



CASTLE TRADERS LIMITED

CIN : L51909TN1983PLC045632 GSTIN : 33AABCC8853F1ZR www.castletraders.co.in

Regd. Office : "BHARAT KUMAR BHAVAN", No.617, ANNA SALAI, Chennai - 600 006.

Phone : 044 4226 9666

E-mail : cs@khivrajmail.com

September 02, 2022

To
Listing & Compliance,
The Metropolitan Stock Exchange of India Limited,
Vibgoyor Towers, 4th Floor,
Plot No. C-62, Opp. Trident Hotel,
Bandra Kurl Complex,
Bandra (E), Mumbai - 400098

Sub: Notice convening the 39th AGM as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Symbol: CASTLE; Series: BE; ISIN: INE262V01014

Dear Sir,

We are enclosing a copy of Notice convening the 39th Annual general Meeting (AGM) which is scheduled to be held on Thursday, 29th September, 2022 through Video Conference/ Other Audio Visual Means ("VC/OAVM") facility.

The AGM is being convened in due compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the Rules made thereunder read with the MCA's General Circulars, the Ministry of Corporate Affairs ("MCA") has vide its circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 respectively and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of Annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and MCA General Circular no. 2/2022 dated 05/05/2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM.

Further, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for AGMs to be conducted in electronic mode till 31st December 2022. Accordingly, the Attendance Slip and Proxy Form have not been annexed to the Notice.

This intimation is in pursuance to provisions of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For Castle Traders Limited

R. Manoranjan
Company Secretary



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **Castle Traders Limited (CIN:L51909TN1983PLC045632)** will be held on Thursday, 29th September, 2022 at 3.00 P.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with Report of the Board of Directors and Auditors Report thereon.
2. To consider and adopt the consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with Auditors Report thereon.
3. To appoint a Director in the place of Mr.S. Sampathkumar (DIN:08832266) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

4. To Consider and Approve Re-appointment of Mr. Bharat Kumar Chordia (DIN:00049455) as 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 provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Bharat Kumar Chordia (DIN: 0049455) as a Whole Time Director of the Company for a period of 5 years, with effect from 28th May 2022 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Bharat Kumar Chordia, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Bharat Kumar Chordia, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director."

"RESOLVED FURTHER THAT Mr. Bharat Kumar Chordia, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board."

“RESOLVED FURTHER THAT the Board of Directors/Whole time Director/Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

Place: Chennai
Date: 18th May, 2022

By Order of the Board of Directors
Castle Traders Limited

Registered Office:
(CIN: L51909TN1983PLC045632)
No.617, Bharat Kumar Bhavan, Anna Salai,
Chennai – 600 006.
Website: www.castletraders.co.in
E-mail: cs@khivrajmail.com

R. Manoranjan
Company Secretary

IMPORTANT NOTES:

1. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed hereto.
2. General instructions for accessing and participating in the 39thAGM through VC/OAVM Facility and voting through electronic means including remote e-Voting are as under.
 - a) In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA Circulars') in compliance with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 19/2021 dated December 8, 2021 followed by Circular No. 2/2022 dated May 5, 2022 and clarification Circular No.02/2021 dated 13th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by SEBI (SEBI Circular) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Members may note that to protect the health and safety of all the Stakeholders including Shareholders in view of the continuing Covid-19 pandemic, physical attendance of the Members is not required at a common venue and AGM can be held through Video conferencing (VC) or other audio visual means (OAVM) in respect of the 39thAGM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM facility. The deemed venue for the 39thAGM shall be the Registered Office of the Company.

- b) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39thAGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39thAGM through VC/OAVM Facility.
- c) In Compliance with the MCA Circulars and SEBI Circulars, the Notice of the 39thAGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report 2021-22 will be available on the website of the Company at www.castletraders.co.in and on the website of the Metropolitan Stock Exchange India Limited (MSEI) at www.msei.in
- d) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e) Members may join the 39th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2.45 P.M. i.e. 15 minutes before the time scheduled to start the 39th AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 39th Annual General Meeting.
- f) Members may note that the VC/OAVM Facility, provided by company, allows participation of at least 20 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 39th Annual General Meeting without any restriction on account of first-come first-served principle.
- g) Attendance of the Members participating in the 39thAGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- h) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 39th AGM and CDSL will be providing facility for voting through remote e-Voting.

3. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2022 at 9.00 A.M. and ends on 28th September, 2022 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2022 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Login Method:

I. For Individual Shareholders holding securities in Demat mode with CDSL:

- Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the voting option, the user will be able to see e-Voting page of the e-Voting service provider

forecasting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

II. Individual Shareholders holding securities in demat mode with NSDL:

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

III. Individual Shareholders (holding securities in demat mode) login through their Depository Participants:

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

(v) **e-Voting Login method for Physical shareholders and shareholders other than individual holding in Demat form:**

- a) The shareholders should log on to the e-voting website: www.evotingindia.com.
- b) Click on “Shareholders” tab.
- c) Now Enter your User ID.
 - 1) For CDSL: 16 digits beneficiary ID.
 - 2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 3) Members holding shares in Physical Form should enter Folio Number registered with the Company. Or
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- f) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/Depository Participant are requested to use Sequence Number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)#	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click the EVSN for the relevant <Company Name> on which you choose to vote. In this case, it would be Castle Traders Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Note for Non-Individual Shareholders and Custodians:**
- Non-Individual Shareholders/Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as “Corporates” module.
 - A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to: helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@khivrajmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call on 18002005533.

4. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- i. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii. **For Demat shareholders** - Please update your email id & mobile no.with your respective Depository Participant (DP)
- iii. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- iv. The Register of Members and Share Transfer Books of the Company will remain closed from to 23rd September, 2022 to 29th September, 2022 (both days inclusive).
- v. Members desiring to have any clarification on Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
- vi. Members holding Shares in physical form are requested to notify/send the following information by quoting their Folio Number to the Company/Registrar and Share Transfer Agents to facilitate better servicing:-
 - Any change in their address/bank account details with Phone Nos., Fax Nos., and E-mail ID, Mobile No etc. for speedy disposal of letters on various issues.
 - Share Certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

5. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
- (ii) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iii) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (iv) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@khivrajmail.com and those who do not wish to speak during the AGM but have queries may send their queries in advance 3days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@khivrajmail.com. These queries will be replied to by the company suitably by email.
 - (v) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - (vi) The procedure for e-Voting facility on the day of the AGM is not available as the Company is provided the e-voting through CDSL separately.
6. The Shares of the Company have been activated for Dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vide ISIN: INE262V01014. Members are advised to dematerialize their shares with any Depository Participant (DP).
 7. Pursuant to the General Circular No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May13, 2022 issued by SEBI, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 39th AGM and the Annual Report for the year 2022 including therein the Audited Financial Statements for year 2022, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 39th AGM and the Annual Report for the year 2022 and all other communication sent by the Company, from time to time, can get their email address with the Company and or share transfer Agent, M/s. Cameo Corporate Services Limited.
 8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited.
 9. Mr. S. Ganesan, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner.
 10. The Scrutinizer shall after the conclusion of e-Voting at the 39th AGM, unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 hours from the conclusion of the 39th AGM.
 11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.castletraders.co.in and shall also be immediately forwarded to the Metropolitan Stock Exchange India Limited.

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

Item No.4:

At the 34th Annual General Meeting of the Company held on 5th July 2017, the Members of the Company had approved the appointment and terms of remuneration of Mr. Bharat Kumar Chordia (DIN:00049455), Whole Time Director of the Company for a period of 5 years.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure, the Board of Directors of the Company at its meeting held on 18th May 2022, has approved re-appointment of Mr. Bharat Kumar Chordia as a Whole Time Director for a period of 5 (five) years from May 28, 2022 upto May 27, 2027, subject to approval of the members of the Company.

Mr. Bharat Kumar Chordia has given the consent for his re-appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Bharat Kumar Chordia are as under:

Remuneration:

In consideration of the performance of his duties to the Company, Mr. Bharat Kumar Chordia shall be entitled to the following remuneration subject to applicable taxes:

- a) Salary and perquisites: Rs. 2,40,000 per annum; Increments/ Revision in the annual salary shall be as determined by Board of Directors (which term shall always be deemed to include any Committee as constituted by the Board to exercise its powers including the powers conferred under this resolution), from time to time;
- b) Other perquisites and Benefits: He shall be entitled to such other perquisites/benefits in accordance with the Company's Rules.

General terms and conditions:

The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit.

The additional details of Mr. Bharat Kumar Chordia as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Bharat Kumar Chordia, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Since Mr. Bharat Kumar Chordia is promoter of the company and considering his in-depth knowledge, exposure and extensive financial expertise, the Board is of the opinion that continuation of Mr. Bharat Kumar Chordia on the Board will be in the interest of the Company and recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015):

Particulars	Mr. Bharat Kumar Chordia	Mr. Sampathkumar
DIN	00049455	08832266
Date of First Appointment	29/12/1994 – Director 29/05/2017 – Whole-time Director	25/09/2020
Qualification	Bachelor of Commerce	Master in Science and Post Graduate in Diploma Management
Date of Birth	01/11/1972	08/09/1958
Age	49	63
Expertise in specific functional areas	Mr. Bharat Kumar Chordia has over 25 years of rich experience in the field of Automobiles, Retail, RealEstate and Wind Power Industries.	Mr. S. Sampathkumar has over 38 years of rich experience in Middle and Senior management in Automobiles, Retail and Real Estate Sector
Committee membership/ directorship held in other listed entities	None	None
Number of shares held in the Company	34,500	Nil
Relationship with other Directors	He is not related to any other Directors	He is not related to any other Directors

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Directors Report which is a part of this Annual Report.

Place: Chennai
Date: 18th May, 2022

By Order of the Board of Directors
Castle Traders Limited

Registered Office:
(CIN: L51909TN1983PLC045632)
No.617, Bharat Kumar Bhavan, Anna Salai,
Chennai – 600 006.
Website: www.castletraders.co.in
E-mail:cs@khivrajmail.com

R. Manoranjan
Company Secretary