instructions to E-voting, along with Attendance Slips and Proxy Forms are being sent on Email IDs of those members whose E-mail IDs are registered with the Depository Participant(s)/Company, unless a member has requested for a physical copy of the same. The Documents shall be sent through permitted mode to all members holding shares in physical mode.
- 21) Documents referred to in the notice and the explanatory statement shall be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 9.00 a.m. to 12.00 p.m. except Saturdays, Sundays and public holidays, up to the date of the meeting. The Annual Report shall also be available on company's website i.e. [www.capitaltrade.in](http://www.capitaltrade.in).

## **The procedure and instructions for e-voting:**

### **1. For members who receive notice of annual general meeting through e-mail:**

- a) Open e-mail and open PDF file viz. 'CTL-e-Voting.pdf' with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>.
- c) Click on Shareholder-Login.
- d) Put user ID and password as initial password noted in step (i) above. Click Login.
- e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g) Select , EVEN of , Capital Trade Links Limited.
- h) Now you are ready for remote e-voting as Cast Vote page opens. Voting period commences from 27<sup>th</sup> August, 2019 at 9:00 A.M. and ends on 29<sup>th</sup> August, 2019 at 5:00 P.M.
- i) Cast your vote by selecting appropriate option and click on Submit and also Confirm when prompted.
- j) Upon confirmation, the message ,Vote cast successfully' will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer

through email to [atiuttamsingh@gmail.com](mailto:atiuttamsingh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**2. For members who receive the notice of annual general meeting in physical form:**

- a) Members holding shares either in Demat or physical mode, who are in receipt of notice in physical form, may cast their votes using the e-voting facility, for which the User Id and Initial password is provided on the attendance slip. Please follow steps from Sr. No. (a) to (I) under heading A above to vote through e-voting platform.

**3. Voting facility at Annual General Meeting:**

- a) In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

**4. General Instructions:**

- a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- b) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using, Forgot User Details/Password option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- d) Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19<sup>th</sup> August, 2018 may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.
- e) A member may participate in the AGM even after exercising his right to vote through remote e-voting.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013;**

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the items of Special Business specified in Item no. 4 of the Notice of the Meeting.

### **ITEM No: 4**

#### **To Consider and approve the issuance of Equity Warrants to Promoters and Non-Promoters.**

In order to fund the long term requirements of the Company and for general purposes, it is proposed to issue up to 10000000 crore (One Crore Only) Equity Warrants on preferential basis to the Promoters, Promoter Group of the Company and Non-Promoters, entitling the warrant holders to apply for equivalent number of fully paid equity shares of the Company in accordance with the regulations for preferential issues contained in Chapter V of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations").

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 ("the Act") any preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution. Further, in terms of Regulation 163 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement. Details of the Issue are as under

1. The allotment of the Warrants is subject to the Proposed Allottee not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottee has affirmed that the said allottee has not sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date.
2. **Object of the issue:** The proceeds of the preferential issue of Warrants will be utilized by the Company for meeting the long term working capital requirements and general corporate purposes.
3. **Intention of Promoters / Directors / Key Management Personnel to subscribe to the preferential issue:**

Mr. Vinay Kumar Chawla, and Mr. Krishan Kumar, Directors of the Company has not participated/subscribed to Equity Warrants. The existing promoters' and management team will continue to remain in the management of the Company.

Further, the composition of the present Board of Directors is not expected to undergo any change.

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

S.No.	Category	Pre-issue shareholding as on 30.07.2019		Post issue Shareholding	
		No. of Equity Shares held	% of shareholding	No. of Equity Shares held	% of shareholding
<b>A.</b>	<b>Promoters Shareholding</b>				
<b>1.</b>	<b>Indian Promoters</b>				
	a)Individual	19538305	38.33	19638305	32.20
	b)Bodies Corporate	0	0	780000	1.28
<b>2.</b>	<b>Foreign Promoters</b>	0	0	0	0
	<b>Sub Total (A)</b>	<b>19538305</b>	<b>38.33</b>	<b>20418305</b>	<b>33.48</b>
<b>B.</b>	<b>Public Shareholding</b>				
<b>1.</b>	<b>Institutional Investors</b>				
	a)Mutual Funds	0	0	0	0
	b)Venture Capital Funds	0	0	0	0
	c)Alternate Investment Funds	0	0	0	0
	d)Foreign venture Capital Investors	0	0	0	0
	e)Foreign Portfolio Investors	0	0	0	0
	f)Financial Institutions/Banks	0	0	0	0
	g)Insurance Companies	0	0	0	0
	h)Provident Funds/Pension Funds	0	0	0	0
	<b>Any Other Sub Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Central Government/Statement Government(s)/ President of India</b>	0	0	0	0
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>3.</b>	<b>Non -Institutions</b>				
<b>a)</b>	i.)Individual Shareholders holding nominal share capital up to `2.00 lakhs	12083170	23.70	12083170	19.81
	ii)Individual Shareholders holding nominal share capital in excess of `2.00 lakhs	12034295	23.61	14704295	24.11
<b>b)</b>	NBFCs Registered with RBI	0	0	0	0
<b>c)</b>	Employee Trusts	0	0	0	0
<b>d)</b>	Overseas Depositories(Holding DRs)(Balancing figure	0	0	0	0
<b>e)</b>	Any Other:				
	i)Trusts	0	0	0	0
	ii)Alternate Investment Fund	0	0	0	0
	iii)Non Resident Indians repeat	75014	0.15	75014	0.12
	iv)Clearing Members	803839	1.58	803839	1.32
	v)Non Resident Indian Non Reparable	12006	0.02	12006	0.02
	vi)Bodies Corporates	6433371	12.62	12883371	21.14
	vii)IEPF	0	0	0	0
	<b>Sub Total (B) (3)</b>	<b>31441695</b>	<b>61.67</b>	<b>40561695</b>	<b>66.52</b>
	<b>Total Public Shareholding (B)=(B1+B2=B3)</b>	<b>31441695</b>	<b>61.67</b>	<b>40561695</b>	<b>66.52</b>
<b>C</b>	<b>Non Promoter-Non Public Shareholders</b>				
<b>1.</b>	Custodian/DR Holder	0	0	0	0
<b>2</b>	Employee Benefit Trustee (Under SEBI(Share based Employee Benefits)Regulations,2014	0	0	0	0
	<b>Total Non Promoter-Non Public Shareholder (C=C1+C2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total (A+B+C)</b>	<b>50980000</b>	<b>100</b>	<b>60980000</b>	<b>100</b>

Note: The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 30.07.2019. The Post issue shareholding pattern has been arrived at considering the following:

- a. Conversion of 880000 Equity Warrants which are proposed to be issued pursuant to this resolution to Promoters and Promoters Group and,

- b. Conversion of 9120000 Equity warrants which are proposed to be issued pursuant to this resolution to Non-Promoters.

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

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

**6. Identity of proposed allottee(s), percentage of expanded capital to be held by them:**

There will not be any change in the management control of the Company on account of this proposed preferential allotment except change in the shareholding pattern as well as voting rights

S.No.	Name of the Allottee	Ultimate Beneficial Owners	Pre-Issue Equity Holding		No. of Warrants to be allotted	Post issue Equity Holding(after exercise of Warrants)	
			No. of Shares	%		No. of Shares	%
1.	M/s Crossways Vertical Solutions Private Limited	Ms. Preeti Gupta and Mr. Sunil Kumar Gupta	0	0	250000	250000	0.41
2.	M/s Masatya Technologies Private Limited	Mr. Krishan Kumar	0	0	780000	780000	1.28
3.	M/s P-net Solutions Limited	Mr. Abhishek Kumar, Mr. Gopal Mittal, Mr. Gurdas Kalra, Ms. Sunita Arora, Ms.	334385	0.66	2000000	2334385	3.83

		Vanisha Arora, Mr. Vinay Arora, Mr. Vivek Arora						
4.	M/s Reurja Solutions Private Limited	Mr. Vinay Kumar Chawla	0	0	300000	300000	0.49	
5.	M/s SBC Exports Limited	Mr. Govind Ji Gupta	0	0	1500000	1500000	2.46	
6.	M/s SBC Finmart Limited	Mr. Govind Ji Gupta	0	0	600000	600000	0.98	
7.	M/s SBC Infotech Limited	Mr. Govind Ji Gupta	0	0	500000	500000	0.82	
8.	M/s SBC Micro Finance Limited	Mr. Govind Ji Gupta	0	0	350000	350000	0.57	
9.	M/s Sygnific RD Solutions Private Limited	Mr. Vinay Kumar Chawla	1910779	3.75	250000	2160779	3.54	
10.	M/s Vipul Fininvest Limited	Mr. Anil Ram	0	0	450000	450000	0.74	
11.	M/s VKC Corporate Solutions Private Limited	Mr. Vinay Kumar Chawla	3391021	6.65	250000	3641021	5.97	

#### **7. Lock In Requirements:**

The shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.

#### **8. Issue Price:**

The warrants will be issued at a price (including premium) not lower than the minimum price as stipulated in Chapter V of SEBI (ICDR) Regulations.

#### **9. Auditors' Certificate:**

M/s. A.C. Gupta & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate shall be placed before the AGM being held on 30<sup>th</sup> August, 2019.



**10. Relevant Date:**

"Relevant Date" in relation to the issue of warrants in accordance with the SEBI(ICDR) Regulations, would be Wednesday, 31<sup>st</sup> July, 2019 being the date 30 days prior to the date of passing of this resolution.

**11. Other terms of issue of warrants:**

- a) In accordance with the provisions of Regulation 169 of SEBI ICDR Regulations, 25% (Twenty Five Percent) of the consideration payable for the Warrants, shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant.
- b) In accordance with the provisions of SEBI ICDR Regulations, the tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. The warrants under this preferential offer and resultant equity shares proposed to be issued to Promoters / Promoter Group and Non-Promoters upon exercise of entitlements against such warrants shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI (ICDR) Regulations (including any amendments thereto or re-enactment thereof/-, any time after the date of allotment of warrants but on or before the expiry of 18 months from the date of allotment of such warrants.
- c) The Warrant holder shall be entitled to exercise any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of shares to the Warrant holder.
- d) If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire
- e) Upon exercise of the rights to apply for equity shares, the warrant holders will be liable to make the payment of the balance amount of the issue price. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such

warrants shall stand forfeited. The equity shares arising out of conversion of warrants pursuant to the resolution shall rank pari-passu in all).

- f) The Warrants by itself until exercised and equity shares allotted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder of the Company.

**12. The Company hereby undertakes that:**

- a) It would re-compute the price of the securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, etc., such shares shall be offered to the existing members of the Company in the manner laid down in Section 62, unless the members decide otherwise by passing a Special Resolution. The Board of Directors recommends the resolution as set out in item no. 4 of this notice for the issue of warrants by way of Special Resolution.

**ITEM No: 5**

**To consider and approve Borrowing Powers of the Company u/s 180(1)(c) of the Companies Act, 2013**

The company requires to borrow funds from time to time to meet both its short terms and long term business objectives, from various external agencies like banks, bodies corporate, individuals or other kind of lenders. According to section 180(1)(c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of the paid up capital and free reserves of the company, except with the consent of the members. The company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowings to Rs. 50 Crores.

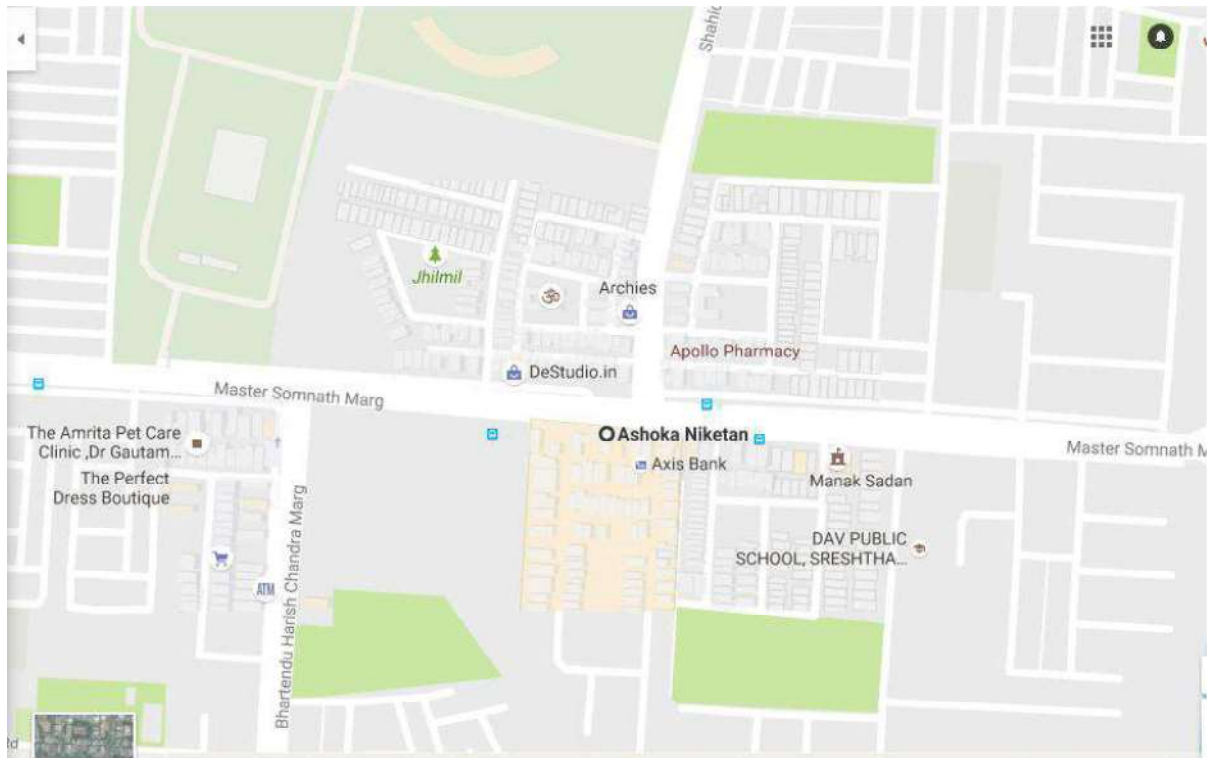
It is recommended that the resolution be passed as special resolution. None of the directors is interested or concerned in the resolution.

**By Order of the Board  
For CAPITAL TRADE LINKS LIMITED**

Sd/-  
**Vanshita Sharma**  
Company Secretary

**Place: New Delhi**  
**Date: 30.07.2019**

# ROUTE MAP FOR AGM VENUE



## ANNEXURE TO NOTICE

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 34<sup>th</sup> ANNUAL GENERAL MEETING

DIRECTOR'S DETAILS	Mr. Krishan Kumar (DIN: 00004181)
i. Date of Birth/age	15.11.1969/ 49 years
ii. Qualifications	B.Com, FCS, LLB
iii. Experience	More than 20 years
iv. Terms and Conditions of Re-appointment	N.A.
v. Details of Remuneration sought to be paid	Sitting fee as determined by the Board
vi. Last Remuneration drawn	N.A
vii. Date of first appointment on the Board	14.12.2018
viii. No. of shares held	19,80,931
ix. Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
x. No. of Board Meetings attended/ held during Financial Year 2018-19	6 (Six)
xi. Directorships held in other companies	Nil
xii. Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2019	
a) Audit Committee	Nil
b) Stakeholders' Relationship Committee	Nil
c) Risk Management Committee	Nil

**CAPITAL TRADE LINKS LIMITED**  
**(CIN - L51909DL1984PLC019622)**  
Regd. Office – B-4, LGF ASHOKA NIKETAN, NEW DELHI-110092  
Website – [www.capitaltrade.in](http://www.capitaltrade.in) Email – [info@capitaltrade.in](mailto:info@capitaltrade.in)

## ATTENDANCE SLIP FOR 34<sup>th</sup> ANNUAL GENERAL MEETING

(To be handed it over at venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder of Capital

DP ID*		Folio No.	
Client ID*		No of Shares	

\* Applicable for investors holding shares in electronic form

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> day of August, 2019 at 11:00 A.M. at B-4, LGF, Ashoka Niketan, New Delhi - 110092.

Name and Address of Member

Signature of Shareholder/  
Proxy/Representative  
(Please Specify)

**Note:**

1. Shareholders/ Proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the venue, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

# PROXY FORM

## Form No. MGT-11

### Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN	L51909DL1984PLC019622
Name of the Company	Capital Trade Links Limited
Registered office	B - 4, LGF Ashoka Niketan, New Delhi- 110092, India
Name of the Member(s)	
Registered Address	
Email Id	
Folio No / Client ID	
DP	

I/ We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1	Name			
	Address			
	E- Mail ID		Signature	
	or failing him			
2	Name			
	Address			
	E- Mail ID		Signature	
	or failing him			

3	Name			
	Address			
	E- Mail ID		Signature	
	Or failing him			

As my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 34<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> day of August, 2019 at 11:00 A.M. at B-4, LGF, Ashoka Niketan, New Delhi - 110092 and at any adjournment thereof in respect of such resolution as are indicated below:

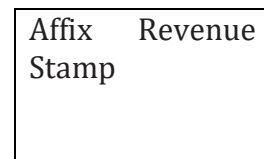
Resolution No.	Description	For	Against	Abstain
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the audited standalone financial statements of the company for the financial year ended March 31, 2019, including the audited Balance Sheet, the statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the board of directors and the auditors thereon.			
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.			
3.	Appointment of M/s. A. C. Gupta & Associates, Chartered Accountants as the Statutory Auditor of the company			

<b>Special Business</b>				
1.	To consider and approve the issuance of Equity warrants to promoters and non-promoters			
2.	To consider and approve borrowing powers of the Company u/s 180(1)(c) of the Companies Act, 2013			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.