

**CASTLE TRADERS LIMITED**  
(CIN:L51909TN1983PLC045632)  
(GST No.333AABCC8853F1ZR)  
Regd.Office:No.617, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600 006

Name	<b>CASTLE TRADERS LIMITED</b>
CIN	L51909TN1983PLC045632
GST	GST No.333AABCC8853F1ZR
Registered Office	NO.617, 'BHARAT KUMAR BHAVAN', ANNA SALAI, CHENNAI – 600006 <a href="http://www.castletraders.in">www.castletraders.in</a> E-Mail:cs@khivrajmail.com TEL: 044 -42269666
Board of Directors	Mr.BHARAT KUMAR CHORDIA <b>Whole-Time Director</b> Mr.V.RAJAMANICKAM <b>Non-Executive Director</b> Mr.RAHUL BAID <b>Independent Director</b> Mrs.PRASSAN KUMARI CHORDIA <b>Promoter And Woman Director</b> Mr.A.LAKSHMI NARAYANAN <b>Independent Director</b>
Chief Financial Officer	Mr.L.VIJAY PRASAD
Company Secretary	Mrs.S.VIJAYALAKSHMI
Registrars and Share Transfer Agents	CAMEO CORPORATE SERVICES LIMITED, “SUBRAMANIAN BUILDING” No.1,CLUB HOUSE ROAD, CHENNAI – 600002 TEL.2846 0390
Depositories	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED NATIONAL SECURITIES DEPOSITORY LIMITED
Stock Exchange	METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED (MSEI)

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **35<sup>th</sup>** Annual General Meeting of the members of Castle Traders Limited will be held on **Monday, the 23<sup>rd</sup> July 2018 at 2.00 p.m.** at No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai to transact the undermentioned businesses;

### **ORDINARY BUSINESS:-**

#### **1. To receive, consider and adopt:**

- a) the audited annual financial statement such as the audited Balance Sheet as on 31<sup>st</sup> March 2018, the statement of Profit and Loss Account for the financial year from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2018 together with the Notes to Accounts and Cash Flow Statement appended thereto and the Report of Auditors thereon as well as the Board's Report and its annexure and for that purpose **to consider and if thought fit, to pass with or without modifications, the undermentioned Resolution as ORDINARY RESOLUTION:**

**“RESOLVED**, that the Annual financial statement such as Audited Balance Sheet as on 31<sup>st</sup> March 2018, Statement of Profit and Loss Account for the financial year from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2018 together with the Notes to Accounts and audited Cash Flow Statement appended thereto together with the Board's Report and its annexure and the Reports of Secretarial and Statutory Auditors Reports thereon be and hereby are considered, approved and adopted.”

- b) the consolidated annual financial statement such as the audited Balance Sheet as on 31<sup>st</sup> March 2018, the statement of Profit and Loss Account for the financial year from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2018 together with the Notes to Accounts and Cash Flow Statement appended thereto and the Report of Auditors thereon and for that purpose **to consider and if thought fit, to pass with or without modifications, the undermentioned Resolution as ORDINARY RESOLUTION:**

**“RESOLVED**, that the consolidated annual financial statement such as audited Balance Sheet as on 31<sup>st</sup> March 2018, the statement of Profit and Loss Account for the financial year from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2018 together with the Notes to Accounts and audited Cash Flow Statement appended thereto together with the Auditor's Report thereon be and hereby are considered, approved and adopted.”

2. To appoint a Director in the place of retiring director, **Mr.V.Rajamanickam** who is eligible, and offers himself for re-appointment and for that purpose **to consider and if thought fit, to pass with or without modifications, the undermentioned Resolution as ORDINARY RESOLUTION:**

**“RESOLVED**, that pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors Rules) 2014 and as per the applicable provisions of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, and also as per the SEBI (LODR) Regulations, 2015, Mr.V.Rajamanickam,[DIN:00049594], director who retires by rotation and being eligible offers himself for re-appointment, be and hereby is re-appointed as a director of the company.”

Date: **June 26, 2018**  
Place: Chennai

**BY ORDER OF THE BOARD**

**S.VIJAYALAKSHMI**  
**COMPANY SECRETARY**

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself to attend and vote at the meeting and such a proxy need not be a member. The proxies in order to be valid must be received by the company not less than 48 hours before the commencement of the meeting.
2. The pursuant to Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate of not more than 10% of the total share capital of the company. However, a single person may act as a proxy for a member holding more than 10% of the total share capital of the company provided that such person shall not act as a proxy for any other person or shareholder.
3. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered as invalid.
4. The holder of securities may vote either for or against each resolution.
5. The Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. The Proxy form(s) and certified copy of the Board resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the “Secretarial Department”.
7. The Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company’s website viz. [www.castletraders.in](http://www.castletraders.in)
8. In terms of the listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
9. All documents referred to in the Notice will be available for inspection at the Company’s registered office during the office hours.
10. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, “**Anna Salai KTM**”.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The company is providing facility for voting by electronic means and the business may be transacted through such voting.
13. The facility of voting through ballot or polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
14. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
15. The Members are requested to notify immediately any change of address:
  - i.to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and
  - ii.to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
16. The Register of Members and the Share transfer books of the Company will be closed from Monday, the **16<sup>th</sup> July 2018 to Monday, the 23<sup>rd</sup> July 2018** (both days inclusive).
17. Disclosures pursuant to Regulations 26 and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) with respect to Directors seeking re-appointment at the Meeting is attached hereto.
18. Ratification of auditors by the members is not required as per the Companies Act (Amendment) Act, 2017

**Annexure to the Notice**

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

**♣ Item No.2**

Details of Mr.V.Rajamanickam [DIN:00049594] Director, as per Regulation 26 and 36 of the SEBI (LODR) Regulations 2015 and the SS-2 Secretarial Standard on General Meetings, seeking appointment / re-appointment at the ensuing 35<sup>th</sup> Annual General Meeting.

PARTICULARS	
Name of the Director	V.Rajamanickam
Date of Birth	04/08/1945
DIN	00049594
PAN	AABPR9101N
Address	39/2, Habibullah Road, T.Nagar, Chennai - 600017
Experience in specific functional areas	Finance, Wind mill, Automobiles and Real Estate Activities
Shareholding in the company	11,500 shares
Date of first appointment	15/12/1993
List of Companies in which Directorships held	Castle Traders Limited
Committee Membership in other public limited companies	NIL
Number of Board Meetings attended during last year	5 [Five]
Terms and Conditions of the appointment	Nil
Remuneration to be paid	Nil
Last drawn remuneration	Nil
Disclosure of relationship with other directors and key managerial personnel	Not applicable

Except Mr.V.Rajamanickam, none of the directors are interested in the Resolution.

The directors have recommended the Resolution for the approval of the members.

**Date: June 26, 2018**  
Place: Chennai

**BY ORDER OF THE BOARD**

S.VIJAYALAKSHMI  
COMPANY SECRETARY

### E-VOTING FACILITY

As per the section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, e-voting facility is a mandatory requirement for listed companies.

The instructions for shareholders voting electronically are as under:

i)		The voting period begins on <b>19<sup>th</sup> July 2018 at 9.00 A.M.</b> and ends on <b>22<sup>nd</sup> July 2018 at 5.00 P.M.</b> During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of <b>16<sup>th</sup> July 2018</b> , may cast their vote electronically.	
ii)		The e-voting module shall be disabled by CDSL for voting thereafter	
iii)		The process and manner for voting by electronic means:-	
	a.	The shareholders should log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a> .	
	b.	Click on Shareholders / Members:-	
	c.	Enter your <b>User ID</b> as categorised below	
		For CDSL: 16 digits beneficiary ID,	
		For NSDL: 8 Character DP ID followed by 8 Digits Client ID,	
		Members holding shares in Physical Form should enter Folio Number registered with the Company as <b>User ID</b> . <ul style="list-style-type: none"> <li>• In Case the Folio number is less than 8 digits enter the applicable 0's before the folio number</li> <li>• Eg if the Folio number is 100 then enter 00000100 as user ID.</li> </ul>	
	d.	Enter the Image Verification as displayed.	
	e.	If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.	
	f.	If you are a first time user or holding shares in physical form follow the steps given below:	
		<b>Enter</b> PAN and Date of Birth <b>or</b> PAN and Bank Account Number (Dividend Account)	
		PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the <b>sequence number</b> which is mentioned in the address label as PAN.</li> <li>• In Case the sequence number is less than 8 digits enter the applicable, 0's before the number after the first Two characters of the name in CAPITAL Letters. Eg if your Name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
		DOB	Enter the Date of Birth in <b>dd/mm/yyyy</b> format.
		Bank Account Number (Dividend Account)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li> <li>• If the details are not recorded with the depository or company please enter the <b>member id or folio number</b> in the place of Bank account Number.</li> <li>• In Case the <b>member id or folio number</b> is less than 8 digits enter the applicable 0's before the folio number. Eg if the Folio number is 100 then enter 00000100</li> </ul>

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	g.	After entering these details appropriately, click on “SUBMIT” tab.
	a.	Members holding shares in physical form will then directly reach the Company selection screen.
	b.	<ul style="list-style-type: none"> <li>• Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.</li> <li>• Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.</li> <li>• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> </ul>
	h.	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
	i.	Click on the EVSN of <b>180625002</b> on which you choose to vote.
	j.	On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
	k.	Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
	l.	After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
	m.	Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
	n.	You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
	o.	If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
	p.	<p>Note for Non – Individual Shareholders and Custodians</p> <ul style="list-style-type: none"> <li>• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporate.</li> </ul>
	q.	A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> .
	r.	After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
	s.	The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.

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t.	A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
iv.	In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions (“FAQs”) and e-voting manual available at <a href="http://www.evotingindia.com">www.evotingindia.com</a> , under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> .
v.	The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date /record date of <b>16<sup>th</sup> July 2018</b> .
vi	The Company shall be making arrangement for the member to cast their votes in respect to the business through poll/ballot paper, for members attending the meeting who have not cast their vote by voting.
vii.	Mr.P.V.Umapathy, B.A, B.L., advocate, [Enrolment No.319/1981] M/s.P.V.Umapathy Law & Associates, Chennai, have been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
viii	The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than <b>05.00 pm., 25th July, 2018</b> .
ix	The result declared, along with the Scrutinizer’s report shall be placed on the company’s website <a href="http://www.castletraders.in">www.castletraders.in</a> and on the website of the CDSL after the result is declared by the Chairman and also be communicated to the Stock Exchange where the company is listed.

=====TEAR HERE=====

Name of the company : **CASTLE TRADERS LIMITED**  
CIN :L51909TN1983PLC045632  
Registered office Address: : No.617, Anna Salai, Chennai 600006

**Attendance Slip**

**(please complete this slip and hand it over at the entrance of the hall)**

I hereby accord my presence at the 35<sup>th</sup> Annual General Meeting of the Company on **Monday, the 23<sup>rd</sup> July 2018 at 2.00 p.m.** at No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai – 600006

Folio No.:

Name of the Shareholder:

No. of Shares held:

Name of Authorized Representative:

Signature of shareholder/ Representative

=====TEAR HERE=====



=====TEAR HERE=====

**Proxy form**

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

Name of the company: **CASTLE TRADERS LIMITED**

CIN :L51909TN1983PLC045632

Registered Office Address: No.617, 'Bharat Kumar Bhavan', Anna Salai, Chennai 600006

Name of the member (s):

Registered address:

I,We, being the member (s) holding ..... share of the above-named company, hereby  
appoint

1. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/ us and on our behalf at the Annual  
General Meeting of the company, to be held on **Monday, the 23<sup>rd</sup> July 2018 at 2.00 p.m.** at  
No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai – 600006 and at any  
adjournment thereof in respect of such resolutions as are indicated below:

I/we wish my above proxy (ies) to vote in the manner as indicated in the box below:-

No.	Description	For	Against
1a	To approve the standalone audited annual financial statement as on 31 <sup>st</sup> March 2018;		
1b	To approve the consolidated audited annual financial statement as on 31 <sup>st</sup> March 2018;		
2	To appoint a Director in the place of retiring director, Mr.V.Rajamanickam, who is eligible and offers himself for re-appointment.		

Signed this..... day of .....2018

Signature of shareholder

Revenue

Stamp

Signature of Proxy holder(s)

**Note: 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.**

=====TEAR HERE=====

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Route map:-

Prominent landmark: - Anna Salai KTM – Opp. to American Embassy

