



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 **Thursday, the 22nd November 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 139 of the Companies Act, 2013, for the appointment of statutory auditors in the place of casual vacancy caused by the existing auditors and in this regard to consider and if thought fit, to pass with or without modifications, the undermentioned resolution as **ORDINARY RESOLUTION:-**

"RESOLVED, that pursuant to provisions of the Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and any further amendment thereof the members be and hereby is accepted / noted the notice of resignation tendered by Mr.Pari, M/s.V.Krishnan and Co, Chartered Accountants, (ICAI Firm Registration No.001541S / Membership No.02679).

RESOLVED FURTHER, that pursuant to the provisions of Section 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and any further amendment thereof and as per the applicable provisions of the Secretarial Standards on General Meetings issued/revised by the Institute of Company secretaries of India, the appointment of **M/s.S.C.Ajmera & Co, Chartered Accountants, [ICAI Firm Registration No.002908C]** as statutory auditors by the Board of Directors on 13th August 2018, in the place of casual vacancy caused by Mr.Pari, M/s.V.Krishnan and Co, Chartered Accountants, (ICAI Firm Registration No.001541S / Membership No.02679), to hold office upto the conclusion of the ensuing Annual General Meeting on such a remuneration as may be mutually decided by the Board of Directors and the Auditors be and hereby is approved and ratified.

RESOLVED FURTHER, that the Board of Directors of the Company be and hereby is, severally, authorized to send intimation about the appointment of Statutory Auditors to the Registrar of Companies as well as **M/s.S.C.Ajmera & Co, Chartered Accountants, Chennai."**

Date: 29th October 2018

Place: Chennai

BY ORDER OF THE BOARD

S. Vijayalakshmi
S.VIJAYALAKSHMI
COMPANY SECRETARY



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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

Mr.Pari, M/s.V.Krishnan and Co, Chartered Accountants, (ICAI Firm Registration No.001541S / Membership No.02679), have tendered their notice of resignation dated 4th August 2018 from the position of statutory auditors of the company due to their practical difficulties resulting into a casual vacancy in the office of the statutory auditors of the company as stipulated under Section 139(8) of the Companies Act, 2013.

The Board has appointed **M/s.S.C.Ajmera & Co, Chartered Accountants, [ICAI Firm Registration No.002908C]** as statutory auditors of the company on 13th August 2018 to fill the casual vacancy caused by the resignation of Mr.Pari, M/s.V.Krishnan and Co, Chartered Accountants, (ICAI Firm Registration No.001541S / Membership No.02679), who had conveyed their consent to be appointed as Statutory Auditors of the company and along with their consent they have also confirmed that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The casual vacancy caused by the resignation of the aforesaid auditors has to be approved by the members in the general meeting.

Accordingly, approval / ratification is being sought from the members for the appointment of **M/s.S.C.Ajmera & Co, Chartered Accountants, [ICAI Firm Registration No.002908C]**, as statutory auditors of the company.

The consent letter and certificate issued by the auditor are available for the inspection of the members in the registered office of the company, during office hours.

None of the directors concerned or interested in the resolution.

Date: 29th October 2018

Place: Chennai

BY ORDER OF THE BOARD

S. Vijayalakshmi
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COMPANY SECRETARY



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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 **Monday, 19th November 2018 at 9.00 A.M.** and ends on **Wednesday, 21st November 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 **Thursday, the 15th November 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.♦ Eg if your Name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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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 181031004** 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.

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.



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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@khivrajmail.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 **Thursday, the 15th November 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.**24th November, 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 **Thursday, the 22nd November 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 appoint statutory auditor in the place of casual vacancy caused by the existing auditors		

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 **Thursday, the 22nd November 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

