

CIN: L51909TN1983PLC045632

Notice is hereby given that the Thirty Second Annual General Meeting of the members of Castle Traders Limited will be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 10.00 a.m. at the registered office of the Company situated at "Bharat Kumar Bhavan" 617, Anna Salai, Chennai - 600 006, Tamil Nadu to transact the following businesses:

**Ordinary Business**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vasudevan Rajamanickam (DIN: 00049594) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and whose office shall be subject to retire by rotation as per the Companies Act, 2013.

**3. RATIFICATION OF APPOINTMENT OF AUDITORS:**

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

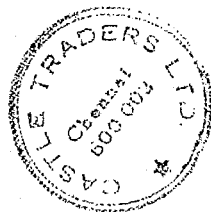
**RESOLVED THAT** M/s. Yezdi & Co., Chartered Accountants, (ICAI Firm Registration No.004802S), who was appointed as Statutory Auditor to hold office for a period of three years till the completion of Annual General Meeting to be held in the year 2017 on remuneration as the Board of Directors of the Company may determine be and is hereby ratified.

**Special Business**

**4. REGULARISATION OF APPOINTMENT OF ADDITIONAL 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 the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, Ms. Prassan Kumari Chordia (DIN: 01955334), who was appointed as an Additional Director by the Board of Directors effective from 30<sup>th</sup> March 2015 and who holds office upto the date of this Annual General Meeting, and in

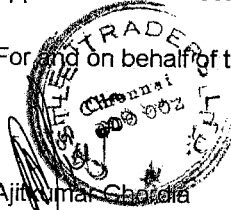


**CASTLE TRADERS LIMITED**  
REGD. OFF: BHARAT KUMAR BHAVAN, NO.617, ANNA SALAI, CHENNAI - 600 006  
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respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company.

For and on behalf of the Board of Directors



Ajit Kumar Chordia  
Director  
DIN: 00049366

Date: 01.09.2015  
Place: Chennai

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Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the special business stated above is annexed hereto
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Brief resume Mr. Vasudevan Rajamanickam (DIN: 00049594) and Ms. Prassan Kumari Chordia (DIN: 01955334) proposed to be reappointed/ regularized as director such as nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is given below

PARTICULARS		
Name of the Director	Mr. Vasudevan Rajamanickam	Ms. Prassan Kumari Chordia
Date of Birth	04/08/1945	04/04/1967
Date of Appointment	15/12/1993	30/03/2015
Qualification	B.Com	Higher Secondary Education pass
Experience in specific functional areas	Having experience in finance business for more than 4 decades	Rich and varied experience in the business activity related areas of



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		the Company
List of Companies in which outside Directorships held	1. KHIVRAJ TECH PARK PRIVATE LIMITED 2. OLYMPIA INFRA TECH PRIVATE LIMITED 3. KHIVRAJ AUTOMOBILES AND INFRASTRUCTURE PRIVATE LIMITED 4. KHIVRAJ VAHAN PRIVATE LIMITED 5. ABN MOTORS PRIVATE LIMITED 6. KHIVRAJ HOUSING PRIVATE LIMITED	ABN MOTORS PRIVATE LIMITED
Chairman/ Member of the Committee of the board of Directors of the Company	-	-
Chairman/ Member of the Committee of the other Companies in which he is a Director.	NIL	NIL

5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Transfer Books of the Company will be closed from Thursday, 24<sup>th</sup> September, 2015 to Wednesday, 30<sup>th</sup> September 2015, both days inclusive.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Cameo Corporate Services Limited



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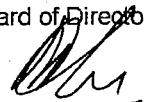
("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Cameo.
11. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Cameo.
12. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register the same.

Date: 01.09.2015  
Place: Chennai



For and on behalf of the Board of Directors

  
Ajitkumar Chordia  
Director  
DIN: 00049366

CIN: L51909TN1983PLC045632

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

**Item No.4**

**Regularisation of appointment of additional director:**

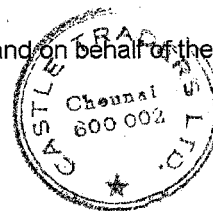
Ms. Prassan Kumari Chordia was appointed as an Additional Director on the Board of the Company w.e.f. 30<sup>th</sup> March 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds office upto the date of ensuing Annual General Meeting of the Company. As required under Section 160 of the Companies Act, 2013, a notice has been received from her along with requisite deposit, to propose her candidature for the office of the Director of the Company.

Mrs. Prassan Kumari Chordia brings rich and varied experience to the Board in the business activity related areas of the Company. The Board of Directors recommends the resolution set out in above notice for approval of the Members. In the opinion of the Board, Ms. Prassan kumari chordia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a director of the Company and of the management of the Company. Having regard to her knowledge and experience her appointment as a Director will be in the interest of the Company. Copy of the draft letter for appointment of Ms. Prassan kumari chordia as a Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board recommends her appointment as a Director in the interest of the Company.

Ms. Prassan Kumari Chordia along with her relatives is concerned/ interested in this resolution.

Date: 01.09.2015  
Place: Chennai

For and on behalf of the Board of Directors



Ajit Kumar Chordia  
Director

DIN: 00049366

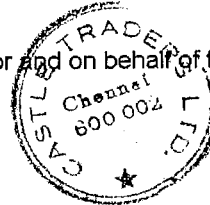
**CASTLE TRADERS LIMITED**  
REGD. OFF: BHARAT NAGAR BHAVAN, NO.617, ANNA SALAI, CHENNAI - 600 006  
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### **Declaration on Code of Conduct**

As required by Clause 49(1D) of the Listing Agreement, it is hereby affirmed that all the Board Members and Senior management personnel have complied with the Code of Conduct of the Company.

For and on behalf of the Board of Directors



  
Anil Kumar Chordia  
Chairman  
DIN: 00049366

Date: 01.09.2015  
Place: Chennai

CIN: L51909TN1983PLC045632

CEO / CFO CERTIFICATION

To,

The Board of Directors  
Castle Traders Limited  
Chennai.

We, Ajit Kumar Chordia Director and V. Rajamanickam, Director, of Castle Traders Limited, on the basis of the review of the Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March 2015 and to the best of our knowledge and belief, hereby certify that:

1. These statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make these statements;
2. These statements and other financial information included in this annual report present, in all material respects, a true and fair view of the Company's State of affairs and are in Compliance with existing Accounting Standards and / or applicable laws and regulations;
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct;
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of Internal Control System of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to ratify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - a) Significant changes in Internal Control over financial reporting during the year;
  - b) Significant changes in Accounting policies during the year and that the same have been disclosed in the notes to the Financial statements; and
  - c) Instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

For Castle Traders Limited

Ajit Kumar Chordia  
Director  
DIN: 00049366



For Castle Traders Limited

V. Rajamanickam  
Director  
DIN: 00049594



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**Form No. MGT-11**  
**Proxy form**

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

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Name of the company: CASTLE TRADERS LIMITED

Registered office: "Bharat Kumar Bhavan"617, Anna Salai, Chennai - 600 006, Tamil Nadu

Name of the member(s):  
Registered Address:  
E-mail id:  
Folio No./ Client Id:  
DP ID:

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

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Wednesday 30th September 2015 at 10.00 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as given in the notice above.

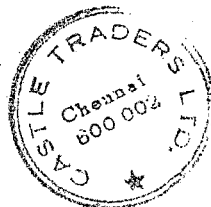
Affix  
Revenue  
Stamp

Signed this..... day of..... 20....

Signature of shareholder

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.**



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**Attendance slip**

Please Fill the Attendance Slip and Hand it over at the entrance of the Meeting Venue

Joint shareholders may obtain additional Attendance Slip on request

DP Id:

Client Id:

Reg. Folio no.

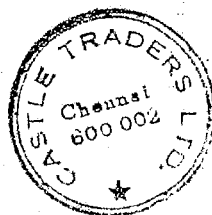
No. of shares held:

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **Annual General Meeting** of the Company held on Wednesday 30<sup>th</sup> September 2015 at 10.00 a.m. at the registered office of the Company.

Signature of the member/ proxy

Signature of the member/ proxy



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**DIRECTORS' REPORT**

To,  
The Members,

Your Directors have pleasure in presenting their Thirty Second Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

**a) Financial summary or highlights/Performance of the Company (Standalone)**

The financial results for the year ended 31<sup>st</sup> March 2015 are given below

Description	For the year ended 31 <sup>st</sup> March 2015	For the year ended 31 <sup>st</sup> March 2014
Total Income	2,84,729	11,15,834
Total Expenditure	1,94,920.87	10,97,218.61
Profit before tax	89,808.13	18,615.39
Tax	17,112	3,547
Profit after tax	72,696.13	15,068.39
Add : Opening Balance	25,73,707.34	25,58,638.95
Transfer of General Reserve – Closing balance	2646403.47	2573707.34
EPS	0.30	0.06

**b) Dividend**

Your directors wish to retain the profit for the growth and development of the Company. Hence no dividend is recommended for the financial year ending 31st March 2015.

**c) Reserves**

During the year there was no transfer to Statutory Reserve or General Reserve.



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**d) Brief description of the Company's working during the year/State of Company's affair**

The total income of the Company is at Rs. 2,84,729 (Rupees two lakhs eighty four thousand seven hundred and twenty nine only) during the year under review as against Rs. 11,15,834 (Rupees eleven lakhs fifteen thousand eight hundred thirty four only) in the previous financial year; and the profit before tax during the year under review is at Rs. 89,808.13 (Rupees eighty nine thousand eight hundred and eight only) as compared to Rs. 18,615.39 (Rupees eighteen thousand six hundred and fifteen only) in the previous financial year; and that profit after tax during the year under review is at Rs. 72,696.13 (Rupees seventy two thousand six hundred ninety six only) as compared to Rs. 15,068.39 (Rupees fifteen thousand sixty eight only) in the previous financial year.

There is no separate reportable segment as per Accounting Standard - 17 as the operation related to one segment

**e) Public Deposits**

The details relating to deposits, covered under Chapter V of the Act,-

(a) accepted during the year: NIL

(b) remained unpaid or unclaimed as at the end of the year: NIL

(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-

(i) at the beginning of the year: NIL

(ii) maximum during the year: NIL

(iii) at the end of the year: NIL

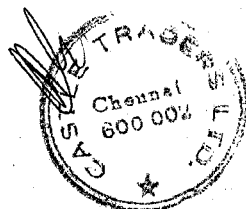
The details of deposits which are not in compliance with the requirements of Chapter V of the Act:  
NA

**f) Change in the nature of business, if any**

There is no significant change in the activities of the company.

**g) Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

No Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of this report.



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**h) Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There are no instances wherein significant and material orders passed by regulators or courts or tribunals had impacted the going concern status and company's operations.

**i) Details In respect of adequacy of internal financial controls with reference to the Financial Statements.**

The Company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. Adequate Internal Control Systems and checks are in place, commensurate with the size of the Company and nature of its business. The management exercises financial control on the operations through a well defined monitoring process and standard operating procedures.

**j) Vigil Mechanism / Whistle Blower Policy -**

The company has a Vigil Mechanism Policy to deal with any instance of fraud or mismanagement. The details of the Policy are explained in the Corporate Governance Report.

**k) Details of Subsidiary/Joint Ventures/Associate Companies**

Your Company does not have a Subsidiary/Joint Venture companies as such instances of reporting does not arise.

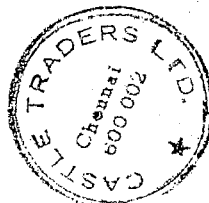
The company has two associate companies i.e. M/s. Veronia Cosmetics Private Limited and M/s. Ultraplus Housing Estates Private Limited.

**l) Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.**

The Company has associate Companies, the details of which are attached as annexure to this report.

**m) Statutory Auditors**

Pursuant to the new requirement of Section 139 (1) of the Companies Act, 2013 M/s. Yezdi & Co., Chartered Accountants, (ICAI Firm Registration No.004802S), were re-appointed as Statutory Auditors in the AGM 2014 to hold office till the conclusion of until the conclusion of Thirty Fourth AGM of the



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Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the said statutory auditors. They have confirmed their eligibility under Section 141 of the Companies Act 2013 and the Rules framed there under for re-appointment as Auditors of the Company. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accounts of India. As required by Section 139 (1) of the Companies Act, 2013 the ratification of Statutory Auditors is placed before the members for approval.

**n) Auditors' Report**

The Board of Directors wish to state that the Auditors Report on the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March 2015 does not contain any qualification, reservation or adverse remark, so need not require any explanation or comment

**o) Share Capital**

**I. Issue of equity shares with differential rights**

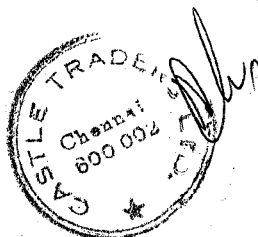
The Board of Directors wish to inform that there are no instance during the financial year for issue of equity shares with differential rights as such the requirement for providing details as provided in rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014 does not arise.

**II. Issue of sweat equity shares**

The Board of Directors wish to inform that there are no instance during the financial year for issue of sweat equity shares as such the requirement for providing details as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014 does not arise.

**III. Issue of employee stock options**

The Board of Directors wish to inform that there are no instance during the financial year for issue of employee stock options as such the requirement for providing details as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014 does not arise.



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**p) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

The Board of Directors wish to inform that there are no instance during the financial year where the company had made provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as such the requirement for providing details as provided in rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 does not arise.

**q) Extract of the annual return**

The extract of the annual return for the financial year ended on 31st March 2015 as required by Section 92 (3) of the Companies Act 2013 is provided as **Annexure "A"**

**r) Information as per section 134(3)(m) of the Companies Act, 2013**

The company has no activity relating to consumption of energy or technology absorption. The company does not have any foreign exchange earnings and outgo during the year.

**s) Corporate Social Responsibility (CSR)**

The Corporate Social Responsibility (CSR) Rules are not applicable and as such instances of disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 does not arise.

**t) Directors:**

At the forthcoming AGM, Mr Vasudevan Rajamanickam (DIN: 00049594), Director is liable to retire and being eligible has offered himself for re-appointment.

Ms. Prassan Kumari Chordia (DIN: 01955334) who were appointed as the Additional Directors on the 30<sup>th</sup> March 2015 to hold the office till this AGM will be appointed as the Director.

Your Directors recommend the re-appointment of Mr. Vasudevan Rajamanickam (DIN: 00049594) retiring by rotation and the regularization of Ms. Prassan Kumari Chordia (DIN: 01955334) to the members.

**u) Declaration from Independent Director(s)**

The Company had received necessary declaration from independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that each of them meets with the criteria of their independence as laid down in Section 149 (6).



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**v) Formal Annual Evaluation**

The Board periodically evaluates its own performance and that of its committees and individual directors.

**x) Meetings of the Board of Directors**

**Composition and category of Board of Directors**

The Board of Directors of the company comprises of Non-Executive and Independent Directors. In all there are five Directors, four Non Executive and one Independent Director.

Name of the Director	Designation	Category
Ajitkumar Chordia	Director	Promoter and Non -Executive Director
Bharatkumar Chordia	Chairman	Promoter and Non -Executive Director
Vasudevan Rajamanickam	Director	Non-Executive Director
Prassan Kumari Chordia	Director	Promoter and Non -Executive Director
Rahul Baid	Director	Independent Director

Attendance of each Director at Board Meetings, last Annual General Meeting and Number of other Directorships and Membership/Chairmanship of Committees of each Director in various Companies forms part of Corporate Governance Report.

**y) Audit Committee**

The Audit Committee comprised of the following directors for the year ended 31st March 2015.

Name of members	Status in Committee	Nature of Directorship
Rahul Baid	Chairman	Independent Director
Ajitkumar Chordia	Member	Promoter and non executive director
Vasudevan Rajamanickam	Member	Non – Executive director





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The terms of reference of the Audit Committee are as per the guidelines set out in the listing Agreement with the stock exchange and these also confirm to the provisions of the Companies Act, 2013. The details of date of the meeting of the committee and attendance of each Director along with scope of Audit Committee are given in the Corporate Governance Report.

The Board has not rejected any proposal / recommendations of the Audit Committee during the year.

**z) Details of establishment of vigil mechanism for directors and employees**

The Company has a Vigil Mechanism named "Whistle Blower Policy" to deal with genuine concerns raised by the Directors/employees, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report.

**aa) Nomination and Remuneration Committee**

The Remuneration and Nomination Committee comprised of the following directors for the year ended 31<sup>st</sup> March 2015

Name of member	Status in Committee	Nature of Directorship
Rahul Baid	Chairman	Independent Director
Bharatkumar Chordia	Member	Promoter and non executive director
Prassan Kumari Chordia	Member	<del>Promoter and</del> Non - Executive director

**ab) Particulars of loans, guarantees or investments under section 186**

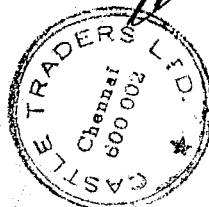
The company has given loans as per the provisions and limits laid down under section 186 of the Companies Act 2013 during the financial year 2014-2015.

**ac) Particulars of contracts or arrangements with related parties:**

As given in Annexure-B.

**ad) Managerial Remuneration:**

Disclosure of remuneration under section 197 (12) of the companies act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided at Annexure "C"



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**ae) Secretarial Audit Report**

The Secretarial Audit report issued by the Practicing Company Secretary is attached to this report as **Annexure – “D”** which is self explanatory in nature and the company shall comply with the required provisions in future.

**af) Corporate Governance Certificate**

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is provided as **Annexure “E”** to this report.

**ag) Corporate Governance Report**

The Company is committed to maintain the standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

The Report on corporate governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report and is attached as **Annexure-F**.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Clause 49, is attached to the Report on corporate governance.

**ah) Management's Discussion and Analysis Report**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

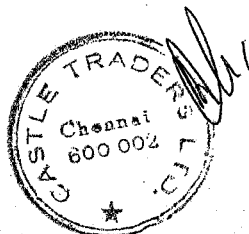
**ai) Risk management policy**

A Risk Management Policy for the Company has been adopted by the Board. The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed by the Board through appropriate structures that are in place.

**aj) Directors' Responsibility Statement**

The terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;



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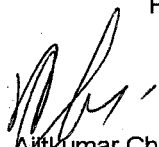
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

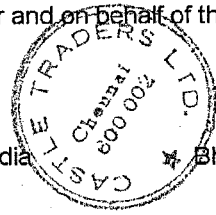
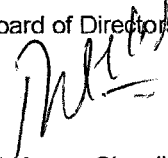
**ak) Acknowledgements**

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and employees.

Date: 01.09.2015  
Place: Chennai

For and on behalf of the Board of Directors

  
Ajitkumar Chordia  
Director  
DIN: 00049366

  
  
Bharat Kumar Chordia  
Director  
DIN: 00049455

CIN: L51909TN1983PLC045632

**Annexure-B**

**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto


1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis: Nil

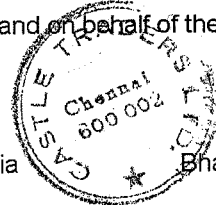
1.	Name of the Related Party	Khivraj Motors Private Limited
2.	Nature of relationship	Common Directors
3.	Nature of contracts/ arrangements/ transactions	Rent payment
4.	Duration of the contracts / arrangements/ transactions	Based on leasing arrangement
5.	Salient terms of the contracts or arrangements or transactions including the value, if any	-
6.	Date(s) of approval by the Board, if any	09.01.2015
7.	Amount paid as advances, if any	-

Date: 01 09 2015  
Place: Chennai

For and on behalf of the Board of Directors

  
Ajitkumar Chordia  
Director  
DIN: 00049366

  
Bharat Kumar Chordia  
Director  
DIN: 00049455

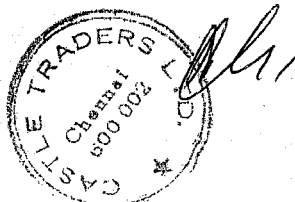


CIN: L51909TN1983PLC045632

**ANNEXURE 'C' TO THE DIRECTORS' REPORT**

Disclosure of remuneration under section 197 (12) of the companies act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Nature of Disclosure	Particulars					
a) Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; Percentage increase in remuneration of each Director, in the financial year	Name of the Director / Designation	Ratio of Remuneration to Median Remuneration of employees	% increase in remuneration in the financial year 2014-15			
b) Percentage increase in remuneration of CFO, CS in the financial year						
c) Percentage increase in median remuneration of employees in the financial year						
d) Number of permanent employees on the rolls of company (as of 31 March, 2015)						
e) Explanation on the relationship between average increase in remuneration and company performance	NIL					
f) Comparison of the remuneration of the KMP against performance of the company						
g) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year & percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies						
h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage						

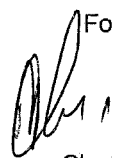


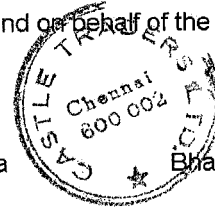
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increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	
i) Comparison of each remuneration of the KMP against the performance of the company	NA
j) The key parameters for any variable component of remuneration availed by the directors	
k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	
l) Affirmation that the remuneration is as per the remuneration policy of the company	

Date: 01.09.2015  
Place: Chennai

For and on behalf of the Board of Directors

  
Ajitkumar Chordia  
Director  
DIN: 00049366



  
Bharat Kumar Chordia  
Director  
DIN: 00049455



CIN: L51909TN1983PLC045632

**ANNEXURE – F**  
**REPORT ON CORPORATE GOVERNANCE**

Corporate governance is about commitment to values and ethical business conduct. It is also about how an organization is managed viz., its corporate and business structure, its culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial position of the company, its performance and ownership forms part of the corporate governance.

**CORPORATE GOVERNANCE PHILOSOPHY**

The company is committed to the corporate governance in all its activities and processes.

The board recognises that governance expectations are constantly evolving and it is committed to keeping its standards of transparency and dissemination of information under continuous review to meet both letter and spirit of the law and its own demanding levels of business ethics.

**BOARD OF DIRECTORS**

The corporate governance practices of the company ensure that the board remains informed, independent and involved in the company and that there are ongoing efforts towards better governance to mitigate "non-business" risks.

The board is fully aware of its fiduciary responsibilities and recognizes its responsibilities to shareholders and other stakeholders to uphold the highest standards in all matters concerning the company and has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.

The board of directors ("the board") is committed to representing the long-term interests of the stakeholders and in providing effective governance over the company's affairs and exercise reasonable business judgment on the affairs of the company.

The company's day to day affairs are managed by the managing director, assisted by a competent management team, under the overall supervision of the board. The company has in place an appropriate risk management system covering various risks that the company is exposed to, including fraud risks, which are discussed and reviewed by the audit committee and the board every quarter.



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The company's commitment to ethical and lawful business conduct is a fundamental shared value of the board, the senior management and all employees of the company. Consistent with its values and beliefs, the company has formulated a code of conduct applicable to the board and senior management. Further, the company has also adopted an insider trading code for prevention of insider trading and a whistle blower policy for reporting any concerns or grievances by directors / employees / customers and vendors in their dealings with the company. In order to ensure that the mechanism is effective and as prescribed, direct access to the chairman of the audit committee is provided to the complainant.

#### Composition

The board has been constituted in a manner as per clause 49 of the listing agreement and the Companies Act, 2013 (the Act). The board has an appropriate mix of non-executive and independent directors, including a woman director to ensure proper governance and management. The directors are elected based on their qualification and experience in varied fields.

In all there are six Directors, Four Non-Executive and one Independent Director.

Name of the Director	Designation	Category – independent, executive or non-executive
AJITKUMAR CHORDIA	Director	Promoter and non executive director
BHARATKUMAR CHORDIA	Director	Promoter and non executive director
VASUDEVAN RAJAMANICKAM	Director	Non executive director
PRASSAN KUMARI CHORDIA	Additional Director	Promoter and non executive director
RAHUL BAID	Director	Independent director

The details of directors as at 31 March, 2015 including the details of their other board directorship and committee membership reckoned in line with clause 49 of the listing agreement and the Act as well as their shareholdings is given below:





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Name of Director	No. of Directorship (excluding directorship in our Company)	No. of shares held in the company	No. of board committee membership including this company**	No. of Chairmanship including this company**
AJITKUMAR CHORDIA	15	11000	1	-
BHARATKUMAR CHORDIA	9	11000	1	-
VASUDEVAN RAJAMANICKAM	7	11500	1	-
PRASSAN KUMARI CHORDIA	1	11500	1	-
RAHUL BAID	4	-	2	2

\* for the purpose of directorship / committee membership, all private companies and section 8 companies have been considered.

\*\* only chairmanship / membership of audit committee and nomination and remuneration committee have been considered.

The independent directors of the company provide an annual certificate of independence in accordance with clause 49 of the listing agreement and the Act to the company which is taken on record by the board. All the board members including independent directors have the opportunity and access to interact with the management.

#### Board Meetings

The board meets at regular intervals with an annual calendar and a formal schedule of matters specifically reserved for its attention to ensure that it exercises full control over significant strategic, financial, operational and compliance matters. The board is regularly briefed and updated on the key activities of the business and is provided with briefings and presentations on operations, quarterly financial statements and other matters concerning the company.

During the year, the Board of Directors met 9 times on 09.05.2014, 31.07.2014, 15.09.2014, 08.10.2014, 19.12.2014, 09.01.2015, 09.02.2015, 09.03.2015 and 30.03.2015 and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose.



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## COMMITTEES OF THE BOARD

The board has constituted various committees to support the board in discharging its responsibilities.

Following committees constituted by the board – audit committee and nomination and remuneration committee.

The board at the time of constitution of each committee fixes the terms of reference and also delegates powers from time to time. Various recommendations of the committees are submitted to the board for approval. The minutes of the meetings of all the committees are circulated to the board for its information.

### AUDIT COMMITTEE

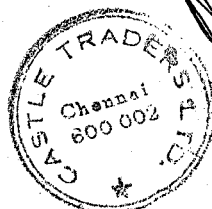
#### *Terms of Reference*

The committee acts as a link between the board, the statutory auditors and the internal auditors. The role of the audit committee includes overseeing the financial reporting process and disclosure of financial information, review of financial statements, adequacy of internal financial control and risk management systems, findings of internal audits / investigations, whistle blower policy, monitoring the usage of funds from issue proceeds, to grant approvals for related party transactions which are in the ordinary course of business and on an arm's length basis, scrutiny of inter-corporate loans and investments, besides recommending the appointment / removal of the statutory auditors, the internal auditors and fixing their remuneration and review of the effectiveness of audit process.

#### *Composition & Meetings*

The committee comprises an independent director and two promoter non - executive directors. The constitution of the committee is given in the board's report.

During the year, the committee met four times on 09.05.2014, 31.07.2014, 08.10.2014 and 09.01.2015. All members of audit committee have knowledge of financial management, audit and accounts.



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## NOMINATION AND REMUNERATION COMMITTEE

### *Terms of Reference*

The role of the committee is to determine the company's policy on specific remuneration packages for executive directors. The terms of reference *inter alia* includes the role of the committee to further consider and recommend persons who are qualified for board positions, evaluate directors performance prior to recommendation for re-appointments, persons who are qualified to be in senior management, formulate the criteria for determining qualifications, positive attributes and independence of a director and devising a policy on board diversity. Decisions for selecting a director is based on the merit, qualification, competency and the company's business needs. The recommendations of the committee are placed before the board for its approval.

### *Composition & Meetings*

As at 31 March, 2015, the committee comprised of the following members:

Name of member	Status in Committee	Nature of Directorship
Rahul Baid	Chairman	Independent
Bharatkumar Chordia	Member	Promoter and non executive director
Prassan Kumari Chordia	Member	<del>Promoter</del> Non - Executive director

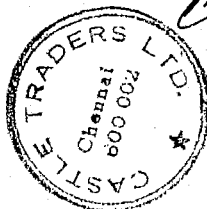
The committee met on 09<sup>th</sup> May 2014, 09<sup>th</sup> February 2015 and 30<sup>th</sup> March 2015 during the year.

## REMUNERATION OF DIRECTORS

### *Remuneration Policy*

The success of any organization in achieving good performance and governance depends on its ability to attract quality individuals on the board. The company has in place a remuneration policy which is guided by the principles and objectives as enumerated in section 178 of the Act.

The non-executive directors are not entitled to any remuneration.



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***Criteria for Board Nomination***

The nomination and remuneration committee is responsible for identifying persons for initial nomination as directors and evaluating incumbent directors for their continued service. The committee in terms of the provisions of the Act and clause 49 of the listing agreement identifies personnel, which *inter alia*, deals with the personal traits, competencies, experience, background and other fit and proper criteria. These attributes shall be considered for nominating candidates for board positions / re-appointment of directors.

***Performance Evaluation***

In terms of the provisions of the Act and clause 49 of the listing agreement, the board periodically carries out an performance evaluation of its own performance, the directors individually as well as the valuation of the working of the committees. The performance evaluation of the independent director was carried out by the entire board. The performance of the chairman and the non-independent directors was carried out by the independent director.

***Remuneration of managing director:***

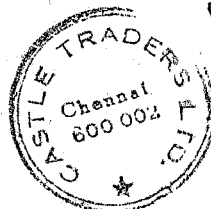
Not applicable

***Details of remuneration and sitting fees paid to the other directors:***

Not applicable

**ATTENDANCE AT BOARD, COMMITTEE AND GENERAL MEETINGS**

Name of the directors	No. of meetings attended			
	Board Meeting	Audit Committee	Nomination & Remuneration Committee	Attendance at lasLAGM
AJITKUMAR CHORDIA	9	4	3	Yes
BHARATKUMAR CHORDIA	9	4	3	Yes
VASUDEVAN RAJAMANICKAM	9	4	3	Yes
*PRASSAN	1	-	-	Yes



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KUMARI CHORDIA				
*RAHUL BAID	2	-	01	-

\*Mr. Rahul Baid and Mrs. Prassan Kumari Chordia was inducted on the board w.e.f. 03rd March 2015 and 30th March 2015 respectively.

**Note:** The above reflects the attendance of directors at the meetings held during their term as a director / committee member.

**GENERAL BODY MEETINGS**

Particulars of venue, date and time of the previous three annual general meetings are given below:

Year	Date and time	Venue
2011-12	06.09.2012 at 12 noon	At the registered office of the Company
2012-13	05.08.2013 at 10.30 a.m.	At the registered office of the Company
2013-14	02.09.2014 at 10.00 a.m.	At the registered office of the Company

**DETAILS OF SPECIAL RESOLUTIONS PASSED**

Particulars of special resolutions passed in the previous three annual general meetings are given below:

Date of AGM	Details
2011-12	Nil
2012-13	Nil
2013-14	Nil

**Extra-ordinary general Meeting**

Two extra-ordinary general meetings were held during the financial year ended 31<sup>st</sup> March 2015 on 09<sup>th</sup> February 2015 and 03<sup>rd</sup> March 2015.



*[Handwritten signature]*

CIN: L51909TN1983PLC045632

**POSTAL BALLOT**

During the year, the company not passed any special resolutions

**COMPLIANCE REPORT**

A detailed compliance report is placed before the board every quarter and highlights of the report is circulated to the board along with the agenda every quarter. The board reviews the compliance of all applicable laws every quarter and gives appropriate directions, wherever necessary.

**SECRETARIAL AUDIT**

Secretarial audit report attached as separate annexure.

**RECONCILIATION OF SHARE CAPITAL AUDIT**

As required by the Securities and Exchange Board of India, quarterly audit of the company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital with the issued and listed capital. The certificate issued by an independent practicing company secretary is submitted to the stock exchanges and is also placed before the board of directors.

**CODE OF CONDUCT**

The board has laid down a "Code of Conduct" for all the board members and the senior management of the company and the code of conduct has been posted on the website of the company. Annual declaration confirming compliance of the code is obtained from every person covered by the code of conduct. A declaration to this effect signed by Mr. Ajitkumar Chordia, Director is attached to this report.

**PREVENTION OF INSIDER TRADING CODE**

The board has adopted a code for the prevention of insider trading in the shares of the company.

**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

The auditors' certificate on compliance of corporate governance norms is annexed to the report.

**CEO/CFO CERTIFICATION**

Mr. Ajitkumar Chordia, Director have given a certificate to the board with regard to financial statements, compliance and internal control systems as contemplated under clause 49 of the listing agreement.



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## DISCLOSURES

### *Related party transactions*

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material transactions with related parties i.e., transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of company at large.

Suitable disclosures as required in compliance with accounting standards with related parties are disclosed in note on accounts in the annual report.

There were no instances of non-compliance on any matter related to capital markets during the last three years.

### *Whistle blower mechanism*

The company has established a whistle blower mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of directors /employees / customers who avail of the mechanism and also for appointment of an ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct access to the chairperson of the audit committee. We further affirm that during the year, no personnel have been denied access to the audit committee.

## COMPLIANCE WITH CORPORATE GOVERNANCE NORMS

The company has complied with all mandatory requirements of corporate governance norms as enumerated in clause 49 of the listing agreement.

## MEANS OF COMMUNICATION

The audited financial results, quarterly results and other major announcements like notices of board meetings, book closures are available on the company's website [cs@khivrajgroup.Com](mailto:cs@khivrajgroup.Com)



A handwritten signature in black ink, appearing to be "A. K.", written over the stamp.

CIN: L51909TN1983PLC045632

**MANAGEMENT DISCUSSION & ANALYSIS**

A management discussion & analysis forms part of the annual report.

**GENERAL SHAREHOLDER INFORMATION**

**REGISTERED OFFICE**

"Bharat Kumar Bhavan"617, Anna Salai,  
Chennai - 600 006  
Tamil Nadu

**ANNUAL GENERAL MEETING**

Date: 30<sup>th</sup> September 2015

Time: 10.00 a.m.

Venue: Registered office of the company

**FINANCIAL YEAR**

1 April to 31 March

**DATES OF BOOK CLOSURE**

Thursday, 24<sup>th</sup> September, 2015 to Wednesday, 30<sup>th</sup> September 2015, both days inclusive

**LISTING ON STOCK EXCHANGES**

Equity shares:

Madras Stock Exchange Limited, Chennai





CIN: L51909TN1983PLC045632

**SHARE PRICE DATA**

No market price data available.

**REGISTRAR AND SHARE TRANSFER AGENTS (RTA)**

The Company does not have a Registrar and Share Transfer Agent (RTA). The company maintains the related works in-house. The shareholders are requested to address their share related requests / queries to the Company.

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

All the Equity shares of the Company are held in physical form as given below:

Sl No.	Particulars of Capital Structure	No. of shares	% of Total issued capital
1.	Listed Capital(Exchange wise) as per Company's Record	NA	NA
2.	Held in dematerialized Form in CDSL	NA	NA
3.	Held in dematerialized Form in NSDL	NA	NA
4.	Physical	245000	24,50,000

**SHARE TRANSFER SYSTEM**

The shares of the company have not been traded during the financial year 2014-2015.

No requests received by the Company/ RTA for dematerialization/ re-materialization, transmissions, subdlvlsion, consolidation of shares or any other share related matters and/or change in address. the transfer requests are addressed within timeline.



A handwritten signature in black ink, appearing to be "A. Srinivasan".

CIN: L51909TN1983PLC045632

**Green initiative in corporate governance**

The Companies Act, 2013 and the underlying rules permit companies to send various documents including the financial statements through electronic mode to the shareholders. To support the green initiative and to receive all documents, notices, including annual reports and other communications of the company, investors who have not registered their email address are requested to register the e-mail ID with the Company. If shares are held in physical mode, the shareholders may give a positive consent in writing to RTA for receiving by electronic mode.

**Details of complaints received and redressed**

During the year, no investor service complaints were received.

**Designated email address for investors services**

In terms of clause 47(f) of the listing agreement, the designated email address for investor complaints is [cs@khivrajgroup.com](mailto:cs@khivrajgroup.com)

**Distribution of Shareholding holding as on 31 March, 2015**

Category	No. of shares	Percentage of shareholding
<b>A. PROMOTER'S HOLDING</b>		
<b>1. Promoters*</b>		
- Indian promoters - Individual/HUF	1,49,500	61.02%
- Indian promoters - Bodies Corporate	53,000	21.63%
- Foreign promoters	Nil	Nil
<b>2. Persons acting in concert#</b>		
	Nil	Nil
Sub-total	202500	82.65%
<b>B. NON-PROMOTERS HOLDING</b>		
<b>3. Institutional Investors</b>		
<b>a. Mutual Funds</b>		
	Nil	Nil
<b>b. Banks, Financial Institutions, Insurance companies (Central/ State Government Institutions/</b>		
	Nil	Nil



CIN: L51909TN1983PLC045632

Non-Government Institutions

c.	Foreign Institutional Investors	Nil	Nil
4.	Others	Nil	Nil
a.	Private Corporate Bodies	Nil	Nil
b.	Indian Public	42500	17.35%
c.	NRIs/QECBs	NIL	NIL
d.	Any other NRI	NIL	NIL
	Sub total	42500	17.35%
	GRAND TOTAL	2,45,000	100.00%

**OUTSTANDING GDRs/ADRs ETC**

The company has not issued any GDR / ADR or any convertible instruments that is likely to impact the equity share capital of the company.

**LOCATION**

The company operates only in Chennai and all the accounting and administrative operations are controlled and managed at the registered office in Chennai.

**ADDRESS FOR COMMUNICATION**

**Registered and Corporate Office of the Company**

"BHARAT KUMAR BHAVAN"617, ANNA SALAI

CHENNAI - 600 006, Tamil Nadu

Phone: 4226956 Fax: 28293279

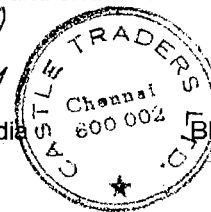
In terms of clause 47(f) of the Listing Agreement of Stock Exchanges, investors may please use [cs@khivrajgroup.com](mailto:cs@khivrajgroup.com) in as E-mail ID for redressal of investor request/complaint.

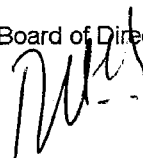
For and on behalf of the Board of Directors

Date: 01.09.2015

Place: Chennai

  
Ajitkumar Chordia  
Director  
DIN: 00049366



  
Bharat Kumar Chordia  
Director  
DIN: 00049455

CIN: L51909TN1983PLC045632

## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management has taken up detailed discussion of the risk factors related to our Company in specific and industry in general and attempts to lay down the impact of the same on the company's performance. Please find reproduced hereunder a summary of Management's Discussion and the Analysis Report which is only an illustrative list and not to be construed as an exhaustive one.

### INTERNAL RISK FACTORS:

- 1. The growth rate largely build upon the ability to develop brand name for its financial products which compete the industry.**

We believe that promoting and positioning our brand is necessary for achieving recognition of our services. Brand promotion activities may not yield increased revenues and even if they do, increased revenues may not offset the expenses we incur in brand building. If we fail to promote our brand, our business, financial condition and result of operation could be affected.

- 2. The changes in the regulations that govern our Company could cause the business to suffer.**

Any changes in the regulatory framework will affect the profitability of our business and our future financial performance.

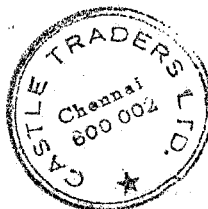
- 3. Our business is dependent on the financial performance of the market and Government.**

### EXTERNAL RISK FACTORS:

- 1. A slowdown in economic growth in India could cause business to suffer.**

The performance and growth of the company and the industry are dependent on the health of the Indian economy as well the secondary industries. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in the Indian economy may adversely impact business and financial performance and the price of Equity Shares

- 2. Political instability or changes in the government could delay the further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact financial results and prospects.**



**CASTLE TRADERS LIMITED**

REGD. OFF: BHARAT KUMAR BEYAK, NO. 617, ARNA SALAI, CHENNAI - 600 006  
CIN:L51909TN1983PLC046632

CIN: L51909TN1983PLC045632

Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant. The leadership of India has changed many times since 1996. The current central government is headed by the Bharatiya Janata Party and is a coalition of several political parties. Although the current government has announced policies and taken initiatives that support the economic liberalization policies that have been pursued by previous governments, the rate of economic liberalization could change, and specific laws and policies affecting industry, foreign investment and other matters affecting investment in securities could change as well.

**3. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the markets and our business.**

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets and also adversely affect the worldwide markets. In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which could adversely affect the business. India has witnessed civil disturbances in the past and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact. Such incidents could also create perception in the minds of investors that, investment in Indian Companies involve a higher degree of risk.

**5. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.**

India has experienced natural calamities such as earthquake, tsunami, floods and drought in the past. The extent and severity of these natural disasters determines their impact on the Indian economy, which have an adverse impact on our business.

**6. Factors affecting Indian economy in general**

Like any other entity, our financial results are also affected by the macro economic factors determining the growth of the Indian economy in general and continued growth of the securities market. The Growth of our business and ability to maintain the growth is influenced by the growth rate of the securities market indicators. Any slowdown in Indian economy or slowdown in securities market or any changes in government regulation could have an impact on our financial performance.



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CIN: L51909TN1983PLC045632


**Risk Relating to our Industry:**

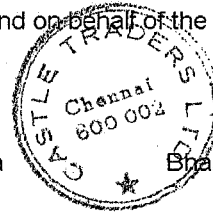
- Risk of Competition

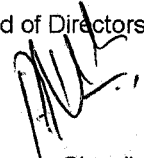
With globalization and continuous flow of private as well as international institution the risk of competition in any business, and our business is no different. We believe that competition spurs our team to innovate without losing sight of the customer needs, the need for safety of funds deployed and the need to ensure commensurate returns

Date: 01.09.2015  
Place: Chennai

For and on behalf of the Board of Directors

  
Ajitkumar Chordia  
Director  
DIN: 00049366



  
Bharat Kumar Chordia  
Director  
DIN: 00049455

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF  
M/s. CASLTE TRADERS LIMITED  
FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2015**

**Report on the Financial Statements**

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

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

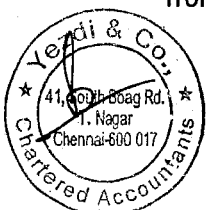
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance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

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account, the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



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

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

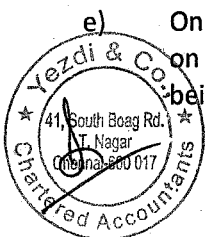
### Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2015; and
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- c) In the case of the Statement of Cash flow statement, for the year ended on that date.

### Report on Other Legal and Regulatory Requirements.


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





- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :-
- i) The Company has no pending litigations on its financial position in its financial statements.
- ii) The Company did not give any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There was no amount which was required to be transferred to the Investor Education and Protection Fund.
- 

For **Yezdi & Co.**  
Chartered Accountants.  
FR No.004802S



S. SATISHKUMAR

PROPRIETOR

Membership No.020280

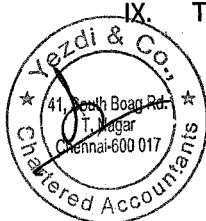


Place : CHENNAI  
Date : 09/05/2015

## Annexure to the Independent Auditors' Report

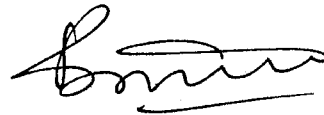
*(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory requirements' section of our report of even date of the members of M/s. Castle Traders Limited on the financial statements for the ended March 31,2015)*

- I. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) These fixed assets have been physically verified by the Management at reasonable intervals. We are informed that no material discrepancies were noticed on such verification.
- II. The company has not maintaining any inventory in the books of accounts. Hence clauses II (a, b and c) of the order are not applicable.
- III. The company has not granted any loans, secured or unsecured to companies firms or other parties covered in the register maintained under Sec 189 of the Act. Hence clauses (III) (a) and (b) of the order are not applicable.
- IV. There are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for sale of services. There are no continuous failures to correct the major weaknesses in the internal control systems.
- V. The company has not accepted any deposits from public.
- VI. The maintenance of cost records by the company pursuant to sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company
- VII. (a) The company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, VAT, Service Tax, Excise Duty, Cess and other statutory dues with the appropriate authorities.  
  
(b) There are no cases of non-deposit of dues of income tax/ service tax/cess or any other statutory dues on account of any dispute.  
  
(c) There was no amount which was required to be transferred to the Investor and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (I of 1956) and rules made there-under.
- VIII. The Company has no accumulated losses and has not incurred cash losses during this financial year or in the immediately preceding financial year.
- IX. The company has not defaulted in repayment of dues to banks.

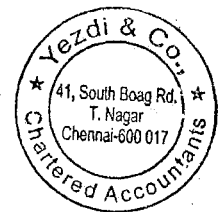


- X. The company has not given any guarantee for loans taken by others from Banks or Financial Institutions.
- XI. The company has not obtained any term loan during the year.
- XII. No fraud on or by the Company has been noticed or reported during the year.

For Yezdi & Co.  
Chartered Accountants.  
FR No.004802S



**S. SATISHKUMAR**



PLACE : CHENNAI  
DATE : 09/05/2015

**PROPRIETOR**  
Membership No.020280

# CASTLE TRADERS LIMITED


617, Bharat Kumar Bhavan,  
Annasalai, CHENNAI - 600 006.


## BALANCE SHEET AS AT 31.03.2015

S. No.	PARTICULARS	NOTE No.	AS AT 31.03.2015		AS AT 31.03.2014	
			Rs.	Ps.	Rs.	Ps.
I	<b>EQUITY AND LIABILITIES</b>					
	<b>A. SHARE HOLDERS' FUND</b>					
	a) Share Capital	1	2,450,000.00		2,450,000.00	
	b) Reserves & Surplus	2	3,236,403.47		3,163,707.34	
	<b>B. CURRENT LIABILITIES</b>					
	a) Other Current Liabilities	3	5,618.00		5,618.00	
	<b>Total Equity &amp; Liabilities</b>		<b>5,692,021.47</b>		<b>5,619,325.34</b>	
II	<b>ASSETS</b>					
	<b>A. NON-CURRENT ASSETS</b>					
	<b>a) FIXED ASSETS</b>					
	Tangibles	4	14,701.00		16,514.00	
	<b>b) NON-CURRENT INVESTMENTS</b>	5	2,160,060.00		2,326,740.00	
	<b>B. CURRENT ASSETS</b>					
	a) Cash and Bank Balances	6	46,496.47		22,924.34	
	b) Short Term Loans & Advances	7	2,606,256.00		2,400,000.00	
	c) Other Current Assets	8	864,508.00		853,147.00	
	<b>Total Assets</b>		<b>5,692,021.47</b>		<b>5,619,325.34</b>	

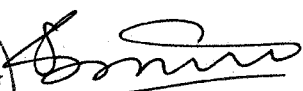
Note 11 is an integral part of these financial statements  
for & on behalf of the board of Directors

As per our Report of even date  
for YEZDI & Co.  
Chartered Accountants  
FRN : 0048025

  
**AJIT KUMAR CHORDIA**  
DIRECTOR  
DIN - 00049366

  
**BHARAT KUMAR CHORDIA**  
DIRECTOR  
DIN - 00049455



  
**S. SATISH KUMAR**  
Proprietor  
Membership No.20280

Place : Chennai  
Date : 09.05.2015

# CASTLE TRADERS LIMITED


617, Bharat Kumar Bhavan,  
Annasalai, CHENNAI - 600 006.

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st March, 2015

S. No.	PARTICULARS	NOTE No.	FOR THE		FOR THE	
			AS AT 31.03.2015		AS AT 31.03.2014	
			Rs.	Ps.	Rs.	Ps.
I	<b>INCOME:</b>					
	Other Income	9	284,729.00		1,115,834.00	
	<b>Total Revenue</b>		<b>284,729.00</b>		<b>1,115,834.00</b>	
II	<b>EXPENSES</b>					
	Other Expenses	10	193,107.87		1,096,197.61	
	Depreciation	4	1,813.00		1,021.00	
	<b>Total Expenses</b>		<b>194,920.87</b>		<b>1,097,218.61</b>	
	<b>PROFIT FOR THE YEAR</b>		<b>89,808.13</b>		<b>18,615.39</b>	
	<b>TAX EXPENSE</b>					
	Current Tax		17,112.00		3,547.00	
	<b>Total Tax</b>		<b>17,112.00</b>		<b>3,547.00</b>	
	<b>PROFIT FOR THE YEAR AFTER TAX</b>		<b>72,696.13</b>		<b>15,068.39</b>	
	<b>Earning Per Share</b>					
	Basic & Diluted		0.30		0.06	

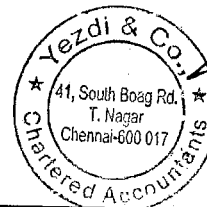
Note 11 is an integral part of these financial statements


for & on behalf of the board of Directors

  
AJIT KUMAR CHORDIA  
DIRECTOR  
DIN - 00049366

  
BHARAT KUMAR CHORDIA  
DIRECTOR  
DIN - 00049455

As per our Report of even date  
for YEZDI & Co.  
Chartered Accountants  
FRN : 004802S



  
S. SATISH KUMAR  
Proprietor  
Membership No.20280

Place : Chennai  
Date : 09.05.2015

**CASTLE TRADERS LIMITED**

617, Bharat Kumar Bhavan,  
Annasalai, CHENNAI - 600 006.

**NOTE FORMING PART OF BALANCE SHEET**

NOTE	31.03.2015	31.03.2014
<b>NOTE - 1</b>		
<b>SHARE CAPITAL</b>		
Authorised (2,45,000 Equity Shares of Rs.10/- each)	2,450,000.00	2,450,000.00
Issued, Subscribed & Paid Up (2,45,000 Equity Shares of Rs.10/- each fully Paid-up)	2,450,000.00	2,450,000.00
<b>Rights, Preference &amp; Restrictions attached to Shares :</b>		
i) The Company has one class of Equity Shares having a par value of Rs.10/- per share		
ii) Each Shareholder is eligible for one vote per share held		
<b>Reconciliation of the Number of Shares &amp; Amount Outstanding at the beginning &amp; at the end of the reporting period</b>		
<b>Particulars</b>		
<b>Equity Shares with Voting Rights</b>		
<b>Year ended 31st March, 2015</b>		
Number of Shares	245000	245000
Amount	2,450,000.00	2,450,000.00
<b>Year ended 31st March, 2014</b>		
Number of Shares	245000	245000
Amount	2,450,000.00	2,450,000.00
<b>Shareholders holding more than 5% Equity</b>		
<b>Name of the Shareholders</b>	<b>% Equity</b>	<b>No. of Shares</b>
Khivraj Holdings Private Limited	12.86%	31500
<b>TOTAL</b>	<b>31500</b>	<b>31500</b>
<b>NOTE - 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
General Reserves	590,000.00	590,000.00
Surplus	2,646,403.47	2,573,707.34
<b>TOTAL</b>	<b>3,236,403.47</b>	<b>3,163,707.34</b>
Surplus (Profit & Loss Account)		
Opening Balance	2,573,707.34	2,558,638.95
Add : Surplus as per Statement of Profit & Loss Account	72,696.13	15,068.39
Closing Balance	2,646,403.47	2,573,707.34
<b>NOTE - 3</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Audit Fees Payable	5,618.00	5,618.00
<b>TOTAL</b>	<b>5,618.00</b>	<b>5,618.00</b>


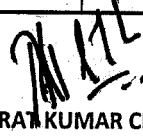
**CASTLE TRADERS LIMITED**

**NOTE 9 - DETAILS OF FIXED ASSETS**

S L NO	DESCRIPTION	GROSS BLOCK		DEPRECIATION		NET BLOCK					
		AS AT 01.04.2014	ADDITIONS	DELETIONS	AS AT 31.03.2015	UP TO 01.04.2014	FOR THE YEAR	DELETIONS	UP TO 31.03.2015	AS AT 31.03.2014	AS AT 31.03.2015
9A	TANGIBLE ASSETS										
1	Building	38,475	-	-	38,475	23,192	1,069	-	24,261	15,283	14,214
	Previous year	38,475	-	-	38,475	22,388	804	-	23,192	16,087	15,283
2	Vehicles	39,555	-	-	39,555	38,324	744	-	39,068	1,231	487
	Previous year	39,555	-	-	39,555	38,107	217	-	38,324	1,448	38,107
	TOTAL FIXED ASSETS	78,030	-	-	78,030	61,516	1,813	-	63,329	16,514	14,701
	PREVIOUS YEAR FIGURES	78,030	-	-	78,030	60,495	1,021	-	61,516	16,514	17,535

**CASTLE TRADERS LIMITED**  
617, Bharat Kumar Bhavan,  
Annasalai, CHENNAI - 600 006.

**NOTE FORMING PART OF BALANCE SHEET**

NOTE	31.03.2014	31.03.2014
<b>NOTE - 5</b>		
<b>NON-CURRENT INVESTMENTS</b>		
<b>OTHER INVESTMENTS</b>		
<b>Investments in Equity Instruments</b>		
<b>QUOTED</b>		
In Equity Shares (Fully paid up) - Others		
475000 Arihant Securities Limited	630,060.00	630,060.00
5000 Golechha Global Solutions Limited	-	-
19800 Pitambar Commercial P Ltd	-	-
100000 SPIC	-	-
<b>UNQUOTED</b>		
In Equity Shares (Fully paid up) - Others		
84750 Veronia Cosmetics P Ltd	847,500.00	847,500.00
67000 Ultraplus Housing Estates P Ltd	670,000.00	670,000.00
3333 Sanskar Goods P Ltd	-	33,330.00
3334 Progressive Vyappar P Ltd	-	33,340.00
3334 Abhay Vyappar P Ltd	-	33,340.00
3334 Bhavsagar Sales P Ltd	-	33,340.00
3333 Jagran Marketing P Ltd	-	33,330.00
1250 Olympia Merlin Developers Private Limited	12,500.00	12,500.00
<b>TOTAL</b>	<b>2,160,060.00</b>	<b>2,326,740.00</b>
<b>NOTE - 6</b>		
<b>CASH &amp; BANK BALANCES</b>		
Cash at Bank in Current Account with HDFC Bank	46,496.47	22,924.34
<b>TOTAL</b>	<b>46,496.47</b>	<b>22,924.34</b>
<b>NOTE - 7</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured & Considered good)		
To related Parties		
Khivraj Motors Private Limited	2,606,256.00	2,400,000.00
<b>TOTAL</b>	<b>2,606,256.00</b>	<b>2,400,000.00</b>
<b>NOTE - 8</b>		
<b>OTHER CURRENT ASSETS</b>		
Income Tax Refund Receivable	103,068.00	91,707.00
Other Receivables	761,440.00	761,440.00
<b>TOTAL</b>	<b>864,508.00</b>	<b>853,147.00</b>
 <b>AJIT KUMAR CHORDIA</b> DIRECTOR DIN - 00049366	 <b>BHARAT KUMAR CHORDIA</b> DIRECTOR DIN - 00049455	
PLACE : CHENNAI DATE : 09.05.2015		



**CASTLE TRADERS LIMITED**

617, Bharat Kumar Bhavan,  
Annasalai, CHENNAI - 600 006.

**NOTE FORMING PART OF STATEMENT OF PROFIT & LOSS**

NOTE	31.03.2015	31.03.2014
<b>NOTE - 9</b>		
<b>OTHER INCOME</b>		
Dividend Receipts	0.00	0.00
Interest Receipts	284,729.00	62,610.00
Profit on Sale of Shares	0.00	714,914.00
Profit on Sale of Land	0.00	338,310.00
<b>TOTAL</b>	<b>284,729.00</b>	<b>1,115,834.00</b>
<b>NOTE - 10</b>		
<b>OTHER EXPENSES</b>		
Audit Fees	5,618.00	5,618.00
Interest Payments	0.00	1,430.00
Rent Payments	117,978.00	117,978.00
Loss on Sale of Shares - Short Term	0.00	900,935.95
Miscellaneous Expenses	69,511.87	70,235.66
<b>TOTAL</b>	<b>193,107.87</b>	<b>1,096,197.61</b>
<b>AUDIT FEES</b>		
Statutory Audit Fees	5,000.00	5,000.00
Service Tax	618.00	618.00
<b>TOTAL</b>	<b>5,618.00</b>	<b>5,618.00</b>
<b>Depreciation relating to Continuing Operations</b>	for the YE 31.03.2015	for the YE 31.03.2014
Depreciation for the year on Tangible Assets	1,813.00	1,021.00
Depreciation relating to continuing operations	1,813.00	1,021.00

  
**AJIT KUMAR CHORDIA**  
 DIRECTOR  
 DIN - 00049366

  
**BHARAT KUMAR CHORDIA**  
 DIRECTOR  
 DIN - 00049455

PLACE : CHENNAI  
DATE : 09.05.2015

**CASTLE TRADERS LIMITED**  
**617, Bharat Kumar Bhavan,**  
**Annasalai, CHENNAI - 600 006.**

**DEPRECIATION STATEMENT AS PER INCOME TAX :**

<b>BUILDING : 5.00%</b>	
WDV as on 01.04.2014	15,283.00
Less : Depreciation for 2014-15	763.80
WDV as on 31.03.2015	<b>14,519.20</b>
<b>OFFICE VEHICLES : 15.00%</b>	
WDV as on 01.04.2014	1,231.00
Less : Depreciation for 2014-15	184.45
WDV as on 31.03.2015	<b>1,046.55</b>

**STATEMENT OF TOTAL INCOME FOR IT PURPOSES**

PAN No.: AABCC 8853 F	Assesment Year : 2015-16	
Circle .: Company Ward I (1)	Year Ending : 31.03.2015	
<b>NETT PROFIT AS PER P &amp; L A/c.</b>		89,807.74
<b>LESS : INADMISSIBLES TO BE RECONSIDERED :</b>		
Depreciation (Reconsidered)	948.25	948.25
<b>ADD : ITEMS RECONSIDERED :</b>		88,859.49
Admissible Depreciation	1,813.00	1,813.00
<b>GROSS TOTAL INCOME</b>		<b>90,672.49</b>
Less:- Business Loss adjusted for the year 2014- 15		<b>90,672.49</b>
<b>INCOME TAX PAYABLE THEREON</b>		
Income Tax Payable - Normal		NIL
Income Tax Payable - As per 115JB		17,112.00
<b>TAX PAYABLE - Higher of the Two above</b>		17,112.00
Less : TDS Deductions by KMPL	28,473.00	28,473.00
<b>BALANCE REFUND RECEIVABLE</b>		<b>11,361.00</b>
Long Term Capital Loss	AY 2008-09	81,069.00
Short Term Capital Loss	AY 2013-14	3,476.00
Unabsorbed Depreciation	AY 2015-16	949.00
Unabsorbed Depreciation	AY 2014-15	1,021.00
Business Loss	AY 2014-15	128,318.00
Less :Business Loss adjusted during the assessment year 2015-16		90,672.49
Balance Carried forward		<b>39,615.51</b>

**CASTLE TRADERS LIMITED**  
**617, Bharat Kumar Bhavan,**  
**Annasalai, CHENNAI - 600 006.**

**STATEMENT OF MINIMUM ALTERNATE TAX (MAT)**

<b>PAN No.: AABCC 8853 F</b>	<b>Assesment Year : 2015-16</b>	
<b>Circle .: Company Ward I (1)</b>	<b>Year Ending : 31.03.2015</b>	
<b>NETT PROFIT AS PER P &amp; L A/c.</b>		<b>89,807.74</b>
<b>INCOME TAX PAYABLE THEREON</b>		
18.50% Income on 89808/-		16,614.00
Add : 3% Educational Cess		498.00
		<b>17,112.00</b>
Less : TDS Deductions by KMPL	28,473.00	<b>28,473.00</b>
<b>BALANCE REFUND RECEIVABLE</b>		<b>11,361.00</b>
		<b>11,361.00</b>

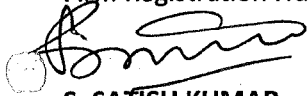
**YEZDI & CO.**  
**Chartered Accountants**

**Flat No.A-3, B.B.C. Homes**  
**41, South Boag Road,**  
**T. Nagar, Chennai-600 017**

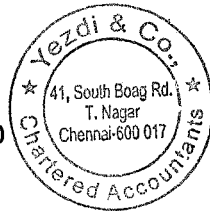
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We have examined the above Cash Flow Statement, which has been prepared by the Company in accordance with the requirements of listing agreements with Madras Stock Exchange and is based on and is in agreement with the Balance Sheet of the Company covered by our report of even date to the members of the Company.

**For M/s. YEZDI & CO.,**  
**Chartered Accountants**  
**Firm Registration Number : 004802S**



**S. SATISH KUMAR**  
**Proprietor**  
**Membership No.20280**



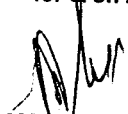
**Place : Chennai**  
**Date : 09.05.2015**


**CASTLE TRADERS LIMITED**  
617, Bharat Kumar Bhavan,  
Annasalai, CHENNAI - 600 006.

**CASH FLOW STATEMENT FOR THE YEAR 2014-15**

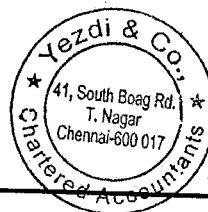
PARTICULARS	2014-15
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>	
Net Profit Before Tax & Extraordinary Items	89,808.74
Adjustment for Depreciation	1,813.00
Profit before Working Capital Changes	91,621.74
<b>ADJUSTMENTS FOR :</b>	
Increase (+) / Decrease (-) in Trade & other Receivables	217,617.00
Increase (+) / Decrease (-) in Inventories	-
Increase (-) / Decrease (+) in Trade Payables	-
Cash Generated from Operations	125,995.26
Interest Paid	-
<b>CASH FLOW BEFORE EXTRA-ORDINARY ITMES</b>	
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>	
Sale of Investments	(166,679.56)
Preliminary & Share Issue Expenses (Provision for Taxation)	17,112.00
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(23,572.30)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>	
Proceeds from Issue of Share Capital	-
Proceeds from Long Term Borrowings	-
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>23,572.30</b>
Cash & Cash Equivalent as at 01.04.13 & 14	22,924.00
Cash & Cash Equivalent as at 01.04.14 & 15	46,496.00


This is the Cash Flow Statement referred to in our Report of even date.  
for & on behalf of the board of Directors

  
**AJIT KUMAR CHORDIA**  
DIRECTOR  
DIN - 00049366

  
**BHARAT KUMAR CHORDIA**  
DIRECTOR  
DIN - 00049455

As per our Report of even date  
for YEZDI & Co.  
Chartered Accountants  
FRN : 0048025



  
**S. SATISH KUMAR**  
Proprietor  
Membership No.20280

Place : Chennai  
Date : 09.05.2015

## **NOTE 11 ANNEXED TO AND FORMING PART OF THE ACCOUNTS**

For the year ended 31st March, 2015

Companies Overview :

M/s. Castle Traders Limited is engaged in the business of Loans & Advances, Investments.

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **a. Basis of preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under section 211(3C) of the Companies Act, 1956 which continue to be applicable in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dt. September 13, 2013 of the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 1956 / 2013 as applicable. The Financial Statements have been prepared on accrual basis under the historical cost convention. The Accounting Policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The financial statements and documents required to be attached thereto, upto year ended March 31<sup>st</sup> 2015 would be governed by the provisions of Schedule III of the Companies Act, 2013 as clarified by the Ministry of Corporate Affairs in its circular No.08/2014 dt. April 04, 2014.

#### **b. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

#### **c. Fixed assets, Borrowing Costs and Depreciation**

Fixed assets are stated at cost of acquisition (including directly attributable costs such as freight, installation, taxes, duties etc.) or construction, or their corresponding revalued amounts less accumulated depreciation/amortization. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalized. All renovation, alterations, repairs & maintenance to the fixed assets relating to the Financial Year have been written off as expenses in full

Depreciation is provided on Written Value Method (WDV) over the useful life of the assets. Useful life as provided under Schedule II of the Companies Act 2013 is considered. Residual Value for all assets is considered at 5% of original cost. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid Schedule, depreciation is provided at a higher rate based on the management's estimate of useful life/ remaining life. Except for assets in respect of which no extra shift depreciation is permitted as per schedule II to the act depreciation is charged in relation to the number of shifts operated.

Assets costing less than Rs. 5,000 are fully charged to the profit and loss account in the year of acquisition.

#### **d. Impairment**

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or cash generating unit. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value at the weighted average cost of capital. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost had no impairment been recognized.

**e. Investments**

Investments that are readily realizable and intended to be held but not more than a year are classified as current investments. All other investments are classified as long term investments.

Long-term investments are carried at cost. Provision for diminution is made to recognize a decline, other than temporary in value of long-term investments and is determined separately for each individual investment. Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

The cost of investment includes acquisition costs such as brokerage, fees and duties.

**f. Inventories**

The company is in the business of loans and advances and Investments and no Inventories are held during the year ended 31<sup>st</sup> March, 2015.

**g. Revenue Recognition**

The Company generally recognizes income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to such extent.

Interest income is recognized on time proportion basis.

Dividend income is recognized when the right to receive the dividend is established.

**h. Foreign currency transactions**

**Initial Recognition**

Transactions denominated in foreign currency are recorded in the reporting currency at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the profit and loss account of the year.

**Translation**

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate. Non monetary items are stated in the balance sheet using the exchange rate at the date of the transaction.

**Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

**i. Preliminary Expenses**

The company has adopted a policy of writing off the preliminary expenses, if any, incurred by the company in the year in which they are incurred.

**j. Leases**

**Where the Company is the lessee:**

Leases where the lessor effectively retains substantially all the risk and benefits of ownership of the leased items are classified as operating leases. Lease payments under an operating lease, are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Leases under which the Company assumes subsequently all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income.

**k. Income Taxes - Tax expense comprises current and deferred tax.**

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date, the Company re-assesses unrecognized deferred tax assets and recognizes deferred tax assets to the extent that it has become virtually certain, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

**l. Provision, Contingent Liabilities and Contingent Assets**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not provided for unless a reliable estimate of probable outflow to the company exists as at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates. Contingent assets are neither recognized nor disclosed in the financial statements.



## NOTES ON ACCOUNTS

### 1. Disclosures under the Micro, Small and Medium Enterprises Act, 2006

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2015 has been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act. In view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the aforesaid Act is not expected to be material.

Particulars	As at March 31, 2015
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	NIL
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year.	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	NIL

### 2. Unconfirmed balances of Receivable, Payables and Advances

Where written confirmation has not been obtained from the parties themselves, the management has certified them to be true and correct. The management does not anticipate any material changes in these amounts considered in the financial statements.

### 3. Disclosure under AS – 17 : Segmental Reporting

The Company has a single business segment. The Company operates only in India. Accordingly, primary and secondary reporting disclosures for business and geographical segment as envisaged in AS-17 are not applicable to the Company.

### 4. Investment

All Investments (Quoted/Unquoted) are stated at cost including cost of acquisition. The decline/appreciation in the value of Investments (Quoted/Unquoted) have not been provided for in the Books of Accounts.

CASTLE TRADERS LIMITED													
INVESTMENT IN SHARE DETAILS AS ON 31.03.2015													
NAME OF THE SCRIP	OPENING			PURCHASES			SALES			CLOSING			Profit Loss
	Date of Purchase	Qty	Invest- ments	Date of Purchase	Qty	Invest- ments	Date of Sale	Qty	Inv	Date of Purchase	Qty	Invest- ments	
<b>Un-quoted</b>													
Veronia Cosmetics Private Limited	06.03.2010	84750	847,500.00							06.03.2010	84750	847,500.00	
Ultraplus Housing Estates (P) Ltd.	19.03.2010	67000	670,000.00							19.03.2010	67000	670,000.00	
Sanskar Goods P Ltd	06.06.2011	3333	33,330.00				30.3.2015	3333	33,330.00				0.00
Progressive Vyappar P Ltd	06.06.2011	3334	33,340.00				30.3.2015	3334	33,340.00				0.00
Abhay Vyappar P Ltd	06.06.2011	3334	33,340.00				30.3.2015	3334	33,340.00				0.00
Bhavsagar Sales P Ltd	06.06.2011	3334	33,340.00				30.3.2015	3334	33,340.00				0.00
Jagran Marketing P Ltd	06.06.2011	3333	33,330.00				30.3.2015	3333	33,330.00				0.00
Olympic Merlin Developers P Ltd	31.12.2012	1250	12,500.00							31.12.2012	1250	12,500.00	
<b>Quoted</b>													
Arihant Securities Limited	01.04.2009	475000	630,060.00							01.04.2009	475000	630,060.00	
			2,326,740.00			0.00			166,680.00			2,160,060.00	

**5. Disclosures pursuant to the provisions of paragraphs 3, 4C and 4D of Part II to Schedule VI to the Companies Act, 1956 – Not Applicable**

**6. Disclosure under AS – 18 : Related Party Disclosures**

As per Accounting Standard (AS-18) on related party disclosures issued by the Institute of Chartered Accountants of India the disclosure of transactions with the related party as detailed in the Accounting Standard are given below:

**LIST OF RELATED PARTIES & THE RELATIONSHIP**

Key Management Personnel	Relative of Key Management Personnel	Others Partnership Firms & LLPs	Others Companies
Ajit Kumar Chordia	Navaratanmull Chordia	Partnership Firms	Khivraj Automobiles & Infra P Ltd.
Director	Kanta Devi Chordia	Khivraj & Co.	Khivraj Holdings (P) Limited
	Prassan Kumari Chordia		Khivraj Vahan Private Limited
	Bharat Kumar Chordia	LLPs	ABN Housing Private Limited
	Manisha Chordia	Khivraj Properties LLP	Olympia Tech Park (Chennai) P Ltd.
	Akanksha Chordia	Poonamallee Homes LLP	Olympia Infratech (P) Limited
	Kruthika Chordia	Olympia Merlin Projects LLP	Khivraj Housing (P) Limited
	Mithali Chordia	ECR Coastline Resorts LLP	Khivraj Tech Park Private Limited
	Suryaprakash Chordia	Cenatoph Properties LLP	Olympia Hotels Private Limited
	Preksha Chordia		Tapp Semiconductors India (P) Ltd
	<b>Proprietorship Firm :</b>		Olympia Merlin Developers (P) Ltd
	Khivraj Motor Company		
Bharat Kumar Chordia	Navaratanmull Chordia	Partnership Firms	Khivraj Motors Private Limited
Director	Kanta Devi Chordia	Khivraj & Co.	Khivraj Automobiles & Infra P Ltd.
	Ajit Kumar Chordia		Khivraj Holdings (P) Limited
	Prassan Kumari Chordia	LLPs	Khivraj Estates (P) Limited
	Manisha Chordia	Khivraj Properties LLP	ABN Housing Private Limited
	Akanksha Chordia	Olympia Merlin Projects LLP	Alwarpet Properties (P) Limited
	Kruthika Chordia	ECR Coastline Resorts LLP	Khivraj Housing (P) Limited
	Mithali Chordia	Cenatoph Properties LLP	Alwarpet Properties Private Limited
	Suryaprakash Chordia		Tapp Chennai Holdings Private Ltd
	Preksha Chordia		
	<b>Proprietorship Firm :</b>		
	Khivraj Motor Company		
V Rajamanickam			Khivraj Tech Park Private Limited
Director			Khivraj Vahan Private Limited
			ABN Motors Private Limited
			Khivraj Automobiles & Infra P Ltd.
			Khivraj Housing Private Limited
			Olympia Infratech Private Limited

**NOTE :**Related Party relationship is as identified by the Company and relied upon by the Auditors.

**Transactions with the Related Parties :**

An amount of Rs.50,000/- (Previous Year Rs.24,00,000/-) is due and receivable from M/s. Khivraj Motors Private Limited, a related company, under the same management.


ASSOCIATES		
The company has no Associates as at 31 <sup>st</sup> March, 2015		
KEY MANAGEMENT PERSONNEL (KMP)		
Name	Designation	
1. Bharat Kumar Chordia	Director	
2. Ajit Kumar Chordia	Director	
3. Rajamanickam V	Director	
Enterprises owned or Significantly influenced by KMP or Relatives		
KMP / Relative	Enterprise	Nature of Relationship
1. Bharat Kumar Chordia	a. Khivraj Motors Private Limited b. Khivraj Automobiles & Infrastructure P Ltd. c. Khivraj Holdings Private Limited d. Olympia Infratech Private Limited	Director
2. Ajit Kumar Chordia	a. Khivraj Vahan Private Limited b. Khivraj Automobiles & Infrastructure P Limited c. KSM Nirman P Limited d. Khivraj Holdings Private Limited e. Olympia Infratech P Limited f. Opaline Hotels Private Limited g. Khivraj Housing Private Limited	Director
3. Rajamanickam V	a. Khivraj Vahan Private Limited b. Khivraj Tech Park Private Limited c. Olympia Infratech Private Limited d. Opaline Hotels Private Limited e. KSM Nirman Private Limited	Director


**7. Disclosure under AS – 20 : Earning Per Share**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Surplus available to Equity Share holders	72696.00	15,068
Weighted Number of Shares outstanding	2,45,000	2,45,000
Earning per Share (Basic & Diluted)	0.30	0.06

8. Previous year's figures have been regrouped / re-casted wherever necessary to confirm to current year's classification.
9. Note 1 to 11 form an Integral Part of Accounts.

For and on behalf of the Board


  
AJIT KUMAR CHORDIA  
Director  
DIN - 00049366

  
BHARAT KUMAR CHORDIA  
Director  
DIN - 00049455

Place : Chennai

Date : 09.05.2015

Vide our Report of even date,  
for YEZDI & CO.,  
Chartered Accountants  
Firm Registration No : 0048025

  
S. SATISH KUMAR  
Proprietor  
Membership No.: 20280

