



CAPITAL TRADE LINKS LIMITED

(CIN: L51909DL1984PLC019622)

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

Email-id: legal@capitaltrade.in; Website: www.capitaltrade.in

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **CAPITAL TRADE LINKS LIMITED** will be held on Tuesday, 30th September 2014 at the registered office of the company at Capital House, B-4-UGF, Ashoka Niketan, New Delhi – 110092 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, the Profit and Loss Account and Cash flow statement for the year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To re-appoint Mr. Amar Nath who retires by rotation and being eligible offers himself for re-appointment and is being appointed as an independent director on the Board of Directors of the Company, pursuant to Section 149 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) read with schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement for a consecutive period of four years from 30th September, 2014 to 29th September, 2018.

Item No. 3

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 140(4) and other applicable provisions, if any, of Companies Act, 2013 M/s A. C. Gupta & Associates, Chartered Accountants (Firm Registration no. 008079N), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the 34th Annual General Meeting subject to ratification by members at each Annual General Meeting to be held hereafter, in place of retiring Auditors M/s Nitin Mittal & Associates, Chartered Accountants to audit the accounts of the company for the financial year 2014-15 at remuneration as may be determined by the Board of Directors in consultation with the Auditors or Audit committee of Directors.”

SPECIAL BUSINESS

Item No. 4

APPOINTMENT OF KRISHAN KUMAR AS DIRECTOR



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

“RESOLVED THAT Mr. Krishan Kumar (DIN No 00004181) who was appointed as an additional director by the Board of Director under Section 161 of the Companies Act, 2013 and who vacates his office at this annual general meeting and in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013, received a notice in writing from member proposing his candidature for office of director, be and is hereby appointed as a Director on the Board of Directors of the Company, liable to retire by rotation.”

Item No. 5

APPOINTMENT OF NEERAJ GARG AS DIRECTOR

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

“RESOLVED THAT Mr. Neeraj Garg (DIN No 00002770) who was appointed as an additional director appointed by the Board of Director under Section 161 of the Companies Act, 2013 and who vacates his office at this annual general meeting and in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013, received a notice in writing from member proposing his candidature for office of director, be and is hereby appointed as director on the Board of Directors of the Company, liable to retire by rotation”

Item No. 6

APPOINTMENT OF MAYANK KHANNA AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT Mr. Mayank Khanna (DIN 06573311) who was appointed by the Board of Directors as an additional director under Section 161(1) of the Companies Act, 2013 and who vacates his office at this annual general meeting and in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013, received a notice in writing from member proposing his candidature for office of Director, be and is hereby appointed as an independent director on the Board of Directors of the Company, pursuant to Section 149 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules there under, for a consecutive period of five years from 30th September, 2014 to 29th September, 2019.”

For and on behalf of the Board
For CAPITAL TRADE LINKS LIMITED

Sd/-
Mani Ahuja
Company Secretary
Place: New Delhi
Date: 12.08.2014



NOTES:

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member. A person can act as proxy on behalf of members upto 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) 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.
- 3) Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 forms part of this notice.
- 4) Brief details of directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of the Companies Act, 2013 and Clause 49 of the listing agreement.
- 5) Pursuant to Section 140(4) and other applicable provisions, if any, of Companies Act, 2013 M/s A. C. Gupta & Associates, Chartered Accountants (Firm Registration no. 008079N), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the 34th Annual General Meeting subject to the ratification by member at every Annual General Meeting to be held hereafter, at remuneration as may be determined by the Board of Directors in consultation with the Auditors or Audit committee of Directors.
- 6) Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from 27th September, 2014 to 30th September 2014 (both days inclusive) for the purpose of annual general meeting.
- 7) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the share transfer agent (i.e. Mas Services Limited) of the Company.
- 8) Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the annual report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
- 9) To receive members' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective



depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Mas Services Limited, at mas_serv@yahoo.com.

10) 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 Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.

11) 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 Clause 35B of the Listing agreement, 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 22nd August, 2014 (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 Central Depository Services Limited. The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 22nd August, 2014 i.e. cut-off date for the purpose.

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on “Shareholders” tab.

(iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”

(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

| | |
|------|--|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |



*Members who have not updated their PAN with the company /Depository Participant are requested to use the first two letters and their name and the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for "**Capital Trade Links Limited**" to vote.

(xi) On the voting page, you will see Resolution Description and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.



(B) The voting period begins on 22nd September, 2014 at 9.00A.M and ends on 24th September, 2014 at 6.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com.

(D) Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instructions under heading C below for more details.

(C) For members who wish to vote using Postal ballot form:

Pursuant to clause 35B of the listing agreement, members may fill in the ballot form sent alongwith the notice and submit the same in a sealed envelope to the scrutinizer, Mr. Anil Popli , practicing company secretary at 302, C-2/4, Pragati Market, Ashok Vihar Phase II, Delhi-110052, so as to reach by 6.00pm on 24th September, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.

In the event a member casts their votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013 AND CLAUSE 49 OF THE LISTING AGREEMENT

Amar Nath

Mr. Amar Nath (Din No. 06524521) holds a Bachelors degree in Law and brings with him a vast experience in legal field extending over 10 years in a variety of positions in several industries. He has been instrumental in the growth of many companies.

He does not hold any directorship in any other company.

He is not a member of audit committee or shareholders/investors grievance committee of any other company. He is not disqualified from being appointed as a director in terms of Section 164 of the Act. He does not hold any shares in the company.

Krishan Kumar

Mr. Krishan Kumar (Din No. 00004181) is a fellow member of Institute of Company Secretaries of India and Law graduate. He is having vast experience and expertise in the field of finance and legal & secretarial. He has served many listed and unlisted Body Corporate. He has successfully acted as Vice-President of Net 4 India Limited.

He does not hold any directorship in any other company.



He is not a member of audit committee or shareholders/investors grievance committee in any company. He is not disqualified from being appointed as a director in terms of Section 164 of the Act. He holds 76,10,900 shares of the company in the capacity of Karta of Krishan Kumar & Sons HUF.

Neeraj Garg

Mr. Neeraj Garg(Din No. 00002770), a Post-graduate in business administration, holds huge experience in the field of Finance & Accounts. He has worked with Net 4 India Ltd for more than 10 years and has expertise in managing Finance and Accounts.

He hold directorship in P-net Healthcare TPA Private Limited

He is not a member of audit committee or shareholders/investors grievance committee in any company. He is not disqualified from being appointed as a director in terms of Section 164 of the Act. He holds 72,92,100 shares of the company in the capacity of Karta of Neeraj Kumar & Sons HUF.

Mayank Khanna

Mr. Mayank Khanna (Din No 06573311) is having experience in the field of Management and Legal & Secretarial. His role is to ensure that an organisation complies with relevant legislation and regulations. He does not hold any directorship in any other company.

He is not a member of audit committee or shareholders/investors grievance committee in any other company. He is not disqualified from being appointed as a director in terms of Section 164 of the Act. He holds 1,50,000 shares of the company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No 2

It is proposed to appoint Mr. Amar Nath as an independent director of the Company pursuant to Section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013. In respect of his proposed appointment, the Company has, as required by Section 160 of the Companies Act, 2013, received a notice in writing regarding his candidature for the office of the director. Mr. Amar Nath has submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub-Section (6). Mr. Amar Nath is not disqualified from being appointed as a director in terms of Section 164 of the Act. In the opinion of the Board, the proposed appointment of Mr. Amar Nath as independent director fulfills the conditions specified in the Act and the Rules made there under and that the proposed appointment of Mr. Amar Nath is independent of the management.

The Board of Directors is of the opinion that Mr. Amar Nath possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have his association with the Company as director.

The Board recommends passing of the ordinary resolution set out in item no. 2 of the notice.

None of the directors, except Mr. Amar Nath, director of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.



Item No 4

Mr. Krishan Kumar, who was appointed as Additional Director by the Board with effect from 27th March 2014 in terms of Section 161(1) of the Companies Act, 2013 and holds office as Directors upto the date of forthcoming Annual General Meeting. In respect of his proposed appointment, the Company has, as required by Section 160 of the Companies Act, 2013 received a notice in writing regarding his candidature along with a deposit of Rs. 1,00,000 for the office of the director.

The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Krishan Kumar as Director and accordingly recommend the Resolution at Item No. 4 for approval by the Members.

None of the directors, except Mr. Krishan Kumar director of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No 5

Mr. Neeraj Garg, who was appointed as Additional Director by the Board with effect from 27th March 2014 in terms of Section 161(1) of the Companies Act, 2013 and holds office as Directors upto the date of forthcoming Annual General Meeting. In respect of his proposed appointment, the Company has, as required by Section 160 of the Companies Act, 2013 received a notice in writing regarding his candidature along with a deposit of Rs. 1,00,000/- for the office of the director.

The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Neeraj Garg as Director and accordingly recommend the Resolution at Item No. 5 for approval by the Members.

None of the directors, except Mr. Neeraj Garg, director of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No 6

Mr. Mayank Khanna who was appointed by the Board of Directors of the Company as an additional director on 27th March 2014 and holds office until the ensuing annual general meeting under Section 161(1) of the Companies Act, 2013. It is proposed to appoint Mr. Mayank Khanna as an independent director of the Company pursuant to Section 149 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013. In respect of his proposed appointment, the Company has, as required by Section 160 of the Companies Act, 2013, received a notice in writing along with a deposit of Rs. 1,00,000/- from member proposing his candidature for office of Director regarding. Mr. Mayank Khanna has submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub-Section (6). Mr. Mayank Khanna is not disqualified from being appointed as a director in terms of Section 164 of the Act. In the opinion of the Board, the proposed appointment of Mr. Mayank Khanna as independent director fulfills the conditions specified in the Act and the Rules made there under and that the proposed appointment of Mr. Mayank Khanna is independent of the management.

The Board of Directors is of the opinion that Mr. Mayank Khanna possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have his association with the Company as director.

The Board recommends passing of the ordinary resolution set out in item no. 6 of the notice.



None of the directors, except Mr. Mayank Khanna, director of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

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

Sd/-
Mani Ahuja
Company Secretary
Date: 12.08.2014
Place: New Delhi

Capital Trade Links Limited



CAPITAL TRADE LINKS LIMITED

(CIN: L51909DL1984PLC019622)

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

Email-Id: legal@capitaltrade.in ; Website: www.capitaltrade.in

PROXY FORM

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

Form No. MGT-11

CIN: L51909DL1984PLC019622

Name of the Company: Capital Trade Links Limited

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

Name of the the Member(s) :
Registered Office :
Folio No/Client ID/DP ID :

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 : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Tuesday, 30th September 2014 at 11.00 AM. at Reg. Office – Capital House, B-4 UGF, Ashoka Niketan, New Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary business

1. Adoption of financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon
2. Re-appointment of Mr. Amar Nath, who retires by rotation, appointed as Independent Director.
3. Appointment of A.C. Gupta & Associates, Chartered Accountants, as auditors and fixing their remuneration

Special business

4. Appointment of Mr. Krishan Kumar as a director
5. Appointment of Mr. Neeraj Garg, as director
6. Appointment of Mr. Mayank Khanna as an Independent director

Signed this _____ day of September 2014

Affix
Revenue
Stamp of
Rs 1

Signature of Shareholder

Signature of proxy holder(s)

Note:

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. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.



CAPITAL TRADE LINKS LIMITED

(CIN: L51909DL1984PLC019622)

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

Email-Id:legal@capitaltrade.in ; Website:www.capitaltrade.in

BALLOT FORM

(In lieu of E-Voting)

(PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE CASTING VOTE)

Name & Address of the Sole/First

Named member as registered :
With the Company

Name(s) of the Joint Member(s),
If any, registered with the Company :

Registered folio No/ DP ID & Client ID No
(Applicable to the Members :
Holding shares in demat form)

No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed for the business stated in the notice of 29th annual general meeting (AGM) of the Company scheduled on Tuesday, 30th September 2014, by conveying my/our assent or dissent to the said resolution(s) by placing the tick (v) mark at the appropriate box below. (In Lieu of Voting)

| Item No. | Description | I/We assent to the Resolution(For) | I/We dissent to the resolution (Against) |
|--------------------------|--|------------------------------------|--|
| Ordinary Business | | | |
| 1 | Adoption of Financial Statements for the year ended 31.03.2014 and the Director's and Auditor's Report thereon | | |
| 2 | Appointment of Auditor | | |
| 3 | Reappointment of Mr. Amar Nath, who retires by rotation and being appointed as Independent Director | | |
| Special Business | | | |
| 4 | Appointment of Mr. Krishan Kumar as Director | | |
| 5 | Appointment of Mr. Neeraj Garg as Director | | |
| 6 | Appointment of Mr. Mayank Khanna as Independent Director | | |

Date:

Place:

Signature of Member



INSTRUCTIONS

1. Members may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the scrutinizer, Anil Kumar Popli, practicing company secretary, 302, C-2/4, Pragati Market, Ashok Vihar Phase II, Delhi - 110052 so as to reach by 6.00 p.m. on 24th September, 2014. Ballot form received thereafter will strictly be treated as if not received.
2. The Scrutinizers decision on postal ballot shall be final.
3. Each Equity share carries one vote.
4. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
5. In case the voting rights are exercised electronically, there is no need to use this form.
6. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
7. In the event member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.
8. The right of voting by ballot form shall not be exercised by a proxy.
9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Mas Services Limited). Members are requested to keep the same updated.
10. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders.
11. In case of joint holders, the ballot form should be signed by the first named member and in his/her absence by the next named member. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
12. Where the ballot form has been signed by an authorized representative of the body corporate/trust/society, etc. a certified copy of the relevant authorization/board resolution to vote should accompany the ballot form.
13. Instructions for e-voting procedure are available in the notice of annual general meeting which is also placed on the website of the Company.



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Corporate Information

Director's Report

Management Discussion and Analysis

Corporate Governance Report

Auditors Disclosure

Balance Sheet and Profit & Loss Statement



Corporate Information

Board of Directors

G L Mangal

Amar Nath

Mayank Khanna

Krishan Kumar

Neeraj Garg

Company Secretary & Compliance Officer

Mani Ahuja

Auditors

Nitin Mittal & Co.
Chartered Accountants

Registrar & Share Transfer

Agent

MAS Services Limited
T-34, 2nd Floor, Phase – II
Okhla Industrial Area, New Delhi

Registered office

Capital House, B-4- UGF
Ashoka Niketan
New Delhi - 110092

Bankers

Axis Bank



Directors' Report

Dear Shareholders,

Your Directors have immense pleasure in presenting the 29th Annual Report of your Company and the audited statement of accounts for the financial year ended March 31st 2014.

FINANCIAL RESULTS

The performance of the Company for the financial year ended March 31, 2014 is summarized below:

(In Rs.)

| Particulars | 2013-2014 | 2012-2013 |
|-----------------------------------|------------|------------|
| Profit before Tax | 762,674.00 | 408,943.00 |
| Taxation | 287,583.00 | 127,000.00 |
| Profit after Tax | 475,346.00 | 282,107.00 |
| Less: Transfer to Special Reserve | 95,069.00 | 56,700.00 |
| Balance c/f to Balance Sheet | 380,277.00 | 225,407.00 |

OPERATION OF THE COMPANY

The total revenue of the company for the FY2014 was Rs. 43,301,382 as compared to Rs. 25,614,515 for FY2013 and incurred a profit before tax of Rs.762,674 (Rupees Seven Lacs Sixty Two Thousand Six Hundred Seventy Four)in current year as compare to Rs. 408,943 (Rupees Four Lacs Eight Thousand Nine Hundred Forty Three only) in previous year. Capital Trade Links aims in maximizing its profit keeping the risk factors associated with the financial markets and related sectors.

SHARE CAPITAL

During the year, the company splitted its share capital from Rs. 5 crores divided into 50 Lacs shares of Rs. 10 each to Rs. 5 crores divided into 5 crores shares of Re. 1 each.

CHANGE OF MANAGEMENT

During the year under review, there is a change in the management of the company. Mr. Suresh Agrawal, Mr. Harish Chnadra Agrawal and Mrs. Rashmi Agrawal has resigned from the services of the company with effect from 27th March 2014. The Board places on its record its gratitude for the services rendered by all of them during their tenure as member of the Board.

Mr. Krishan Kumar, Mr. Mayank Khanna and Mr. Neeraj Garg have been inducted as additional directors of the Company, with effect from 27th March 2014 and they hold office upto the ensuing Annual General Meeting of the Company. The Company has received notices from members pursuant to Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Krishan kumar, Mr. Mayank Khanna and Mr. Neeraj Garg for appointment to the office of directors of the Company, if elected at the ensuing Annual General Meeting. The Board recommends their appointment as Directors of the Company.

At the ensuing annual general meeting Mr. Amar Nath who will retire by rotation and, offer himself for reappointment in terms of provision of Article of Association of the Company.



TIMELY REPAYMENT OF LOANS AND LIABILITIES

The Company has not defaulted in payment of interest and/or repayment of loans to any of the creditors and/or banks during the year under review.

RBI GUIDELINES

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India as applicable to it.

DIVIDEND

Your Directors recommend to conserve profits for its future prospects of business, therefore, Board of Directors do not recommend distribution of any dividend for the year ending on 31st March, 2014.

LISTING

During the year, equity shares of the company got listed on Bombay Stock exchange having a scrip code & name is "538476 & CTL" and this will provide more liquidity to its securities. It also proposes to list the securities on National Stock Exchange Limited. Board of Directors of the company also proposed to file an application for de-listing the securities of company from Delhi Stock Exchange Limited and investor in the region of stock exchange will not suffer as securities are listed on BSE has nationwide trading terminal.

FUTURE PROSPECTUS

The year 2013-14 has not been satisfactory for the company. While on one hand, company successfully scaled its operations through improved reach and streamlined business to an ever growing consumer base, on the other hand, it undertakes funding initiatives, mitigating interest risk to a large extent.

Company plans to achieve new horizons in the business loans including Small and Medium Enterprises (SME), Lending to corporates, individuals, partnership firms and others. Company sees growth opportunities in each of its existing business areas, arising from the strong growth momentum of the economy.

As an NBFC, we are exposed to the market & credit risk, interest rate risk. The company has invested in market and people to reduce and diversify risk influenced by external environment. Company is looking for new areas for broader development in finance sector, through a variety of innovative ideas and initiatives. We are looking forward to enhancing our finance facilities.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

Being a Non Banking Financial Company, no disclosures are required pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988. The company is not involved in any manufacturing activity.



FOREIGN EXCHANGE EARNINGS AND OUTGO

There is no foreign exchange & earnings during the year under review.

CORPORATE GOVERNANCE

Company has complied with the corporate governance norms as stipulated under the provisions of the Listing Agreement entered into with stock exchange and prescribed by the Securities Exchange Board of India (SEBI).

Detailed compliances with the provisions of Clause 49 of the Listing Agreement for the year ended 31st March 2014 has been given in Corporate Governance Report, which is attached and forms part of this Annual Report.

The Management Discussion & Analysis is given as a separate statement forming part of the Annual Report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of sub-section (2AA) of Section 217 of the Companies Act, 1956, your Directors hereby confirm:

1. That in the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. That the directors have prepared the annual accounts on a going concern basis.
5. That the Company has adequate internal systems and controls in place to ensure compliance of laws applicable to the Company.

PARTICULARS OF EMPLOYEES

None of the employees of your company were drawing emoluments exceeding the limits prescribed under section 217 (2A) of the Companies Act, 1956, read with the Companies (Particular of Employees) Rules, 1975 during the year.



AUDITORS AND AUDITORS' REPORT

The Board places their gratitude to the Auditors for their services. The observations made in the Auditors Report read with notes to accounts thereon are self explanatory and do not require any further explanations.

The Directors further recommend appointment of M/s A. C Gupta & Associates , Chartered Accountant (Registration no. 008079N) as Statutory Auditor of the Company to audit the accounts of the Company for the financial year 2014-15 in place of retiring Auditors M/s Nitin Mittal & Co., Chartered Accountants, who have expressed their unwillingness to be reappointed at the ensuing Annual General Meeting of the Company. Certificate has been received from M/s A. C Gupta & Associates to the effect that their appointment as Auditor of the Company, if made, would be within the limits prescribed under the act.

INTERNAL CONTROL SYSTEM

Your company has a reasonable control system commensurate with its size and the nature of services provided by the company, which is being reviewed, periodically for more effectiveness. The company has an audit committee, which regularly reviews the internal audit observations and put corrective measures through justified actions.

HUMAN RESOURCES DEVELOPMENT & INDUSTRIAL RELATIONS

The Company continues to enjoy cordial and warm relations with the employees and executives at all levels. The Company maintained healthy, cordial and harmonious industrial relations at all levels.

APPRECIATION

The Directors wish to place on record its appreciation for the continued co-operation extended by various Bankers, Govt. Departments and the members. The Directors also express their appreciation to the employees at all levels, for their dedicated services rendered to the Company.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the sincere appreciation for the continued co-operation, support and services from Banks, Central & State Government authorities, Regulatory authorities, Stock Exchanges, Shareholders, Management and Employees and all the various stakeholders.

For and on behalf of the Board

Sd/-
Director
(Krishan Kumar)

Sd/-
Director
(Neeraj Garg)



MANAGEMENT DISCUSSION AND ANALYSIS

Economy Overview

As an NBFC, your Company is crucial and critical asset of overall financial system. Economic indicators such as Fiscal and Current deficit are stressed. However, with the interest rate cycle turning and the Government making an effort to revive stalled projects and some recovery is expected in FY 2014-15. Financial year 2013-14 (FY2014) was a difficult one for India's economy. Indian Economy registered a Growth of 4.5% during 2012-13(FY2013). Thereafter, the trend of first three quarters for previous FY was seen at low levels if comparison is made with previous years. The growth rate for first three quarters was: 4.4% in Q1; 4.8% in Q2; and 4.7% in Q3. The Central Statistical Organization (CSO) has estimated full year growth for FY2014 at 4.9%. The WPI started declining only towards the end of FY2013 with a fall in core Inflation; the CPI, however, continued to remain high on account of food inflation. Further, inflation in FY 2014 was not the only issue that effected the growth rate but slowdown in the US Federal Reserve resulted in depreciation in the value of Rupee. The situation was further exacerbated by high inflation and a very high current account deficit (CAD). Consumer Price Inflation (CPI) fluctuated between 10.39% in April 2013 and 8.31% in March 2014. Such volatility and pressures impacted the monetary policy and made it difficult for Indian economy to give it a stable balance.

In return, The Reserve Bank of India (RBI) responded by tightening monetary policy. Short term interest rates were raised by increasing the marginal standing facility rate by 200 bps and curtailing liquidity. As global and local markets stabilized by Q3, the RBI eased tight liquidity conditions by lowering the MSF rate by 150 bps in three steps. However, policy rates were raised by 75 bps in the second half of FY2014. The government's actions on placing import restrictions on gold also helped the Indian economy. FY2014 was difficult for the banking sector owing to low growth, volatile interest rate environment and high NPAs. However, retail finance continued its strong performance owing to low consumer leverage and large untapped demand.

Your Company focuses its services on 2 major categories: 1. Inter-Corporate Lending (Commercial Lending);and 2. Consumer Lending and Financing.

Business outlook

We expect to maintain our performance in FY2015 and hopes to grow at a rate faster than the growth of bank credit. The approach would be to continue with the growth momentum while balancing risk. As before, it will continue to invest in strengthening risk management practices;



and in maintaining its investment in technology and human resources to consolidate its position as a leading NBFC in India.

RBI's norms and standards

Capital Trade Links fulfils norms and standards laid down by the RBI applicable to Non-Banking Financial companies.

Risk management and portfolio quality

Your Company, being in the business of finance, has to manage various risks. As an NBFC, CTL is exposed to credit risk, liquidity risk and interest rate risk. The Company has invested in people, processes and technology to mitigate risks posed by external environment and by its borrowers. It has in place a strong risk management team and an effective credit operations structure. Its risk management policies continue to review associated risks. It seems that retail investors are not investing in capital market. In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organisations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management. The sustainability of the business is derived from the following:

- ❖ Identification of the diverse risks faced by the company.
- ❖ The evolution of appropriate systems and processes to measure and monitor them.
- ❖ Risk management through appropriate mitigation strategies within the policy framework.
- ❖ Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- ❖ Reporting these risk mitigation results to the appropriate managerial levels.

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY 2013-14 appear



not satisfactory, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. There is lot of opportunities for investment in capital market. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes. With growing presence of players offering advisory service coupled with provision of funds for the clients' needs, we would face competition of unequal proportion. We continuously tackle this situation by providing increasingly superior customized services. While the current year started with a lot of optimism & hope- both globally & in the Indian Market – there have been fears of a second recession since the credit rating of US was downgraded. Global stock markets' barometer of sentiments-have not done that well.

SUBSIDIARY COMPANY

As there are no subsidiaries of the company, investment made in subsidiaries is NIL.

HUMAN RESOURCES

The Company's relations with the employees and people continued to be cordial, which are most valuable resource of your organization.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUENCY

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper authorized utilization.

As part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as an Information Security Assurance Service are also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

CAUTIONARY STATEMENT

This report describing the companies activities, projections about future estimates, assumptions with regard to global economic conditions, government policies, etc may contain "forward looking statements" based on the information available with the company. Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the company's operations are affected by the



many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events. Company follows all Mandatory Accounting Standards.

For and on behalf of the Board

Sd/-
Director
(Krishan Kumar)

Sd/-
Director
(Neeraj Garg)

Capital Trade Links Limited



REPORT ON CORPORATE GOVERNANCE

BOARD COMPOSITION AND PARTICULARS OF DIRECTORS

1. Composition and Size of the Board:

Composition of the Board is a key to good corporate governance. The Company have appropriate blend of Independent and Non-Independent Directors which separate the functions of management with the governance of Company.

The Board meets at least once in a quarter to consider, inter-alia, the yearly/half yearly/quarterly financial results. Your Company ensures to comply with the requirement of the listing agreement.

Various Committees of Board have been formed performing their own assigned role to the best of its stakeholders. Statutory Auditors and senior officers of the Company are invited from time to time to attend the Board/Committee Meetings, to make presentations/provide clarifications etc. The Members of the Board exercise due diligence in performance of their functions and follows high degree of business ethics, transparent practices and good governance, amidst affable environment.

During the Year under review 10 Board Meetings were held on 14th May 2013, 02nd August 2013, 07th August 2013, 14th August 2013, 15th October 2013, 26th November 2013, 2nd January 2014, 14th February 2014, 20th February 2014, 27th March 2014.

Directorships and Memberships of Board Committees:

None of the directors of the company is not holding directorship in any other listed and unlisted public company

* Private Limited Companies, Foreign Companies and Companies Incorporated under section 25 of Companies Act, 1956 are excluded for this purpose.

None of the Directors was a member in more than 10 Committees nor a chairman in more than five committees across all companies.

The Non-Executive Directors of the Company are liable to retire by rotation and one third of the said Directors retire every year at the Annual General Meeting of the Company and if eligible, offer themselves for re-appointment.

The details of present Board is as follows:

| Name of the Director | Designation | Category | Attendance at last AGM | Attendance at Board Meetings TOTAL: 10 |
|----------------------|-------------|----------|------------------------|---|
| Krishan Kumar* | Chairman | NED | NA | 1 |



| | | | | |
|-----------------------------------|----------|------------------|----|----|
| Neeraj Garg* | Director | NED | NA | 1 |
| G.L. Mangal | Director | NED, Independent | Y | 8 |
| Mayank Khanna* | Director | NED, Independent | NA | 1 |
| Amar Nath | Director | NED, Independent | Y | 8 |
| Rashmi Agrawal [#] | Director | NED | Y | 10 |
| Suresh Chand Agrawal [#] | Director | NED | Y | 10 |
| Harish Chand Agrawal [#] | Director | NED | Y | 10 |
| Umesh Agrawal ^{##} | Director | NED | NA | 3 |
| Suresh Agrawal ^{###} | Director | NED | NA | 2 |

* Appointed with effect from 27th March 2014

Ceased to be a director with effect from 27th March 2014

##Ceased to be a director with effect from 07th August 2013

###Ceased to be a director with effect from 02nd August 2013

The Independent Non-Executive Directors do not have any pecuniary relationship or transactions with the Company, its promoters, management or its subsidiaries, which in the judgement of the Board may affect independence of the Directors.

2. Committee Of Directors:

(A) AUDIT COMMITTEE

The audit committee constituted as per clause 49 of the listing agreement. The audit committee reviews:

- The audit procedure and techniques
- With the management external and internal procedures
- The adequacy of internal control system.
- Company's financial reporting processes and ensures that the financial statements give a true and fair view of the affairs of the company.

It provides assistance to the Board of Directors in fulfilling the Board's oversight responsibilities.

Composition and Meetings of Audit Committee:

As per the provisions of clause 49 of listing agreement, the audit committee met 5(five) times during the year 2013-14 on 14th May 2013, 02nd August 2013, 14th August 2013, 15th October 2013 and 14th February, 2014.



The Composition of audit committee for the year 2013-2014 is as follows:

| Name of the Director | Designation | Category | No. of Meetings Attended |
|----------------------------------|-------------|------------------------------|--------------------------|
| Umesh Agrawal** | Director | Non-Executive | 2 |
| Suresh Agrawal* | Director | Non-Executive | 2 |
| Girdhari Lal Mangal [#] | Director | Non –Executive & Independent | 3 |
| Rashmi Agrawal*** | Director | Non –Executive & Independent | 5 |
| Amar Nath [#] | Director | Non –Executive & Independent | 3 |
| Mayank Khanna ^{##} | Director | Non –Executive & Independent | NA |

* Ceased to be a director with effect from 02nd August 2013.

* * Ceased to be a director with effect from 07th August 2013.

** * Ceased to be a director with effect from 27th March 2014.

[#] Appointed as Director with effect from 02nd August 2013.

^{##} Appointed as Director with effect from 27th March 2014.

Role and Responsibilities

The role of Audit Committee includes the review of following:

1. Financial Reporting Process.
2. Draft Financial Results (Quarterly & Annual).
3. Record of related party transaction.
4. Reviewing the company's financial and risk management policies.
5. Management discussion and analysis of financial condition and results of operations.
6. Compliance with stock exchanges and legal requirement concerning financial statements.
7. Any other power which are specifically delegated by the board from time to time.

The role of the Audit Committee includes recommending the appointment and removal of Statutory Auditor, discussion of Audit plan, fixation of Audit fees and also approval for payment of any other services.

B) REMUNERATION COMMITTEE

The Company has not formed any such Committee in view of no agenda pertaining to the same being brought before the Board of Directors of the Company.

C) SHAREHOLDER's/ INVESTOR's GRIEVANCE COMMITTEE:

The shareholders'/Investors' Grievance committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of dividend etc. The committee's composition and attendance of members were as follows:



| Name of the Director | Designation | Category | No. of Meetings Attended |
|----------------------------------|-------------|------------------------------|--------------------------|
| Suresh Agrawal* | Director | Non-Executive | 5 |
| Harish Chandra Agrawal** | Director | Non-Executive | 11 |
| Suresh Chand Agrawal** | Director | Non-Executive | 11 |
| Girdhari Lal Mangal [#] | Director | Non –Executive & Independent | 7 |
| Amar Nath [#] | Director | Non –Executive & Independent | 7 |
| Mayank Khanna ^{##} | Director | Non –Executive & Independent | 1 |

* Ceased to be a director with effect from 02nd August 2013.

* * Ceased to be a director with effect from 27th March 2014.

Appointed as Director with effect from 02nd August 2013.

Appointed as Director with effect from 27th March 2014

Role and Responsibilities

The role of Shareholders/ Investors Grievances Committee includes the review of following:

1. To monitor the process of expeditious transfer of shares or debentures.
2. To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non- receipt of declared dividend etc.
3. To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
4. To investigate any activity and seek information from any employee of the company, in discharging its duties.
5. To obtain outside legal or professional services, if consider necessary.
6. To fix the record date for the purposes as required under the Companies act and/or listing agreement.
7. To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
8. Any other powers which are specifically delegated by the board from time to time.

GENERAL BODY MEETINGS

Location and time of last three Annual General Meetings:

| AGM for the financial Year | Date | Time | Venue for the AGM |
|----------------------------|------------|------------|---|
| 2010-11 | 30.09.2011 | 03.00 P.M. | 101-102, Rohit House 3, Tolstoy Marg, Connaught Place, New Delhi-110001 |
| 2011-12 | 27.09.2012 | 4.00 P.M. | 101-102, Rohit House 3, Tolstoy Marg, Connaught Place, New Delhi-110001 |
| 2012-13 | 30.08.2013 | 11:30 A.M. | 101-102, Rohit House 3, Tolstoy Marg, Connaught Place, New Delhi-110001 |



No special resolution was passed at the AGM during the year under report.

None of the Resolution proposed at the Annual General Meeting held was required to be passed through postal ballot Mechanism.

DISCLOSURES

The Company has not entered any transaction with the Directors and / or their relatives during the year under review that may have conflict with the interest of the Company at large.

LEGAL COMPLIANCE

The requirements of the Listing Agreements with the Stock Exchanges as well as regulations and guidelines of SEBI are being followed.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report form part of this Annual Report.

COMMUNICATION TO THE SHAREHOLDERS

The quarterly/half yearly results/annual results and official news releases of the company are published in accordance with the listing agreement in newspaper Pioneer (English) and Pioneer (Hindi). Quarterly and annual financial statements, along with shareholding pattern are also posted on the website www.capitaltrade.in under the caption "Shareholder Values" on home page.

CORPORATE IDENTITY NUMBER (CIN)

CIN of the company, allotted by the Ministry of Corporate Affairs, Government of India is: **L51909DL1984PLC019622.**

NBFC REGISTRATION

The company is a NBFC Company and is having the NBFC registration certificate from the Reserve Bank of India, and is complying with the formalities, which are required to be completed in this respect.



DISCUSSION ON FINANCIAL PERFORMANCE

The financial statements are prepared in compliance with the requirement of the Companies Act and the Accounting Standards prescribed by the Institute of Chartered Accountants of India and generally accepted accounting principles in India.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting:

| | |
|---|---|
| Date and Time: | Tuesday, 30 th September 2014 at 11:00 AM |
| Venue: | Registered office: Capital House, B-4, UGF, Ashoka Niketan, New Delhi - 110092 |
| Financial Calendar | 2013-2014 First Quarter Results Mid of August, 2013 Second Quarter Results Mid of November, 2013 Third Quarter Results Mid of February, 2014 Fourth Quarter Results Last week of June, 2014 |
| Date of Book Closure: | 27 th September, 2014 to 30 th September, 2014 (both days inclusive) |
| Dividend payment date: | No dividend is being recommended |
| Listing on stock exchanges: | Bombay Stock Exchange & The Delhi Stock Exchange Association Ltd. |
| The Company has paid listing fees as applicable to the stock exchanges: | Paid |

Dematerialization of Shares:

Stock Code:

The Scrip name and code of Shares with BSE is "CTL" and "538476". The ISIN Number of the Company on CDSL and NSDL is INE 172D01021. As per the last quarter ended June 2014 is 3,49,14,400 shares were held in dematerialized form and 1,50,65,600 shares were held in physical form.

Table 1: MARKET PRICE DATA

Company is listed on Delhi Stock Exchange and no trading of shares took place during the year.

Distribution of Shareholding:

Table 2: Shareholding pattern of the Company as at 30.06.2014 :-

| Category | No. of Shares | % Holding |
|----------|---------------|-----------|
|----------|---------------|-----------|



| | | |
|---|--------------------|---------------|
| Promoters and Relatives | 1,49,03,000 | 29.82 |
| Financial Institutions | NIL | NIL |
| Indian Public (Including directors and Relatives) | 3,50,54,251 | 70.14 |
| Bodies Corporate / Domestic Companies | 20,091 | 0.04 |
| Clearing Member | 2,658 | 0.01 |
| Total | 4,99,80,000 | 100.00 |

Distribution of Shareholding according to size class as on 30.06.2014

| Range of holding | No. of Members | No. of share held | % to total Shares |
|------------------|----------------|-------------------|-------------------|
| 1-100 | 231 | 14,269 | 0.03 |
| 101-500 | 244 | 39,706 | 0.08 |
| 501-1000 | 6 | 5,090 | 0.01 |
| 1001-10000 | 12 | 68,600 | 0.14 |
| 10001-50000 | 48 | 18,76,220 | 3.75 |
| 50001-100000 | 38 | 34,82,666 | 6.97 |
| 100001 and above | 72 | 4,44,93,449 | 89.02 |

REGISTRAR & SHARE TRANSFER AGENT:

Mas Services Limited
T-34, 2nd Floor,
Okhla Industrial Area, Phase - II
New Delhi-110020
Tel nos.: 011-26387281/ 26387282;
Fax no.: 011 - 26387384
Email: info@masserv.com

SHARE TRANSFER SYSTEM:

Transfer of Shares held in physical form are processed and transferred by the Registrar & Share Transfer Agent appointed by the Company and is approved by shareholders'/Investors' Grievance committee, which meets at frequent intervals as and when required.

In terms of Clause 47(c) of the listing agreement, a qualified company secretary takes the audit of the share transfer related queries in every 6 (six) months, which is submitted with the Stock exchange.

PLANT LOCATION: Not Applicable



ADDRESS FOR CORRESPONDENCE

For any assistance in respect of status of dematerialization of shares, transfer, transmission, issue of duplicate certificates, change of address, non-receipt of Annual Reports, Investors are requested to write to:

Mas Services Limited (Unit: Capital Trade Links Limited)

T-34, 2nd Floor,
Okhla Industrial Area, Phase - II
New Delhi-110020
Tel nos.: 011-26387281/ 26387282;
Fax no.: 011 - 26387384
Email: info@masserv.com

DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.



CERTIFICATE BY PRACTICING COMPANY SECRETARY ON COMPLIANCE OF CORPORATE GOVERNANCE

To,
The Members of
CAPITAL TRADE LINKS LTD.

We have examined the compliance of the conditions of Corporate Governance by CAPITAL TRADE LINKS LIMITED for the year ended 31st March 2014 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the financial statements of the company.

In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor Grievances received during the year ended 31st March 2014, no investor grievances are pending against the company for a period of exceeding one month as per the record maintained by the companies which are presented to Investor Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Jayant Gupta and Associates.
Practicing Company Secretaries

Sd/-
(Jayant Gupta)
Proprietor

Dated: 12.08.2014
Place: New Delhi



Independent Auditors' Report

To

The Members of Capital Trade Links Limited

1. Report on the Financial Statement

We have audited the accompanying financial statements of Capital Trade Links Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year then ended, Cash Flow Statement and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statement

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;



- ii) in the case of the Statement of Profit and Loss Account, of the profits for the year ended on that date; and
- iii) in the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

5. Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) Except as stated in point no. 5 above, if any, in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Nitin Mittal & Co
Chartered Accountants

Sd/-
Anand Kumar Sharma
Partner
Membership No. 412911
FR No. 017642N

Place: New Delhi
Date: 30-05-2014



Annexure to Independent auditors' report of even date to the members of Capital Trade Links Limited on the financial statements for the year ended March 31, 2014

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and in terms of the information and explanations given to us and the books and records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets By which all fixed assets are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
 - (c) Fixed asset disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.
- (ii) In respect of inventories:
 - (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account the Company has given unsecured loan to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956 (the 'Act').
 - (a) The rate of interest and other terms & conditions of such loans are, in our opinion, prima facie, not prejudicial to the interest of the company.
 - (b) The receipt of principal and interest thereon, if any, are regular.
 - (c) There were no overdue amount of loan granted by the company.

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has received unsecured loans from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956.

 - (a) The rate of interest and other terms & conditions of such loans are, in our opinion, prima facie, not prejudicial to the interest of the company.
 - (b) The payment of principal and interest thereon, if any, are regular.



- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory and fixed assets and sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system. In our opinion, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit, no major weakness has been noticed in the internal controls in respect of these areas.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the register have been so entered.

(b) As per information & explanations given to us and in our opinion, the transactions made in pursuance of contracts or arrangements referred to in section 301 of the Act are, in our opinion, at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public. Accordingly, the provisions of clause 4(vi) of the Order are not applicable to the Company.
- (vii) The Company has no formal internal audit system due to size and nature of its business and proper internal control exist in the company.
- (viii) According to the books & records examined by us and according to the information and explanations given to us by the management & to the best of our knowledge, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act for the products of the Company. Accordingly, the provisions of clause 4(viii) of the Order are not applicable to the company.
- (ix) (a) According to the records of the company, Undisputed statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service-tax, custom duty, excise duty, cess have generally been regularly deposited with the appropriate authorities. No undisputed amounts payable in respect of income-tax, wealth-tax, service-tax, sales-tax, customs duty and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable. However during the year, the Company has not complied with the provisions of Advance Tax as per Income Tax act.

(b) According to the information and explanations given to us , there are no amounts in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (x) The company does not have accumulated losses at the end of the financial year. Further the Company has not Incurred Cash losses during the financial year covered by the audit and immediately preceding financial year.
- (xi) Based on our audit procedures and on the information and explanations given by the management the Company has not defaulted in repayment of dues to banks. The Company has not taken any loans from financial institutions or debenture-holders.



- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4(xii) of the Order are not applicable to the Company.
- (xiii) The Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) Based on our Examination of records and evaluation of the related internal control, we are of the opinion that proper records have been maintained for the transaction and contracts and timely entries have been made in those records in respect of dealing or trading in shares, securities, debentures and other securities in its own name except to the extent of the exemption granted under section 49 of The Companies Act, 1956.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, the provisions of clause 4(xv) of the Order are not applicable to the Company.
- (xvi) Based on our audit procedures and on the information given by the management, we report that the Company has not taken any the term loans accordingly; the provisions of clause 4(xvi) of the Order are not applicable to the Company.
- (xvii) Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment and vice versa.
- (xviii) Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- (xix) The Company did not have any outstanding debentures during the year. Accordingly, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- (xx) The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable to the Company.
- (xxi) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the period covered by our audit.

For Nitin Mittal & Co
Chartered Accountants

Sd/-

Anand Kumar Sharma
Partner
Membership No 412911
FR No. 017642N

Place: New Delhi
Date : 30-05-2014



Capital Trade Links Limited 29th Annual Report 2013-14

Capital Trade Links Limited

CIN NO. L51909DL1984PLC019622

Regd Office : B-4 UGF, ASHOKA NIKETAN, NEW DELHI-110092

BALANCE SHEET AS AT MARCH 31,2014

| | Note No. | As at 31st March, 2014 | As at 31st March, 2013 |
|--|----------|---------------------------|---------------------------|
| <u>EQUITY AND LIABILITIES</u> | | | |
| Shareholders' Funds | | | |
| Share capital | 1 | 49,980,000 | 49,980,000 |
| Reserves & Surplus | 2 | 500,535 | 25,189 |
| | | 50,480,535 | 50,005,189 |
| Share Application Money pending allotment | | | |
| | | - | - |
| Non Current Liabilities | | | |
| Deferred tax Liabilities(Net) | | - | 255 |
| Long Term Provisions | 3 | 143,648 | - |
| Current Liabilities | | | |
| Short-term Borrowings | 4 | 14,600,544 | 44,285,000 |
| Trade Payables | 6 | - | - |
| Other current liabilities | 7 | 192,216 | 19,663 |
| Short-term provisions | 5 | 287,583 | 127,000 |
| | | 15,223,991 | 44,431,918 |
| TOTAL | | | |
| | | 65,704,526 | 94,437,107 |
| <u>ASSETS</u> | | | |
| a)Non-Current Assets | | | |
| Fixed assets | | | |
| Tangible assets | 8 | - | 847 |
| Non Current Investment | 9 | - | - |
| | | - | 847 |
| Current Assets | | | |
| Inventories | 10 | - | 34,363,450 |
| Trade receivables | 11 | - | 300,000 |
| Cash and cash equivalent | 12 | 449,794 | 1,833,938 |
| Short-term loans and advances | 13 | 56,454,732 | 57,938,872 |
| Other Current Assets | 14 | 8,800,000 | - |
| | | 65,704,526 | 94,436,260 |
| TOTAL | | | |
| | | 65,704,526 | 94,437,107 |
| Significant Accounting Policies | | | |
| Notes on Accounts | | | |

In terms of our attached report of even date

FOR NITIN MITTAL & CO.

Chartered Accountants

Sd/-

Anand Kumar Sharma

Partner

M NO. 412911

FRN NO. 017642 N

Date : 30/05/2014

Place : New Delhi

**For and on behalf of the Board of Directors of
Capital Trade Links Limited**

Sd/-

Krishan Kumar

Director

DIN NO. 00004181

Sd/-

Amar Nath

Director

DIN NO. 06524521

Sd/-

Mani Ahuja

Company Secretary

M.No. 30544



Capital Trade Links Limited
29th Annual Report 2013-14

Capital Trade Links Limited

CIN NO. L51909DL1984PLC019622

Regd Office : B-4 UGF, ASHOKA NIKETAN, NEW DELHI-110092

CASH FLOW STATEMENT FOR 31ST MARCH,2014

(Amount in Rs.)

| PARTICULARS | 31.3.2014 | 31.3.2013 |
|--|------------------|------------------|
| A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| Net(Loss)/Profit Before Tax and extra ordinary items | 762,674 | 408,943 |
| Adjustment for: | | |
| Depreciation | 333 | 565 |
| Provision for tax | (287,583) | (127,000) |
| Loss on sale of Fixed Assets | 314 | - |
| Provision for Standard Assets | 143,648 | - |
| Interest Paid | 648,096 | - |
| Interest Received | (3,845,532) | (2,104,515) |
| Operating Profit before working Capital changes | (2,578,050) | (1,822,007) |
| Adjustment for: | | |
| Trade and other Receivables | 300,000 | 375,000 |
| Inventories | 34,363,450 | 23,500,000 |
| Trade and other payables | 333,136 | (2,360,768) |
| Other Current Assets | (8,800,000) | - |
| Cash generated from operations | 23,618,536 | 19,692,225 |
| Cash flow before extra-ordinary items | 23,618,536 | 19,692,225 |
| Extra-ordinary items | | |
| Net Cash from operating activities | 23,618,536 | 19,692,225 |
| B. <u>CASH FROM INVESTING ACTIVITIES:</u> | | |
| Loans and advances | 1,484,140 | (24,281,007) |
| Sale of Fixed Assets | 200 | - |
| Interest received | 3,845,532 | 2,104,515 |
| Net Cash inflow/(outflow) from Investing activities | 5,329,872 | (22,176,492) |
| C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| Proceeds from short term borrowings | (29,684,456) | 1,380,000 |
| Interest Paid | (648,096) | - |
| Net cash inflow/(outflow) from financing activities | (30,332,552) | 1,380,000 |
| Net increase in cash and cash equivalents | (1,384,144) | (1,104,267) |
| Cash and cash equivalents as at 1.4.2013 (Opening Balance) | 1,833,938 | 2,938,205 |
| Cash and cash equivalents as at 31.3.2014 (Closing Balance) | 449,794 | 1,833,938 |

**In terms of our attached report of even date
FOR NITIN MITTAL & CO.**

Sd/-
Anand Kumar Sharma
Partner
M NO. 412911
FRN NO. 017642 N
PLACE: NEW DELHI
Date : 30/05/2014

**For and on behalf of the Board of Directors of
Capital Trade Links Limited**

| | |
|------------------|------------------|
| Sd/- | Sd/- |
| Krishan Kumar | Amar Nath |
| Director | Director |
| DIN NO. 00004181 | DIN NO. 06524521 |

Sd/-
Mani Ahuja
Company Secretary
M.No. 30544



Capital Trade Links Limited

CIN NO. L51909DL1984PLC019622
Regd Office : B-4 UGF, ASHOKA NIKETAN, NEW DELHI-110092

Notes to Financial Statements

1 SHARE CAPITAL:

| | AS AT 31-Mar-14 | | AS AT 31-Mar-13 | |
|---|--------------------|-------------------|--------------------|-------------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Authorised, Issued, Subscribed and Paid-up Share Capital | | | | |
| Authorised: | | | | |
| Equity shares of Re. 1/- each* | 50,000,000 | 50,000,000 | 5,000,000 | 50,000,000 |
| Issued and Subscribed: | | | | |
| Equity shares of Re. 1/- each* | 49,980,000 | 49,980,000 | 4,998,000 | 49,980,000 |
| Paid-up: | | | | |
| Equity shares of Re. 1/- each* | 49,980,000 | 49,980,000 | 4,998,000 | 49,980,000 |
| | 49,980,000 | 49,980,000 | 4,998,000 | 49,980,000 |

* On 30th August, 2013 the equity shares of Company having Face Value of Rs.10/- each was sub-divided into face value of Re. 1/- (Rupee One) each.

1.1 The details of shareholders holding more than 5% shares

| Name of the shareholder | AS AT | | | |
|--------------------------|---------------|--------|---------------|--------|
| | 31-Mar-14 | | 31-Mar-13 | |
| | No. of Shares | % Held | No. of Shares | % Held |
| Krishan Kumar & Sons HUF | 6,504,500 | 13.01% | - | 0.00% |
| Neeraj Kumar & Sons HUF | 5,288,700 | 10.58% | - | 0.00% |
| Harish C Agarwal | - | 0.00% | 268,640 | 5.37% |

There are no shareholders holding share more than 5 % of Total Paid up share capital as on 31.3.2013(Previous Year)
NO Shares are issued and/or reserved under Employee Stock Option Scheme and as bonus/ for consideration other than cash/or bought back during the year.

2 (A) Reconciliation of the number of equity shares outstanding

| Particulars | As at 31.03.2014 | | As at 31.03.2013 | |
|--|------------------|------------|------------------|------------|
| | Number of Shares | Amount | Number of Shares | Amount |
| Equity Shares | | | | |
| Shares outstanding at the beginning of the year* | 49,980,000 | 49,980,000 | 4,998,000 | 49,980,000 |
| Shares Issued during the year | - | - | | |
| Shares bought back during the year | - | - | | |
| Shares outstanding at the end of the year* | 49,980,000 | 49,980,000 | 4,998,000 | 49,980,000 |

* On 30th August, 2013 the equity shares of Company having Face Value of Rs.10/- each was sub-divided into face value of Re. 1/- (Rupee One) each.



Capital Trade Links Limited

CIN NO. L51909DL1984PLC019622

Regd Office : B-4 UGF, ASHOKA NIKETAN, NEW DELHI-110092

Notes to Financial Statements

2 RESERVE AND SURPLUS

| | AS AT | |
|--|----------------|---------------|
| | 31-Mar-14 | 31-Mar-13 |
| Speical Reserve | | |
| Opening Balance | 184,999 | 128,299 |
| Add: Transfer From Profit & Loss Account | 95,069 | 56,700 |
| Closing Balance | 280,068 | 184,999 |
| Profit and Loss Account | | |
| Opening Balance | (159,810) | (385,217) |
| Transferred from Profit and Loss Account | 475,346 | 282,107 |
| Less: Transfer to Special Reserve | 95,069 | 56,700 |
| Closing Balance | 220,467 | (159,810) |
| Total.. | 500,535 | 25,189 |

*As per Sec 45IC of RBI ACT,1934, Rs. 95,069 (Previous Year 56,700) (20% of Net Profit after tax) has been trfd to special Reserve.

3 Long-term Provisions

| | AS AT | |
|---|----------------|-----------|
| | 31-Mar-14 | 31-Mar-13 |
| Contingency Provision Against Standard Assets | 143,648 | |
| | 143,648 | - |

4 Short Term Borrowings

| | AS AT | |
|------------------------------------|-------------------|-------------------|
| | 31-Mar-14 | 31-Mar-13 |
| Unsecured Loan(As per Annexure-1) | 14,600,544 | 44,285,000 |
| | 14,600,544 | 44,285,000 |

5 Short-term Provisions

Short-term Provisions consist of the following:

| | AS AT | |
|------------------------|----------------|----------------|
| | 31-Mar-14 | 31-Mar-13 |
| Provision for Taxation | 287,583 | 127,000 |
| | 287,583 | 127,000 |

6 Trade Payables:-

| | AS AT | |
|--|-----------|-----------|
| | 31-Mar-14 | 31-Mar-13 |
| | - | - |

7 Other Current Liabilities

| | AS AT | |
|-----------------------|----------------|---------------|
| | 31-Mar-14 | 31-Mar-13 |
| Audit Fees Payable | 45,253 | 19,663 |
| Expense Payable | 79,868 | - |
| Other Charges Payable | 50,561 | |
| T.D.S Payable | 16,534 | |
| Total.... | 192,216 | 19,663 |



Capital Trade Links Limited

CIN NO. L51909DL1984PLC019622
Regd Office : B-4 UGF, ASHOKA NIKETAN, NEW DELHI-110092

| 8 | Deferred Tax Liability (Net) | AS AT | |
|---|------------------------------|-----------|------------|
| | | 31-Mar-14 | 31-Mar-13 |
| | Deferred Tax Liability Net | - | 255 |
| | | - | 255 |

| 9 | Non Current Investments | AS AT | |
|---|-------------------------|-----------|-----------|
| | | 31-Mar-14 | 31-Mar-13 |
| | Total..... | - | - |

| 10 | Inventories | AS AT | |
|----|-----------------|-----------|-------------------|
| | | 31-Mar-14 | 31-Mar-13 |
| | Stock of Shares | - | 34,363,450 |
| | Total..... | - | 34,363,450 |

| 11 | Trade receivables | AS AT | |
|----|-------------------|-----------|----------------|
| | | 31-Mar-14 | 31-Mar-13 |
| | Trade receivables | - | 300,000 |
| | Total | - | 300,000 |



Capital Trade Links Limited

CIN NO. L51909DL1984PLC019622
Regd Office : B-4 UGF, ASHOKA NIKETAN, NEW DELHI-110092

Notes to Financial Statements

| | | |
|---|---------------------------|-------------------|
| 12 Cash and Cash Equivalents: | AS AT | |
| | 31-Mar-14 | 31-Mar-13 |
| Cash and Cash Equivalents consist of the following: | | |
| Balance with Banks: | | |
| Oriental Bank Of Commerce | 75,007 | 307,068 |
| Axis Bank | 317,906 | - |
| Cash in hand | 56,880 | 1,526,870 |
| Total..... | 449,794 | 1,833,938 |
| 13 Short-term loans and advances | AS AT | |
| | 31-Mar-14 | 31-Mar-13 |
| Unsecured ,considered good | | |
| Loans & Advances to Related Parties | - | 9,145,000 |
| Advances recoverable in cash or kind or for value to be received | 55,844,470 | 48,314,270 |
| Others | | |
| TDS receivables | 610,262 | 479,602 |
| Total..... | 56,454,732 | 57,938,872 |
| 14 Other current assets | AS AT | |
| | 31-Mar-14 | 31-Mar-13 |
| Other current assets consist of the following: | | |
| Advance Given for Property | 8,800,000 | |
| Total..... | 8,800,000 | - |
| 15 Revenue from operations: | Period Ended as on | |
| | 31-Mar-14 | 31-Mar-13 |
| Revenue from operations consist of the following: | | |
| Interest Income | 3,845,532 | 2,104,515 |
| Sale of Equity Shares | 39,455,850 | 23,510,000 |
| | - | |
| Total..... | 43,301,382 | 25,614,515 |
| 16 Other Income | Period Ended as on | |
| | 31-Mar-14 | 31-Mar-13 |
| Other income from operations consist of the following: | | |
| | - | - |
| Total..... | - | - |
| 17 Change in Inventories | Period Ended as on | |
| | 31-Mar-14 | 31-Mar-13 |
| Change in Inventories | 34,363,450 | 23,500,000 |
| Total.... | 34,363,450 | 23,500,000 |



Capital Trade Links Limited

CIN NO. L51909DL1984PLC019622

Regd Office : B-4 UGF, ASHOKA NIKETAN, NEW DELHI-110092

18 Employees Benefit

| | Period Ended as on | |
|---------------|--------------------|----------------|
| | 31-Mar-14 | 31-Mar-13 |
| Salary | 762,000 | 708,000 |
| Staff Welfare | 117,740 | 49,279 |
| | 879,740 | 757,279 |

19 Finance Cost :-

| | Period Ended as on | |
|-----------------------|--------------------|--------------|
| | 31-Mar-14 | 31-Mar-13 |
| Interest paid on Loan | 648,096.00 | - |
| Bank Charges | 2,330 | 1,125 |
| | 650,426 | 1,125 |

20 Depreciation and Amortisation expenses

| | Period Ended as on | |
|------------------------|--------------------|------------|
| | 31-Mar-14 | 31-Mar-13 |
| Preliminary Exp. W/off | - | - |
| Depreciation | 333 | 565 |
| | 333 | 565 |

21 Other expenses:

Other expenses consist of the following:

| | Period Ended as on | |
|--|--------------------|----------------|
| | 31-Mar-14 | 31-Mar-13 |
| Advertisement | 283,920 | 39,636 |
| AGM Expenses | - | 7,850 |
| Audit Fees | 28,090 | 19,663 |
| Conveyance Expenses | 216,141 | 60,684 |
| Contingent Provision Against Standard Assets | 143,648 | - |
| Fine & Penalty | 23,548 | - |
| Office Expenses | 58,472 | 42,357 |
| Postage & Telegram | 11,740 | 4,547 |
| Printing & Stationery | 31,748 | 7,221 |
| Listing Fees | 8,427 | 8,427 |
| Legal & Professional Fee | 175,699 | 39,821 |
| Loss on sale of Fixed Assets | 314 | - |
| Bad Debts | 300,000 | 650,000 |
| Misc Fees Paid | 187,458 | 2,500 |
| Misc Expenses | 9,473 | 39,160 |
| Telephone Expenses | 77,875 | 24,737 |
| Website Expenses | 706 | - |
| | 1,557,259 | 946,603 |

27 Earning Per Share

| | | |
|---|------------|-----------|
| i) Net Profit after Tax as per statement of Profit & Loss attributable to equity shareholders | 475,346 | 282,107 |
| ii) Weighted average number of equity shares used as denominator for calculating EPS | 49,980,000 | 4,998,000 |
| iii) Basic and diluted Earning per Share | 0.01 | 0.06 |
| iv) Face Value per Share | 1.00 | 10.00 |



Capital Trade Links Limited
SCHEDULE OF FIXED ASSETS AS ON 31/03/2014

AS PER COMPANIES ACT, 1956

Note 8

| S.NO | PARTICULARS | RATE OF DEPRECIATION | GROSS BLOCK | | | DEPRECIATION | | | TOTAL | | NET BLOCK | |
|------|------------------------|----------------------|----------------------------------|-----------|----------------|----------------------|----------------------------------|-----------------|------------------------|------------------|------------------|------------------|
| | | | OPENING BALANCE AS ON 01.04.2013 | ADDITIONS | SOLD | TOTAL AS ON 31.03.14 | OPENING BALANCE AS ON 01.04.2013 | DURING THE YEAR | LOSS OF SALE OF ASSETS | ADJUSTMENT | AS ON 31.03.2014 | AS ON 31.03.2013 |
| | <u>Tangible Assets</u> | | | | | | | | | | | |
| | Computer | 40% | 213,050 | - | 213,050.00 | - | 212,203 | 333 | 314 | (212,850) | - | 847 |
| | TOTAL | | 213,050 | - | 213,050 | - | 212,203 | 333 | | (212,850) | - | 847 |

AS PER OUR SEPARATE REPORT OF EVEN DATE ATTACHED

For Nitin Mittal & Co.

CHARTERED ACCOUNTANTS

FRN : 017642N

For and on behalf of the Board of Directors of

Capital Trade Links Limited

Sd/-

Krishan Kumar

Director

DIN NO. 00004181

Sd/-

Amar Nath

Director

DIN NO. 06524521

Sd/-

(Anand Kumar Sharma)

PARTNER

MNo. 412911

PLACE : NEW DELHI

Date : 30/05/2014

Sd/-

Mani Ahuja

Company Secretary

M.No. 30544



SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India including Accounting Standards notified by the Government of India / issued by the Institute of Chartered Accountants of India (ICAI), as applicable, and the relevant provisions of the Companies Act, 1956. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The Company follows the prudential norms for income recognition, asset classification and provisioning as prescribed by Reserve Bank of India (RBI) for preparation of Financial Statement.

B. Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the year. Example of such estimates includes future obligations under employee retirement benefit plans, estimated useful life of fixed assets, warranty on sales, provision for obsolete and slow moving inventory, etc. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

C. Current-Non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realized within 12 months after the reporting date; or
- d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a. It is expected to be settled in the company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within 12 months after the reporting date; or



- d. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of liability that could, at option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.
All other liabilities are classified as non-current.

D. Revenue recognition

a) Income on Loan Transaction

Interest Income is recognised under the Internal Rate of Return method to provide a constant periodic rate of return on net investment outstanding on the Loan contracts. In the case of Non Performing Loans, interest income is recognised upon realisation, as per RBI guidelines. Unrealised interest recognised as income in the previous period is reversed in the month in which the loan is classified as Non Performing.

b) Other Interest Income

Interest income is recognized on time proportion basis considering the amount outstanding and the rate applicable.

c) Provision for Standard/ Non- Performance Assets and Doubtful Debts

The Company Provide an allowance for loan receivables based on the prudential norms issued by the RBI relating to income recognition, assets classification and provisioning for the Non-performing Assets.

In addition the company provided provision for standard assets as required by direction issued by RBI

E. Fixed assets

Tangible fixed assets

Tangible fixed assets are recorded at cost of acquisition less accumulated depreciation and less accumulated impairment loss, if any. Cost is inclusive of inward freight, duties, taxes and incidental expenses related to acquisition and installation expenses incurred to bring the assets to their working condition for intended use. Tangible fixed assets under construction and cost of assets not put to use before the year end, are disclosed as capital work in progress.

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation on fixed assets is provided under the written down value method at the minimum rates specified as per Schedule XIV of the Companies Act, 1956. In the opinion of the management, the rates of depreciation used represent the estimated economic useful life of fixed assets.



Assets individually costing Rs. 5,000 or less are fully depreciated in the year of the purchase.

Depreciation on additions is being provided on pro rata basis from the date of such additions. Similarly, depreciation on assets sold/disposed off during the year is being provided up to the dates on which such assets are sold/disposed off. Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

Intangible fixed assets

Intangible assets which are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and/or less accumulated impairment loss, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates.

Intangible assets are amortised on written down value method. In view of the management, the rates of amortisation used represent the estimated economic useful life of such assets:

F. Foreign currency transactions

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at the rates of exchange prevailing on that date. Gains/ (losses) arising on account of realisation/ settlement of foreign exchange transactions and on translation of foreign currency assets and liabilities are recognised in the statement of Profit and Loss.

G. Leases

Where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease charges are recognised as an expense in the statement of Profit and Loss.

H. Employee benefits

Short term employee benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Profit and Loss Account in the period in which the employee renders the related service.



Defined benefit plan

Gratuity is a defined benefit plan. The present value of obligations under such defined benefit plans is determined based on actuarial valuation carried out by an independent actuary at the end of the year using the projected unit credit method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the Profit and Loss Account.

I. Taxation

Income tax expenses comprise current tax (i.e. the amount of tax for the period determined in accordance with the income tax laws) and deferred tax charge or credit (reflecting the tax effects of timing differences between the accounting income and the taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using tax rates that have been enacted, or substantively enacted, by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future, however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

J. Provisions and contingent liabilities

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

K. Earnings per share

Basic earnings per share are calculated by dividing the net profit/ (loss) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

L. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposit with banks, other short term highly liquid investments with original maturities of three months or less.



22. Special Reserve represents reserve created as per Section 45(IC) of Reserve Bank of India, 1934.

23. Legal and professional fees includes auditor's remuneration:

| Particulars | For the year ended 31 March 2014 | For the year ended 31 March 2013 |
|--|-------------------------------------|-------------------------------------|
| As Auditors: | | |
| -Statutory audit (excluding service tax) | 25,000.00 | 12,500.00 |
| -Tax Audit Fee | | |
| - Out of pocket expenses | | 5,000.00 |
| Total | 25,000.00 | 17,500.00 |

24. Related party disclosures

(a) Related parties with whom transactions have taken place during the year :

Associates Concerned :

| Name of the Related Party | Relationship |
|-------------------------------------|---------------------------|
| Smarth Fincap Services Pvt Ltd | Common Controlled Company |
| Dolphin Fincap (I) Pvt Ltd | Common Controlled Company |
| Mega Fincap Pvt Ltd | Common Controlled Company |
| Pilkhuwa Cloth Merchants Pvt Ltd | Common Controlled Company |
| Agbros Properties Private Limited | Common Controlled Company |
| Pratibha Securities Private Limited | Common Controlled Company |
| Xeraphin Finvest Private Limited | Common Controlled Company |

(b) During the year following transaction were carried out with the related parties in the ordinary course of the Business :

**Nature of Transaction with associated Concern
(Amount in Rs.)**

| | |
|---------------------------|------------------------------|
| Loan & Advances Given : | 95,00,000 |
| Loan & Advances Repaid : | 1,86,45,000 |
| Loan Taken : | 1,34,00,000 |
| Loan Repaid : | 5,76,85,000 |
| Balance As on 31.3.2014 : | NIL (Loan & advances given) |
| Balance As on 31.3.2014 : | NIL (Loan Taken) |

25. The previous year figures have been audited by another firm of Chartered Accountants.

26. Previous year's comparative figures have been regrouped/recasted wherever necessary.



*For **Nitin Mittal & Co***
Chartered Accountants
FR No.: 017642N

For and on behalf of the Board of Directors of
Capital Trade Links Limited

Sd/-
Anand Kumar Sharma
Partner
Membership no.: 412911

Sd/-
Krishan Kumar
Director
DIN: 00004181


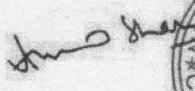

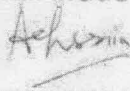
Sd/-
Amar Nath
Director
DIN :06524521

Place : New Delhi
Date :30.05.2014

Sd/-
Mani Ahuja
Company Secretary

FORM A

(Pursuant to clause 31(a) of the Listing Agreement)

| | | |
|--------|---|--|
| Sr. No | Name of The Company | Capital Trade Links Limited |
| 1 | Annual Financial Statement of the year ended | 31 st March, 2014 |
| 2 | Type of Audit Observation | Un qualified |
| 3 | Frequency of Audit observation | NA |
| 4 | To be Signed by:- | |
| | Chairman cum Director | for Capital Trade Links Limited |
| | Mr. Neeraj Garg |  |
| | Auditor of the Company | Director |
| | Mr. Anand Sharma (Partner) M/s Nitin Mittal and Company |   |
| | Audit Committee Chairman | for Capital Trade Links Limited |
| | Mr. Amar Nath |  Director |

Date: 30.05.2014