



# CASTLE TRADERS LIMITED

CIN: L51909TN1983PLC045632 GSTIN : 33AABCC8853F1ZR

Regd. Office: "Bharat Kumar Bhavan", No. 617, ANNA SALAI, Chennai - 600 006.

Phone : 044 4226 9610 website : www.castletraders.co.in E-mail : cs@khivrajmail.com

September 04, 2024

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

**Sub: Notice convening the 41<sup>st</sup> AGM as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Symbol: CASTLE; Series: BE; ISIN: INE262V01014**

Dear Sir,

We are enclosing a copy of Notice convening the 41<sup>st</sup> Annual General Meeting (AGM) which is scheduled to be held on Saturday, 28<sup>th</sup> September, 2024 through Video Conference/ Other Audio Visual Means ("VC/OAVM") facility.

The AGM is being convened in due compliance with the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder read along with the MCA's General Circulars.

Pursuant to General Circular dated May 5, 2020, read with other relevant circulars issued subsequently from time to time, latest being circular No 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars') and SEBI Circular no. SEBI/HO /CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other relevant circulars issued subsequently from time to time, latest being Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as "SEBI Circulars"), It has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.


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 41<sup>st</sup> 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 41<sup>st</sup> AGM through VC/OAVM Facility.

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

We request you to take the same on record.

Thanking you,  
Yours faithfully,

**For Castle Traders Limited**

  
**R. Manoranjan**  
Company Secretary



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

**NOTICE** is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of **Castle Traders Limited (CIN:L51909TN1983PLC045632)** will be held on Saturday, 28<sup>th</sup> September, 2024 at 3.00 P.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the standalone Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with Report of the Board of Directors and Auditors Report thereon.
2. To consider and adopt the consolidated Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with Auditors Report thereon.
3. To appoint a Director in the place of Mr. Sundaresan Sampathkumar (DIN: 08832266) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.
4. To consider and appoint M/s. P.D. Randar & Co, Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. S.C Ajmera & Co., Chartered Accountants, the retiring Auditors

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

**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013("Act"), read with the Companies (Audit & Auditors) Rules, 2014 and Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") including any statutory enactment or modification thereof for the time being in force and pursuant to the recommendations of the Audit committee and the Board of Directors of the Company ("Board"), M/s. P.D. Randar & Co, Chartered Accountants, (ICAI Firm Registration No.319295E), who have confirmed their willingness to be appointed as Auditors of the Company and also certified that if the appointment is made, it shall be in accordance with the conditions prescribed under Rule 4 of the Companies (Audit & Auditors) Rules , 2014, as well as satisfy the criteria provided in Section 141 of the Companies Act, 2013 be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. S.C Ajmera & Co., Chartered Accountants, the retiring Auditors who have completed one term of five consecutive years, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 46th Annual General Meeting 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 and /or the Company Secretary of the Company be and are hereby severally authorized 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 to give effect to this resolution.”

**Place: Chennai**  
**Date: 7<sup>th</sup> August, 2024**

**By Order of the Board of Directors**  
**Castle Traders Limited**

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

**R. Manoranjan**  
**Company Secretary**

**IMPORTANT NOTES:**

1. Pursuant to the various circulars issued by the Ministry of Corporate Affairs in 2020, 2021, 2022 and 2023 collectively named as MCA circulars in respect of holding of AGM through Video Conferencing and SEBI Circulars also in respect of holding of AGM through Video Conferencing and in the recent Circular No 09/2023 dated 25.09.2023 MCA has extended the time period for holding of AGM / EGM for passing of Ordinary/ Special Resolution through Video Conferencing. Hence we conduct our 41<sup>st</sup> AGM through video conferencing

2. General instructions for accessing and participating in the 41<sup>st</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting are as under.

Members may note that to protect the health and safety of all the Stakeholders including Shareholders in view of the continuing Covid-19 pandemic, physical attendance of the Members is not required at a common venue and AGM can be held through Video conferencing (VC) or other audio visual means (OAVM) in respect of the 41<sup>st</sup> AGM. Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), setting out the material facts for each item of ordinary business mentioned in item 4 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36 (3) of the SEBI LODR and Secretarial Standard -2 on General Meetings issued by the Institute of Companies Secretaries of India, in respect of Director seeking reappointment at this AGM is annexed herewith. 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 41<sup>st</sup> AGM. However, in

pursuance of Section 112 and Section 113 of the Act, representatives of the Members maybe appointed for the purpose of voting through remote e-Voting, for participation in the 41<sup>st</sup> AGM through VC/OAVM Facility.

4. In Compliance with the MCA Circulars and SEBI Circulars, the Notice of the 41<sup>st</sup> AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report 2023-24 will be available on the website of the Company at [www.castletraders.co.in](http://www.castletraders.co.in) and on the website of the Metropolitan Stock Exchange India Limited (MSEI) at [www.msei.in](http://www.msei.in)
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. Members may join the 41<sup>st</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2.45 P.M. i.e. 15 minutes before the time scheduled to start the 41<sup>st</sup> AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 41<sup>st</sup> Annual General Meeting.
7. 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 41<sup>st</sup> Annual General Meeting without any restriction on account of first-come first-served principle.
8. Attendance of the Members participating in the 41<sup>st</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 41<sup>st</sup> AGM and CDSL will be providing facility for voting through remote e-Voting.

**10. The instructions for Shareholders voting electronically are as under:**

- (i) The voting period begins on 25<sup>th</sup> September, 2024 at 9.00 A.M and ends on 27<sup>th</sup> September, 2024 at 5.00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20<sup>th</sup> September, 2024 may cast their votes electronically.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, irrespective of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

**Login Method:**

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

- Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System My easi.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for e-casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

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

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

website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000

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

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	*Members who have not updated their PAN with the Company/Depository Participant are requested to use Sequence Number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details or Date of Birth (DOB)#	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>
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- (vi) After entering these details appropriately, click on “SUBMIT” Tab.
- (vii) Members holding Shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click the EVSN for the relevant <Company Name> on which you choose to vote. In this case, it would be Castle Traders Limited.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



(xvii) **Note for Non-Individual Shareholders and Custodians:**

- Non-Individual Shareholders/Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as “Corporates” module.
- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to: [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is mandatory that, 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 the PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@khivrajmail.com](mailto:cs@khivrajmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [tohelpdesk.evoting@cdslindia.com](mailto:tohelpdesk.evoting@cdslindia.com) or contact at toll free no 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- iv. The Register of Members and Share Transfer Books of the Company will remain closed from to 22<sup>nd</sup> September, 2024 to 28<sup>th</sup> September, 2024 , 2024 (both days inclusive).
- v. Members desiring to have any clarification on Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
- vi. Members holding Shares in physical form are requested to notify/send the following information by quoting their Folio Number to the Company/Registrar and Share Transfer Agents to facilitate better servicing:-
  - Any change in their address/bank account details with Phone Nos., Fax Nos., and E-mail ID, Mobile No etc. for speedy disposal of letters on various issues.
  - Share Certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

**12. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

- 1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. 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.

7. 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](mailto:cs@khivrajmail.com) and those 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](mailto:cs@khivrajmail.com). These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

11. 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.

12. The Shares of the Company have been activated for Dematerialization with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vide ISIN: INE262V01014. Members are advised to dematerialize their shares with any Depository Participant (DP).

13. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those members whose email address is registered with the Company / Depository Participant(s).

14. 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.

15. 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.

16. Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.

17. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from [www.castletraders.co.in](http://www.castletraders.co.in) . Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

18. The Scrutinizer shall after the conclusion of e-Voting at the 41<sup>st</sup> AGM, unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 41<sup>st</sup> AGM.

19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.castletraders.co.in](http://www.castletraders.co.in) and shall also be immediately forwarded to the Metropolitan Stock Exchange India Limited.

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

**Item No. 4:** To consider and appoint M/s. P.D. Randar & Co, Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. S.C Ajmera & Co., Chartered Accountants, the retiring Auditors

The Members at the 36<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September, 2019 had appointed M/s. S.C. Ajmera & Co, Chartered Accountants (ICAI Firm Registration No. 002908C) as the Statutory Auditors of the Company to hold office for a term of five consecutive years i.e. from the conclusion of the 36<sup>th</sup> Annual General Meeting until conclusion of ensuing 41<sup>st</sup> Annual General Meeting.

The tenure of M/s S.C. Ajmera & Co, Chartered Accountants (ICAI Firm Registration No. 002908C) is expiring at the conclusion of ensuing AGM

The Board of Directors on the recommendation of the Audit Committee and subject to approval of the Shareholders has proposed the appointment of M/s P.D. Randar & Co, Chartered Accountants, (ICAI Firm Registration No.319295E) as the Statutory Auditors of the Company in place of M/s. S.C Ajmera & Co., Chartered Accountants, the retiring Auditors for a term of five (5) consecutive years to hold office from the conclusion of the 41<sup>st</sup> AGM till the conclusion of the 46<sup>th</sup> AGM of the Company to be held in FY 2028-29 .

As required under section 139 of the Companies Act, 2013, M/s P.D. Randar & Co, Chartered Accountants, (ICAI Firm Registration No.319295E), have informed the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

There is no material change in the fees considering the size of the Company. The Notice of the ensuing AGM also contains a resolution for consideration and approval of the Members for their appointment as such in place of the existing Statutory Auditors.

Your Directors recommend the Resolution set out in Item No. 4 as an Ordinary Resolution for your approval.

**Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations are as follows:**

Proposed fees payable to the Statutory Auditor for the Financial Year	Rs. 1,00,000 plus applicable tax
Term of appointment	5 Years
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The fee agreed with new auditor is little higher being paid to outgoing auditor. But considering the enhanced size of the operations of the Company, scope of services and experience, profile and caliber of the proposed Auditors, the fees is reasonable and is commensurate with the experience and scope of work.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	Given the nature and size of Company's operations, it is required to have a competent, experienced and highly professional audit firm. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfillment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	M/s. P.D. Randar & Co., Chartered Accountants (ICAI Firm Registration No. 319295E), located at Imperial House, 13 Ganesh Chandra Avenue, 2nd Floor, Suite No. 12, Kolkata 700013, boasts over 34 years of extensive experience in auditing, taxation, service tax, mergers and acquisitions, NBFC compliance, due diligence, entity listing and delisting, and concurrent audits etc

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

<b>Particulars</b>	<b>Mr. Sampathkumar</b>
DIN	08832266
Date of First Appointment	25/09/2020
Qualification	Master in Science and Post Graduate in Diploma Management
Date of Birth	08/09/1958
Age	65
Expertise in specific functional areas	Mr. S. Sampathkumar has over 40 years of rich experience in Middle and Senior management in Automobiles, Retail and Real Estate Sector
Committee membership/directorship held in other listed entities	None
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 which is a part of this Annual Report.

**Place: Chennai**  
**Date: 7<sup>th</sup> August, 2024**

**By Order of the Board of Directors**  
**Castle Traders Limited**

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

**R. Manoranjan**  
**Company Secretary**