

Name	CASTLE TRADERS LIMITED
CIN	L51909TN1983PLC045632
Registered Office	NO.617, 'BHARAT KUMAR BHAVAN', ANNA SALAI, CHENNAI – 600 006. Website: www.castletraders.in E-Mail:cs@khivrajmail.com TEL: 044 -4226 9666.
Board of Directors	Mr. BHARAT KUMAR CHORDIA Whole-Time Director Mr. V. RAJAMANICKAM Non-Executive Director Mrs. PRASSAN KUMARI CHORDIA Non-Executive Director Mr. RAHUL BAID Non - Executive, Independent Director Mr. A. LAKSHMI NARAYANAN Non - Executive, Independent Director
Chief Financial Officer	Mr. L.VIJAY PRASAD
Company Secretary	Mr. R. MANORANJAN
Registrars and Share Transfer Agents	CAMEO CORPORATE SERVICES LIMITED, “SUBRAMANIAN BUILDING” No.1,CLUB HOUSE ROAD, CHENNAI – 600 002. TEL: 044- 2846 0390.
Auditor	S.C AJMERA &CO., CHARTERED ACCOUNTANTS NO.18, TECHNOCRAT HOUSING SOCIETY, MOTI MAGRI SCHEME, UDAIPUR -313 001(RAJ).
Banker	HDFC BANK , ANNA SALAI BRANCH, CHENNAI-600 006
Stock Exchange	THE METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED (MSEI)
ISIN	INE262V01014

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **Castle Traders Limited (CIN:L51909TN1983PLC045632)** will be held on Friday, 25th September, 2020 at 2.30 p.m. Indian Standard Time (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS:-

1. Adoption of Financial Statements:

To consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of a Director:

To resolve not to fill the vacancy caused by the retirement of Mr. V. Rajamanickam, (DIN:00049594), non-executive Director, who retires by rotation at the conclusion of this meeting, but does not seek reappointment.

SPECIAL BUSINESS:-

3. Appointment of Mr. Sampathkumar .S (DIN: 08832266), as Non- executive Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sampathkumar . S (DIN: 08832266), who has been proposed to be appointed as non- executive Director of the Company by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.

"**RESOLVED FURTHER THAT** Board of Directors/ whole time Director/ Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Chennai
Date: 26th June, 2020
Registered Office:
(CIN: L51909TN1983PLC045632)
No.617, Bharat Kumar Bhavan,
Anna Salai, Chennai – 600 006.
Website: www.castletraders.in
E-mail:cs@khivrajmail.com

By Order of the Board of Directors
Castle Traders Limited

R. Manoranjan
Company Secretary

IMPORTANT NOTES:

1. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the items of the Special Business as set out above is annexed hereto.
2. General instructions for accessing and participating in the 37th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
 - a) In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 37th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 37th AGM shall be the Registered Office of the Company.
 - b) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 37th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 37th AGM through VC/OAVM Facility and e-Voting during the 37th AGM.
 - c) In line with the MCA Circulars and SEBI Circular, the Notice of the 37th AGM will be available on the website of the Company at www.castletraders.in on the website of the Metropolitan Stock Exchange India Limited (MSEI) at www.msei.in.
 - d) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - e) Members may join the 37th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2.00 p.m. i.e. 30 minutes before the time scheduled to start the 37th AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 37th AGM.
 - f) Members may note that the VC/OAVM Facility, provided by company, allows participation of at least 20 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 37th AGM without any restriction on account of first-come first-served principle.
 - g) Attendance of the Members participating in the 37th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - h) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read

with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 37th AGM.

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

i) The remote e-voting period begins on 22nd September, 2020, at 10.00 a.m. and ends on 24th September, 2020 at 05.00 p.m.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 18th September, 2020 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue since this time as AGM is being conducting through Video conference/Other Audio visual means.

iii) The shareholders should log on to the e-voting website: www.evotingindia.com.

iv) Click on “Shareholders” tab.

v) Now, select the “Company Name” from the drop down menu and click on “Submit”.

vi) Now Enter your User ID.

a) For CDSL: 16 digits beneficiary ID.

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

vii) Next enter the Image Verification as displayed and Click on Login.

viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

ix) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN Field.</p> <p>*In case the sequence no is less than 8 digits enter the applicable no of 0's before the number after the two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence no 1 then enter R00000001 in the PAN field (sequence no has been provided as SI.No in the address label).</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the member id / folio number in the ‘Dividend Bank Details’ field as mentioned in instruction (iv). Dividend Bank Details means Bank account number which is recorded in the demat account.</p>

x) After entering these details appropriately, click on “SUBMIT” Tab.

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

xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xiii) Click the EVSN for the relevant <Company Name> on which you choose to vote. In this case, it would be Castle Traders Limited.

xiv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xvi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xix) If Demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xx) Shareholders can also cast their vote using CDSL’s mobile app M-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store, iphone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xxi) Note for Non-Individual Shareholders and Custodians.

- Non-Individual Shareholders / Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to: helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

4. The Register of Members and Share Transfer Books of the Company will remain closed from to 19th September, 2020 to 25th September, 2020 (both days inclusive).
5. Members desiring to have any clarification on Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
6. Members holding Shares in physical form are requested to notify / send the following information by quoting their Folio Number to the Company / Registrar and Share Transfer Agents to facilitate better servicing:-
 - a) Any change in their address / bank account details with Phone Nos., Fax Nos., and E-mail ID, Mobile No etc. for speedy disposal of letters on various issues.
 - b) Share Certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
7. The Shares of the Company have been activated for Dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vide **ISIN: INE262V01014**. Members opt to dematerialize their shares may approach any Depository Participant (DP).
8. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 37th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for year 2020, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 37th AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address with the Company and or share transfer Agent, M/s. Cameo Corporate Services Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited.
10. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for the year 2019-20 will also be available on the Company's website www.castletraders.in for their download.
11. Mr. S. Ganesan, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner.
12. During the 37thAGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 37th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 37thAGM.
13. The Scrutinizer shall after the conclusion of e-Voting at the 37thAGM, unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 hours from the conclusion of the 37th AGM.

14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.castletraders.in and shall also be immediately forwarded to the Metropolitan Stock Exchange India Limited.

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

- a) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- b) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- c) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- d) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@khivrajmail.com who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@khivrajmail.com. These queries will be replied to by the company suitably by email.
- e) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- f) The procedure for e-Voting facility on the day of the AGM is not available as the Company is provided the e-voting through CDSL separately.
- g) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. through VC/OAVM facility , However, they will not be eligible to vote at the AGM.
- h) All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Item No. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th August, 2020 proposed the appointment of Mr. Sampathkumar S (DIN: 08832266) as non- executive Director of the Company in forthcoming Annual General Meeting .

A notice along with requisite amount has been received from a Member proposing Mr. Sampathkumar. S as a candidate for the office of Director of the Company. Mr Sampathkumar. S is not a Director or a Committee Member of any other Company and he does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The Board accordingly recommends the resolution set out at Item No. 3 of the accompanying notice for the approval of the Members. None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the resolution mentioned at Item No 3 of the notice.

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

Particulars	Mr. Sampathkumar. S
DIN	08832266
Date of First Appointment and Qualification	Proposed to be appointed in forth coming AGM. Master in Science and Post Graduate in Diploma Management.
Date of Birth	08/09/1958
Expertise in specific functional areas	Mr. Sampathkumar. S has over 36 years of rich and exhaustive experience in Middle Management and Senior Management in Automobiles, Retail and Real Estate.
Directorships held in other Public/private Companies (excluding foreign Companies and Section 8 companies)	Nil
Committee / Executive position held in other companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors	He is not related to any other Directors

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Directors Report and MGT-9 which is a part of this Annual Report

Place: Chennai
Date: 26th June, 2020
Registered Office:
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Website: www.castletraders.in
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By Order of the Board of Directors
Castle Traders Limited

R. Manoranjan
Company Secretary