



CAPITAL TRADE LINKS LIMITED
(CIN: L51909DL1984PLC019622)
Regd. Office: 102-103, First Floor, Surya Kiran Building, 19 K.G. Marg, Connaught
Place, New Delhi - 110001,
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NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, including General Circular No. 09/2024 dated September 19, 2024 issued by the MCA (collectively the 'MCA Circulars') for seeking approval of the shareholders for the special businesses as set out hereunder by passing a Special Resolution or Ordinary Resolution as the case may be, by way of postal ballot through remote electronic voting ('remote e-voting') only.

Pursuant to provisions of Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of MAS Services Limited ('RTA') for the purpose of providing remote e-voting facility to its members. This Notice is also available on the website of the Company www.capitaltrade.in.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Thursday, March 13, 2025. The remote e-voting facility will be disabled by M/s MAS Services Limited immediately thereafter.

The Board of Directors has appointed Mr. Attiuttam Prasad Singh, Practicing Company Secretary (FCS No. 8719, CP No. 13333), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, March 18, 2025 and will be displayed on the Company's website at www.capitaltrade.in and on the website of NSDL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPOINT MR. SANJEEV KUMAR SAPRA (DIN:10842495) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), read with Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) who was appointed as an Additional (Independent) director w.e.f January 03, 2025 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f. January 03, 2025.

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

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to submit requisite e-form or documents/information with Registrar of Companies or with Stock Exchange or the concerned authorities as the case may be.”

ITEM NO.2 TO CONSIDER AND APPROVE THE PROPOSAL FOR ISSUE OF BONUS EQUITY SHARES TO THE SHAREHOLDERS OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“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, consent of Members be and is hereby accorded to the board of Directors of the Company for capitalization of Rs. 6,43,80,000/- (Rupees Six crore Forty Three Lakhs Eighty Thousand only) out of the securities premium account and / or general reserve and / or retained earnings or/ Free reserves of the Company, as may be considered necessary, for the purpose of issue and allotment 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 issued 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 in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

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 Bombay Stock Exchanges (BSE) 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.”

**By Order of the Board of Directors
For Capital Trade Links Limited**

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

**Place: Delhi
Date: February 07, 2025**

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and Section 110 of the Act read with Rule 22 of the Rules, in respect of the proposed Ordinary & Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. **In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, February 07, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.**
3. Only those members whose names are appearing in the Register of members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
4. 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 email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. This Postal Ballot Notice will also be available on the Company's website at www.capitaltrade.in, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com (the Authorized agency for providing remote e- voting facility).
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address with the Company's RTA by sending an email at investor@masserv.com along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the member.
7. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, February 12, 2025 and ends at 5:00 p.m. (IST) on Thursday, March 13, 2025.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by the RTA upon expiry of the aforesaid period.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, March 13, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to www.capitaltrade.in mentioning his / her / its folio number / DP ID and Client ID.

11. PROCEDURE FOR E-VOTING:

I. E-VOTING FACILITY:

- a. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023) on e-Voting Facility provided by Listed Entities, 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. The Company is providing e-voting facility of MAS Services Limited to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, February 12, 2025
End of e-voting:	5:00 p.m. (IST) on Thursday, March 13, 2025

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by the RTA upon expiry of the aforesaid period.

- c. The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

II. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- a. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
- b. **Information and instructions for e-voting by individual members holding shares of the company in demat mode**

As per the SEBI Master Circular, all **“individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:**





PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORY

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

In terms of SEBI circular dated December 09, 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/Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual shareholders (holding securities in demat mode) login through their depository participants.</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option.</p> <p>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- a. 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.
- b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- c. 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.
- d. *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.*
- e. Your User ID details are given below:

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

- f. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- g. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- i. 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.
 - ii. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- h. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- i. Now, you will have to click on "Login" button.
- j. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

EXPLANATORY STATEMENT

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

ITEM No. 1

In terms of the provisions of Section 161 of the Companies Act, 2013, read with Article of Association of company, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee ("NRC") by passing resolution by circulation, has approved the appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Additional Directors (Independent category) of the Company, with effect from January 03, 2025.

The Nomination and Remuneration Committee has assessed Mr. Sanjeev Kumar Sapra's capabilities, taking into account the balance of skills, knowledge, and experience of the current Board. Based on this evaluation, the Committee has deemed it appropriate to recommend Mr. Sanjeev Kumar Sapra's appointment as an Independent Director for a term of five (5) consecutive years, effective from January 03, 2025.

Regulation 17(1C) of the Listing Regulations provides that the appointment or re-appointment of a person on the Board of Directors of the Company shall be taken at next General Meeting or within a time period of three months from the date of appointment or re-appointment, whichever is earlier.

In compliance with Section 149 and other applicable provisions of the Act, the Rules and the Listing Regulations read with Schedule IV to the Act and In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company, therefore, it is proposed to appoint Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Non-Executive Director for a term of Five (5) consecutive years w.e.f. January 03, 2025, not liable to retire by rotation. Accordingly, the Board of Directors recommends the Members to pass the resolution set out at item No. 1 of the postal ballot notice as Special Resolution.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure-1 attached to this Notice.

Except Mr. Sanjeev Kumar Sapra (DIN: 10842495), being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relative(s) is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 1 of the accompanying Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 of this Postal Ballot Notice for approval of the Members as a Special Resolution.

Annexure-1**Details of Director seeking appointment****Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure) Regulations, 2015 and Secretarial Standards-2 on General Meetings**

Name of the Director	Mr. Sanjeev Kumar Sapra
DIN	10842495
Date of Birth	21.05.1972
Age	52 Years
Date of first Appointment on the Board	January 03, 2025
Brief Resume	A qualified Company Secretary with more than a decade of experience in corporate governance and secretarial practices. He also has extensive teaching experience with professional-level students.
Qualifications	Company Secretary
Expertise in specific functional areas	He is having an expertise in Secretarial, Corporate matters of Companies and Statutory Compliance.
No. of Board Meetings attended during the FY 2024-25	1
Number of Shares held in the Company	Nil
Inter-se relationship with other Directors, Manager and Key Managerial Personnel	NA
Terms and Conditions of appointment or re-appointment	Appointed for a term of five years, subject to the approval of shareholders.
Remuneration last drawn	N.A.
Remuneration sought to be paid	As per Nomination and Remuneration policy
Listed entities from which resigned in past three years	N.A.
Directorships, Memberships / Chairmanship of Committees	
Name of domestic companies in which director	Name of committees in which member / chairman
1. S R Industries Limited	Audit Committee: Member Nomination and Remuneration Committee: Member Stakeholder Relationship Committee: Member

Item No.2

The Company has witnessed significant business and profitability growth in F.Y. 2023-24, thanks to the unwavering support of its stakeholders. To recognize the support of our stakeholder the Board of Directors of the Company in its meeting held on February 07, 2025, have recommended 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 shares 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 on the Record Date to be determined by the Board for this purpose, by capitalizing a sum of Rs. 6,43,80,000/- (Rupees Six crore Forty-Three Lakhs Eighty Thousand only) out of the securities premium account / or and / or general reserve and / or retained earnings / or Free reserves, as may be considered appropriate.

Articles of Association of the Company duly authorises to issue bonus equity shares. The Bonus Shares so allotted shall rank pari passu in all respect with the existing fully paid-up Equity Shares of the Company and in terms of Regulation 294(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares shall be issued in dematerialized form only. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

The Company has not issued any debt securities. Further, the Company has not defaulted, in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the promoters or directors of the Company is a fugitive economic offender.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus equity shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No.2 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

**By Order of the Board of Directors
For Capital Trade Links Limited**

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

**Place: Delhi
Date: February 07, 2025**