

CASTLE TRADERS LIMITED

<i>Name</i>	CASTLE TRADERS LIMITED
<i>CIN:</i>	L51909TN1983PLC045632
<i>Registered Office:</i>	NO.617, 'BHARAT KUMAR BHAVAN', ANNA SALAI, CHENNAI – 600006 WWW.CASTLETRADERS.IN E-Mail:cs@khivrajgroup.com TEL: 044 -42269666
<i>Board of Directors</i>	Mr.BHARAT KUMAR CHORDIA WHOLE-TIME DIRECTOR Mr. V.RAJAMANICKAM NON-EXECUTIVE DIRECTOR Mr.RAHUL BAID INDEPENDENT DIRECTOR Mrs.PRASSAN KUMARI CHORDIA PROMOTER AND WOMAN DIRECTOR Mr.A.LAKSHMI NARAYANAN INDEPENDENT DIRECTOR
<i>Chief Financial Officer</i>	Mr.L.VIJAY PRASAD
<i>Company Secretary</i>	Mrs.S.VIJAYALAKSHMI
<i>Registrars and Share Transfer Agents</i>	CAMEO CORPORATE SERVICES LIMITED, "SUBRAMANIAN BUILDING" No.1, CLUB HOUSE ROAD, CHENNAI – 600002 TEL.2846 0390

CASTLE TRADERS LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the members of Castle Traders Limited will be held on Wednesday, the 5th July 2017 at 12.00 Noon at 'Olympia Tech Park Auditorium', No.1, SIDCO Industrial Estate, Guindy, Chennai - 600032 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 31st March 2017, the statement of Profit and Loss Account for the financial year from 1st April 2016 to 31st March 2017 together with the Notes to Accounts and Cash Flow Statement appended thereto and the Reports 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 31st March 2017, Statement of Profit and Loss Account for the financial year from 1st April 2016 to 31st March 2017 together with the Notes to Accounts and audited Cash Flow Statement appended thereto together with the Board's Report and its annexure and the Secretarial Auditor and the Auditor's Reports thereon be and hereby are considered, approved and adopted."

- b) the consolidated annual financial statement such as the audited Balance Sheet as on 31st March 2017, the statement of Profit and Loss Account for the financial year from 1st April 2016 to 31st March 2017 together with the Notes to Accounts and Cash Flow Statement appended thereto and the Report of Auditor 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 31st March 2017, the statement of Profit and Loss Account for the financial year from 1st April 2016 to 31st March 2017 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, Mrs.Prassan Kumari Chordia (DIN:01955334) who is eligible, offers herself 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, Mrs.Prassan Kumari Chordia [DIN:01955334], director who retires by rotation and being eligible offers herself for re-appointment, be and hereby is re-appointed as a director of the company."

3. To appoint Statutory Auditors in the place of retiring auditor, and in this regard, **to consider if thought fit, to pass with or without modifications, the undermentioned resolution as ORDINARY RESOLUTION:**

"RESOLVED, that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and other applicable provisions of the Secretarial standards on General Meetings issued by the Institute of Company Secretaries of India and pursuant to the recommendations of the Audit Committee and the Board of directors, G.Pari [Mem.No.26769] M/s.V.Krishnan and Co., Chartered Accountants, Chennai [ICAI Firm Registration No. 01541S] who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit & Auditors) Rules, 2014, be and hereby are appointed as the Statutory Auditors of the Company (in the place of Mr.S.Satish Kumar, M/s.Yezdi & Co., Chartered Accountants, Firm Registration No. 004802S, retiring statutory auditors whose tenure expires at the conclusion of the ensuing Annual General Meeting) for a period of 5 years, i.e., to hold office from the conclusion of 34th Annual General Meeting (AGM) until the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2022 to examine and audit the accounts of the company at such a remuneration as may be mutually agreed between the Auditors and the Board of Directors of the company."

CASTLE TRADERS LIMITED

SPECIAL BUSINESS:-

4. To approve contracts / arrangements / transactions for sale / purchase / supply of goods and services with the related parties and in this regard, **to consider and if thought fit, to pass, with or without modification(s), the undermentioned Resolution as ORDINARY RESOLUTION.**

“RESOLVED, that pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act,2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other 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, and the recommendation and approval of the Audit committee and the Board of directors respectively, the approval of the members be and hereby is accorded for entering into contracts/arrangements/transactions with the ‘Related Parties’ as defined under section 2(76) of the Companies Act, 2013 for sale / purchase / supply of goods and /or services with the undermentioned companies for exceeding 10% of the turnover of the company but not exceeding Rs.1 crore with each of the parties for the period of three years with effect from July 2017 as per the information mentioned below.

No	Name of the Company	Nature of arrangement	Transaction amount	Period of Arrangement
1	Khivraj Motors Private Limited	Sale / Purchase or supply of goods and / or services	Not exceeding Rs.1 crore with each of the parties	For a period of three years with effect from July 2017.
2	Navaratan Property Holdings Private Limited			
3	Khivraj Automobiles and Infrastructure Private Limited			
4	Khivraj Vahan Private Limited			
5	Olympia Tech Park (Chennai) Private Limited			
6	Alwarpet Properties Private Limited			

RESOLVED FURTHER, that the Board of Directors of the Company be and hereby is authorized to do, all such acts, matters, deeds and things, settle any queries/ difficulties / doubts arise from it, and execute such addendum contracts / arrangements / transaction documents and writings and make such changes to the terms and conditions of these contracts / arrangements / transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interests of the Company.

RESOLVED FURTHER, that the Board of Directors and the Company Secretary of the Company be and hereby are, severally, authorized to make necessary entries in Form MBP -4 and give necessary intimation to the Registrar of Companies wherever necessary thereof.”

5. To approve contracts / arrangements / transactions for Sale / otherwise dispose of / purchase of movable / immovable properties / assets / investments with the related parties and in this regard, **to consider and if thought fit, to pass, with or without modification(s), the undermentioned Resolution as ORDINARY RESOLUTION: -**

“RESOLVED, that pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act,2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other 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, and the recommendation and approval of the Audit committee and the Board of directors respectively, the approval of the members be and hereby is accorded for entering into contracts / arrangements / transactions with the ‘Related Parties’ as defined under Section 2(76) of the Companies Act, 2013 for sale / otherwise dispose of / purchase of movable and immovable assets / properties / investments with the undermentioned companies/firm for exceeding 10% of the net worth of the company but not exceeding Rs.1 crore with each of the parties for a period of three years with effect from July 2017 as per the information mentioned below.

No.	Name of the Company/ Firm	Nature of arrangement	Transaction amount	Period of Arrangement
1	ABN Motors Private Limited	Sale / otherwise dispose of / Purchase of movable /immovable assets / properties / investments	Not exceeding Rs.1 crore with each of the parties	For a period of three years with effect from July 2017.
2	Navaratan Property Holdings Private Limited			
3	Khivraj Estates Private Limited			
4	Khivraj& Co.,			
5	Olympia Tech Park (Chennai) Private Limited			
6	Alwarpet Properties Private Limited			

CASTLE TRADERS LIMITED

RESOLVED FURTHER, that the Board of Directors of the Company be and hereby is authorized to do, all such acts, matters, deeds and things, settle any queries/ difficulties / doubts arise from it, and execute such addendum contracts / arrangements / transactions, documents and writings and make such changes to the terms and conditions of these contracts / arrangements / transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

RESOLVED FURTHER, that the Board of Directors and the Company Secretary of the Company be and hereby are, severally, authorized to make necessary entries in Form MBP -4 and give necessary intimation to the Registrar of Companies wherever necessary thereof.”

6. To approve leasing agreement / arrangement with the related party and in this regard, **to consider and if thought fit, to pass, with or without modification(s), the undermentioned Resolution as ORDINARY RESOLUTION:** -

“RESOLVED, that pursuant to the provisions of Section 2 (76) and Section 188 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and 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, and as per the recommendations and approval of the Audit Committee and the Board of Directors, respectively, the approval of the members be and hereby is accorded to the Board of Directors for entering into a leasing agreement / arrangement with Khivraj Motors Private Limited for exceeding 10% of the networth or 10% of the turnover of the company whichever is less but not exceeding Rs.30 lakhs for the period of three years with effect from July 2017.

RESOLVED FURTHER, that the Board of Directors of the Company be and hereby is authorized to do, all such acts, matters, deeds and things, settle any queries/ difficulties / doubts arise from it, and execute such addendum contracts / arrangements / transactions, documents and writings and make such changes to the terms and conditions of these contracts / arrangements / transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interests of the Company.

RESOLVED FURTHER, that the Board of Directors and the Company Secretary of the Company be and hereby are, severally, authorized to make necessary entries in Form MBP -4 and give necessary intimation to the Registrar of Companies wherever necessary thereof.”

7. To approve Investment(s), Loans, Guarantees and Security in excess of the limits specified under Section 186 of Companies Act, 2013 and in this regard, **to consider and if thought fit, to pass, with or without modification(s), the undermentioned Resolution as SPECIAL RESOLUTION:**

“RESOLVED, that pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and as recommended and approved by the Audit Committee and the Board of Directors respectively, the consent of Members be and hereby is accorded to:-

a) make investment and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceed rupees One Crore;

b) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceed rupees Fifty Lakhs;

RESOLVED FURTHER, that the Board be and hereby is authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.

RESOLVED FURTHER, that the Board of Directors and the Company Secretary of the Company be and hereby are, severally, authorized to make necessary entries in Form MBP -2 and give necessary intimation to the Registrar of Companies by filing Form MGT -14 in this regard.”

8. To appoint/ratify Mr. Bharat Kumar Chordia as Whole-time director of the company for a period of 5 years with effect from 29th May 2017 and for this purpose **to consider and if thought fit to pass the undermentioned resolution with or without modification, as ORDINARY RESOLUTION:** -

“RESOLVED, that pursuant to the provisions of Sections 149, 152, 160, 161, 196, 197, 198 and also the Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, the applicable provisions of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (LODR) Regulations 2015, and also as per the relevant provisions of the Articles of Association of the Company, and as per the recommendation and approval from the Nomination and Remuneration

CASTLE TRADERS LIMITED

Committee and the Board respectively, Mr.Bharat Kumar Chordia [DIN:00049455], from whom a company received a notice in writing signifying his candidature as whole-time director of the company, be and hereby is appointed as Whole-time Director of the Company, which term shall be deemed to include any Committee constituted / to be constituted by the Board from time to time, for a period of 5 years with effect from 29th May 2017 without any remuneration and not liable to retire by rotation.

RESOLVED FURTHER, that the Board of Directors and the Company secretary of the company be and hereby are, severally, authorized to do all such acts, deeds, matters and things to give effect to the above resolution including but not limited to make necessary entries in the Registrar of Directors and give intimation to the Registrar of Companies and the Metropolitan Stock Exchange of India Limited in this regard.”

9.To appoint/ratify Mr.A.Lakshmi Narayanan as Independent director of the company for a period of 5 years with effect from 29th May 2017 and for this purpose **to consider and if thought fit to pass the undermentioned resolution with or without modifications, as ORDINARY RESOLUTION:-**

“RESOLVED, that Mr.A.Lakshmi Narayanan [DIN:07820698] who was appointed as an additional / Independent director of the company with effect from 29th May 2017 by the Board of Directors under the provisions of Sections 149, 152, 160, 196 and also the Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (LODR) Regulations 2015 and the provisions of the Articles of Association the Company and who holds office only upto the date of the ensuing Annual General Meeting and who is eligible for the appointment of Director of the company pursuant to Section 152 of the Act read with (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the company has received a notice from a member under Section 160 of the Act proposing the candidature of Mr.Lakshmi Narayanan for the office of Director, be and hereby is appointed as Independent director of the company for a period of 5 years not liable to retirement by rotation, with effect from 29th May 2017.

RESOLVED FURTHER, that the Board of Directors and the Company secretary of the company be and hereby are, severally, authorized to do all such acts, deeds, matters and things to give effect to the above resolution including but not limited to make necessary entries in the Registrar of Directors and give intimation to the Registrar of Companies and the Metropolitan Stock Exchange of India Limited in this regard.”

Date: 29th May 2017
Place: Chennai

BY ORDER OF THE BOARD

SD/-

S.VIJAYALAKSHMI
COMPANY SECRETARY

CASTLE TRADERS LIMITED

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed hereto.
2. 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.
3. 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 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.
4. 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 invalid.
5. The holder of securities may vote either for or against each resolution.
6. 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.
7. 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".
8. The Annual Report of the Company for the year 2016-17, circulated to the Members of the Company, is available on the Company's website viz. www.castletraders.in
9. 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.
10. All documents referred to in the Notice will be available for inspection at the Company's registered office during the office hours.
11. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, "Olympia Tech Park".
12. 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.
13. 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.
14. The Register of Members and the Share transfer books of the Company will be closed from Thursday, the 29th June 2017 to Wednesday, the 5th July 2017 (both days inclusive).
15. 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/appointment at the Meeting is attached hereto.

CASTLE TRADERS LIMITED

Annexure to the Notice

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

*** Item No.2**

Details of Mrs.Prassan Kumari Chordia [DIN:01955334] 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 34th Annual General Meeting.

PARTICULARS	
Name of the Director	Mrs.Prassan Kumari Chordia
Date of Birth	04.04.1967
DIN:	01955334
PAN:	AACPC5786D
Address:	No.4, A.B.M. Avenue, Boat Club Road, Raja Annamalai Puram, Chennai - 600028
Experience in specific functional areas	Involved in the Social and philanthropic activities for the past two decades
Shareholding in the company	She is one of the promoters of the company holding 11,500 Equity shares of Rs.10/- each
Date of first appointment	30/03/2015
List of Companies in which Directorships held	ABN Motors Private Limited
Committee Membership in other public limited companies	NIL
Number of Board Meetings attended during the year	7 [Seven]
Terms and Conditions of the appointment	Director liable to retire by rotation
Remuneration to be paid	Not applicable
Last drawn remuneration	Not applicable
Disclosure of relationship with other directors and key managerial personnel	Not relative to any of the directors and the Key managerial personnel as defined under the Companies Act,2013

*** Item No.3:-**

Mr.S.Satish Kumar [Mem.No.020280], M/s.Yezdi & Co had been holding the office as the Statutory Auditors of the company for 5 years and he retires at the conclusion of the ensuing 34th Annual General Meeting of the company. As per the mandatory provision of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the company will have to appoint new statutory auditors in the place of retiring auditors at the ensuing AGM.

For the purpose of appointment of new Auditors, the management has shortlisted G.Pari [Mem.No.26769] M/s.V.Krishnan and Co., Chartered Accountants, Chennai (ICAI Firm Registration No. 01541S] as statutory auditors of the company and G.Pari [Mem.No.26769] M/s.V.Krishnan and Co., Chartered Accountants, Chennai (ICAI Firm Registration No. 01541S] have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013, and they are not disqualified to be appointed as the statutory auditors under Section 141 and other relevant provisions of the Companies Act, 2013 read with the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949. The Audit committee and the Board of directors recommended their appointment as new auditors of the company.

If approved by the members, G.Pari [Mem.No.26769] M/s.V.Krishnan and Co., Chartered Accountants, Chennai (ICAI Firm Registration No. 01541S] would hold office from the conclusion of this 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the company (subject to ratification of their appointment by the Members at every Annual General Meeting until the 38th Annual General Meeting) for conducting audit for a term of five years commencing from 1st April 2017.

The Audit committee and the Board of Directors have placed on record their appreciation for the professional services rendered by Mr.S.Satish Kumar, M/s.Yezdi & Co., Chartered Accountants, during his association as Auditor of the company.

CASTLE TRADERS LIMITED

The Board commends passing of the ordinary resolution as set out in item No.3 of the notice.

None of the directors, Key managerial personnel or their relatives is concerned or interested in the proposed resolution.

*** Item No.4, 5 and 6: -**

The company may enter into contract / agreement / arrangement with all or any of the undermentioned related parties over a period of three years with effect from July 2017 for sale / purchase / supply of goods and services or for sale/ otherwise dispose of / purchase of movable / immovable assets / properties / investments or enter into a leasing arrangement with a related party for occupying space for official use of the company.

The provisions of Section 188 of the Companies Act, 2013 that govern the related party transactions, necessitate the approval of the Board of directors and a prior approval of the Members for entering into any contract or agreement or arrangement with the related party/ies with the transaction exceeding the 10% of the turnover or 10% of the networth of the company as the case may be.

The Audit Committee and the Board of Directors of your Company have already approved the proposed transactions along with the limits as mentioned in the proposed resolution that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The detailed information are below:-

➤ Sale / Supply / Purchase of goods and services: -						
	1	2	3	4	5	6
Name of the related party	Khivraj Motors Private Limited	Navaratan Property Holdings Private Limited	Khivraj Automobiles and Infrastructure Private Limited	Khivraj Vahan Private Limited	Olympia Tech Park (Chennai) Private Limited	Alwarpet Properties Private Limited
Name of the director is related	Mr.Rahul Baid, Mr.Bharat Kumar Chordia and Mrs.Prassan Kumari Chordia					
Nature of relationship	Mr.Bharat Kumar Chordia is a Common director and Mrs.Prassan Kumari Chordia is holding shares	Mr.Rahul Baid is a Common director	Mr.Bharat Kumar Chordia is a Common director and Mrs.Prassan Kumari Chordia is holding shares	Mr.Rahul Baid is a Common director and Mrs.Prassan Kumari Chordia is holding shares	Mr. Kumar Chordia and his relatives are holding shares in the company and Mrs.Prassan Kumari Chordia is holding shares	Rahul and Mr.Bharat Kumar Chordia are Common directors and Mrs.Prassan Kumari Chordia is holding shares
Period of contract / arrangement	Three-year period with effect from July 2017					
Particulars of contract /arrangement	Sale or purchase or Supply of Goods or Services					
Monetary value (in Rs)	Not exceeding Rs.1 crore with each of the related party/ies					
Any advance amount received	NIL					

➤ Sale or Purchase of movable / immovable assets / Properties / Investments: -						
	1	2	3	4	5	6
Name of the related party	ABN Motors Private Limited	Navaratan Property Holdings Private Limited	Khivraj Estates Private Limited	Khivraj& Co.,	Olympia Tech Park (Chennai) Private Limited	Alwarpet Properties Private Limited
Name of the director is related						
Nature of relationship	Mrs.Prassan Kumari Chordia is Common director	Mr.Rahul Baid is a Common director	Mr.Bharat Kumar Chordia is a Common director	Mr.Bharat Kumar Chordia is a Partner	Mr. Kumar Chordia and his relatives are holding shares in the company and Mrs.Prassan Kumari Chordia is holding shares	Rahul and Mr.Bharat Kumar Chordia are Common directors and Mrs.Prassan Kumari Chordia is holding shares

CASTLE TRADERS LIMITED

Particulars of contract / arrangement	Three-year period with effect from July 2017
Nature of contract / arrangement	Sale / otherwise dispose of / Purchase of movable / immovable assets / properties / investments
Monetary value (in Rs)	Not exceeding Rs.1 crore with each of the related parties
Any advance amount received	NIL

➤ Leasing arrangement	
Name of the company	Khivraj Motors Private Limited
Name of the directors are related	Mr.Bharat Kumar Chordia
Nature of relationship	Common director
Particulars of contract	For a period of three years with effect from July 2017
Nature of the arrangement	Leasing arrangement
Monetary value (in rs)	Not exceeding Rs.30 lakhs for a period of three years
Any advance amount received	NIL

Mr.Bharat Kumar Chordia, Mr.Rahul Baid and Mrs.Prassan Kumari Chordia, Directors may be treated as concerned or interested in this matter. No other director, Key managerial personnel of the company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution Nos.4, 5 and 6 of the notice.

The Board commends the passing of the Ordinary Resolution as set out at Item No.4, 5 and 6 of the Notice.

♣ Item No.7

The company plans for expansion in the ensuing years. In view of this, the company may invest funds into securities and if it has spare funds, for better utilization, the company may also give loan, guarantee or provide security during course of business.

The Board of Directors decided to seek approval of the shareholders to make investment or give loan, guarantee or provide security exceeding the sixty per cent of the paid-up capital, free reserves and the securities premium account or one hundred per cent of the free reserves and the securities premium account whichever is more.

As per Section 186 of the Companies Act, 2013, your company is required to obtain approval by passing special resolution in the general meeting in case it proposes to make investment or give loan, guarantee or provide security exceeding sixty per cent of the paid-up capital, free reserves and the securities premium account or one hundred per cent of the free reserves and securities premium account whichever is more.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the passing of the Special Resolution as set out at Item No.7 of the Notice.

♣ Item No.8

Details of Mr.Bharat Kumar Chordia, Whole-time Director as required under Regulation 26 and 36 of the SEBI (LODR) Regulations 2015 and SS -2 Secretarial Standard on General Meetings seeking appointment/re-appointment at the ensuing 34th Annual General Meeting.

PARTICULARS	
Name of the Director	Mr.Bharat Kumar Chordia
Date of Birth	01.11.1972
DIN:	000049455
PAN:	AACPC4260A
Qualification:	B.Com.,

CASTLE TRADERS LIMITED

Address:	No.4, A.B.M. Avenue, Boat Club Road, Raja Annamalai Puram, Chennai - 600028
Experience in specific functional areas	2 decades of experience in the field of Automobiles, Real Estate and Wind Power Industries
Shareholding in the company	He is one of the promoters of the company and holding 34,500 Equity shares of Rs.10/- each
Date of first appointment	29/12/1994 – Director 29/05/2017 – Whole-time Director
Nationality	Indian
Remuneration	NIL
Remuneration in other public companies	NIL
Tenure	For a period of five years with effect from 29 th May 2017
List of Companies in which Directorships held	Khivraj Estates Private Limited
	Khivraj Automobiles and Infrastructure Private Limited
	Ultraplus Housing Estate Private Limited
	Khivraj Motors Private Limited
	Khivraj Holdings Private Limited
	ABC Property Services Private Limited
	Alwarpet Properties Private Limited
	Federation of Automobile Dealers Associations Tfr. from Mumbai To Delhi
Committee Membership in other public companies	NIL
Number of Board Meetings attended during the year	8 [Eight]
Terms and Conditions of the appointment	Director not liable to retire by rotation
Remuneration to be paid	Not applicable
Last drawn remuneration	Not applicable
Disclosure of relationship with other directors and key managerial personnel	Not relative to directors and Key managerial personnel as per the Companies Act,2013

As your company is in need of a whole-time director, the proposal of appointing Mr.Bharat Kumar Chordia [DIN:00049455] as a Whole-time Director is put forth before the members for their approval.

The Board of Directors of the company, based on the recommendation of the Nomination and Remuneration committee, at their meeting held on 29th May 2017 appointed Mr.Bharat Kumar Chordia as Whole-time Director with effect from 29th May 2017 for a period of 5 years without any remuneration and not liable to retire by rotation, subject to the approval of the members in the ensuing annual general meeting.

The appointment is in accordance with the Section 196 and 197 read with Schedule V of the Companies Act, 2013 and require approval of the Members.

The Board commend passing of the ordinary resolution as set out in item No.8 of the notice.

The consent letter, received from the director is available for inspection during the office hours.

Except, Mr.Bharat Kumar Chordia, none of the other Directors or the Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

✦ Item No.9

Details of Mr.Lakshmi Narayanan, Additional / Independent Director, as required under the 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 34th Annual General Meeting.

PARTICULARS	
Name of the Director	LAKSHMI NARAYANAN
Father's Name	S.ANANTHAKRISHNAN
Date of Birth	54 years, 30.05.1962
DIN:	07820698
PAN:	AFDPN2048D

CASTLE TRADERS LIMITED

E-mail id	sakstudio7@gmail.com
Address:	No.17 & 19, T.P.Koil Street, Flat No.S-2, 2 nd Floor, Triplicane, Chennai – 600005
Qualification:	A.M.I.A.E (INDIA)
Experience in specific functional areas	More than 3 decades experience in Automobile Industries
Remuneration	NIL
Shareholding in the company	NIL
Date of first appointment	29/05/2017
Nationality	Indian
Tenure	Five years with effect from 29 th May 2017
List of Companies in which Directorships held	NIL
Committee Membership in other public limited companies	NIL
Number of Board Meetings attended during the year	NIL
Terms and Conditions of the appointment	Director not liable to retire by rotation
Remuneration to be paid	Not applicable
Last drawn remuneration	Not applicable
Disclosure of relationship with other directors and key managerial personnel	Not relative to directors and the Key managerial personnel as per the Companies Act,2013

The Board, vide its Board Meeting held on 29th May 2017, has appointed Mr.A.Lakshmi Narayanan as independent director of the company for a period of 5 years with effect from 29th May 2017.

In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the act and the rules made thereunder and the proposed director is independent of the management.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.castletraders.in.

Except, Mr.A.Lakshmi Narayanan, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the passing of the Ordinary Resolution as set out at Item No.9 of the Notice for approval by the members.

Date: 29th May 2017
Place: Chennai

BY ORDER OF THE BOARD

SD/-

S.VJAYALAKSHMI
COMPANY SECRETARY

CASTLE TRADERS LIMITED

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:

- 1) The voting period begins on 1st July 2017 at 9.00 A.M. and ends on 4th July 2017, by 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 of 28th June 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders/ Members:-
 - (iii) Enter your User ID as categorised below
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Enter the Image Verification as displayed.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a **first time user** follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label.• 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.
DOB	Enter the Date of Birth in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

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

CASTLE TRADERS LIMITED

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of 170612001 on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed 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.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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.
- (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.
- 2) 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 of 28th June 2017.
- 3) The Company shall be making arrangement for the member to cast their votes in respect to the business through poll, for members attending the meeting who have not cast their vote by voting.
- 4) 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.

CASTLE TRADERS LIMITED

5) *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 05.00 pm., 8th July, 2017.*

The result declared, along with the Scrutinizer's report shall be placed on the company's website.

www.castletraders.in 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.

----- ✂ ----- ✂ ----- ✂ -----

CASTLE TRADERS LIMITED

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 34th Annual General Meeting of the Company on the 5th July 2017 at 12.00 Noon at 'Olympia Tech Park Auditorium', at No.1, SIDCO Industrial Estate, Guindy, Chennai – 600032.

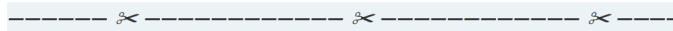
Folio No.:

Name of the Shareholder:

No. of Shares held:

Name of Authorized Representative:

Signature of shareholder/ proxy/ Representative



CASTLE TRADERS LIMITED

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, 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 Wednesday, the 5th July 2017 at 12.00 Noon at 'Olympia Tech Park Auditorium', No.1, SIDCO Industrial Estate, Guindy, Chennai – 600032 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 st March 2017 ;		
1b	To approve the consolidated audited annual financial statement as on 31 st March 2017;		
2	To appoint a Director in the place of retiring director, Mrs.Prassan Kumari Chordia;		
3	To appoint Statutory Auditors in the place of retiring Auditors;		
4	To approve contracts / arrangements / transactions for Sale / purchase / supply of goods and services with the related parties for a period of three years and to the extent of Rs.1 crore with each party with effect from July 2017;		
5	To approve contracts / arrangements / transactions for Sale / otherwise dispose of / purchase of movable and immovable assets / properties / investments with the related parties for a period of three years and to the extent of Rs.1 crore with each party with effect from July 2017;		
6	To approve leasing agreement / arrangements with the related party for a period of three years with effect from July 2017;;		
7	To approve Investment(s), Loans, Guarantees and security in excess of the limits specified under section 186 of Companies Act, 2013;		
8	To appoint/ratify Mr.Bharat Kumar Chordia as Whole-time director of the company for a period of 5 years with effect from 29 th May 2017;		
9	To appoint/ratify Mr.A.Lakshmi Narayanan as Independent director of the company for a period of 5 years with effect from 29 th May 2017;		

Signed this..... day of2017

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.

CASTLE TRADERS LIMITED

Route map:-

Prominent landmark: - Olympia Tech Park

