

**Ref: CTL/SE/2023-24/64****May 29, 2023**

To,  
Department of Corporate Services,  
BSE Limited  
P J Towers, Dalal Street,  
Fort, Mumbai -400001

**Scrip Code: 538476****ISIN : INE172D01021****Scrip ID: CTL**

**SUB: SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023 PURSUANT TO REGULATION 24A OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015**

Dear Sir/Madam,

This is to inform you that pursuant to Regulations 24A of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report of the company for the Financial Year Ended 31<sup>st</sup> March, 2023 issued by M/s Atiuttam Singh & Associates, Practicing Company Secretaries.

You are requested to take the same on your record.

Thanking You.

Yours Sincerely,

**For Capital Trade Links Limited**

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



**SECRETARIAL COMPLIANCE REPORT**  
**CAPITAL TRADE LINKS LIMITED**  
**For the financial year ended on 31<sup>st</sup> March 2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s **CAPITAL TRADE LINKS LIMITED** having CIN L51909DL1984PLC019622 (hereinafter referred as 'the listed entity'), having its Registered Office at 102-103, First Floor, Surya Kiran Building, 19 K.G.Marg, Connaught Place New Delhi - 110001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Atiuttam Prasad Singh, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by M/s **CAPITAL TRADE LINKS LIMITED** ("the Listed Entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March 2023 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable during the year under review.**

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Company Secretaries

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable during the year under review.**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(i) other regulations as applicable and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance (Yes/No/ NA)	Status	Observations/ Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes		-
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes  Yes		-  -

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<b>3.</b>	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li><li>• Timely dissemination of the documents/information under a separate section on the website</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li></ul>	<b>Yes</b>  <b>Yes</b>  <b>Yes</b>	-  -  -
<b>4.</b>	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	<b>Yes</b>	-
<b>5.</b>	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>a) Identification of material subsidiary companies</li><li>b) Disclosure requirement of material as well as other subsidiaries</li></ul>	<b>NA</b>  <b>NA</b>	-  -





6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	<b>Yes</b>	-
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	<b>Yes</b>	-
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	<b>Yes</b>  <b>NA</b>	-  All related party transactions was executed with the prior approval of Audit Committee.



9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	<b>Yes</b>	-
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	<b>Yes</b>	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (*).	<b>No</b>	-
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	<b>No</b>	-

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance (Yes/No/ NA)	Status	Observations/ Remarks by PCS
1.	<p><b>Compliances with the following conditions while appointing/re-appointing an auditor</b></p> <p>I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA		No appointment or resignation of Statutory Auditor was made during the year under review.

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2.	<b>Other conditions relating to resignation of statutory auditor</b>  I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:  a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.  b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to	NA	No resignation of Statutory Auditor was made during the year under review.
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	<p>the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>II. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as</p>		
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	required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No resignation of Statutory Auditor was made during the year under review.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below\*:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken By	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning etc.)	Details of Violation	Fine Amount (Rs.)	PCS Remarks	Management Remarks	Remarks
1.	Submission of quarterly investor complaints with the stock exchange within twenty one days from the end of each quarter	Reg. 13(3) of SEBI (LODR) Regulation, 2015	Statement for the Quarter ended March 2022 submitted on BSE portal under incorrect head	BSE	Fines	Statement of Investor Complaints was first filed on 12.04.2022, within prescribed time under wrong head. Later, statement was resubmitted under correct head on 2nd June 2022.	48,380/-	-	Fine imposed by BSE is paid by Company	-

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*Atiuttam Singh & Associates*  
Company Secretaries

2.	The listed entity shall submit to the stock exchange a statement showing holding of securities and shareholding pattern on a quarterly basis, within twenty one days from the end of each quarter	Reg. 31(1) of SEBI (LODR) Regulation, 2015	Delay in filing within the prescribed time	BSE	Fines	Shareholding Pattern for the quarter ended March 2022 submitted on 27th April 2022	14,160/-	-	Fine imposed by BSE is paid by Company	-
3.	Certificate from a practicing company secretary certifying that all certificates have been issued within thirty days of the date of lodgement for transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/allotment monies shall be filed within 30 days from the end of the financial year with the stock exchange	Reg. 40 (10) of SEBI (LODR) Regulation, 2015	Delay in filing within the prescribed time	-	-	Delayed filing on 8 <sup>th</sup> June 2022	-	-	Inadvertent delay in filing by Company	-
4.	Within fifteen days of receipt of the certificate of security from the participant the issuer shall confirm to the depository that securities comprised in the said certificate have been listed on the stock exchange	Regulation 74(5) of SEBI (Depositories and Participants) Regulations 2018	Delay in filing within the prescribed time	-	-	Certificate for the Quarter ended March 2022 submitted on 9th June 2022	-	-	Inadvertent delay in filing by Company	-

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken By	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning etc.)	Details of Violation	Fine Amount (Rs.)	PCS Remarks	Management Remarks	Remarks
1.	Listed entity has to submit to the stock exchange a statement showing holding of securities and shareholding pattern within 21 days from the end of each quarter.	Regulation 31 of LODR	Delay in submission of Shareholding pattern for the quarter ended 30 <sup>th</sup> September, 2021	-	-	Delayed submission by one day.	-	-	Inadvertent delay in filing by Company	-
2.	Tenure of the convertible securities of the issuer shall not exceed eighteen months from the date of their allotment	Reg.162 of ICDR	Equity warrants allotted on 23 <sup>rd</sup> Oct. 2019 converted into equity shares on 24 <sup>th</sup> April 2021 after 18 months from the date of issue.	BSE	Fine	Delayed conversion by two days.	Rs. 40,000/- plus applicable taxes	-	Fine waived off by the BSE and refund received	-

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3.	Preferential issue of specified securities shall not be made to any person who has sold or transferred any equity shares of the issuer during the six months preceding the relevant date:	Regulation 159(1) of ICDR	Sale of shares by two allottees during 6 months preceding the relevant date.	SEBI	Warning Letter	Sale of shares by two allottees during 6 months preceding the relevant date	-	-	Management assures that such non-compliance will not occur in future.	-
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**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Atiuttam Singh & Associates**  
**Company Secretaries**

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**Atiuttam Prasad Singh**

**Proprietor**

**Membership No.:F8719**

**CP No.:13333**

**PR No.: S2014DE270600**

**UDIN: F008719E000407315**

Date: 29.05.2023

Place: New Delhi

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