



CASTLE TRADERS LIMITED

CIN:L51909TN1983PLC045632

GSTIN:33AABCC8853F1ZR

Regd.Office:No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600006

Phone:044-42269666; website:www.castletraders.in; E-mail:cs@khivrajgroup.com

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the members of Castle Traders Limited will be held on Wednesday, the 28th February 2018, at 2.00 P.M. at the registered office of the company at No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600032 to transact the undermentioned **Special business:-**

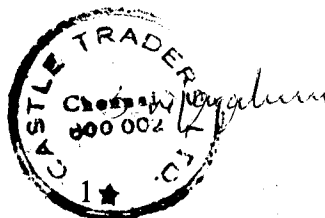
- 1.To obtain consent of the shareholders/members under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modifications, the undermentioned resolution as **SPECIAL RESOLUTION:-**

"RESOLVED, that pursuant to the provisions of Section 179 and 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions of Secretarial Standards on General Meetings, and also the applicable regulations of the SEBI (LODR) Regulations 2015, consent of the Members be and hereby is accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any Banks, Financial Institutions, Persons, Firms and Bodies Corporate, notwithstanding that the fund to be borrowed together with the funds already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital and free reserves of the company subject to such aggregate borrowings not exceeding the amount which is **Rs.5,00,00,000/- (Rupees Five Crores only)** over and above the aggregate of the paid-up share capital and free reserves of the company.

RESOLVED FURTHER, that the Board be and hereby is empowered and authorised to arrange or fix the terms and conditions of all such funds to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER, that for the purpose of giving effect to this resolution, the Board be and hereby is authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER, that the Board of Directors of the company be and hereby are authorised, to intimate all the concerned authorities including the Metropolitan Stock Exchange of India Limited and the Registrar of Companies and do other acts and things as may be deemed and expedient and necessary to give effect to the Resolution."





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2. To obtain consent of the shareholders/members under Section 180(1)(a) of the Companies Act, 2013, for creation of charge, if any, on the assets of the company in favour any lenders and in this regard to consider and if thought fit, to pass with or without modifications, the undermentioned resolution as **SPECIAL RESOLUTION**:-

"RESOLVED, that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification/s or re-enactment/s thereof, the applicable provisions of the Secretarial Standards on General Meetings and also as per the regulations of the SEBI (LODR) Regulations 2015, consent of the Members be and hereby is accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the assets/properties of the Company, in favour of the Lender(s) for securing the borrowings to be availed by the Company by way of loan(s)/debt subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, etc., and all other costs, charges, expenses and all other monies payable by the Company in terms of the Loan Agreement(s), or any other document to be entered into between the Company and the Lender(s) in respect of the said loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed between the Board and the Lender(s).

RESOLVED FURTHER, that for the purpose of giving effect to this resolution, the Board be and hereby is authorised to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.

RESOLVED FURTHER, that the Board of Directors of the company be and hereby are authorised, to intimate all the concerned authorities including the Metropolitan Stock Exchange of India Limited and the Registrar of Companies and do other acts and things as may be deemed and expedient and necessary to give effect to the Resolution."

3. To obtain consent of the shareholders/members for doing transaction with the related parties in the ordinary course of business and at arm's length basis and in this regard to consider and if thought fit, to pass with or without modifications, the undermentioned resolution as **ORDINARY RESOLUTION**:-

"RESOLVED, that in pursuance of the applicable provisions of the Companies Act, 2013 and read with respective Rules including any statutory modification(s) or re-enactment(s) thereof, and the applicable provisions of the Secretarial Standards on General Meetings, if any, and the Regulations of the SEBI (LODR) Regulations 2015, approval of the shareholders/members be and hereby is accorded to the Board of Directors of the





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company to enter / already entered into any transactions/arrangement, with the related parties, as defined under the Section 2(76) of the Companies Act, 2013 read with the Companies (Specification of definitions details) Rules, 2014 and further amendment thereof, for sale, purchase or supply of any goods or materials or rendering or availing of any services by the company during its regular and normal course of business activities, that is to say, in the ordinary course of business and at arm's length basis, for such value/sum and at such terms as may be deemed necessary for the interest of the company.

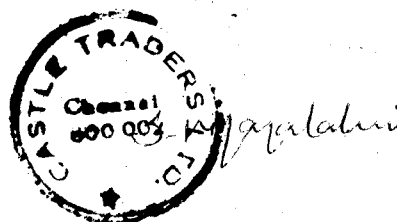
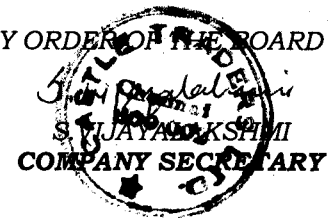
RESOLVED FURTHER, that for the purpose of giving effect to this resolution, the Board be and hereby is authorised to finalize any contract, agreement or arrangements with the related parties in such form and in such manner and at such time and on such terms as may be required and deemed necessary for the interest of the company.

RESOLVED FURTHER, that all the directors of the company be and hereby are, severally, authorized, to make necessary entries in Form MBP -4, [Register of contracts of arrangements] and also to do any other acts necessary in this regard."

Date: 1st February 2018

Place: Chennai

BY ORDER OF THE BOARD





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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself to attend and vote at the meeting and such a proxy need not be a member. The proxies in order to be valid must be received by the company not less than 48 hours before the commencement of the meeting.
3. The pursuant to Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate not more than 10% of the total share capital of the company. However, a single person may act as a proxy for a member holding more than 10% of the total share capital of the company provided that such person shall not act as a proxy for any other person or shareholder.
4. The proxy holder shall prove his identity at the time of attending the Meeting. A Proxy form which does not state the name of the Proxy shall be considered invalid.
5. The holder of securities may vote either for or against each resolution.
6. The Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
7. The Proxy form(s) and certified copy of the Board resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".
8. 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.
9. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, "**Gemini Fly Over**".
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 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.





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Annexure to the Notice

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

Item No.1 and 2

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds.

For this purpose, the Company may require finance from banks or any lending institutions or Bodies corporate or individuals or such other persons as may deem fit together with money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeding the aggregate of paid-up share capital and free reserves of the Company. Hence it is considered necessary to increase the maximum borrowing limits upto **Rs.5,00,00,000/- (Rupees Five crores only)**.

Pursuant to section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow funds more than the aggregate amount of the paid-up share capital and free reserves of the company at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate the borrowings made/to be made by the Company, it may be necessary to create a charge on the stock, inventory or any other assets/properties of the Company as security. The Section 180(1)(a) of the Companies Act, 2013 provides the power to the Board of Directors of the company to lease/create charge or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of the members in the general meeting.

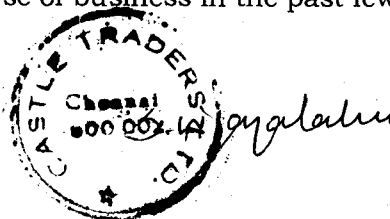
The Board recommends these resolutions for the approval of the members as **Special Resolutions**.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions referred as item No.1 and 2.

Item No.3:-

After much consideration, the company is entered into trading and other value added services in the automobile sector so as to augment the revenue of the company.

In view of this, the company has entered into the business of buying and selling of used vehicles (four wheelers) of Maruti Suzuki India Ltd., and Honda Cars India Limited which is a core and ordinary course of the business activities of the company since the company does not have any other regular course of business in the past few years.





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Accordingly, the company has business arrangement with Khivraj Motors Private Limited and Khivraj Vahan Private Limited, for selling the used cars of Maruti Suzuki India Ltd., and Honda Cars India Limited, which have been procured by the company through customers/brokers etc., and sell the same to the aforesaid companies for easy marketability since the aforesaid companies are in the line of business for a quiet a long time and has a huge customer base etc., Further to this, this arrangement would reduce the overall overheads cost to the company such as rent and employee cost etc.,

However, the directors of our company viz., Mr.Bharatkumar Chordia, Mrs.Prassan Kumari Chordia and Mr.Rahul Baid and their relatives are holding the position as Directors and /or members in Khivraj Motors Private Limited and/or Khivraj Vahan Private Limited.

Hence, the transaction between the company and the aforesaid companies may be considered as related party transactions as per Section 2(76) of the Companies Act, 2013, though the transaction performed / to be performed by the company as if they are unrelated and without any conflict of interest between the company and the aforesaid companies.

As per Section 188(1) of the Companies Act, 2013, the company has to obtain approval from the shareholders/members for entering into any transactions with the related parties if the threshold limits, specified in the Companies (Meeting of Board and its Power) Rules 2014 and further amendment thereof, are exceeded.

However, the proviso to Section 188(1) of the Companies Act, 2013 says nothing in Section 188 of the Companies Act, 2013 shall apply to any related party transactions entered /to be entered by the company in its ordinary course of business and at arm's length basis.

The transactions/arrangements between the company and Khivraj Motors Private Limited and Khivraj Vahan Private Limited are in the ordinary course of the business and also at arm's length basis.

As per the proviso to Section 188(1) of the Companies Act, 2013, there is no approval is required from the members/shareholders. But as an abundant caution, the Board of directors of the company decided to obtain approval from the members/shareholders for the aforesaid business transactions.

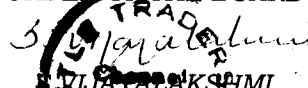
Thus the resolution is placed before the Members as **Ordinary Resolution**.

Except, Mr.Bharatkumar Chordia, Mrs.Prassankumari Chordia and Mr.Rahul Baid, none of the directors are interested or concerned in the Resolution.

Date: 1st February 2018

Place: Chennai

BY ORDER OF THE BOARD


VIJAYALAKSHMI
COMPANY SECRETARY





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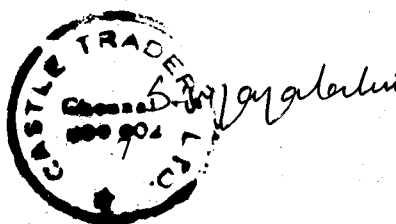
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E-VOTING FACILITY

- ♣ As per the Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, e-voting facility is a mandatory requirement for the listed companies.
- ♣ The instructions for shareholders voting electronically are as under:
- ♣ The voting period begins on **Saturday, the 24th February 2018 at 9.00 A.M.** and ends on **Tuesday, the 27th February 2018 by 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Wednesday, the 21st February 2018** may cast their vote electronically.
- ♣ The e-voting module shall be disabled by CDSL for voting thereafter.
- ♣ The shareholders should log on to the e-voting website www.evotingindia.com.
- ♣ Click on Shareholders/ Members:-
- ♣ Enter your User ID 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.
- ♣ Enter the Image Verification as displayed.
- ♣ 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.
- ♣ If you are a first time user follow the steps given below:

PAN	<ul style="list-style-type: none">♦ Enter your 10 digit alpha-numeric PAN♦ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label.♦ In Case the sequence number is less than 8 digits enter the applicable, 0's before the number after the first two characters of the name in CAPITAL Letters.
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	♦ Eg if your Name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none">♦ Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.♦ 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 above.

After entering these details appropriately, click on "SUBMIT" tab.

Members holding the 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 has 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.

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

Click on the EVSN of **180201006** on which you choose to vote.

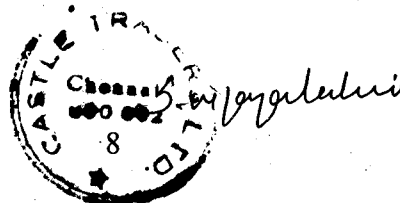
On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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





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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.

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 contact company secretary of the company at 044-42269666 or write an email to cs@khivrajgroup.com.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Wednesday, the 21st February 2018** and a person who is not a member as on the cut off-date should treat this Notice for information purpose only.

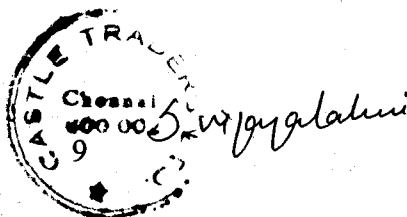
The Company shall be making arrangement for the members to cast their votes in respect of the business through poll, for the members who are attending the meeting and have not exercised their vote by e-voting.

Any member who has voted by remote e-voting cannot vote at the meeting.

Mr.P.V.Umapathy, B.A, B.L., advocate, [Enrolment No.319/1981] **M/s.P.V.Umapathy Law & Associates, Chennai**, have been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than 48 hours of the conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, or abstain if any, to the Chairman or a person authorised by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 05.00 pm., **2nd March, 2018**.

The result declared, along with the Scrutinizer's report shall be placed on the company's website **www.castletraders.in** and on the website of the CDSL after the result is declared by the Chairman and also be communicated to the Stock Exchange where the company is listed.



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**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, New No.418, '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 Extra-ordinary
General Meeting of the company, to be held on **Wednesday, the 28th February 2018 at 2.00 P.M.** at
No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600006 and at any adjournment
thereof in respect of such resolutions as are indicated below:

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

No.	Description	For	Against
1	To obtain consent for borrowings as required under Section 180 (1) (c) of the Companies Act, 2013		
2	To obtain consent for creating charges on any properties in view of any borrowings of the company under Section 180 (1) (a) of the Companies Act, 2013		
3	To obtain consent for the transaction entered / to be entered by the company with the related parties in the ordinary course of business and at arm's length basis.		

Signed this..... day of2018

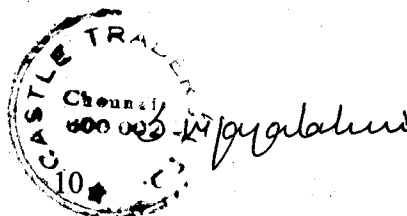
Signature of shareholder

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.





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Attendance Slip

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

Name of the company :CASTLE TRADERS LIMITED

CIN :L51909TN1983PLC045632

Registered office Address: :No.617, New No.418 'Bharat Kumar Bhavan', Anna Salai, Chennai 600006

I hereby accord my presence at the Extra-ordinary General Meeting of the Company on **Wednesday, the 28th February 2018 at 2.00 P.M** at No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600006.

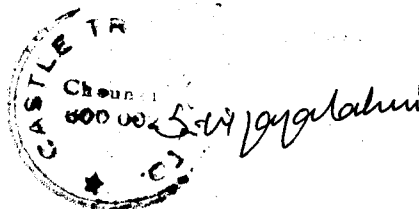
Folio No.:

Name of the Shareholder:

No. of Shares held:

Name of Authorized Representative:

Signature of shareholder/ proxy/ Representative





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Route map:-

Prominent landmark: - Gemini Fly Over

