

Name	<b>CASTLE TRADERS LIMITED</b>
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 -42269666.
Board of Directors	Mr. BHARAT KUMAR CHORDIA <b>Whole-Time Director</b>  Mr. V. RAJAMANICKAM <b>Non-Executive Director</b>  Mrs. PRASSAN KUMARI CHORDIA <b>Non-Executive Director</b>  Mr. RAHUL BAID <b>Independent Director</b>  Mr. A. LAKSHMI NARAYANAN <b>Independent Director</b>
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	METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED (MSEI)

## **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of **Castle Traders Limited (CIN:L51909TN1983PLC045632)** will be held on Monday, 16<sup>th</sup> September, 2019 at 2.30 p.m. at the registered office of the Company at No.617, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600 006 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 March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.

#### **2.Re-Appointment of a Director**

To appoint a Director in the place of Ms.Prassan Kumari Chordia (DIN:01955334) who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and, being eligible, seeks reappointment.

#### **3. Appointment of Statutory Auditors**

To appoint M/s. S.C. Ajmera & Co, Chartered Accountants, (ICAI Firm Registration No.002908C) as the Statutory Auditors of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s), thereof for the time being in force, and pursuant to the recommendation of Audit Committee and the Board of Directors of the Company, M/s. S.C. Ajmera & Co, Chartered Accountants, (ICAI Firm Registration No.002908C) be and is hereby appointed as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 41<sup>st</sup> Annual General Meeting to be held in FY 23-24 and that the Board be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committees thereof) and/or the Company Secretary of the Company be and are hereby severally authorised for and on behalf of the Company to take all necessary steps and to do all such acts, deeds matters and things which may deem necessary, proper or expedient to give effect to this resolution”

## **SPECIAL BUSINESS:-**

### **4. Approval of Remuneration Payable to Whole- time Director**

To consider and approve the Remuneration Payable to Whole time 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 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act consent of the Company be and is hereby accorded to pay remuneration by way of salary Rs. 2,40,000/- per annum to Mr. Bharat Kumar Chordia, Whole time Director of the Company with effect from 1st April, 2019 with further liberty to the Board of Directors (which term shall always be deemed to include any Committee as constituted by the Board to exercise its powers including the powers conferred under this resolution) to revise his remuneration from time to time as they deem fit within the limits of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Mr. Bharat Kumar Chordia, the Company has no profits or does not earn any profits or its profits are inadequate as contemplated under the provisions of Schedule V to the Companies Act, 2013 the Company will pay as the minimum remuneration by way of salary as specified above and subject to the receipt of the requisite approvals, if any required.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof or General Meetings as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings

**By Order of the Board of Directors**

Sd/-

**R. MANORANJAN**  
**Company Secretary**

**Place: Chennai**

**Date: May 24<sup>th</sup>, 2019**

**Registered Office:**

No.617, Bharat Kumar Bhavan,  
Anna Salai, Chennai – 600040  
Tel: 044- 42269666,  
(CIN: L51909TN1983PLC045632)  
Website: www.castletraders.in  
E-mail:cs@khivrajmail.com

## NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself to attend and vote at the meeting and such a proxy need not be a member. The proxies in order to be valid must be received by the company not less than 48 hours before the commencement of the meeting.
2. Pursuant to Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate of not more than 10% of the total share capital of the company. However, a single person may act as a proxy for a member holding more than 10% of the total share capital of the company provided that such person shall not act as a proxy for any other person or shareholder.
3. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered as invalid.
4. The corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. The Proxy form(s) and certified copy of the Board resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".
6. The Annual Report of the Company for the year 2018-19, circulated to the Members of the Company, is available on the Company's website viz. [www.castletraders.in](http://www.castletraders.in)
7. In terms of the listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
8. All documents referred to in the Notice will be available for inspection at the Company's registered office during the office hours.
9. The route map of the venue of the Meeting is given in the Annual Report. The prominent landmark for the venue is, "Anna Salai KTM".
10. 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.
11. The company is providing facility for voting by electronic means and the business may be transacted through such voting.
12. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. The Members are requested to notify immediately any change of address:
  - i) to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
  - ii) to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
14. The Register of Members and the Share transfer books of the Company will remain closed from 10<sup>th</sup> September, 2019 to 16<sup>th</sup> September, 2019(both days inclusive).

## 15. E-VOTING FACILITY

The Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 36<sup>th</sup> Annual General Meeting of the Company.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 36<sup>th</sup> AGM. The Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

### Information and other instructions relating to e-voting are as under:

In compliance with the provisions of section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the Annual General Meeting scheduled to be held on Monday, 16<sup>th</sup> September, 2019 at 2.30 p.m. at the Registered Office of the Company at No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600006 by electronic means and the business may be transacted through remote e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities.

i)		The e-voting period begins on <b>9.00 a.m. on 13<sup>th</sup> September, 2019</b> and end on <b>05.00 p.m. on 15<sup>th</sup> September, 2019</b> . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <b>10<sup>th</sup> September, 2019</b> , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
ii)		The process and manner for voting by electronic means:-
	a.	The shareholders should log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a>
	b.	Click on Shareholders / Members:-
	c.	Enter your <b>User ID</b> as categorised below
		For CDSL: 16 digits beneficiary ID,
		For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
		Members holding shares in Physical Form should enter Folio Number registered with the Company as <b>User ID</b> . <ul style="list-style-type: none"> <li>• In Case the Folio number is less than 8 digits enter the applicable 0's before the folio number</li> <li>• E.g. if the Folio number is 100 then enter 00000100 as user ID.</li> </ul>
	d.	Enter the Image Verification as displayed.
	e.	If you are holding shares in Demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
	f.	If you are a first time user or holding shares in physical form follow the steps given below: Enter PAN and Date of Birth <b>or</b> PAN and Bank Account Number (Dividend Account)

		PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the <b>sequence number</b> which is mentioned in the address label as PAN.</li> <li>• In Case the sequence number is less than 8 digits enter the applicable, 0's before the number after the first Two characters of the name in CAPITAL Letters. E.g. if your Name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
		DOB	Enter the Date of Birth in <b>dd/mm/yyyy</b> format.
		Bank Account Number (Dividend Account)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</li> <li>• If the details are not recorded with the depository or company please enter the member id or folio number in the place of Bank account Number.</li> <li>• In Case the member id or folio number is less than 8 digits enter the applicable 0's before the folio number. E.g. if the Folio number is 100 then enter 00000100</li> </ul>
	g.	After entering these details appropriately, click on <b>“SUBMIT”</b> tab.	
	a.		Members holding shares in physical form will then directly reach the Company selection screen.
	b.		<ul style="list-style-type: none"> <li>• Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.</li> <li>• Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.</li> <li>• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> </ul>
	h.	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.	
	i.	Click on the EVSN of Castle Traders Limited on which you choose to vote.	
	j.	On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.	
	k.	Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.	
	l.	After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.	
	m.	Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.	
	n.	You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.	
	o.	If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.	
	p.	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.	

		Apple 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.
	q.	Note for Non – Individual Shareholders and Custodians <ul style="list-style-type: none"> <li>Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporate.</li> </ul>
	r.	A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> .
	s.	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.
	t.	The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.
	u.	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.
iii)		In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions (“FAQs”) and e-voting manual available at <a href="http://www.evotingindia.com">www.evotingindia.com</a> , under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
iv)		The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date /record date of <b>10<sup>th</sup> September, 2019.</b>
v)		The Company shall be making arrangement for the member to cast their votes in respect to the business through poll/ballot paper, for members attending the meeting who have not cast their vote by voting.
vi)		Mr.S. Jai Hari, Practicing Company Secretary, Chennai has been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
vii)		The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
viii)		Members can choose only one of the two options namely e-voting or voting through physical assent/dissent form. In case votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered subject to the assent/dissent form being found to be valid.
ix)		The result declared, along with the Scrutinizer’s report shall be placed on the company’s website <a href="http://www.castletraders.in">www.castletraders.in</a> and on the website of the CDSL after the result is declared by the Chairman and also be communicated to the Stock Exchange where the company's shares are listed.

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

**Item No. 4: Approval of payment of Remuneration of whole time Director of the Company**

The Board of Directors at their meeting held on 29<sup>th</sup> May, 2017 had appointed Mr. Bharat Kumar Chordia as Wholetime Director of the Company without any remuneration. The said appointment had also been approved by the Shareholders at the 34<sup>th</sup> Annual General Meeting held on 5<sup>th</sup> July, 2017.

Mr. Bharat Kumar Chordia is the promoter of the Company. Considering his contribution and performance made by Mr. Bharat Kumar Chordia for the growth of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 24<sup>th</sup> May, 2019 approved his remuneration with effect from 1<sup>st</sup> April, 2019 subject to your approval.

Mr. Bharat Kumar Chordia, Whole time Director shall be paid sitting fees for attending the Meetings of the Board and General Meetings as may be decided by the Board of Directors from time to time.

The Board accordingly recommends the resolution set out at Item No. 4 of the accompanying notice for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Bharat Kumar Chordia are concerned or interested in the resolution mentioned at Item No 4 of the notice.

**By Order of the Board of Directors**

Sd/-

**Place: Chennai**

**Date: May 24<sup>th</sup>, 2019**

**R. MANORANJAN**  
**Company Secretary**

**Registered Office:**

No.617, Bharat Kumar Bhavan,  
Anna Salai, Chennai – 600040  
Tel: 044- 42269666,  
(CIN: L51909TN1983PLC045632)  
Website: [www.castletraders.in](http://www.castletraders.in)  
E-mail: [cs@khivrajmail.com](mailto:cs@khivrajmail.com)



Name of the company : **CASTLE TRADERS LIMITED**  
CIN : L51909TN1983PLC045632  
Registered office Address: : No.617, Anna Salai, Chennai 600 006.

**Attendance Slip**

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

I hereby accord my presence at the 36<sup>th</sup> Annual General Meeting at the registered office of the Company on **Monday, 16<sup>th</sup> September, 2019 at 2.30 p.m.** at No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai – 600 006.

Folio No.:

Name of the Shareholder:

No. of Shares held:

Name of Authorized Representative:

Signature of shareholder/ Representative

**Proxy form**

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

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

CIN :L51909TN1983PLC045632

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

Name of the member (s):

Registered address:

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

1. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/ us and on our behalf at the Annual General Meeting of the company, to be held on **Monday, the 16<sup>th</sup> September 2019 at 2.30 p.m.** at the registered office of the Company at No.617, 'Bharat Kumar Bhavan', Anna Salai, Chennai – 600 006 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

No .	Description	For	Against
1.	To consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in the place of Ms.Prassan Kumari Chordia (DIN:01955334) who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and, being eligible, seeks reappointment.		
3.	To appoint M/s. S.C. Ajmera & Co, Chartered Accountants, (ICAI Firm Registration No.002908C) as the Statutory Auditors of the Company and to fix their remuneration.		
4.	To consider and approve the Remuneration Payable to Whole time Director of the Company.		

Signed this..... day of .....2019

Signature of shareholder

Revenue

Stamp

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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

