



**CAPITAL TRADE LINKS LIMITED**  
**ANNUAL REPORT**  
**2014-2015**

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## CORPORATE INFORMATION

### Board of Directors

Mr. Neeraj Garg  
Mr. Amar Nath  
Mr. Neeraj Bajaj  
Mr. Mayank Khanna  
Mrs. Renu Garg  
Mr. Krishan Kumar (upto 13<sup>th</sup> July 2015)  
Mr. Girdhari Lal Mangal (upto 22<sup>nd</sup> December 2014)

### Chief Financial Officer

Mr. Yashwant Saini

### Company Secretary

Ms. Anshika Garg

### Board Committees:

#### Audit Committee

Mr. Mayank Khanna  
Mr. Amar Nath  
Mr. Neeraj Bajaj

#### Nomination and Remuneration Committee

Mr. Amar Nath  
Mrs. Renu Garg  
Mr. Neeraj Bajaj

#### Risk Management Committee

Mr. Amar Nath  
Mr. Neeraj Bajaj  
Mr. Mayank Khanna

#### Stakeholders Grievance's Committee

Mr. Amar Nath  
Mrs. Renu Garg  
Mr. Neeraj Bajaj

### Statutory Auditors

M/s A.C. Gupta & Associates  
Chartered Accountants

### Secretarial Auditors

M/s A.K. Popli & Co.  
Company Secretaries

### Internal Auditors

M/s Rahul Sunit Jain & Associates  
Chartered Accountants

### Registrar & Transfer Agents

M/s MAS Services Ltd.  
T-34, Okhla Phase – II,  
Delhi - 110020  
Ph: +91-11-26387281/ 82  
Email: [info@masserv.com](mailto:info@masserv.com)

### Principal Bankers

Axis Bank  
Oriental Bank of Commerce

### Stock Exchanges Where Company's Securities are listed

BSE Limited

### Registered Office

Capital House  
B-4, UGF, Ashoka Niketan  
New Delhi - 110092  
Ph: +91-11-22144472

### Website

[www.capitaltrade.in](http://www.capitaltrade.in)

### Investors Relations Email Id

[info@capitaltrade.in](mailto:info@capitaltrade.in)

### Corporate Identification Number

L51909DL1984PLC019622



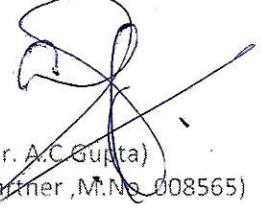



# Capital Trade Links Limited

CIN No.-L51909DL1984PLC019622

## FORM A

Covering of the Annual Audit Report to be filed with Stock Exchange.

1.	Name of the Company	Capital Trade Links Limited
2.	Annual Financial statement for the year ended	31.03.2015
3.	Type of Audit Observation	Unqualified
4.	Frequency of Observation	N.A.
5.	To be signed by:	
	Director	For Capital Trade Links Ltd.  Mr. Neeraj Garg
	Chief Financial Officer	For Capital Trade Links Ltd.  Mr. Yashwant Saini
	Auditor of the Company	For M/s A.C. Gupta & Associates (Firm Regn. No. 008079N)  (Mr. A.C. Gupta) (Partner, M.No. 008565)
	Audit Committee Chairman	For Capital Trade Links Ltd.  Mr. Amar Nath

## NOTICE

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of **CAPITAL TRADE LINKS LIMITED** will be held on Wednesday , 30<sup>th</sup> September, 2015 at the registered office of the company at Capital House, B-4, UGF, Ashoka Niketan, New Delhi – 110092 at 12:30 p.m. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2015 including audited balance sheet as at 31<sup>st</sup> March 2015 and the Statement of Profit and Loss Account along with Cash flow statement for the year ended 31<sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neeraj Garg, who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of Appointment of Statutory Auditors**  
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s A.C. Gupta & Associates, Chartered Accountants (Firm Registration no. 008079N) as Auditors of the Company for a term of 5 years which was subject to ratification by members at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors in consultation with the Auditors or Audit committee of Directors.”

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Neeraj Bajaj as an 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. Neeraj Bajaj (DIN: 06976972), who was appointed as an Additional Director of the company by the Board of Directors with effect from 12<sup>th</sup> February, 2015 and who holds office upto the date of this Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director be and is

hereby appointed as an Independent director of the Company in terms of section 149, 152 and other applicable provisions , if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, to hold office for 5 (Five) consecutive years upto the conclusion of fifth consecutive Annual General Meeting."

**5. Appointment of Mr. Mayank Khanna as a Whole Time Director**

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, Mr. Mayank Khanna (DIN: 06573311), who is appointed as a Whole Time Director of the company by the Board of Directors with effect from 11<sup>th</sup> August 2015 for a period of 5 years commencing from 11.08.2015 to 10.08.2020 and whose period of office shall be liable to determination by retirement of Directors by rotation, the approval of the members of the company be and is hereby accorded to pay salary, commission and perquisites(hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in explanatory statement attached hereto, which is hereby approved and sanctioned by the Board of Directors and to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Board of Directors and Mr. Mayank Khanna.

RESOLVED FURTHER THAT the remuneration payable to Mr. Mayank Khanna, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

**6. Appointment of Mrs. Renu Garg as a Non-Executive Director and Ratification of Payment of Salary**

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

"RESOLVED THAT Mrs. Renu Garg (DIN 07095956), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12<sup>th</sup> February 2015, in terms of Section 161(1) of the Companies Act, 2013, has resigned from the services of the Company as Executive Director w.e.f 11.08.2015 and shall continue to act as a Non-Executive Director on the Board of the Company and in respect of whom the Company has received a notice in writing from a member

proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the approval of members be and is hereby accorded to confirm the remuneration paid to Mrs. Renu Garg in terms of Section 197 of Companies Act, 2013, as explained in the explanatory statement attached hereto with this notice."

**7. Increase In Borrowing Limits**

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

"RESOLVED THAT pursuant to the provisions of section 180(1)(C) of the Companies Act 2013 or any amendment or modifications thereof, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company, to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company notwithstanding that the moneys already borrowed together with moneys borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up capital of the Company and free reserves of the Company, subject to the proviso that such borrowing shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores only) at any time, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

**8. Increase In Authorized Share Capital**

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

"RESOLVED THAT pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased from Rs. 5,00,00,000/- divided into 5,00,00,000 equity shares of Re. 1/- each, to Rs.5,10,00,000/- divided into 5,10,00,000 Equity Shares of Re. 1/- each, by creating additional 10,00,000 Equity shares of Re. 1/- each."

**9. Alteration of Capital Clause of Memorandum of Association**

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

"RESOLVED THAT pursuant to section 13 and 61 and all other applicable provisions of the Companies Act, 2013, the Memorandum of Association of the Company further be altered by substituting the following as new Clause V in place of the existing Clause V thereof:

**V.** The Authorised Share Capital of the Company is Rs. 5,10,00,000 (Rupees Five Crores Ten Lacs only) divided into 5,10,00,000 (Rupees Five Crores Ten Lacs only) Equity Shares of Re. 1 (Rupee One each)."

**10. Alteration/Adoption of New Set of Memorandum of Association**

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

"RESOLVED THAT as per the provisions of Section 13 of Companies Act, 2013 read with Section 4 and 6 of the said Act, new set of Memorandum of Association of the Company pursuant to the Act primarily based on the Form of Table A (to the extent as applicable) under the Act, be and is hereby approved and adopted as new set of Memorandum of Association subject to the approval of members and Registrar of Companies, NCT, Delhi & Haryana, is hereby altered with the following:

- a. The existing clause III (B) of Memorandum of Association is replaced and renamed with the new clause as to "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (B) and deleting the existing Clause III(C);
- b. The word "Subject to the provisions of the Companies Act, 1956" shall be replaced with "subject to the provisions of Companies Act, 2013" in sub-clauses under the existing Clause III(B);
- c. the existing Clause IV of Memorandum of Association is replaced with the new Clause IV as to "THE LIABILITY OF MEMBERS IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON THE SHARES HELD BY THEM" be and is hereby adopted as new clauses of the Memorandum of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies."

**11. Alteration/Adoption of New Set of Articles of Association**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of Board of Directors of the Company be and is hereby accorded, subject to the approval of Registrar of Companies, NCT of Delhi & Haryana and subject to the approval of Shareholders in general meeting the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations by the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act (to the extent as applicable), be and are hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

FURTHER RESOLVED THAT pursuant to all other applicable provisions and the provisions of section 14 of the Companies Act, 2013, the Articles of Association of the Company further be altered by substituting the existing Article 3 with the following clause thereof:

3. “The Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association and with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being in several classes privileges or any conditions as may be determined in such a manner as they for the time being be provided by the regulations of the Company and sub divide the shares and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being subject to the provisions of the Act, be provided by the regulations of the Company.”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies.”

## **12. Issue Of Share Warrants To Promoters And Non-Promoters**

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

“RESOLVED THAT pursuant to provisions of Section 62(1)(c), Section 42 and other applicable provisions, of the Companies Act, 2013, if any (including any statutory modification(s) or re—enactment thereof and the applicable provisions of Companies Act, 1956, for the time being in force), and pursuant to the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009 (SEBI ICDR Regulations, 2009), as In force and subject to other applicable Rules, Regulations and Guidelines issued by Securities and Exchange of India (SEBI) from time to time and the provisions of Foreign Exchange Management Act, 1999 and Rules and Regulations framed there under and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into the Company with Stock

Exchanges, where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and / or sanctions, if any, of SEBI, Stock Exchanges and other appropriate authorities including the Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the conferred by this resolution), the Board be and is hereby authorized to create, offer, issue, allot and deliver, from time to time in one or more tranches, 10,00,000 (Ten Lacs only) warrants on a preferential basis to the Promoters/Promoter Group and Non-Promoters entitling the holder of each warrant, from time to time to convert/apply and for obtaining allotment of one equity shares against such warrant (hereinafter referred to as "warrants") in such a manner and at such price, terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations") (including any amendments thereto or re-enactment thereof) or other provisions of law as may be prevailing at the time, provided that the price (inclusive of premium) of the Warrant so issued shall not be less than the minimum price arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of warrants in accordance with the SEBI (ICDR) Regulations would be August 30, 2015 being the date 30 days prior to the date of passing of this resolution.

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

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

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

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

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

**Place: Delhi**  
**Date: 11/08/2015**

Sd/-  
**Anshika Garg**  
**Company Secretary**

**NOTES:**

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll, instead of 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 in respect of the business under Item No.s 4 to 12 of the notice, is annexed hereto
- 4) The disclosures required under clause 49 of the listing agreement in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
- 5) The Register of Members and the Transfer Books of the Company shall remain closed on 27<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive).
- 6) All documents referred to in accompanying Notice and Explanatory Statement is open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of ANNUAL GENERAL MEETING excluding Saturdays', Sundays' and Public holidays. Member may also note that the Annual Report for FY 2014-15 will also be available on the Company's website [www.capitaltrade.in](http://www.capitaltrade.in) for their download.
- 7) Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. The Annual Report of the Company is also available for download at the website of Company at [www.capitaltrade.in](http://www.capitaltrade.in)
- 8) To promote green initiative, Members holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, MAS Services Ltd., Delhi.

- 9) In case members cast their votes through more than one mode of voting, voting done by e-voting shall prevail and voting done by other mode shall be treated as invalid.
- 10) The facility for voting, through polling paper shall be made available at the ANNUAL GENERAL MEETING and members attending the meeting who have not cast their vote by e-voting shall be able to cast their vote at the Annual General Meeting.
- 11) The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

12) **The procedure and instructions for members for voting electronically are as under:-**

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 24.09.2015 (End of Day) being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited. The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on 24.09.2015 i.e. cut-off date for the purpose.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 24.09.2015.

The Company shall appoint an Independent Professional as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favour or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

**I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**

- a. Open e-mail and open PDF file viz. "CTL-e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.

## CAPITAL TRADE LINKS LIMITED

- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "**Capital Trade Links Limited**".
- h. Now you are ready for remote e-voting as Cast Vote page opens. Voting period commences from 27.09.2015 at 9:00 AM and ends on 29.09.2015 at 5:00 PM.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [akpoplico@gmail.com](mailto:akpoplico@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **II. In case of Members receiving Physical copy of Notice of 30<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24.09.2015.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24<sup>th</sup> September, 2015, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the ANNUAL GENERAL MEETING even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the ANNUAL GENERAL MEETING.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the ANNUAL GENERAL MEETING through ballot paper.
- H. M/s A.K.Popli & Co., Practicing Company Secretary (Membership No. FCS-3387 & CP No. 2544), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the ANNUAL GENERAL MEETING, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the ANNUAL GENERAL MEETING but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the ANNUAL GENERAL MEETING, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the ANNUAL GENERAL MEETING, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.capitaltrade.in](http://www.capitaltrade.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

**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**

A brief profile of Directors seeking appointment / Re-Appointment at the Annual General Meeting pursuant to the Companies Act 2013 and Clause 49 of the Listing agreement.

- |                     |  |
|---------------------|--|
| 1. Name of Director | : Mr. Neeraj Kumar Bajaj   |
| DIN                 | : 06976972   |
| Date of Appointment | : 12.02.2015   |
| Profile             | : Mr. Neeraj Bajaj holds a Bachelor's degree in Commerce and brings with him vast experience in the field of Accounts. |

Directorships in other Public Companies as on 31.03.2015 : NIL

Memberships of Committees in Public Companies : NIL

Chairmanships of Committees in Public Companies : NIL

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Director is now being placed before the Members for their approval.

Mr. Neeraj Kr. Bajaj is interested in the resolutions set out respectively at Item Nos.4 of the Notice with regard to their respective appointment.

- |                     |   |
|---------------------|---|
| 2. Name of Director | : Mr. Mayank Khanna   |
| DIN                 | : 06573311  |
| Date of Appointment | : 11.08.2015  |
| Profile             | : Mr. Mayank Khanna holds a Bachelor's degree in Management and holds a experience of more than 5 years in the field of management and legal & secretarial areas. |

Directorships in other Public Companies as on 31.03.2015 : NIL

Memberships of Committees in Public Companies : NIL

Chairmanships of Committees in Public Companies : NIL

In compliance with the provisions of section 196 of the Companies Act 2013, the appointment of Mr. Mayank Khanna as Whole time Director is now being placed before the Members for their approval.

Mr. Mayank Khanna is interested in the resolutions set out respectively at Item Nos. 5 of the Notice with regard to their respective appointment.

3. Name of Director : Mrs. Renu Garg  
DIN : 07095956  
Date of Appointment : 12.02.2015  
Profile : Mrs. Renu Garg holds a Bachelor's degree in Arts and she has her expertise in Administration field.
- Directorships in other Public Companies as on 31.03.2015 : NIL  
Memberships of Committees in Public Companies : NIL  
Chairmanships of Committees in Public Companies : NIL

In compliance with the provisions of section 196 of the Companies Act 2013, the appointment of Mrs. Renu Garg as Director is now being placed before the Members for their approval.

Mrs. Renu Garg is interested in the resolutions set out respectively at Item Nos. 6 of the Notice with regard to their respective appointment.

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

**Item No. 4**

Mr. Neeraj Kumar Bajaj was appointed as an Additional Directors by the Board of Director w.e.f. February 12, 2015, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 1956 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Mr. Neeraj Kumar Bajaj has given a declaration to the Board that he meets the criteria of independent Director as provided under section 149(6) of the Act. In the opinion of the Board, the Company should avail the services of Mr. Neeraj Kumar Bajaj and he fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and accordingly the Board recommends to pass the resolution as Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's except Mr. Neeraj Kumar Bajaj is concerned or interested in this resolution.

**Item No. 5**

Mr. Mayank Khanna who was appointed as an Independent Director in previous Annual General Meeting and upon the recommendation of Nomination & Remuneration Committee and upon the consent of the Board of the Company, he is appointed as a Whole Time Director of the Company w.e.f 11.08.2015.

The Board and respective Committees consider it desirable for the Company for appointment of Mr. Mayank Khanna as Whole Time Director.

Mr. Mayank Khanna has given a declaration to the Board that he meets the criteria to be appointed as Executive Director as provided under section 196(3) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed there under for appointment as Whole Time Director.

The remuneration payable to Mr. Mayank Khanna shall as follows:

- A. Salary: Rs. 30,000 per month with annual increment upto 30%.
- B. Perquisites & Allowances: In addition to the above salary, he shall be entitled to the following perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year, subject to the company policy.
  - 1. Club fees: Actual fees of clubs will be reimbursed
  - 2. Leave Travel Concession: For self and family once in a year incurred in accordance with the rules of the Company.
- C. Other benefits:

1. One month's leave with full salary for every 11 months of service. Leave accumulated but not availed will be allowed to be encashed. Leave encashment at the end of the tenure will be as per company rules.
  2. Telephone: Free mobile phone and other suitable communication services
- D. Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the tenure of Mr. Mayank Khanna, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as Minimum Remuneration.

As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said act and Central Government approval is not required for this appointment.

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's except Mr. Mayank Khanna is concerned or interested in this resolution.

#### **Item No.6**

Mrs. Renu Garg was appointed as an Additional Director by the Board of Director w.e.f. 12.02.2015 and who holds office upto the ensuing Annual General Meeting has resigned as Executive Director of the Company and shall continue to act as Non-Executive Director on the Board of the Company.

Mrs. Renu Garg has given a declaration to the Board that she meets the criteria to be appointed as Non-Executive Woman Director as provided under section 149(1) of the Act. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Woman Director.

Further, the approval of the members is hereby accorded for the remuneration paid to Mrs. Renu Garg for the period starting from 12<sup>th</sup> February 2015 to 11<sup>th</sup> August 2015 is Rs. 1,80,000/-.

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's except Mrs. Renu Garg is concerned or interested in this resolution.

#### **Item No. 7**

The Company in order to maintain its competitiveness in the market, needs to continuously raise funds to match existing competitor's, gain and establish better incremental market share and achieve growth. The existing borrowing power of the company may not be adequate. Keeping in view the likely fund requirement of the company, the existing borrowing needs to be increased.

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company, shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company shall not exceed the limit of Rs. 300 Crores at any time during the course of the business.

## **CAPITAL TRADE LINKS LIMITED**

The Board recommends the resolution for approval of the members as Special Resolution.

None of the Directors, Key Managerial Persons (KMP) or relatives of Directors and KMP's is concerned or interested in this resolution.

### **Item No. 8 & 9 & 11**

The existing Authorised Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crores) divided into 5,00,00,000 (Five Crore) Equity Shares of Re. 1 each. In view of the proposed preferential allotment of convertible share warrants to the persons including the Promoters & Promoters group and to the Non-Promoter's of the Company and to meet any other future eventualities, it is considered necessary to increase the authorised share capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 5,00,00,000 (Five Crores) equity shares of Re. 1/- (Rupee One Only) each to Rs. 5,10,00,000/- (Rupees Five Crore Ten Lakh only) divided into 5,10,00,000 (Five Crore Ten Lakh) equity shares of Re. 1/- (Rupee One Only) each, by creation of 10,00,000 (Ten Lacs) additional equity shares of Re. 1/- (Rupee One Only) each ranking pari passu with the rights and liabilities of the existing equity shares.

As a consequence of the above, it is necessary to alter the Capital Clause of the Memorandum of Association and clause no.3 and existing regulations of Articles of Association of the Company. As per the provisions of Section 61, 64, 13 and 14 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of Capital Clause of the Memorandum of Association require the consent of the shareholders by way of an Ordinary Resolution and Alteration of Articles of Association of the Company require the consent of the shareholders by way of an Special Resolution.

Further, as per the provisions of Companies Act 2013 and the alterations as explained in the said Act, the Board hereby adopts and approve the altered Articles of Association thereby replacing all the existing regulations by the new set of Articles of Association pursuant to the Act, which is subject to the approval of Registrar of Companies NCT Delhi & Haryana and members of the Company.

Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company accordingly Mr. Krishan Kumar, Mr. Mayank Khanna and Mr. Neeraj Garg Director of the Company are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company, except that none of the Directors/ Key managerial personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

### **Item No. 10**

Pursuant to Companies Act, 2013, the Company hereby alters and adopts the new set of Memorandum as recommended under new Companies Act. A copy of the Memorandum along with the proposed alterations, deletions and / or modifications is available for inspection at the Registered Office of the Company during

working hours between 9.00 a.m. to 12.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Annual General Meeting.

Further as per clause IV of Memorandum of Association The liability of the members is limited” is as per provisions of the Companies Act, 1956. Therefore, pursuant to the provisions of the Companies Act, 2013 the new Liability Clause (Clause IV) is “The liability of members is limited to the amount unpaid, if any, on the shares held by them”.

In order to comply with the provisions of Section 4 of the Companies Act, 2013, the Company proposes to alter the Liability Clause of Memorandum of Association under section 13 of the Act. The proposed modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Memorandum of Association of the Company.

#### **Item No. 12**

In order to fund the long term requirements of the Company and for general purposes, it is proposed to issue upto 10,00,000 warrants on preferential basis to the Promoters, Promoter Group of the Company and Non-Promoters entitling the warrant holders to apply for equivalent number of fully paid equity shares of the Company in accordance with the regulations for preferential issues contained in Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR) Regulations”).

The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

1. **Object of the issue:** To mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.
2. **Intention of Promoters / Directors / Key Management Personnel to subscribe to the preferential issue:** Mr. Neeraj Garg, Director of the Company and Mr. Krishan Kumar has intended to participate/ subscribe to 10,000 warrants each proposed to be issued. The existing promoters’ and management team will continue to remain in the management of the Company. Further, the composition of the present Board of Directors is not expected to undergo any change.
3. **Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:**

## CAPITAL TRADE LINKS LIMITED

Category Code	Category of Shareholder	Pre-issue		Post-Issue	
		Pre-issue Shares held	%to Total Holding	Post-Issue Shares held	% to Total Holding
(A)	<b>Shareholding of Promoter and promoter group</b>				
(1)	<b>Indian Promoters (A)</b>	14903000	29.82	14923000	29.27
(B)	<b>(B) Public Shareholding</b>				
(1)	Institutions	-	-	-	-
(a)	Mutual Funds / UTI/ Banks/ FIs	-	-	-	-
(b)	Foreign Institutional Investors	-	-	-	-
	<b>Sub-Total (B1)</b>				
(2)	<b>Non-institutions</b>				
(a)	Bodies Corporate	2054474	4.11	3034474	5.95
(b)	Individuals	32823910	65.67	32823910	65.67
(c)	Foreign Corporate Bodies/ NRIs	-	-	-	-
(d)	Others	198616	0.39	198616	0.39
	<b>Sub-Total (B2)</b>	35077000	70.18	36057000	70.73
	<b>GRAND TOTAL (A)+(B)(1)+(B)(2)</b>	<b>49980000</b>	<b>100.00</b>	<b>50980000</b>	<b>100.00</b>

The pre –issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 11.08.2015. The Post issue shareholding pattern has been arrived at considering the following:

- Conversion of 20,000 warrants which are proposed to be issued pursuant to this resolution to Promoters.
  - Conversion of 9,80,000 warrants which are proposed to be issued pursuant to this resolution to Non-Promoters.
- Proposed time within which the preferential issue shall be completed:** The Company proposes to complete the preferential issue on or before the fifteenth day from the date of passing of this resolution or on or before the fifteenth day from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later, as per SEBI Regulations, as amended.
  - Identity of proposed allottee(s), percentage of expanded capital to be held by them:** There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.

<b>Sr.No.</b>	<b>Name of Allottees</b>	<b>Category</b>	<b>PAN</b>	<b>No. of Equity warrants.</b>
1.	Mr. Krishan Kumar	Promoter Group	ABDPN7191F	10,000
2.	Mr. Neeraj Garg	Promoter Group	ADHPG6394B	10,000
3.	M/s Nutek India Ltd.	Non-Promoter	AAACN2270L	5,60,000
4.	M/s Kalpa Commercials Ltd.	Non-Promoter	AAACK2200M	70,000
5.	M/s Gap Trading and Investment Private Ltd.	Non-Promoter	AAACG447E	90,000
6.	M/s Ram Alloy Castings Private Ltd.	Non-Promoter	AADCR6092H	1,20,000
7.	M/s Panafic Industrials Limited	Non-Promoter	AAACP3700B	1,40,000
	<b>Total</b>			<b>10,00,000</b>

Mr. Krishan Kumar and Mr. Neeraj Garg are the ultimate beneficial owners of M/s Krishan Kumar & Sons HUF and M/s Neeraj Kumar & Sons HUF, respectively, who belongs to the Promoter Group of the Company.

6. **Lock In Requirements:** The shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.
7. **Issue Price:** The warrants will be issued at a price (including premium) not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations.
8. **Auditors' Certificate:** M/s.A.C.Gupta & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.
9. **Relevant Date:** "Relevant Date" in relation to the issue of warrants in accordance with the SEBI(ICDR) Regulations, would be August 30, 2015 being the date 30 days prior to the date of passing of this resolution.

**10. Other terms of issue of warrants:** An amount equivalent to at least 25% of the issue price shall be payable on subscription to the warrants. The warrant holders shall be entitled to apply for and be allotted, in one or more tranches, one equity share of the face value of Re. 1/-, any time after the date of allotment of warrants but on or before the expiry of 18 months from the date of allotment of such warrants. Upon exercise of the rights to apply for equity shares, the warrant holders will be liable to make the payment of the balance amount of the issue price. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited. The equity shares arising out of conversion of warrants pursuant to the resolution shall rank pari-passu in all respects with the then existing equity shares of the Company. The warrants under this preferential offer and resultant equity shares proposed to be issued to Promoters / Promoter Group and Non-Promoters upon exercise of entitlements against such warrants shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI (ICDR) Regulations (including any amendments thereto or re-enactment thereof).

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

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

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, etc., such shares shall be offered to the existing members of the Company in the manner laid down in Section 62, unless the members decide otherwise by passing a Special Resolution. The Board of Directors recommends the resolution as set out in item no. 12 of this notice for the issue of warrants by way of Special Resolution.

Mr. Neeraj Garg, Director of the Company is concerned or interested in this resolution.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

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

**Place: Delhi  
Date: 11/08/2015**

**Sd/-  
Anshika Garg  
Company Secretary**

## **DIRECTOR'S REPORT**

Dear Members,

Your directors have pleasure in presenting the 30<sup>th</sup> Annual Report of your company together with the Audited Statement of Accounts of the Company for the year ended March 31<sup>st</sup> 2015.

### **FINANCIAL RESULTS:**

(₹ in lacs)

Particulars	2014-15	2013-14
Revenue from Operations	155.33	433.01
Other Income	28.42	-
<b>Total Income</b>	<b>183.75</b>	<b>433.01</b>
Less: Operational and Other Expenses	123.8	418.88
<b>Profit/(Loss) before Depreciation &amp; Finance Cost</b>	<b>59.96</b>	<b>14.13</b>
Less: Depreciation & Amortization	0.01	-
Less: Finance Cost	24.89	6.5
<b>Profit/(Loss) before Tax</b>	<b>35.06</b>	<b>7.63</b>
Less: Tax and Adjustments	14.23	2.87
<b>Net Profit after Tax</b>	<b>20.83</b>	<b>4.74</b>

### **OPERATIONS:**

For the year ended March 2015, your Company earned a total income of Rs. 183.76 lacs as compared to Rs.433.01 lacs in the previous year. The net profit of the Company is increased to Rs. 20.83 lacs against the net profit of previous year for Rs. 4.75 lacs. Your Company is considering various other avenues to increase the income in near future.

### **DIVIDEND & TRANSFER TO RESERVES:**

Your Directors decided to plough back the profit and therefore dividend is not declared. The credit balance of Profit and Loss account is transferred to reserves in Balance sheet.

### **INCREASE IN BORROWING POWERS:**

The Company has decided to increase its limit on the borrowing powers of the Board of Directors to meets its business needs. A detailed notice and explanatory statement pursuant to this is explained in the attached notice of Annual General Meeting.

## **CAPITAL TRADE LINKS LIMITED**

### **SHARE CAPITAL:**

During FY2015, there were no changes in the capital structure of the Company. As on 31st March 2015, the paid up capital of the Company was Rs. 4,99,80,000/- comprising of 49980000 equity shares of Re. 1/- each. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### **DIRECTORS and KMP's:**

Mr. Neeraj Garg, Mrs. Renu Garg, Mr. Neeraj Kumar Bajaj, Mr. Amar Nath and Mr. Mayank Khanna are directors on the Board.

Mr. Neeraj Kumar Bajaj & Mrs. Renu Garg was appointed as an Additional Director of the Company on 12<sup>th</sup> February, 2015 for a term of five consecutive years. It is proposed to confirm appointment of Mr. Neeraj Bajaj by the members for a term of 5 years, at the ensuing Annual General Meeting. Further, Mrs. Renu Garg has resigned as Whole Time Director of the Company w.e.f 11.08.2015 and shall continue to act as Non-Executive Director on the Board and whose appointment is proposed to be confirmed by the members at ensuing Annual General Meeting.

Mr. Mayank Khanna, Independent Director on the Board, upon the recommendation of the Nomination & Remuneration committee and subsequent approval of the Board is appointed as a Whole Time Director of the company as per the terms as explained in notice attached with this report.

According to Companies Act, 2013 at least two-thirds of the total directors excluding Independent Directors shall be liable to retire by rotation. Mr. Neeraj Garg, Director retires from the Board by rotation this year and being eligible to offer himself for re-appointment. Required resolution for this purpose is being proposed in the notice of the ensuing Annual General Meeting for the approval of the members.

The Key Managerial Person of the Company includes:

1. Mr. Yashwant Saini, Chief Financial Officer who is appointed w.e.f 12.02.2015
2. Ms. Anshika Garg, Company Secretary of the Company was appointed w.e.f 15.12.2014

Further, we would also like to thank our Directors Mr. Krishan Kumar and Mr. Girdhari Lal Mangal, and Ms. Mani Ahuja, Company Secretary for their support to the organization and they deserve much of the credit for the organization's success.

### **DETAILS OF MANAGERIAL REMUNERATION**

Details of Managerial remuneration along with required information is explained along with "Annexure II" to this report.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

The independent directors have submitted the declaration of independence, as required under section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

#### **MEETING OF BOARD OF DIRECTORS**

There were seven meetings of the Board held during the year, details of which are given in the annexed 'Corporate Governance Report'.

#### **COMMITTEES OF THE BOARD:**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees and also formed a Corporate Social Responsibility Committee. There are currently four Committees of the Board, as follows:

Audit Committee

Nomination and Remuneration Committee

Stakeholders' Relationship Committee

Risk Management Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

#### **Implications as per applicable acts**

The Board has adopted various policies in context to applicable Regulations i.e.

- Interest Gradation and Risk Policy
- Whistle Blower Policy
- Code of Conduct for prevention of Insider Trading

Company is adopting new set of Memorandum and Articles of Association in accordance with the new Company law and rules framed there under.

All other changes as required by the Act have been in place and we re-affirm our commitment to the highest level of Corporate Governance.

#### **EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as "**Annexure II**".

## **CAPITAL TRADE LINKS LIMITED**

### **PARTICULARS OF EMPLOYEES:**

During the year under review, there were no employees drawing remuneration of Rs. 60,00,000/- p.a. or Rs. 5,00,000/- p.m. or more. Hence there is no information to be provided in accordance with the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Particulars of employees) Rules, 1975.

### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The Company, being a non-banking finance company (NBFC), does not have any manufacturing activity. The directors therefore, have nothing to report on 'conservation of energy and technology absorption' and is given as "**Annexure I**" to this report.

### **FOREIGN CURRENCY:**

No Foreign currency expenditure was incurred during FY2015. The Company did not have any foreign exchange earnings.

### **FIXED DEPOSIT:**

The Company has not accepted deposits falling within the provisions of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of the Deposits) Rules, 1975 during the year under review.

### **ADEQUACY OF INTERNAL CONTROLS:**

Internal financial controls with reference to the financial statements were adequate and operating effectively. The information about internal controls is set out in Management Discussion & Analysis report which is attached and forms part of this report.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The Company, being a non-banking finance company registered with the Reserve Bank of India and engaged in the business of giving loans, is exempt from complying with the provisions of section 186 of the Companies Act, 2013. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been given in this Report.

### **AUDITORS AND AUDITOR'S OBSERVATIONS:**

All observations of Auditors are annexed as Auditors Report and are self explanatory and therefore do not call for any further comments by Directors in this report.

The Company has received from A.C. Gupta & Associates a written consent for ratification of their appointment from the conclusion of ensuing AGM till the conclusion of the 33<sup>rd</sup> AGM and a certificate to the effect that their appointment shall be in accordance with the prescribed conditions and that the firm is not disqualified under the Companies Act, 2013.

The Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Act, the directors hereby confirm that:

- a) in the preparation of the annual accounts for financial year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures;
- b) 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 March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) 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;
- d) the Directors have prepared the annual accounts for financial year ended March 31, 2015 on a 'going concern' basis;
- e) they have laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- f) they have devised proper systems to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

**RELATED PARTY TRANSACTIONS**

There are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with interest of the Company at large.

**BOARD INDEPENDENCE:**

Our definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013:-

Mr. Amar Nath

Mr. Neeraj Bajaj

Mr. Mayank Khanna (upto 11.08.2015)

## **CAPITAL TRADE LINKS LIMITED**

### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

### **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company adopted its Whistle Blower Policy on 12<sup>th</sup> February 2015, more specifically required as per NBFC guidelines, even when the same was non-mandatory as per clause 49 of the Listing Agreement.

The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report violations, without fear of victimization of any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice.

### **RISK MANAGEMENT**

The Board of Directors, at its meeting held on 22<sup>nd</sup> December 2014, has constituted risk management Committee for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

### **ANNUAL EVALUATION BY THE BOARD:**

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

1. Attendance of Board Meetings and Board Committee Meetings
2. Quality of contribution to Board deliberations
3. Strategic perspectives or inputs regarding future growth of Company and its performance
4. Providing perspectives and feedback going beyond information provided by the management
5. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

### **PRESENTATION OF FINANCIAL STATEMENTS**

The financial statements of the Company for the year ended 31<sup>st</sup> March 2015 have been disclosed as per Schedule III to the Companies Act, 2013.

**SUBSIDIARIES COMPANIES:**

The Company does not have any subsidiary Company.

**SECRETARIAL AUDIT REPORT:**

The Board of Directors of the Company has appointed M/s A.K Popli & Co., Practicing Company Secretary (Membership No. 3387), to conduct the Secretarial Audit and his Report on Company's Secretarial Audit in form MR-3 are appended to this Report as "Annexure III".

**MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report.

**CORPORATE GOVERNANCE:**

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 is also published elsewhere in this Annual Report.

**CFO CERTIFICATION:**

Certificate from Mr. Yashwant Saini, Chief Financial Officer pursuant to provisions of Clause 49(V) of the Listing Agreement, for the year under review was placed before the Board of Directors of the Company at its board meeting held on 27/05/2015. A copy of the certificate on the financial statements for the financial year ended March 31, 2015 is a part of Corporate Governance Report.

**DEPOSITORY SYSTEM:**

The Company has electronic connectivity with both depositories namely Central Depository Services (India) Limited and National Securities Depository Limited. As on March 31, 2015, 88.33 % of the Company's paid-up share capital representing 44149377 equity shares is in dematerialized form (including promoters shareholding). In view of the numerous advantages offered by the Depository system, Members holding shares in physical mode are requested to avail of the facility of dematerialization of the Company's shares on either of Depositories.

**DISCLOSURES:**

Directors' responsibility statement as required by section 134(5) of the Companies Act, 2013 appears in this report.

Disclosures as prescribed by Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and other NBFC regulations have been made in this Annual Report.

## **CAPITAL TRADE LINKS LIMITED**

A Cash Flow Statement for FY2015 is attached to the Balance Sheet.

### **ACKNOWLEDGEMENT:**

Your Directors wish to place on record their appreciation for the support and co-operation, which the Company continues to receive from its associates and bankers. The Directors are also thankful to the shareholders for their unstinted support to the Company.

**By Order and on behalf of the board  
For CAPITAL TRADE LINKS LIMITED**

**Place: Delhi  
Dated: 11/08/2015**

Sd/-  
**Neeraj Garg  
Chairman**

**ANNEXURE I**

Information pursuant to the Companies (Accounts) Rules, 2014.

**i. Conservation of Energy**

The operations of your Company do not consume high levels of energy. Adequate measures have been taken to conserve by using energy, efficient computers and equipment.

**ii. Technology Absorption**

1. Specific areas in which R & D carried out are as follows:

a. review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.

b. Providing technical support on existing products.

2. Benefits derived as a result of the above R & D

As a result the organization is being able to implement current courses.

3. Expenditure on R & D : NIL

**iii. Foreign Exchange Earnings & Outgo Technology Absorption**

1. Earnings in Foreign Exchange during the year : NIL

2. Foreign Exchange outgo during the year : NIL

**By Order and on behalf of the board  
For CAPITAL TRADE LINKS LIMITED**

**Place: Delhi  
Dated: 11/08/2015**

Sd/-  
**Neeraj Garg  
Chairman**

# CAPITAL TRADE LINKS LIMITED

## ANNEXURE II

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

#### I. REGISTRATION & OTHER DETAILS:

CIN	L51909DL1984PLC019622
Registration Date	28/12/1984
Name of the Company	Capital Trade Links Limited
Category/Sub-category of the Company	NBFC / Public Company
Address of the Registered office & contact details	CAPITAL HOUSE, B-4 UGF, ASHOKA NIKETAN, DELHI-110092
Whether listed company	YES(BSE)
Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAS Services Ltd. T-34, Okhla , Phase-II, Delhi Tel: 011-26387281

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Company is engaged in the business of advancing loans and financing and is registered as NBFC with Reserve Bank of India.

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

There is no holding , subsidiary and associate companies.

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### A) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	25,00,000	92,93,200	1,17,93,200	23.60	1,49,03,000	-	14,90,000	29.82	6.22
b) Central Govt	-	-	-	-	-	-	-	-	-

c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	25,00,000	92,93,200	1,17,93,200	23.60	1,49,03,000	-	14,90,3000	29.82	6.22
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	12,90,000	1,54,45,966	1,67,35,966	33.48	14,96,754	-	14,96,754	2.99	(30.49)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	310,034	310,034	0.62	53,31,780	5,70,623	59,02,403	11.81	11.19
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,50,000	2,09,90,800	2,11,40,800	42.30	2,16,85,491	52,60,000	2,69,45,491	53.91	11.61
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI (Repat & Non Repat)	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	7,32,352	-	7,32,352	1.47	1.47
Trusts	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	14,40,000	3,67,46,800	3,81,86,800	76.40	2,92,46,377	58,30,623	3,50,77,000	70.18	(6.22)
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	14,40,000	3,67,46,800	3,81,86,800	76.40	2,92,46,377	58,30,623	3,50,77,000	70.18	(6.22)
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-

## CAPITAL TRADE LINKS LIMITED

<b>Grand Total (A+B+C)</b>	39,40,000	4,60,40,000	4,99,80,000	100	4,41,49,377	58,30,623	4,99,80,000	100	-
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### B) SHAREHOLDING OF PROMOTER

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Krishan Kumar & Sons HUF	65,04,500	13.01	Nil	76,10,900	15.23	Nil	2.28
2.	Neeraj Kumar & Sons HUF	52,88,700	10.58	Nil	72,92,100	14.59	Nil	4.01

### C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

S.No	Particulars	Shareholding at the beginning of the year		Increase/(Decrease) during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Krishan Kumar & Sons HUF	65,04,500	13.01	11,06,400	-	76,10,900	15.23
2.	Neeraj Garg & Sons HUF	52,88,700	10.58	20,03,400	-	72,92,100	14.59

### D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS: (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS & ADRS):

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-		
1	KAILASH CHAND MITTAL	-	-	-	-	1870000	3.78
2	KAILASH CHAND MITTAL HUF	2200000	4.402	6,64,450	1.054	1535550	3.34
3	PAWAN KUMAR MITTAL	1886000	3.774	3,52,512	0.702	1533488	3.07
4	PAWAN KUMAR MITTAL HUF	1818000	3.637	2,87,380	0.575	1530620	3.06
5	RUKMANI DEVI MITTAL	-	-	-	-	1288770	2.57

6	ROHIT MITTAL	-	-	-	-	757000	1.59
7	JATIN MADANI	-	-	-	-	750000	1.50
8	LALITA MITTAL	-	-	-	-	647577	1.29
9	VIVEK YADAV	-	-	-	-	600000	1.20
10	VANDANA YADAV	-	-	-	-	600000	1.20

**E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

S.No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Krishan Kumar	-	-	-	-
2.	Neeraj Garg	-	-	-	-
3.	Neeraj Bajaj	-	-	-	-
4.	Amar Nath	-	-	-	-
5.	Mayank Khanna	150000	0.30	120478	0.24
6.	Renu Garg	-	-	-	-
7.	Yashwant Saini	-	-	-	-
8.	Anshika Garg	-	-	-	-
9.	Mani Ahuja	-	-	-	-

**V. INDEBTEDNESS - Indebtedness of the company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	1,46,00,544	Nil	1,46,00,544
ii) Interest due but not paid	Nil	-	Nil	-
iii) Interest accrued but not due	Nil	4,11,598	Nil	4,11,598
<b>Total (i+ii+iii)</b>	Nil	<b>1,50,12,142</b>	Nil	<b>1,50,12,142</b>
<b>Change in Indebtedness during the financial year</b>	Nil		Nil	
* Addition	Nil	8,60,41,971	Nil	8,60,41,971
* Reduction	Nil	5,39,34,392	Nil	5,39,34,392
<b>Net Change</b>	Nil	<b>3,21,07,579</b>	Nil	<b>3,21,07,579</b>
<b>Indebtedness at the end of the financial year</b>	Nil	<b>0</b>	Nil	<b>0</b>

## CAPITAL TRADE LINKS LIMITED

i) Principal Amount	Nil	4,67,08,123	Nil	4,67,08,123
ii) Interest due but not paid	Nil	-	Nil	-
iii) Interest accrued but not due	Nil	21,42,908	Nil	21,42,908
<b>Total (i+ii+iii)</b>	Nil	<b>4,88,51,031</b>	Nil	<b>4,88,51,031</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
		Renu Garg * (Whole Time Director)	
			Rupees
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	45,000	45,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	Nil	
3	Sweat Equity	Nil	
4	Commission- as % of profit - others, specify...	Nil	
5	Others, please specify	Nil	
	Total (A)	45,000	45,000
	Ceiling as per the Act		

\*Mrs. Renu Garg was appointed w.e.f 12/02/2015.

#### B. Remuneration to other directors

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	<b>Mayank Khanna</b>	<b>Neeraj Bajaj</b>	<b>Girdhari Lal Mangal</b>	<b>Amar Nath</b>	-
	Fee for attending board committee meetings	32,735	5,000	18,235	28,235	84,205
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	32,735	5,000	18,235	28,235	84,205
2	Other Non-Executive Directors	<b>Krishan Kumar</b>	<b>Neeraj Garg</b>	<b>Renu Garg</b>	-	-
	Fee for attending board committee meetings	28,500	28,235	5,000	-	61,735
	Commission	NIL	NIL	NIL	-	NIL
	Others, please specify	NIL	NIL	NIL	-	NIL
	Total (2)	NIL	NIL	NIL	-	NIL

	Total (B)=(1+2)	NIL	NIL	NIL	-	NIL
	Total Managerial Remuneration	28,500	28,235	5,000	-	61,735
	Overall Ceiling as per the Act ( 1,00,000 Per Meeting)					

**Note:** Overall ceiling as per Act is not applicable to sitting fees paid to non-executive directors.

### C. Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

S.No	Particulars of Remuneration	Key Managerial Personnel			
		CS		CFO	Total
1	Gross salary	Anshika Garg*	Mani Ahuja**	Yashwant Saini***	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	57,750	1,56,193	41,480	2,55,423
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	82,500	1,53,000	79,200	NIL

\*Ms. Anshika Garg was appointed w.e.f 15/12/2014.

\*\*Ms. Mani Ahuja resigned w.e.f 13/12/2014.

\*\*\*Mr. Yashwant Saini was appointed w.e.f 12/02/2015.

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

a. During the year 2014-15, there were no penalties/punishment/compounding of offences under Companies Act, 2013.

## CAPITAL TRADE LINKS LIMITED

### Secretarial Audit Report

(For the year ended 31-03-2015)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Board of Directors  
Capital Trade Links  
Capital House, B-4, UGF  
Ashoka Niketan  
Delhi-110092

Sir,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Capital Trade Links Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31-03-2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Capital Trade Links Limited ("The Company")** for the period ended on 31-03-2015 according to the provisions of:
  - I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
  - II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
  - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - There was no Foreign direct investment, overseas direct investment and external commercial borrowings during the year under review.

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: (provisions thereof not applicable to the Company during the year under review);
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (provisions thereof not applicable to the Company during the year under review); and
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (provisions thereof not applicable to the Company during the year under review);
- g. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited; and
- h. The Memorandum and Articles of Association.

**I have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India. (provisions thereof not applicable to the Company during the year under review)
- ii) The Listing Agreements entered into by the Company with the BSE Limited, National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

**2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:**

Sl.No.	Description	Observation
a)	maintenance of various statutory registers and	The Company has maintained

## CAPITAL TRADE LINKS LIMITED

	documents and making necessary entries therein;	statutory registers as detailed in Schedule I.
b)	closure of the Register of Members	Done.
c)	forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government	The company has filed forms, returns with the Registrar of Companies, Delhi. However, there was some delay in filing of some forms for which additional fee was duly paid.
d)	service of documents by the Company on its Members, Auditors and the Registrar of Companies	Duly made.
e)	notice of Board meetings and Committee meetings of Directors	Duly made
f)	the meetings of Directors and Committees of Directors including passing of resolutions by circulation	Duly made
g)	the 29th Annual General Meeting held on 29th September 2014;	Duly convened.
h)	minutes of proceedings of General Meetings and of the Board and its Committee meetings;	Duly entered and signed
i)	approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;	Duly made
j)	constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;	Duly made
k)	payment of remuneration to Directors including the Managing Director and Whole-time Directors,	Duly made
l)	appointment and remuneration of Auditors and Cost Auditors;	Duly made

m)	transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;	Duly made
n)	declaration and payment of dividends;	The Company has not declared dividend during the year under review.
o)	transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;	As per information, there was no transfer required to be made during the year under review.
p)	borrowings and registration, modification and satisfaction of charges wherever applicable;	Duly made
q)	investment of the Company's funds including investments and loans to others;	Duly made
r)	form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;	Duly made
s)	Directors' report;	Duly made
t)	contracts, common seal, registered office and publication of name of the Company; and	Duly made
u)	Generally, all other applicable provisions of the Act and the Rules made under the Act.	Duly complied with

**3. I further report that:**

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

## CAPITAL TRADE LINKS LIMITED

- ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- iv) The Company has obtained all necessary approvals under the various provisions of the Act; and
- v) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- vi) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- 4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
- 5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
- 6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.
- 7. I further report that:**
  - a. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited
  - b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  - c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that**

- a) there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- b) Complied with the following laws specifically applicable to the Company:  
RBI Act, 1949. The company is registered as Category B NBFC and duly complied the norms as prescribed by RBI from time to time.
- c) Legal cases  
There are no legal cases against the Company.

Schedule I: STATUTORY REGISTER MAINTAIN BY THE COMPANY

- 1. Minutes Books
  - a. Director's Meeting
  - b. Audit Committee
  - c. Shareholders Meeting
- 2. Register of Share Transfer & Transmission
- 3. Register of charge
- 4. Register of Members
- 5. Register of Loan, Investment & Guarantee
- 6. Register of Investment made by company not held in its name
- 7. Keeping contract of service with Managing/Whole Time Director.

**Place : New Delhi**  
**Date : 11-08-2015**

**for A.K.POPLI & CO.**  
**Company Secretaries**

Sd/-  
**A K Popli**  
**FCS/CP No.2544**

# MANAGEMENT DISCUSSION AND ANALYSIS

## Economy Overview

During the year under review, there was a significant change in the overall macro Economic Environment in India. Based on the revised estimates by the Central Statistical Organisation, India's GDP for FY 2015 is estimated at 7.3% making it one of the fastest growing major economies. Various positive government initiatives that have benefited the Indian economy include the deregulation of diesel prices, the implementation of direct benefit transfers which enabled subsidies to be better targeted, the thrust given to financial inclusion and opening up of foreign direct investment in sectors such as in insurance, construction and defence.

According to the Central Statistical organisation of the Government of India, growth of real gross value added, the new measure of national income is estimated at 7.3% for FY2015 which, if it were to happen, would be 0.9% points higher than the 6.6% growth achieved in FY2014. The lower food prices have contributed to a fall in Consumer Price Index (CPI) from an average of 8.7% between FY2012 and FY2015 to 5.2% in March 2015. The current account deficit is presently at 1.7% of GDP, which is better than what it was earlier.

Despite of positive developments, it would be fair to say that conditions in FY2015 continue to be challenging and was difficult for the Banking and Financial services sector as a whole. At 9.5%, credit growth was its lowest in the last 18 years. Low credit growth plus high non-performing assets have resulted in banks being reluctant to pass on the benefits of the eased liquidity and rate cuts.

## Interest Rate Scenario

Given the RBI's stance of keeping the economy on disinflationary glide path, the central bank kept rates unchanged for most of the year under review. However, lower than the expected inflation since September 2014 due to decline in commodity prices particularly crude oil and lower food inflation provided headroom to lower interest rates. The Reserve Bank of India has cut policy rates by 25 bps in January 2015 followed by another 25 bps in March 2015. There was a reduction in Statutory Liquidity Ratio in three tranches of 50 bps in June 2014, August 2014 and February 2015.

The RBI has done well be setting a target for the Consumer Price Index (CPI) which was a landmark change in its monetary policy.

As an NBFC, company continued its crucial and critical role for overall financial system. The Union Budget FY2016 clearly stated that NBFC's registered with RBI and having asset size of more than Rs. 500cr shall be classified as a Financial Institution in terms of SARFAESI Act, 2002.

### **The Company**

Your Company ("CTL") focuses on extending credit facilities to individuals, business entities whether proprietorship, partnership firms, companies or any other legal entity. The money is advanced for both personal and commercial purposes. CTL is a growing name in the market and have future plans to survive in highly competitive market. CTL continues to sustain its position in the market and is striving against its competitors. The Company at present includes personal loan, business loan, inter-corporate loans, short term working capital finance and loan against property in its working portfolio. Further, to its future objectives your company is planning to launch Equipment Financing and Venture Capital Financing as its new products in market.

### **Business outlook**

We expect to maintain our performance in FY2015 and hope 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 our investment in technology and human resources to consolidate a 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**

CTL, being in the business of finance, has to manage various risks. The constant changes in policy rates and SLR in FY2015 has smoothened market trends and has watermarked a significant importance of NBFC.

As an NBFC, your company is exposed to credit risk, liquidity risk and interest rate risk. A comprehensive and integrated risk management framework forms the basis of de-risking efforts of the company. Your Company has formed a designated Risk Management committee who at regular intervals monitors the upcoming risks that can affect your company and its market. Formal reporting and control mechanism along with regular update about the market trends ensures proactive risk management. The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Excessive dependence on any single segment has the potential to impact profitability and credit risks increases. 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.

Non availability of resources with right skill at right time may pose risk to the company. The currency volatility and exchange movements results into transaction and translation risks.

### **SUBSIDIARY COMPANY**

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

### **HUMAN RESOURCES**

The Company's continues to lay emphasis on people and relations with the employees and continued to be cordial. The ability to attract & retain talent is critical. There are changes done in the internal atmosphere of the company and many new trained and skilled personnel were introduced within organization.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUENCY**

CTL has in place adequate systems of internal control commensurate with its size and the nature of its operation. The well defined delegation of power with authority limits for approving revenue as well as expenditure is internal control management technique. The company has further strengthened its internal audit function for effective controls. The Audit Committee of the Board of Directors reviews the adequate control systems and audit reports submitted by the internal auditors. Suggestions for improvement are considered and the management follows the corrective actions.

### **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis report describing company future plans & objectives and estimates & expectations may be forward looking within the meaning of applicable laws and regulations. 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.

# **REPORT ON CORPORATE GOVERNANCE**

## **Company's practice on Corporate Governance**

Corporate governance is the combination of practices and compliances with laws and regulations for having effective management and control of the organization. A good governance within the organization leads to long term stake holder value. This is categorized as return to shareholders with entrepreneurial performance focused work. Good corporate governance is based upon fairness, monitoring, transparency and disclosure. Your company is adhered to all the 4 parameters and has adopted the same in its compliances. The Corporate Governance guidelines are in compliance with the requirements of the clause 49 of the Listing Agreements with the stock exchanges.

## **Key Board activities during the year**

The Board critically evaluates the policies, procedures and strategic implementations to be followed inside the organization. Frequent interactions and duly set agendas provides the basis for future growth of the company. The agenda for performance & business review involves participation of each and every director with in depth analysis of company performance. The appointment of new directors is nominated by the Nomination & Remuneration Committee of the Directors.

## **BOARD COMPOSITION AND PARTICULARS OF DIRECTORS**

### **1. Composition and Size of the Board**

At present the company has one executive director and 5 non-executive director. 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.

The Company has formed various Committees of Board which are performing their own assigned role to the best of its stakeholders. The Board members have relevant skills and experience to bring fair integrity and judgment to business ethics. All the Directors have also access to the Company Secretary for her valuable support.

The Non-Executive Directors are paid within the limits under section 197(1)(ii) of Companies Act, 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.

## CAPITAL TRADE LINKS LIMITED

Independent Directors are not serving as Independent Directors in more than seven listed companies.

None of Directors of the Company hold the position as whole Time Director in company itself nor serve as Independent Director in more than three listed companies.

During the Year under review 7 Board Meetings were held on 14.04.2014, 27.05.2014, 30.05.2014, 12.08.2014, 14.11.2014, 22.12.2014, 12.02.2015

### **Directorships and Memberships of Board Committees:**

None of our Directors are holding directorships or Board committee memberships in other companies.

\*Note: Private Limited Companies, Foreign Companies and Companies Incorporated under section 25 of Companies Act, 1956 are excluded for the above mentioned purpose.

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

Necessary disclosures regarding Committee positions in other public companies as on 31 March, 2015 have been made by the Directors as per Clause 49 (II) (D) of the listing agreement.

The details of present Board is as follows:

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>	<b>Attendance at last AGM</b>	<b>Attendance at Board Meetings TOTAL: 7</b>
Krishan Kumar*	Chairman	NED	Y	5
Neeraj Garg	Director	NED	Y	7
G.L. Mangal**	Director	NED, Independent	Y	3
Mayank Khanna	Director	NED, Independent	Y	6
Amar Nath	Director	NED, Independent	Y	6
Neeraj Bajaj***	Director	NED, Independent Director	NA	NA

Renu Garg****	Director	Director	NA	NA
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\*Mr. Krishan Kumar has resigned w.e.f 13.07.2015.

\*\*Mr. Girdhari Lal Mangal has resigned w.e.f 22.12.2014

\*\*\*Mr. Neeraj Bajaj appointed w.e.f 12.02.2015.

\*\*\*\* Mrs. Renu Garg was appointed as Whole Time Director w.e.f. 12.02.2015 but shall continue as Non- Executive Director from 11.08.2015

## 1. Committee Of Directors:

### A) AUDIT COMMITTEE

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

1. The audit procedure and techniques
2. With the management external and internal procedures
3. The adequacy of internal control system
4. 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 4 times during the year 2014-15 on 26.05.2014, 12.08.2014, 14.11.2014 and 12.02.2015. The Composition of audit committee for the year 2014-2015 is as follows:

Name of the Director	Designation	Category	No. of Meetings Attended
Girdhari Lal Mangal*	Director	Non –Executive & Independent	3
Amar Nath	Director	Non –Executive & Independent	4
Mayank Khanna	Director	Non –Executive & Independent	4
Krishan Kumar**	Director	Non-Executive Director	1
Neeraj Bajaj***	Director	Non –Executive & Independent	N.A.

\*Resigned as Director of the Company w.e.f 22.12.2014.

\*\*Resigned as Director of the Company w.e.f 13.07.2015.

\*\*\*Appointed as Committee Member w.e.f. 11.08.2015

## CAPITAL TRADE LINKS LIMITED

### Role and Responsibilities

- The role of Audit Committee includes the review of following:
- Financial Reporting Process.
- Draft Financial Results (Quarterly & Annual).
- Record of related party transaction.
- Reviewing the company's financial and risk management policies.
- Management discussion and analysis of financial condition and results of operations.
- Compliance with stock exchanges and legal requirement concerning financial statements.
- 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) NOMINATION & REMUNERATION COMMITTEE

Pursuant to Companies Act, 2013 and Listing Agreement, the Nomination & Remuneration Committee was constituted w.e.f 22.12.2014 and met on 25.01.2015 for the year ended 2014-15. The Composition of Committee for the year 2014-2015 is as follows:

Name of the Director	Designation	Category	No. of Meetings Attended
Amar Nath	Director	Non –Executive & Independent	1
Mayank Khanna*	Director	Non –Executive & Independent	1
Neeraj Garg**	Director	Non-Executive Director	1
Renu Garg***	Director	Non –Executive Director	NA
Neeraj Bajaj***	Director	Non –Executive & Independent	NA

\* Resigned as committee member w.e.f. 11.08.2015

\*\* Appointed as committee member w.e.f. 22.12.2014

\*\*\* Appointed as Committee member w.e.f. 11.08.2015

### Role and Responsibilities

- To identify persons who are qualified to become directors and who may be appointed in management and recommend to the board their appointment and removal
- Formulation of criteria for evaluation of performance of Directors.
- Adoption of various policies for remuneration to Directors, Key Managerial Employees and other senior employees. (Remuneration employees)

### C) STAKEHOLDER RELATIONSHIP COMMITTEE:

This committee of the Board has been constituted for redressal of shareholders' and investors' complaints relating to transfer of shares, issue of duplicate/consolidated share certificates, allotment and listing of shares, review of cases for refusal of transfer/transmission of shares and debentures, non-

receipt of balance sheet, non-receipt of dividends declared, etc. This Committee is also responsible for approval of transfer of Equity and preference shares including power to delegate the same to registrar and transfer agents. Your company has registered on SCORES and make every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit of the receipts of the complaint.

The committee met 6 times during the FY2015 on 17.04.2014, 21.04.2014, 09.06.2014, 28.07.2014, 26.09.2014 & 08.10.2014. Its composition & attendance of members were as follows:

<b>Name of the Director</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Meetings Attended</b>
Girdhari Lal Mangal*	Director	Non –Executive & Independent	6
Amar Nath	Director	Non –Executive & Independent	6
Mayank Khanna***	Director	Non –Executive & Independent	6
Neeraj Garg**	Director	Non –Executive	NA
Renu Garg****	Director	Non –Executive	NA
Neeraj Bajaj****	Director	Non –Executive & Independent	NA

\* Resigned as Director of the Company w.e.f. 22.12.2014

\*\* Appointed as committee member w.e.f 22.12.2014 and ceased to be a member of this Committee w.e.f. 11.08.2015.

\*\*\* Resigned as Committee member w.e.f 11.08.2015

\*\*\*\* Appointed as committee Member w.e.f 11.08.2015

### **Role and Responsibilities**

The role of Stakeholder relationship Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non- receipt of declared dividend etc.
- 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.
- To investigate any activity and seek information from any employee of the company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the board from time to time.

## CAPITAL TRADE LINKS LIMITED

### D) RISK MANAGEMENT COMMITTEE

This committee of the Board has been constituted to look into various risk affecting working of your company including internal and external factors. The committee was formed on 22.12.2014 and met on 12.02.2015. Its composition & attendance of members were as follows:

Name of the Director	Designation	Category	No. of Meetings Attended
Amar Nath	Director	Non –Executive & Independent	1
Mayank Khanna	Director	Non –Executive & Independent	1
Krishan Kumar*	Director	Non –Executive	1
Neeraj Bajaj**	Director	Non –Executive & Independent	NA

\*Resigned as Director of Company w.e.f 13.07.2015.

\*\* Appointed as Committee Member w.e.f 11.08.2015

### E) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has not formed any such committee since provisions of Section 135 of the Companies Act, 2013 are not applicable on the Company.

### ADOPTION OF CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Board of Directors in their meeting held on 12<sup>th</sup> February 2015, in line with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time, has adopted and approved the Code of Conduct for Prevention of Insider Trading which is implemented for prevention of Insider Trading in the Securities of the Company.

### GENERAL BODY MEETINGS

Location and time of last three Annual General Meetings:

AGM for the financial Year	Date	Time	Venue for the AGM	Whether any Special Resolution was passed in previous AGM
2011-12	27.09.2012	4.00 P.M.	101-102, Rohit House 3, Tolstoy Marg, Connaught Place, New Delhi-110001	NO
2012-13	30.08.2013	11:30 A.M.	101-102, Rohit House 3, Tolstoy Marg, Connaught Place, New Delhi-110001	NO
2013-14	30.09.2014	11:00 A.M.	Capital House, B-4, UGF, Ashoka Niketan, New Delhi – 110092	NO

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

#### **Independent Directors Meeting**

Independent Directors are regularly updated on performance of business of the Company. The Independent Directors met on 20.03.2015 without any Senior Management Personnel to evaluate the performance of Non -Independent Directors including Chairman of the Board.

#### **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. During the year, the Board periodically reviewed legal compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

#### **BOARD DISCLOSURES - RISK MANAGEMENT**

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and Board of Directors review these procedures periodically.

#### **PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES ETC.**

The Company did not have any of the above issues during the year under review.

#### **CFO CERTIFICATION**

The CFO of the Company give quarterly/annual certification on financial reporting and internal controls to the Board in terms of Clause 41 and 49 II((E)(2) of the Listing Agreement.

#### **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](http://www.capitaltrade.in) under the caption "Shareholder Values" on home page.

## CAPITAL TRADE LINKS LIMITED

### 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 an 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:	30/09/2015 at 12:30 PM
Venue:	Registered office: Capital House, B-4, UGF, Ashoka Niketan, New Delhi - 110092
Financial Calendar	2014-2015 First Quarter Results                      Mid of August, 2014 Second Quarter Results                      Mid of November, 2014 Third Quarter Results                      Mid of February, 2015 Fourth Quarter Results                      Last week of June, 2015
Date of Book Closure:	27/09/2015, to 30/09/2015 (both days inclusive)
Dividend payment date:	No dividend is being recommended
Listing on stock exchanges:	Bombay Stock Exchange
The Company has paid listing fees as applicable to the stock exchanges:	Paid

#### Dematerialization of Shares:

##### Stock Code:

The Stock code of Shares with BSE is 538476 with symbol as CTL. The ISIN Number of the Company on CDSL and NSDL is INE 172D01021. As per the last quarter ended June 2015, 45266377 shares were held in dematerialized form and 4713623 shares were held in physical form including the shares of promoters and promoter group.

**Table 1: MARKET PRICE DATA**

The reported high and low closing prices for the year ended March 2015 on BSE, where your Company's Shares are traded are given below:

Month	BSE	
	High	Low
<b>2014-15</b>		
April	-	-
May	-	-
June	99.10	97.00
July	104.25	90.00
August	110.00	95.00
September	132.00	77.20
October	123.00	83.00
November	118.10	94.00
December	110.00	97.30
January	122.90	82.10
February	106.40	97.00
March	111.00	80.20

**Distribution of Shareholding:**

**Table 2:**  
**Shareholding pattern of the Company as at 31.03.2015 :-**

Category	No. of Shares	% Holding
Promoters and Relatives	14903000	29.82
Financial Institutions	NIL	NIL
Indian Public (Including directors and Relatives) & Others	33580246	67.19
Bodies Corporate / Domestic Companies	1496754	2.99
<b>Total</b>	<b>4,99,80,000</b>	<b>100.00</b>

**Table 3:**  
**Distribution of Shareholding according to size class as on 31.03.2015**

Range of holding	No. of Members	No. of share held	% to total Shares
1 TO 5000	267	18012	0.036
5001 TO 10000	10	8705	0.017
10001 TO 20000	11	17819	0.036

## CAPITAL TRADE LINKS LIMITED

20001 TO 30000	3	8045	0.016
30001 TO 40000	1	3010	0.006
40001 TO 50000	2	9050	0.018
50001 TO 100000	26	173452	0.347
100001 AND ABOVE	192	49741907	99.524

**Table 4:**

**Top 10 shareholders as on 31.03.2015**

No. Of Shares	Name	% of issued Share Capital
7610900	Krishan Kumar & Sons Huf	15.228
7292100	Neeraj Kumar & Sons Huf	14.59
1891500	Kailash Chand Mittal	3.785
1673458	Pawan Kumar Mittal (Huf) Pawan	3.348
1535550	Kailash Chand Mittal	3.072
1530620	Pawan Kumar Mittal	3.062
1288770	Rukmani Devi Mittal	2.579
794485	Rohit Mittal	1.59
750000	Jatin Madani	1.501
647577	Lalita Mittal	1.296

### **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

#### **CODE OF CONDUCT**

During the year, a revised code of conduct for all Board members and Senior Management of the Company was approved by the Board to comply with the provisions of revised clause 49. The said code has been posted on the website of the Company. All the Board members and Senior Management personnel have affirmed compliance with the code for the year ended 31 March 2015.

#### **WHISTLE BLOWER POLICY**

Pursuant to section 177(9) of Companies Act, 2013 and clause 49 of Listing Agreement, the Company has a Board approved whistle blower policy/vigil mechanism to enable directors and employees to report to the Management their concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or ethics policy. This mechanism provides safeguards against victimisation of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy/vigil mechanism has been appropriately communicated to the employees within the organisation and has been put on the Company's website [www.capitaltrade.in](http://www.capitaltrade.in)

#### **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](mailto: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.

## **CAPITAL TRADE LINKS LIMITED**

### **CHIEF FINANCIAL OFFICER (CEO) CERTIFICATION**

I, Yashwant Saini, CFO of CAPITAL TRADE LINKS LIMITED, to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  - i. significant changes in internal control during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company 's internal control.

**For and On behalf of the Board of Directors  
CAPITAL TRADE LINKS LIMITED**

Sd/-

**Yashwant Saini  
Chief Financial Officer**

Dated: 27/05/2015

Place: New Delhi

**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 2015 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 2015, 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 A.K. Popli & Co.**  
Company Secretaries

Sd/-  
**(A.K Popli)**  
**Proprietor**  
**Cp No: 2544**

Dated: 11/08/2015  
Place: New Delhi



## **Independent Auditors' Report**

**TO THE MEMBERS OF  
CAPITAL TRADE LINKS LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of CAPITAL TRADE LINKS LIMITED ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters specified in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the



purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31<sup>st</sup> March 2015 and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraph 3 & 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
  - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. the Company does not have any pending litigations which would impact its financial position in its financial statements;
- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For A. C. Gupta & Associates**

*Chartered Accountants*

Firm's Regn. No. 008079N

**A. C. Gupta**

*Partner*

Membership No. 008565



New Delhi, 27<sup>th</sup> May, 2015

## **Annexure to the Independent Auditors' Report**

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(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the financial statements for the year ended 31<sup>st</sup> March 2015 of the Company)

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories:
  - (a) As explained to us, the inventories were 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.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the Register maintained under Section 189 of the Companies Act, 2013.
- (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 purchase of fixed assets and for the sale of services and during the course of our audit, we have not observed any major weakness in such internal control system.
- (v) The Company has not accepted any deposits from the public during the financial year. Accordingly, provisions of Section 73 to 76 or any other relevant provisions and the Rules framed thereunder are not applicable to the Company.
- (vi) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central government under sub-section (1) of Section 148 of the Companies Act, 2013 for any of the activities of the Company.
- (vii) According to the information and explanations given to us in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise



Duty, Cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.

- (c) There are no disputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as at 31<sup>st</sup> March, 2015.
- (d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund by the Company.
- (viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) According to the information and explanations given to us, there were no dues payable by the Company to financial institutions, banks and debenture holders during the year. Therefore, the provisions of paragraph 3 (ix) of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks and financial institutions. Therefore, the provisions of paragraph 3 (x) of the Order are not applicable to the Company.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, there have been no term loans availed during the year. Hence clause (xi) of paragraph 3 of the Order is not applicable to the Company.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **A. C. Gupta & Associates**  
Chartered Accountants  
Firm's Regn. No. 008079N

**A. C. Gupta**  
Partner  
Membership No. 008565



New Delhi, 27<sup>th</sup> May, 2015

# Capital Trade Links Limited

## Balance Sheet as at 31st March, 2015

Particulars	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>EQUITY &amp; LIABILITIES</b>			
Shareholders' funds			
Share capital	3	4,99,80,000	4,99,80,000
Reserves and surplus	4	25,84,010	5,00,535
		<b>5,25,64,010</b>	<b>5,04,80,535</b>
Non-current liabilities			
Deferred tax liabilities (net)	5	18	-
Long-term provisions	6	2,09,013	1,43,648
		<b>2,09,031</b>	<b>1,43,648</b>
Current liabilities			
Short-term borrowings	7	4,92,62,630	1,46,00,544
Other current liabilities	8	11,12,149	1,92,216
Short-term provisions	9	14,19,549	2,87,583
		<b>5,17,94,327</b>	<b>1,50,80,343</b>
<b>TOTAL</b>		<b>10,45,67,369</b>	<b>6,57,04,526</b>
<b>ASSETS</b>			
Non-current assets			
Fixed assets	10		
Tangible assets		24,426	-
		<b>24,426</b>	<b>-</b>
Current assets			
Inventories	11	9,97,381	-
Cash and cash equivalent	12	53,13,360	4,49,794
Short-term loans and advances	13	8,46,70,969	5,64,54,732
Other current assets	14	1,35,61,233	88,00,000
		<b>10,45,42,943</b>	<b>6,57,04,526</b>
<b>TOTAL</b>		<b>10,45,67,369</b>	<b>6,57,04,526</b>
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For A. C. Gupta & Associates

Chartered Accountants

Firm Regn. No. 008079N

A. C. Gupta

Partner

Membership No. 008565

Place: New Delhi

Date: 27th May, 2015



For and on behalf of the Board of Directors

Neeraj Garg

Director

DIN- 00002770

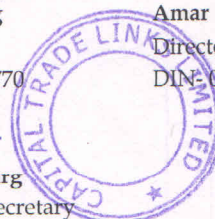
Anshika Garg

Company Secretary

Amar Nath

Director

DIN- 06524521



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# Capital Trade Links Limited

## Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>Revenue</b>			
Revenue from operations	15	1,55,33,670	4,33,01,382
Other income	16	28,42,393	-
<b>Total revenue</b>		<b>1,83,76,063</b>	<b>4,33,01,382</b>
<b>Expenses</b>			
Purchases of stock in trade		81,18,150	50,87,500
Change in inventories	17	(9,97,381)	3,43,63,450
Employee benefits expense	18	14,85,573	8,79,740
Finance costs	19	24,88,811	6,50,426
Depreciation and amortisation expense	10	1,374	333
Other expenses	20	37,72,832	15,57,259
<b>Total expenses</b>		<b>1,48,69,359</b>	<b>4,25,38,708</b>
<b>Profit before tax</b>		<b>35,06,704</b>	<b>7,62,674</b>
<b>Tax expense:</b>			
Current tax		14,19,549	2,87,583
Deferred tax expense/(credit)		18	(255)
Tax adjustments for prior years (net)		3,661	-
<b>Profit for the year from continuing operations</b>		<b>20,83,476</b>	<b>4,75,346</b>
<b>Earnings per share (Face value of Re. 1/- each)</b>	21		
Basic		0.04	0.01
Diluted		0.04	0.01
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For A. C. Gupta & Associates

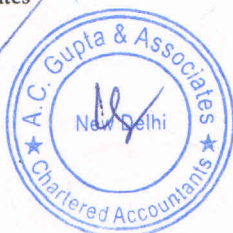
Chartered Accountants

Firm Regn. No. 008079N

A. C. Gupta

Partner

Membership No. 008565



Place: New Delhi

Date: 27th May, 2015

For and on behalf of the Board of Directors

Neeraj Garg

Director

DIN- 00002770

Anshika Garg

Company Secretary

Amar Nath

Director

DIN- 06524521



# Capital Trade Links Limited

## Cash Flow Statement for the year ended 31st March, 2015

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>A. Cash flow from operating activities:</b>		
Net Profit before extraordinary items and tax	35,06,704	7,62,674
Adjustments for:		
Depreciation	1,374	333
Provision for tax	(14,19,549)	(2,87,583)
Loss on sale of fixed assets	-	314
Provision for standard assets	65,365	1,43,648
Interest paid	24,86,064	6,48,096
Interest received	(82,19,921)	(38,45,532)
Operating profit/(loss) before working capital changes	(35,79,963)	(25,78,050)
Changes in working capital:		
Adjustments for (increase)/decrease in operating assets:		
Trade and other receivables	-	3,00,000
Inventories	(9,97,381)	3,43,63,450
Other current assets	(47,61,233)	(88,00,000)
Adjustments for increase/(decrease) in operating liabilities:		
Trade and other payables	20,51,899	3,33,136
Cash generated from operations	(72,86,678)	2,36,18,536
Direct taxes (paid)	-	-
<b>Net cash from/(used in) operating activities (A)</b>	<b>(72,86,678)</b>	<b>2,36,18,536</b>
<b>B. Cash flow from investing activities:</b>		
Loans and advances	(2,82,16,237)	14,84,140
Purchase of fixed assets	(25,800)	-
Sale of fixed assets	-	200
Interest received	82,19,921	38,45,532
<b>Net cash from/(used in) investing activities (B)</b>	<b>(2,00,22,116)</b>	<b>53,29,872</b>
<b>C. Cash flow from financing activities:</b>		
Proceeds from short term borrowings	3,46,62,086	(2,96,84,456)
Tax paid for earlier years	(3,661)	-
Interest paid	(24,86,064)	(6,48,096)
<b>Net cash from/(used in) financing activities (C)</b>	<b>3,21,72,361</b>	<b>(3,03,32,552)</b>
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>	<b>48,63,567</b>	<b>(13,84,144)</b>
Cash and cash equivalents at the beginning of the year	4,49,794	18,33,938
<b>Cash and cash equivalents at the end of the year</b>	<b>53,13,361</b>	<b>4,49,794</b>

### Notes:

- The above Cash Flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard-3 "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- Figures of the previous year are recast wherever necessary to conform to figures of the current year.

In terms of our report attached.

For A. C. Gupta & Associates

Chartered Accountants

Firm Regn. No. 008079N

A. C. Gupta

Partner

Membership No. 008565



Place: New Delhi

Date: 27th May, 2015

For and on behalf of the Board of Directors

Neeraj Garg

Director

DIN- 00002770

Anshika Garg

Company Secretary

Amar Nath

Director

DIN - 06524521



## **Notes forming part of the financial statements for the year ended 31st March, 2015**

### **1 Corporate Information**

Capital Trade Links Limited (the company) incorporated as a public limited company is engaged into the business of Non-Banking Financial Institution (NBFI) without accepting public deposits. The Company is holding a valid Certificate of Registration (COR) from Reserve Bank of India (RBI).

### **2 Significant Accounting Policies**

#### **Basis of Accounting**

The Financial Statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The Company follows the directions prescribed by the Reserve Bank of India (RBI) for Non-Banking Financial Companies.

#### **Use of Estimates**

The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reported period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision in the accounting estimates is recognised prospectively in current and future periods.

#### **Revenue Recognition**

Revenue from interest on loans is recognised on accrual basis, considering the directions issued by the Reserve Bank of India from time to time in terms of the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998. Loans are classified into 'Performing and Non-performing' assets in terms of the said directions.

Other interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is accounted when the right to receive is established.

#### **Tangible and Intangible Assets, Depreciation and Amortisation**

Tangible / Intangible assets have been stated at cost less accumulated depreciation / amortisation. Cost includes cost of purchase inclusive of freight, duties and other incidental expenses and all expenditure like site preparation, installation costs and professional fees incurred on the asset before it is ready to be put to use.



Depreciation including amortization is provided using useful life method prescribed under Part C of Schedule II of the Companies Act, 2013. Leasehold Land is being amortised over the tenure of respective leases.

Fixed assets costing less than Rs. 5,000 are fully depreciated in the year of purchase. For assets purchased and sold during the year, depreciation is provided on pro rata basis by the company.

#### **Impairment of Assets**

The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. Impairment loss, if any, is provided in the Statement of Profit and Loss Account to the extent the carrying amount of assets exceeds their estimated recoverable amount.

#### **Investments**

Investments are classified into non-current investments and current investments. Investments, which are intended to be held for more than one year, from the date from which investments are made, are classified as non-current investments and investments, which are intended to be held for less than one year, from the date from which investments are made, are classified as current investments. Non-current investments are accounted at cost and any decline in the value, other than temporary, is provided for, such reduction being determined and made for each investment individually. Current investments are valued at cost (calculated by applying weighted average cost method) or fair value whichever is lower.

#### **Cash and Cash Equivalents**

Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### **Foreign Currency Transactions**

On initial recognition, all foreign transactions are recorded by applying to the foreign currency amount exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are restated at the rate of exchange prevailing at the Balance Sheet date.

Exchange differences arising on settlement of the transaction and on account of restatement of assets and liabilities are dealt with in the Statement of Profit and Loss.

#### **Taxes on Income**

The Income Tax expense comprises Current tax and Deferred tax. Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income tax Act, 1961.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss account as current tax. The company recognizes MAT credit available as an asset only to the extent that there is



convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

Deferred tax assets and liabilities are recognised for the future tax consequences of timing differences being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets arising mainly on account of carry forward of losses and unabsorbed depreciation under tax laws are recognised only if there is virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the Statement of Profit and Loss in the period of the change. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized.

#### **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 Statement of Profit and Loss in the period in which the employee renders the related service.

##### **– Defined contribution plan**

Company's contribution paid/payable during the year to Provident fund, Pension Fund, Employee's State Insurance Scheme are recognised in the Statement of Profit and Loss based on amount of contribution required to be made and when services are rendered by the employees.

#### **Borrowing Costs**

Borrowing costs other than those directly attributable to qualifying fixed assets are recognized as an expense in the period in which they are incurred.

#### **Provisions, Contingent Liabilities and Contingent Assets**

Provision is recognised when there is a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are measured based on best estimate of the expenditure 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. Contingent Liabilities are not recognized but are disclosed in the notes unless the outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.



### **Operating Leases**

Leases where the lessor effectively retains substantially all the risks and rewards of ownership, are classified as operating leases. Operating lease payments are recognised as an expense in the the Statement of Profit and Loss.

### **Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue and stock split.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year.



Notes forming part of the financial statements for the year ended 31st March, 2015

3 Share Capital

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised</b>				
Equity shares of Re. 1/- each	5,00,00,000	5,00,00,000	5,00,00,000	5,00,00,000
<b>Issued, Subscribed and Paid up</b>				
Equity shares of Re. 1/- each	4,99,80,000	4,99,80,000	4,99,80,000	4,99,80,000
<b>Total</b>	<b>4,99,80,000</b>	<b>4,99,80,000</b>	<b>4,99,80,000</b>	<b>4,99,80,000</b>

Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at 31st March, 2015		As at 31st March, 2014	
	Number of shares held	% of holding	Number of shares held	% of holding
Krishan Kumar & Sons HUF	76,10,900	15.23%	65,04,500	13.01%
Neeraj Kumar & Sons HUF	72,92,100	14.59%	52,88,700	10.58%

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	4,99,80,000	4,99,80,000	4,99,80,000	4,99,80,000
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,99,80,000	4,99,80,000	4,99,80,000	4,99,80,000



#### 4 Reserves and surplus

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
<b>Special Reserve</b>		
Opening balance	2,80,068	1,84,999
Add: Transfer from Surplus in Statement of profit & loss	4,16,695	95,069
Closing balance	6,96,763	2,80,068
<b>Surplus in Statement of profit and loss</b>		
Opening balance	2,20,467	(1,59,810)
Add: Transfer from Statement of profit & loss	20,83,476	4,75,346
Less: Transfer to Special reserve	4,16,695	95,069
Closing Balance	18,87,247	2,20,467
<b>Total</b>	<b>25,84,010</b>	<b>5,00,535</b>

Note: As per Section 45IC of RBI Act, 1934, Rs. 4,16,695/- (Previous year Rs. 95,069/-) (20% of Net Profit after tax) has been transferred to Special Reserve.

#### 5 Deferred tax liability (net)

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Deferred tax liability:		
Depreciation	18	-
<b>Net deferred tax liability</b>	<b>18</b>	<b>-</b>

#### 6 Long-term provisions

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Contingency provision for Standard assets	2,09,013	1,43,648
<b>Total</b>	<b>2,09,013</b>	<b>1,43,648</b>

#### 7 Short-term borrowings

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Unsecured loans	4,92,62,630	1,46,00,544
<b>Total</b>	<b>4,92,62,630</b>	<b>1,46,00,544</b>

#### 8 Other current liabilities

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Audit fees payable	57,000	45,253
Expenses payable	1,90,940	79,868
Other charges payable	5,85,000	50,561
Service tax payable	78,418	-
TDS payable	2,00,791	16,534
<b>Total</b>	<b>11,12,149</b>	<b>1,92,216</b>

#### 9 Short-term provisions

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Provision for tax	14,19,549	2,87,583
<b>Total</b>	<b>14,19,549</b>	<b>2,87,583</b>



10 Fixed assets

Tangible Assets	Gross block (At Cost)			Accumulated depreciation			Net block	
	Balance as at 1 April, 2014	Disposals	Balance as at 31 March, 2015	Balance as at 1 April, 2014	Depreciation for the year	Eliminated on Disposal	Balance as at 31 March, 2015	Balance as at 31 March, 2014
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Air Conditioner	-	25,800	25,800	-	1,374	-	1,374	24,426
<b>Total</b>	<b>2,13,050</b>	<b>-</b>	<b>25,800</b>	<b>2,12,203</b>	<b>1,374</b>	<b>2,12,850</b>	<b>1,374</b>	<b>24,426</b>



## 11 Inventories

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Stock of shares	9,97,381	-
<b>Total</b>	<b>9,97,381</b>	<b>-</b>

## 12 Cash and cash equivalents:

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Balances with banks:		
Oriental Bank Of Commerce	68,256	75,007
Axis Bank	50,72,638	3,17,906
Cash in hand	1,72,467	56,880
<b>Total</b>	<b>53,13,360</b>	<b>4,49,794</b>

## 13 Short-term loans and advances

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Unsecured, considered good		
Loans and advances to related parties	-	-
Advances recoverable in cash or kind or for value to be received	8,36,29,825	5,58,44,470
Others:		
TDS receivable	10,34,144	6,10,262
Service tax input credit receivable	7,000	-
<b>Total</b>	<b>8,46,70,969</b>	<b>5,64,54,732</b>

## 14 Other current assets

Particulars	As at 31st March, 2015 Amount	As at 31st March, 2014 Amount
Advance given for property	1,35,61,233	88,00,000
<b>Total</b>	<b>1,35,61,233</b>	<b>88,00,000</b>

## 15 Revenue from operations

Particulars	For the year ended 31st March, 2015 Amount	For the year ended 31st March, 2014 Amount
Interest income	82,19,921	38,45,532
Sale of equity shares	73,13,749	3,94,55,850
<b>Total</b>	<b>1,55,33,670</b>	<b>4,33,01,382</b>

## 16 Other income

Particulars	For the year ended 31st March, 2015 Amount	For the year ended 31st March, 2014 Amount
Dividend income	5,213	-
Consultancy charges	28,37,180	-
<b>Total</b>	<b>28,42,393</b>	<b>-</b>

## 17 Change in inventories

Particulars	For the year ended 31st March, 2015 Amount	For the year ended 31st March, 2014 Amount
Shares:		
Stock at the beginning	-	3,43,63,450
Stock at the end	9,97,381	-
<b>Change in inventories</b>	<b>(9,97,381)</b>	<b>3,43,63,450</b>



## 18 Employees benefits expense

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Amount	Amount
Salaries	14,24,864	7,62,000
Staff welfare expenses	60,709	1,17,740
<b>Total</b>	<b>14,85,573</b>	<b>8,79,740</b>

## 19 Finance costs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Amount	Amount
Interest paid on loan	24,86,064	6,48,096
Bank charges	2,747	2,330
<b>Total</b>	<b>24,88,811</b>	<b>6,50,426</b>

## 20 Other expenses

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Amount	Amount
Advertisement	59,182	2,83,920
Payment to auditors (Refer Note below)	85,000	84,270
Conveyance charges	1,21,243	2,16,141
Contingency provision for Standard assets	65,365	1,43,648
Fines and penalty	10,13,437	23,548
Commission	9,00,000	-
Share expense	57,825	-
Donation	11,000	-
Electricity expense	58,560	-
Office expense	72,346	58,472
Director's remuneration	83,000	-
Repair and maintenance charges	1,16,918	-
Postage and telegram	16,929	11,740
Printing and stationery	76,688	31,748
Listing fees	7,13,486	8,427
Legal and professional fee	90,176	1,19,519
Office rent	18,000	-
Loss on sale of fixed assets	-	314
Bad debts	-	3,00,000
Miscellaneous fees	53,024	1,87,458
Miscellaneous expense	22,791	9,473
Telephone expense	25,344	77,875
Website expense	1,12,518	706
<b>Total</b>	<b>37,72,832</b>	<b>15,57,259</b>

## Note:

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Amount	Amount
Payment to auditors comprises		
As auditors - statutory audit	50,000	28,090
For other services	35,000	56,180
<b>Total</b>	<b>85,000</b>	<b>84,270</b>

## 21 Earnings per share

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Amount	Amount
Profit attributable to Equity shareholders (A)	20,83,476	4,75,346
Basic/Weighted average number of Equity shares outstanding during the year (B)	4,99,80,000	4,99,80,000
Nominal value of Equity shares	1	1
Basic/Diluted Earnings per share (A)/(B)	0.04	0.01

## 22 Related party disclosures

### Details of related parties:

Description of relationship	Name of related parties
(i) Key Management Personnel (KMP)	Renu Garg (With effect from 12th February, 2015) - Whole-time Director Yashwant Saini (With effect from 12th February, 2015) - CFO Mani Ahuja (Till 14th December, 2014) - Company Secretary Anshika Garg (With effect from 15th December, 2015) - Company Secretary

The following transactions were carried out with related parties in the ordinary course of business:

Nature of Transaction	Key Management Personnel			
	Renu Garg	Yashwant Saini	Mani Ahuja	Anshika Garg
Remuneration	45,000	-	-	-
Salary	-	41,480	1,56,193	57,750

Figures in brackets relates to the previous year.

- 23 The Company does not have any other segment of business. Hence, the Segmental reporting regulations are not applicable to the Company.
- 24 Disclosures required under Section 32 of the Micro, Small and Medium Enterprises Development Act, 2006  
There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days at the Balance sheet date. The above information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.
- 25 The Company has complied with the prudential norms on income recognition and provisioning requirements against performing and non-performing assets as per the provisions of Reserve Bank of India (RBI).
- 26 All assets and liabilities have been classified as current or non-current based on assumption of operating cycle with duration of 12 months.
- 27 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

In terms of our report attached.

For A. C. Gupta & Associates

Chartered Accountants

Firm Regn. No. 008079N

A. C. Gupta  
Partner

Membership No. 008565



Place: New Delhi

Date: 27th May, 2015

For and on behalf of the Board of Directors

Neeraj Garg  
Director

DIN- 00002770

Anshika Garg  
Company Secretary

Amar Nath  
Director

DIN - 06524521



**CAPITAL TRADE LINKS LIMITED**

(CIN: L51909DL1984PLC019622)

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

Email-Id: [legal@capitaltrade.in](mailto:legal@capitaltrade.in) ; Website: [www.capitaltrade.in](http://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

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

I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

1. Name :  
Address : ; Signature , or failing him;
2. Name :  
Address : ; Signature , or failing him;
3. Name :  
Address : ; Signature , or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the company to be held on Wednesday, 30<sup>th</sup> September 2015 at 12.30 PM. 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:

Resolut ion No.	Description	Vote (Optional see Note2)		
		Please mention number of Shares		
		For	Against	Abstain
Ordinary Business				
1	Adoption of financial statements for the year ended 31 <sup>st</sup> March 2015 and the Directors' and Auditors' Reports thereon;			
2	Re-appointment of Mr. Neeraj Garg, who retires by rotation, appointed as Independent Director;			
3	Ratification of appointment of A.C. Gupta & Associates, Chartered Accountants, as auditors;			
Special business				
4	Appointment of Mr. Neeraj Bajaj as an Independent Director;			
5	Appointment of Mr. Mayank Khanna, as a Whole Time Director;			
6	Appointment of Mrs. Renu Garg as a Non-Executive Director and Ratification of Payment of Salary;			
7	Increase in Borrowing Limits;			
8	Increase in Authorised Share Capital;			
9	Alteration of Capital Clause of Memorandum of Association;			
10	Alteration/Adoption of New Set of Memorandum of Association;			
11	Alteration/Adoption of New Set of Memorandum of Association;			
12	Issue of Share Warrants to Promoters and Non-Promoters;			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Shareholder : ..... ; Signature of proxy holder(s) .....

Note:

Affix Revenue Stamp of Rs. 0.15
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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. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

**Registered Office**  
Capital House  
B-4, UGF, Ashoka Niketan  
New Delhi - 110092  
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E-mail : [info @capitaltrade.in](mailto:info@capitaltrade.in)