



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 Monday, the 20th November 2017, at 12.00 Noon at No.617,'Bharat Kumar Bhavan', Anna Salai, Chennai - 600032 to transact the undermentioned businesses;

SPECIAL BUSINESS:-

1.To amend and modify the Memorandum of Association [**Enclosure -1**] of the Company and in this regard consider and if thought fit, to pass with or without modifications, the undermentioned resolution as **SPECIAL RESOLUTION:-**

“RESOLVED, that pursuant to Sections 4, 13 and 179 of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014 and any further amendments thereof, and other applicable provisions of the Secretarial standards on General Meetings issued by the Institute of Company Secretaries of India and subject to the approval from the Registrar of Companies, SEBI, Stock Exchange and other concerned authorities, if any, the undermentioned clauses be included as Clause 2, 3, 4, 5, 6 and 7 of PART III (A) of the Object Clause of the Memorandum of Association of the company.

- ♣ *To carry on the business as dealers, traders, buyers, sellers, distributors, manufacturers, assemblers, importers, exporters, repairers, mechanical engineers, carriage builders of four, three and two wheelers such as motor cars, motor cycles, scooters, auto-rickshaws, motor buses, motor omnibuses, motor vans, three wheelers, bicycles, commercial vehicles, tractors, chassis, trucks, other auto vehicles, earth moving equipment, trailers, and / or any other kinds of vehicles for the transport of persons, movable and immovable goods, live-stocks etc., whether propelled or moved by petrol, electricity, steam, oil, vapor or other motive or mechanical power or by any other means;*
- ♣ *To trade, deal, distribute, buy, sell, assemble, manufacture, import, export, repair automobile parts, spare parts, components, attachments and parts thereof, tools, implements, lubricants, oil and other automobile consumables, pumps of all descriptions electric motor, electric fans, dynamos, alternators, lights and all machineries whether operated by electricity, petrol, steam, oil, vapor or other motive or mechanical power, and lacks, paint and other accessories and acquire, establish, conduct, maintain and run workshops, showrooms, service centres, service stations, body builders, body shops, training and driving schools, fairs, stalls, exhibition, campaign etc.,*
- ♣ *To act as an Insurance Service provider by distributing, selling and/or servicing Insurance Policies / Products including Policy service delivery and Claim service delivery such as Third party liability coverage, Collision coverage and Comprehensive coverage or any other updated policies and products offered / to be offered by the insurer or the insurance intermediary from time to time and also add-ons such as NCB Retention, Zero depreciation, Medical Expense cover, Person accident cover, Consumables cover, Engine protection cover, Return to invoice, Loss of personal belongings, Key replacement and Road side assistance or any other sale / service of insurance products or policies that may be specifically permitted by the Insurance Regulatory and Development Authority of India.*
- ♣ *To provide pre and post vehicle, property and real estate related services such as arrange/assist financial products to customers in coordination with the Banks and other Finance companies, Firm, Body Corporate and coordinate with customers for obtaining license, registration, conducting training / driving classes and / or other auxiliary / support services, value added services in connection with the objects of the company.*



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- ♣ *To impart vocational and skill development training programmes, such as automotive skill development viz., tele calling, dealership sales, dealership value added service executive, showroom hostess cum customer relationship executive, automotive service technician (2, 3 and 4 wheelers), receptionist, chauffeur, driver, commercial vehicle driver, housekeeping and other business auxiliary services and construction skill development viz., construction technology, civil engineering, architecture, mason, electrician, plumber, painter, decorator and building maintenance related services and other coveted skills as decided by the Management, to the general public, students, workers, employees, tradesman and people with other disciplines with or without collecting fees or payment of stipend.*
- ♣ *To obtain affiliation / accreditation for the skill management / skill development under any scheme / project was / is developed by the Central / State Governments or any agency for and on behalf of the Central and State Government/s, provide infrastructure facilities, create training centres for imparting aforesaid training skills, co-ordinate and tie up with the consultant/s, consultancy firm/s and advisory firm/s for providing such training, engage trainers and issue certificates etc.,*

RESOLVED FURTHER, that the erstwhile Clauses 2 and 3 renumbered as Part III (A) 8 and 9 and Part III (C) Clauses from 1 to 44 of the Memorandum of Association of the Company be moved to Part III (A) as Clause numbers from 10 to 53.

RESOLVED FURTHER, that the revised/modified PART III (A) of the Memorandum of Association of the Company shall have clauses from 1 to 53 and PART III (B) shall have clauses from 1 to 13.

RESOLVED FURTHER, that the Board be and hereby, is authorized to accept any addition/alteration in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed by the Board.

RESOLVED FURTHER, that the Board of Directors of the company be and hereby are authorised, to intimate all the concerned authorities and also file the necessary forms with the Registrar of Companies and do other acts and things as may be deemed and expedient and necessary to give effect to the Resolution.”

2. To adopt a new set of Articles of Association [**Enclosure -2**] and in this regard, to consider if thought fit, to act with or without modifications, the undermentioned resolution as **SPECIAL RESOLUTION**:

“RESOLVED, that pursuant to provisions of Section 5 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), and other applicable provisions of the Secretarial standards on General Meetings issued by the Institute of Company Secretaries of India and subject to the approval of the Registrar of Companies, SEBI and Stock Exchange and other concerned authorities, the set of regulations be and hereby are adopted as the Articles of Association of the Company, in substitution, and to the entire exclusion, of the set of regulations contained in the existing Articles of Association of the company.

RESOLVED FURTHER, that the Board of Directors of the company be and hereby are authorised, to intimate all the concerned authorities and also file the necessary forms with the Registrar of Companies and do other acts and things as may be deemed and expedient and necessary to give effect to the Resolution.”

Date: 23rd October 2017
Place: Chennai

BY ORDER OF THE BOARD

Sd/-
S. VIJAYALAKSHMI
COMPANY SECRETARY



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NOTES:

1. *The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.*
2. *As the shareholders of the company is below 200, the company is not required to transact the business mentioned in the notice through postal ballot as stipulated under Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any amendment thereof.*
3. *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.*
4. *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.*
5. *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.*
6. *The holder of securities may vote either for or against each resolution.*
7. *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.*
8. *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".*
9. *The draft amended Memorandum of Association and Altered Articles of Association of the Company, circulated to the Members of the Company, is available on the Company's website viz. www.castletraders.in*
10. *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.*
11. *All documents referred to in the Notice will be available for inspection at the Company's registered office during the office hours.*
12. *The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, "**Gemini Fly Over**".*
13. *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.*
14. *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

The company may expand its business in automobile sector for augmenting the revenues of the company. Hence the Board decided to include the exhaustive list of automobiles in the main objects of the Memorandum by inserting the Clauses 2 to Clauses 7 Part III [A] of the Memorandum of Association of the Company.

In addition to this, the Board proposed to amend the Memorandum of Association of the Company as per the provisions of the Companies Act, 2013 read with its Rules and Amendments thereof by moving the existing Clause III [C] of the Memorandum of Association of the company to Clause III [A] by numbering Clause III [A] from Clauses 10 to Clauses 53 of the Memorandum of Association of the Company.

Thus the Memorandum of the company has only two clauses as prescribed under the Companies Act, 2013 such as Clause III [A] from Clause 1 to Clause 53 [the Main Objects to be pursued by the Company on its incorporation] and Clause III [B] from Clause 1 to Clause 13 [the matters which are necessary for the furtherance of the objects specified in clause III [A].

As per the Companies Act, the company has to seek approval of the members for the amendment of the Memorandum by passing Special Resolution.

Accordingly, the proposal is placed before the members for obtaining approval for amending the Memorandum of the Company.

The relevant documents can be inspected by the Members at the registered office of the Company during the business hours.

The Board recommended passing of the resolution set out at **Item no.1 as Special Resolution.**

None of the Directors or their relatives is concerned or interested in the above Resolution except to the extent to their directorship and shareholdings in the company.

Item No.2

The existing Articles of Association of the company are based on the Companies Act 1956 and most of the articles in the Articles of Association contain references to the specific sections of the Companies Act, 1956 and a few articles in the existing Articles of Association are no longer in conformity with the Companies Act, 2013.

Therefore, it is considered expedient to replace the existing Articles of Association of the company with the new set of Articles of Association in order to align with the Companies Act, 2013.

As per the provisions of the Companies Act, the Shareholders approval is required for altering / restating the Articles of Association by way of special resolution.

The draft restated/modified Articles of Association of the company is available for the inspection of Members during the office hours.

None of the Directors or their relatives is concerned or interested in the above Resolution except to the extent to their directorship and shareholdings in the company.

The Board recommended passing of the resolution set out at **Item no.2 as Special Resolution.**

Date: 23rd October 2017

place: Chennai

BY ORDER OF THE BOARD

Sd/-

**S. VIJAYALAKSHMI
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 listed companies.

The instructions for shareholders voting electronically are as under:

The voting period begins on Thursday, the 16th November 2017 at 9.00 A.M. and ends on Sunday, the 19th November 2017 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 13th November 2017 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	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.
DOB	Enter the Date of Birth in dd/mm/yyyy format.
Dividend Bank Details	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 (iv).

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

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.



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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 170612001 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.

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.

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 13th November 2017.

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

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 three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, 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., 22nd November, 2017.

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 Extraordinary General Meeting of the company, to be held on Monday, the 20th November 2017 at 12.00 Noon 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 above proxy (ies) to vote in the manner as indicated in the box below:-

No.	Description	For	Against
1	To Amend the Memorandum of Association		
2	To Alter the Articles of Association		

Signed this..... day of2017

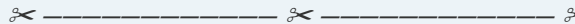
Signature of shareholder

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.





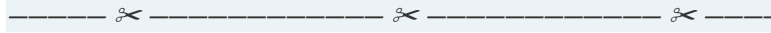
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Attendance Slip

(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 Monday, the 20th November 2017 at 12.00 Noon at No.617, New No.418, 'Bharat Kumar Bhavan', Anna Salai, Chennai - 600006.

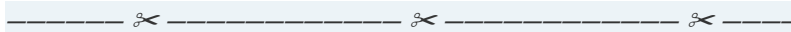
Folio No.:

Name of the Shareholder:

No. of Shares held:

Name of Authorized Representative:

Signature of shareholder/ proxy/ Representative





CASTLE TRADERS LIMITED

CIN:L51909TN1983PLC045632

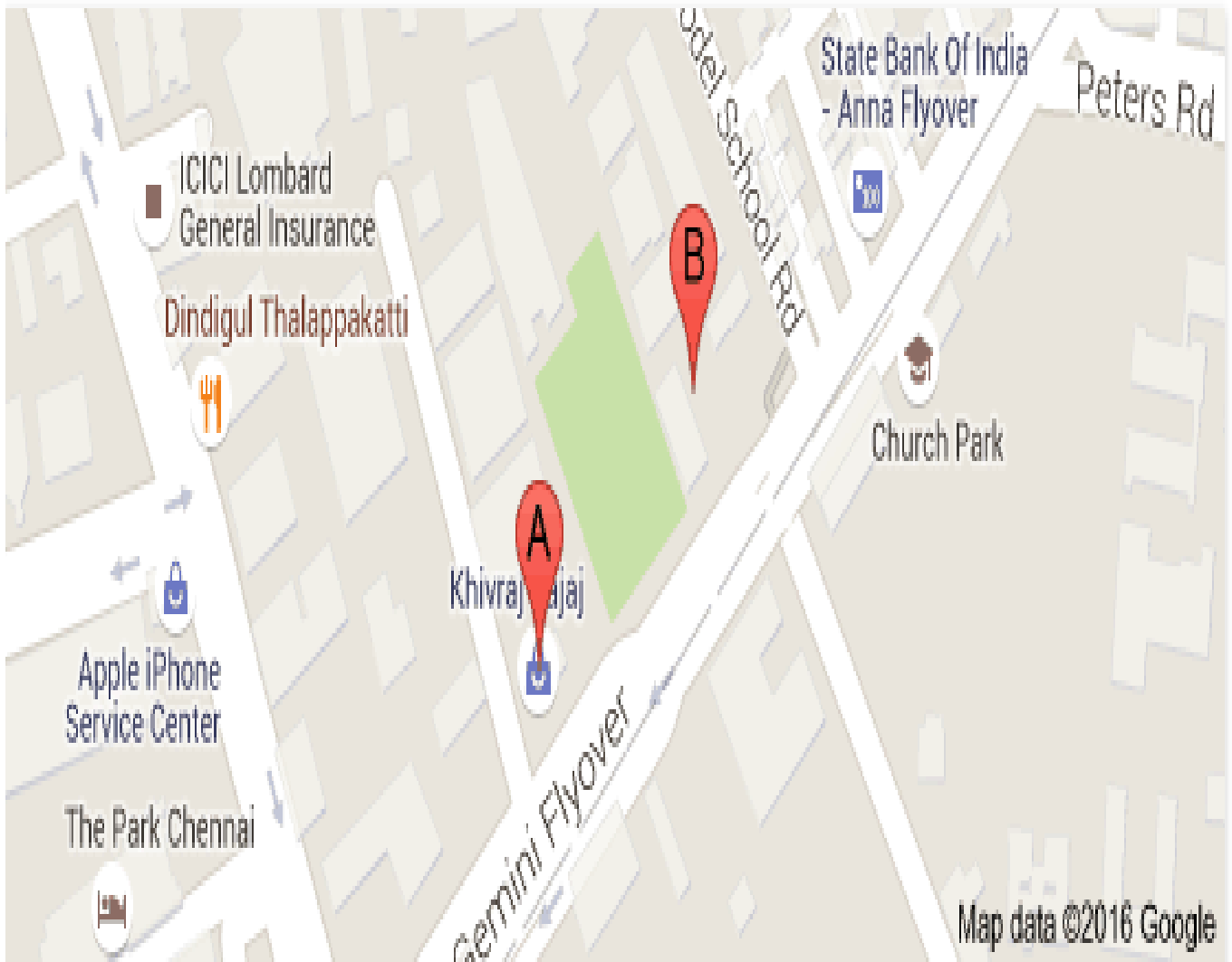
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Route map:-

Prominent landmark: - Gemini Fly Over





FORM I. R.

Certificate of Incorporation

No. 16834 of 1983-84

I hereby certify that CASTLE TRADERS LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at New Delhi this Twenty-Sixth day of October One thousand nine hundred and Eighty three.

Seal

Registrar of Companies

Delhi & Haryana

Sd/- Sooraj Kapoor
Registrar of Companies
Delhi & Haryana



Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

I hereby certify that the **CASTLE TRADERS LIMITED** which was incorporated under the Companies Act, 1956, on the Twenty-Sixth day of October 1983, and which has filed a duly verified declaration in the prescribed form that the conditions of Section 148(2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at New Delhi this Seventeenth day of November One thousand nine hundred and Eighty three.

Seal
Registrar of Companies
Delhi & Haryana

Sd/- Sooraj Kapoor
Registrar of Companies
Delhi & Haryana

**CASTLE TRADERS LIMITED
MEMORANDUM OF ASSOCIATION**

ENCLOSURE -1

The companies Act, 1956 / 2013

PUBLIC COMPANY LIMITED BY SHARES

DRAFT

MEMORANDUM OF ASSOCIATION

(Amended and restated to be in compliance with the provisions of the Companies Act, 2013, vide special resolution to be passed by the members of the company in the Extra-ordinary General Meeting to be held on Monday, the 20th November 2017)

I.	<i>The name of the Company is CASTLE TRADERS LIMITED</i>
II	<i>The Registered Office of the company will be situated in the State of Tamilnadu.</i>
III(A)	THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
1.	<i>To carry on the business of dealers, general order suppliers, contractors, importers, exporters, merchants, stockiest, buyers, sellers, growers, agents, brokers, and dealers of tin cotton, jute, cotton goods, jute goods, textiles, yarns, synthetic goods, fibrous materials, mill, stores, coal, chemicals, paper, engineering goods and cast iron items.</i>
2.	<i>@To carry on the business as dealers, traders, buyers, sellers, distributors, manufacturers, assemblers, importers, exporters, repairers, mechanical engineers, carriage builders of four, three and two wheelers such as motor cars, motor cycles, scooters, auto-rickshaws, motor buses, motor omnibuses, motor vans, three wheelers, bicycles, commercial vehicles, tractors, chassis, trucks, other auto vehicles, earth moving equipment, trailers, and/or any other kinds of vehicles for the transport of persons, movable and immovable goods, live-stocks etc., whether propelled or moved by petrol, electricity, steam, oil, vapor or other motive or mechanical power or by any other means.</i>
3.	<i>@To trade, deal, distribute, buy, sell, assemble, manufacture, import, export, repair automobile parts, spare parts, components, attachments and parts thereof, tools, implements, lubricants, oil and other automobile consumables, pumps of all descriptions electric motor, electric fans, dynamos, alternators, lights and all machineries whether operated by electricity, petrol, steam, oil, vapor or other motive or mechanical power, and lacks, paint and other accessories and acquire, establish, conduct, maintain and run workshops, showrooms, service centres, service stations, body builders, body shops, training and driving schools, fairs, stalls, exhibition, campaign etc.,</i>
4.	<i>@To act as an Insurance Service provider by distributing, selling and/or servicing Insurance Policies/Products including Policy service delivery and Claim service delivery such as Third party liability coverage, Collision coverage and Comprehensive coverage or any other updated policies and products offered/to be offered by the insurer or the insurance intermediary from time to time and also add-ons such as NCB Retention, Zero depreciation, Medical Expense cover, Person accident cover, Consumables cover, Engine protection cover, Return to invoice, Loss of personal belongings, Key replacement and Road side assistance or any other sale/service of insurance products or policies that may be specifically permitted by the Insurance Regulatory and Development Authority of India.</i>

**CASTLE TRADERS LIMITED
MEMORANDUM OF ASSOCIATION**

5.	<i>@To provide pre and post vehicle, property and real estate related services such as arrange/assist financial products to customers in coordination with the Banks and other Finance companies, Firm, Body Corporate and coordinate with customers for obtaining license, registration, conducting training/driving classes and/or other auxiliary / support services, value added services in connection with the objects of the company.</i>
6.	<i>@To impart vocational and skill development training programmes, such as automotive skill development viz., tele calling, dealership sales, dealership value added service executive, showroom hostess cum customer relationship executive, automotive service technician (2, 3 and 4 wheelers), receptionist, chauffeur, driver, commercial vehicle driver, housekeeping and other business auxiliary services and construction skill development viz., construction technology, civil engineering, architecture, mason, electrician, plumber, painter, decorator and building maintenance related services and other coveted skills as decided by the Management, to the general public, students, workers, employees, tradesman and people with other disciplines with or without collecting fees or payment of stipend.</i>
7.	<i>@To obtain affiliation / accreditation for the skill management / skill development under any scheme / project was / is developed by the Central / State Governments or any agency for and on behalf of the Central and State Government/s, provide infrastructure facilities, create training centres for imparting aforesaid training skills, co-ordinate and tie up with the consultant/s, consultancy firm/s and advisory firm/s for providing such training, engage trainers and issue certificates etc.,</i>
8.	<i>To purchase or otherwise acquire lands, houses, buildings, sheds and other fixtures on land and buildings and to let them out on lease, rent, contract or any other agreement as may be deemed fit or to buy and sell lands, houses, apartments to any person on terms and conditions as may deemed fit, or to hold maintain, sell, allot houses, apartments, sheds, or buildings thereof to the shareholders or any other person or to carryon business of builders, surveyor, bricks, tile makers, lime burners, houses and estate agents.</i>
9.	<i>To trade, deal, invest in, acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any shares, bonds, stocks, obligations, issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Sovereign Commissioners, Central or Provincial public body or authority supreme, municipal, local otherwise whether in India or elsewhere and to promote, form or acquire any Company and to take, purchase or acquire shares or interest in any company and to transfer to any such company and property of this company either out of its own funds or out of funds that it might borrow.</i>
10.	<i>**To carry on the business of manufacturers dealers, importers, exporters, commission agents or otherwise of iron founders, mechanical engineers, and agricultural implements and other machinery, manufacturers, tools makers, brass founders, metal workers, boiler makers, mill wrights, machinists, Iron & steel converters.</i>
11	<i>**To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockiest, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon-dioxide, nitrogen, hydrogen, helium, and other types and kinds of gases required for or used in industries, agriculture clinics, hospitals, refrigeration, aviation transport vehicles, space rockets and crafts, communication, objects and media, power plants, domestic or public lighting, heating cooling or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide, defense or plant,</i>

**CASTLE TRADERS LIMITED
MEMORANDUM OF ASSOCIATION**

	<i>protection and growth and other allied purposes and to service repair, manufacture, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances, and accessories required for, working on, using or producing any of such gases and products.</i>
12.	<i>**To carry on the business of printers, publishers, including of newspapers, books & journal, stationers, lithographers, stereotypes, electrotypers, phonographers, printers, lithographers and engravers, die-sinking, book binders, designers, drafts - man, paper and ink manufacturers, envelope manufacturers, account-book manufacturers, machine rulers, numerical printers, bag-makers, cardboard manufacturers, ticket manufacturers, calendars and book-sellers, diary printers, dealers in playing, visiting, railway, festive, complimentary, wedding or other ceremonial cards or fancy cards or valentines, dealers in stamps, parchment and agents for the payment of stamp and other duties.</i>
13.	<i>**To produce, manufacture, purchase, refine, prepare process, import, export, sell, and generally deal in cement, portland cement, alumina cement, lime and lime-stone and by-products thereof, cement-pipes, sheets and other building materials, refractories and bricks.</i>
14.	<i>**To manufacture, process, import, export, buy, sell and deal in vanaspati oils, de-hydrated vegetable oils, oils made or processed from seeds, cotton seeds, coconuts, products of plantations, horticulture, agriculture and forest produce and oil cakes and soaps and lubricants made from such oils or as by-products thereof.</i>
15.	<i>**To carry on business as timber merchants, saw mill proprietors and timber growers, and to buy sell, grow, prepare for market, manipulate, import, export and deal in timber, teak, ply-wood, firewood and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber, ply-wood or other wood is used and to buy, clear, plant and work timber estates.</i>
16.	<i>**To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass furniture, fittings, electrical goods, water supply or storage equipments, floor polish, door closers, concrete mixers, elevators, paints, hardware, pipe fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fiber paper, glass, rubber, plastic or other natural or synthetic substance or chemical.</i>
17.	<i>**To manufacture, produce, buy, sell, import, export, stock and deal in machine tools, grinding machines, automatic lathes, drilling machines, planning machines, plano grinders, machinery or every description, precision tools, cutting and small tools, electric motors, electrical equipments, electric meters, cables, wires, switch-gears, flame and drip proof motors, electric fans regulator of all types, electric, kilowatt hour meters, magnets, industrial jewels, ammetures, volt-meters and other types of measuring equipments, electrical or non-electric, die-casting, screws, nut and bolts, transformers of all types, circuit brakers, hoists, elevators, gears, trolleys and coaches, winches, air compressors, welders, refrigerators, switches, electric transmission towers, poles, tubes, insulating materials, conductors, fuse and fuse wires, adopter, domestic washing machines, television and wireless apparatus including radio receivers and transmitters. micro wave components, radar equipments, valves, resistors, electronic instruments, conductors, magnetic materials, transistor and allied items, sewing machines, watches and c1ocks, tape-recorders, household appliances and components parts thereof.</i>

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18.	<p><i>**To carry on business as producers, growers, manufacturers, fabricators, processors, converters, refiners, makers, stockiest, agents, importers, exporters, traders, retailers suppliers, buyers, sellers, merchants, distributors and plants, producing elastic or adhesive substance natural or synthetic rubber, elastomers, adhesive, wax, rubber, latex, plastics, p. v c. and other synthetic resins, compounds, latexes or formulations including reclaimed from scrap materials and containers packages, goods parts, accessories, machineries and other materials and items made partly or fully or any of the producers mentioned herein and used in or required for industries, transport vehicles, railways, air crafts, space crafts and rockets, sports education, household, decorative, furnishing, scientific, commercial, electrical, medical, agricultural or plantation purposes or for extraction, transport, or distribution of mineral, mineral oils water and chemicals.</i></p>
19.	<p><i>**To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers. sellers, suppliers, stockiest, agents, merchants, distributors and concessionaires of and dealers in commodities of all or any of the following kinds :-</i></p> <p><i>(a) Flour, cakes, pasty, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit drops, sugar glucose, chewing gums, milk-cream, butter, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, poultry and eggs, pulses, spices, oils, powder and condensed milk, honey, vegetables, coffee, tea cocoa and all kinds of materials required or used for preparation of food articles.</i></p> <p><i>(b) Ammonium sulphate, nitrate (double-salt), ammonium nitrate, calcium ammonium nitrate (nitroline stone,) ammonium chloride superphosphate urea and other types of fertilizers of synthetic or natural origin containing nitrogen phosphorus or other compounds soda ash pesticides d. d. t. seeds processed seeds, concentrate for cattle or poultry feed.</i></p> <p><i>(c) Drugs, medicines, chemicals, mixtures, powder, tablets, capsules, injections, oils, compounds, cements, paints, creams, scents, soaps, lotions, toilet, goods, pigments and all kinds of pharmaceutical cosmetics a medicinal preparations required or used for beauty aid or personal hygiene or in allopathic, ayurvedic, unani or nature cure methods or systems of treatments, bandages, cotton, gauzes, crutches, stretches and all kinds of anatomical orthopedic and surgical appliances and stores.</i></p> <p><i>(d) Boots, shoes and footwear of all kinds made of leather, rubber, canvas, plastic or any other synthetic or natural product, waterproof cloth or compound leather, hides skins, rexine, rubber, plastic or synthetic cloth, compounds or granules, lasts, boot trees, buckles, legging gaiters, heels laces, boot polishes protectors, accessories and fittings used in or required for footwear.</i></p> <p><i>(e) Writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink, clips rulers, paper pulp, newsprint, board, envelopes cards, dies, letter-heads, forms, files, stamps, books, bags, cases covers, racks; cabinets, numerical printers, adhesive tapes gums, duplicators, typewriters, computers, calculators accounting and inter-communication machines and all kinds of office, domestic, industrial and educational stationery equipments, appliances, furniture, instruments gadgets, devices and stores.</i></p> <p><i>(f) Sports goods, toys, petrochemicals, calcium carbide styrene butadiene ethylene, ethyl alcohol, hydro-carbon, petroleum fractions and other synthetic chemicals and chemical substance-basic, inter-mediate or otherwise.</i></p>

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20.	<i>**To carry on business as manufactures, producers, dealers, traders, importers, exporters, stockiest, distributors or agents of GLS lamps, electric bulbs, miniature bulbs, tube light, flood lights, flash lights, mercury vapor bulbs, and other type or types of bulbs, lamps, or tubes required or used for lighting or for industrial, domestic, electronic, transport vehicles of commercial purposes and glass shells, fittings, tubes filaments; tungsten and molybdenum write, caps and other materials, machineries, accessories and spares required or used for manufacture of bulbs, lamps or tubes.</i>
21.	<i>**To manufacture, export, import, buy sell and dealing bags containers, cans, boxes, drums, cylinders, bottle top, crown corks, packages, packing materials pressed met wares, utensils, cutlery, table wares and articles made of hessian, tin, metal, aluminum, plates, sheets, glass, fiber paper, board, cloth, leather, plastic, or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire, aluminum sheets and to undertake either, on own account or on commission basis or otherwise printing, designing, enameling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles and to act as packers.</i>
22.	<i>**To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire build, construct or otherwise acquire and to own, work manage and trade with steam, selling, motor and other ships, trawlers, drifters, tugs and vessels, and motor and other vehicles with all necessary and convenient equipment, engines, tackle, gear, furniture and stores and to maintain, repair, fit out, refit improve, insure, alter, sell, exchange, or let out on hire on hire-purchase or charter or otherwise deal with and dispose of any of the ships, vessels and vehicles or any of the engines tackle, gear, furniture, equipment and stores of the company.</i>
23.	<i>**To carry on business at manufactures, processors refiners, converters, producers, exporters, traders, sellers, agents in various kinds and forms precipitated and/or activated calcium carbonate, hydrated lime and other allied Products or manufactured partly or fully from calcium carbonate, hydrated lime, lime stone or lime, calcium carbonate, hydrated lime, lime stone or lime, calcium carbide and other products, chemicals or gases made from or based on one or more of the products mentioned herein.</i>
24.	<i>**To carry on business as products, importers, exporters, buyers, sellers, distributors, stockiest, agents and brokers of coal, coke, charcoal, petroleum-coke, copper, iron ore, bauxite, khanate, fire clay, china clay, salt, sodium chloride, calcium, phosphate, nickel, beryllium, uranium. zinc, lead asbestos, tin, alumina, mercury silicon, sulphur, graphite, brass aluminum, silica sand, betonies, quartz, dextrin, magnetite, dolomite, ferro-alloys, corundum, manganese, mica, silver, gold, platinum diamond, sapphire, ruby, Lopez, garnet, emerald, pearl and other precious, semi precious commercial minerals and stones and to act as metal founders, manufacturers agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets circles, parts coils, utensils, ornaments, decorative and art materials and jewelry made wholly or partly from anyone or more of the metals and materials mentioned herein.</i>

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25.	<i>**To manufacture, export, import, buy, sell and deal in voltaic, battery cell, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, household, industrial, commercial agricultural, mining, hospital, surgical or scientific, appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vehicles, aircraft's, boats, ships, defense establishments, army, navy and air force for wireless, radios, torches, toys, personal aids, and other appliances working on business as manufacturers or/ and dealers in torches, toys, personal aids and other appliances working on such batteries and such items and goods which may be useful, skin or otherwise connected with anyone or more of the aforesaid items or products.</i>
26.	<i>**To carry on business, as agents, brokers, distributors, traders, stockiest, buyers, sellers, dealers, importers, exporters, whole sellers, retailers, preservators, processors, refiners, producers and manufactures of sugar, sugar candy, sugar, molasses, sweets, sweet meats, synthetic sweetening agents and materials, toffee, lozenges, chocolates and products made partly or wholly of sugar or any sweet product.</i>
27.	<i>**To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, tea garden, orchards, grovers, plantations and farms and to carryon business as cultivators, growers, producers, planters, manufacturers, buyers, sellers, dealers, tea, coffee, co-coa, cinchona, rubber, bamboo timber, fruits, vegetables, coconut, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oil-seeds, wheat and other grains and any kind or horticulture, agricultural, food or beverage product or products.</i>
28.	<i>**To carry on business as manufacturers, producers, dealers, importers, exporters, stockiest, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, packing materials, stationery goods and articles made, fully or partly of paper for domestic, household educational, commercial, industrial, Government or public use and to own acquire, take on lease, rent, hire purchase, build, construct, develop or arrange land, building, go down shops, plant machinery, equipments, stores, or stocks, or services require in connection with or in relation to any of the foregoing business.</i>
29.	<i>**To carry on business as manufacturers, fabricators, producers, importers, exporters, dealers, agents, stockiest, retailers, traders, or brokers of foundry equipments, mould boxes, ingot mould, material handling equipments, tools, gadgets, accessories, spares, chemicals, raw materials, fuel, stores, parts, apparatus and goods used in or required by the foundries and producers of steel or metal and to purchase, sell or otherwise deal in all sorts of iron and steel goods new and old.</i>
30.	<i>**To carry on the business as producers, makers, dealers, analyzers, investigators and consultants in public health and environmental engineering, water, sewage effluent treatment water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial know-how, formula, process and applied technology and to act as engineers, architects, planners designers, technical advisers, analyzers, investigators, consultants, contractors, builders, fabricators, founders, manufacturers and suppliers of all kinds of plants, machineries, apparatuses, implements, rolling stocks, chemicals and their derivative products or substances necessary, allied auxiliary, ancillary thereto.</i>

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31.	<i>**To carry on business as manufacturers, producers, refiners, processors, converters, dealers, traders, importers, exporters, retailers, stockiest, buyers or sellers of para nitro chloro benzene, ortho nitro chloro benzene, di-nitro chloro benzene, paracetamol, aluminum sulphate, manganese sulphate, acids, rubber chemicals, dyestuffs, fertilizers, organic or inorganic and/or mixed chemicals including fine and heavy chemicals, synthetic resins, plastics of p.v.c. materials and such products, machineries and parts required for use in or based on partly or fully one or more of the aforementioned materials or products.</i>
32.	<i>**To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical lighting appliances, instruments, equipments and machines, to construct, establish, own, hire or otherwise acquire and to manage, let for relet, fee, monetary gain or otherwise studios, laboratories, theatres, buildings and halls, open air theatres, bars, restaurants and other buildings or work required for the purposes of production distribution or exhibition of the films, operas, stage plays, dances operates, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade, concerts, circus or other performances and entertainments and to act as dealers, importers, exporters of musical instruments and records, tapes, cinema and film projectors and cameras, wigs and other products or materials related or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to any play, story, script, musical songs and lyric, book, article or any technique by producing or otherwise acquiring and to exercise, develop or exploit or turn to account such rights for the business of the Company; and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or story-writers, technicians, extras and other personal required by the Company or others for film, cinema or show business.</i>
33.	<i>**To carry on business as manufacturers, dealers, importers, exporters, stockiest or distributors of razors, safety razors, blades, saving set, lotions, creams, soaps, soaps-sticks or other materials and utilities.</i>
34.	<i>**To carry on business as dealers, distributors stockiest, buyers, sellers, repairers, cleaners, storers, importers, exporters, or agents of motor cars, trucks, lorries and carriages, motor cycles, scooters, bicycles tractors, earth moving equipments, trailers and other vehicles, agricultural equipments, pumps and machineries and spare parts, engines, motors, accessories, components, tools, batteries, glass panels and sheets, apparatus fittings, furnishing materials, tyres, tubes, paints, lubricants, fuel, oil, gas or other materials used or required for such vehicles, implements or machines and to act as transporters of goods and passengers, travelling or clearing agents and to let out, hire or finance on hire-purchase system or otherwise automobile and other vehicles, implements, machines and any of the aforementioned products or things.</i>
35.	<i>**To carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways, ether transport vehicles and public places audio visual display and to prepare, advise, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.</i>
36.	<i>**To carry on business as manufacturers, dealers, importers, exporters, stockiest, agents, contractors, distributors, buyers or sellers of paper and packages, boxes, wrappers, tapes, films, sheets, laminates and other packing materials made of paper, card board, corrugated sheets, cloth hessian, timber teak, ply-wood, metal, plastic, p. v. c. or other synthetic, chemical fibrous or natural products.</i>

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37.	<p><i>**To carry on the business as traders, dealers, wholesalers, retailers, makers, designers, combers, scours, spinners, weavers, finishers, dyers and manufactures of readymade garments, yarns and fabrics of wool, cotton jute, silk, rayon nylon, terylene and other natural, synthetic and / or fibrous substances and/or manufacturers of materials from the waste realized from the above mentioned products either on its own account or on commission, and to carry on business as drapers and dealers of furnishing fabrics in all its branches as consumers, readymade dress and mental makers, silk, mercers, makers and suppliers of clothing, lingerie and trimmings of every kinds, furriers drapers, thanerdashers, millers, hosiers, govers, lace makers, feather, dressers, felt makers, dealers in and manufacturers of yearns, fabrics and also to manufacture, deal in or process natural starch and other sizing materials, substances of all kinds and compounds and other substances, either basic or intermediate required for the above mentioned product or products.</i></p>
38.	<p><i>**To carry on business as manufactures, producers, growers, fabricators, processors, refiners, stockiest, agents, importers, exporters, traders, whole sellers, distributors, concessioners or dealers of drugs, medicines, chemicals, spirits, mixtures, tonics, pigments, powders, tablets, pills, capsules, injections, oils, compounds, mother tincture trifurcations, globules, creams, scents, soaps, lotions, toilet goods and all kinds of pharmaceutical, cosmetics and medical preparations required or used in homoeopathic, allopathic, ayurvedic, unani, bio-chemic or nature cure or any other medicinal system of branch of medicine or as beauty aid or personal concentrates, bandages, cotton, gauze, crutches and various types of anatomical, orthopedic or surgical instruments, implements or stores and books, journals and publications and all sorts of storage or packing materials connected with or required for any one or more of the above mentioned items and products.</i></p>
39.	<p><i>**To carry on the business of manufactures, producers, processors, importers, exporters, buyers, sellers and dealers of all kinds of abrasive grits and micro grits of white and brown aluminum oxide, silicon carbide, emery, natural corundum, alumina, etc., and all kinds of abrasives including boded and coated abrasives, grinding wheels, sharpening stones, hones, paper and cloth and all types of refractories based on alumina or on any other material or any other kind and all materials, goods and ingredients used or that could be used in the manufacture of processing of abrasives of any kind and all other products, allied products by-products and substitutes for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process whether carried on by the Company or otherwise.</i></p>
40.	<p><i>**To carry on research and development work for industrial, agricultural and minerals, productivity and methods of production, matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyze, examine, prepare, formulate, publish, distribute and circulate data, statistics, reports, journals, books, magazines, newspapers, literature and information relating or any type of business trade, industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the company and for extending, developing and / or improving and type of business trade, estate, industry, commerce, organization, methods, techniques, technical knowhow, patents, trade makers and procedures to consider and evaluate problems relating to administration, management, manufacture, production, storage, distribution, finance, marketing and sale and/or relating to the rendering of any service.</i></p>

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41.	<i>**To carry on the business of manufacturers, dealers and importers, exporters, merchants, distributors and stockiest of all kinds of polishes and polishing compounds based on micro abrasives and similar materials.</i>
42.	<i>**To carry on business as traders, exporters, agents, representatives, dealers, stockiest, importers or distributors of industrial, commercial, agricultural, scientific, household, domestic, farm and forest products, goods, plants, machineries, equipments, apparatus, gadgets, appliances, accessories, spare parts or other merchandise including tea, coffee, jute and jute goods, textiles, cotton, yarn, wool and woolen goods, handicrafts, place of arts, jewelry, ornaments, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, books, reading and educative materials, paper and paper products, share and securities.</i>
43.	<i>**To carry on business as agents, importers, exporters, dealers, traders, stockiest, brokers, buyers, sellers, manufacturers, repairers, assemblers or hires of plants, machinery, equipment, machine tools, apparatus, component parts, fittings, implements, accessories or raw materials required by industries, workshops, transporters, railways or for agricultural, plantations, handling, excavation, domestic, fabrication or irrigations purpose and to acquire, construct, hire, decorate, maintain or own land, workshops, factories, shops, show rooms, office, rights or agencies required for or in connection with any such business.</i>
44.	<i>**To carry on business as transporters of goods passengers, live-stock and materials by road, rail, waterways, sea or air and to own, purchase, take or give on lease, charter or hire or otherwise, run, use or acquire transport business and to act as forwarding agents, work-house-men and booking agents.</i>
45.	<i>**To carry on business as advisers and / or consultants on matters and problems relating to the industries, administration, management, organization, accountancy, costing, financial marketing, import, export, commercial or economic activities, labor, statistical organization, methods, quality control and data processing, technical know-how, operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of and in relation to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedure for the establishment, construction, development improvement and expansion of business trade, commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person, firm, company, trust, association, institution, society, body corporate, government or government departments, public or local authority or any other organization whatsoever, to act as intermediaries in the introduction of collaborators, sellers, purchasers, partners, tenants, agents, consumers and employees.</i>
46.	<i>**To acquire by purchase, lease, exchange, hire or otherwise develop or operate land building and hereditaments of any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein, and any rights over or connected with land and buildings so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, workshop, mills, factories, warehouse, cold storages, wharbes, go downs, offices, hostels, gardens, swimming pools, play-grounds, buildings, works and conveniences of all kinds and by leasing, hiring or disposing of the same.</i>

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47.	<i>**To manage land, building and other properties, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupiers and others refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms electric conveniences and other advantages.</i>
48.	<i>**To carry on business as manufacturers producers or growers of dealers in exporters, importers, stockiest, agents, distributors of ice, ice-candy, ice-cream and other ice products, carbonated, aerated or mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drink, dairy products, fresh dehydrated, preserved or processed vegetables, fruits, oils, seeds, and other farm, agriculture or food products and to provide for cold storage or preservation of such products, medicines for own business or for hire by others and to own, establish, purchase, take on lease, rent or hire, build, construct, develop or otherwise acquire and arrange land, building, cold-storage space or warehouses, go downs, containers, shops, show rooms, workshops, vehicles, plants, machineries, equipments, apparatus, appliances, stores or services required in connection with or in relation to cold storage.</i>
49.	<i>**To carry on business as agents, brokers, traders, importers, exporters, dealers, stockiest, distributors and/or dealers or merchandise, agricultural and forest produce, engineering goods, pipes and tubes, machineries, spare parts, accessories, equipments and materials and to purchase, take on lease or rent or otherwise acquire any establishment marketing any of the goods and products mentioned here-in-before.</i>
50.	<i>**To purchase or otherwise acquire any land, building or premises and to turn into account, development, improve, alter, demolisher, let out for the purpose of carrying on the business of hotel, restaurants, refreshment and tea rooms, coffee and milk and snack bars and as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, milk sellers, butter sellers, dairyman, grocers, poultries, greengrocers, farmers, ice merchants, and ice-cream, manufacturers, to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid and to establish and provide all kinds of conveniences, and attractions for customers and others and in particulars reading, writing and smoke rooms, lockers, and safe deposits telephones and telegraphs, stores, shops and lavatories.</i>
51.	<i>**To carry on business of running nursing homes, clinic's pharmacies, indoors or out door hospital, medicals, anatomical orthopedic, surgical and X-ray units, laboratories, research establishments, nature cure centers and to acquire land, buildings, plants, equipment, accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various types of diseases, ailments, sickness, illness and other body or mental troubles.</i>
52.	<i>**To carry on business as travel, tourist and booking agents or contractors and to arrange or provide for space, bookings, tickets, reservations to tourists and travelling public or for goods and live-stocks for travel or carriage by roadways, ropeways, railways, airways, waterways and make arrangements with airlines, shipping or other concerns engaged in carriage or transport of passengers, live-stocks or goods in any manner and to arrange for boarding, lodging, guides, cars and other transport carriers and various facilities needed by tourists, travelling public, passengers and other persons and concerns engaged in or desiring transport of goods, live-stocks or passengers.</i>
53.	<i>**To carry on the business of financing industrial enterprises whether by way of making loans or advance to or subscribing to Capital of private industrial Enterprises in India.</i>

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*@Clauses 2 to 7 of PART III 'A' have been inserted vide extra-ordinary General Meeting held on 20th November 2017
**Clauses 1 to 44 of Part III 'C' moved to Part III 'A' as Clauses from 10 to 53 vide extra-ordinary General Meeting held on 20th November 2017*

III (B)	OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:-
1.	<i>To draw, make, accept, hold, endorse, discount, execute, issue and otherwise deal in negotiable promissory notes, drafts, hundies, bills of exchange, bills of lading, warrants, debentures, securities and other negotiable or transferrable instruments and securities.</i>
2.	<i>To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.</i>
3.	<i>To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with and or any part of the undertaking, property, investments and rights of the company.</i>
4.	<i>To apply for, purchase or otherwise acquire, any patent trade mark, brevets d'invention, licenses, concessions, protections, rights, privileges, and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly of use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant license, privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage, and spend money in making experiments, tests, improvements of any invention, patent and right, which the Company may acquire or propose to acquire.</i>
5.	<i>To purchase, acquire hold and dispose of or otherwise deal and invest in fixed deposits, shares, stocks, debentures .debenture stocks, bonds, obligations and securities. issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, dominion, sovereign, ruler, commissioner, public body or authority supreme, municipal local or otherwise whether in India or elsewhere and to deal in real estates or properties either out of its own funds or out of funds that the Company might borrow and to vary or otherwise dispose of, exchange, transfer of alienate any of the investments, real estates and properties of the company.</i>
6.	<i>To distribute among the members of the Company dividends including bonus shares (including fractional shares certificates) out of profits, accumulated profits or funds and resources of the Company in any manner permissible under Law in the event of the winding-up.</i>
7.	<i>To allot shares in this Company to be considered as fully or partly paid up in payment or consideration of any service or property or whatever description which the Company may acquire.</i>
8.	<i>To purchase or acquire or to undertake any business or part of a business, property, rights and liabilities of any other corporation, firm or person doing a similar business or any business which this company is authorised to carry on with or under this Memorandum, as originally drafted or as altered, and/or to amalgamate or enter into a merger with any company or companies having objects altogether or in part similar to those of his company, and to undergo any valid process of reconstruction, as allowed under the provisions of the Indian Companies Act.</i>

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9.	<i>To open branches in India and elsewhere and to get the company, registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press; by circulars and publication of books and periodicals.</i>
10.	<i>To payout of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion formation, establishment and registration of the company.</i>
11.	<i>To provide for the welfare of employees or ex-employers (including Directors and Ex-Directors) of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building of dwelling houses or quarters, to grant money pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provide and fund institutions, funds, profits sharing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.</i>
12.	<i>To guarantee the payment of money, unsecured or secured be or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority, Central, State, Municipal, local or otherwise or of any person whomsoever, whether incorporated or not and to transact all kinds of guarantee business in connection with the business of the company.</i>
13.	<i>To promote, form or acquire any company and to take, purchase, or acquire shares or interest in any company and to transfer to any such company and property of this Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds, that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidies or otherwise assist any such company.</i>
IV.	<i>The liability of the members is limited.</i>
V.	<i>The Authorized share capital of the Company is Rs.24,50,000/- (Rupees Twenty Four Lakhs and Fifty Thousand) divided into 2,45,000 (Two lakhs and Forty Five Thousand) Equity Shares of Rs.10/- (Rupees Ten) each.</i>

**CASTLE TRADERS LIMITED
MEMORANDUM OF ASSOCIATION**

VI We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:-

S.No	Names, addresses and description of subscribers	Numbers of Equity Shares taken by each subscriber	Names, addresses and description of witnesses
01.	Sujit dutta Roy, S/o. Sukumar Dutta Roy, P-16 New C.I.T.Road, Calcutta - 73 Occupation - Business	10 (Ten)	Witness: Ram Prasad Modi, S/o. Shivdayal Modi 1, Iqbal Mohan Mullick Lane, Calcutta - 7 Occupation - Business
02.	Shri Prakash Agarwal, S/o. Sri S.N.Agarwal, 5895, Basti Harful Singh, Delhi - 6 Occupation - Business	10 (Ten)	
03.	B.K.Srivastava, S/o Shri R.P. Srivastava, 16, Baikunta Chatterjee Lane, Howrah Occupation - Business	10 (Ten)	
04.	Hakesh Kumar Modi, S/o. Shri . Hariram Modi, 10, Guru Saday Road, Calcutta -14 Occupation - Business	10 (Ten)	
05.	Prakash Khaitan S/o. Shri. Satya Narayan Khaitan Old Court House Street, Calcutta Occupation - Business	10 (Ten)	
06.	Omprakash Maheswari, S/o. Shri Ramprasad Maheswari 7, Daryaganj Delhi Occupation - Business	10 (Ten)	
07.	Bimal Kumar Agarwal S/o. Ratanlal Agarwal, 11, Armenian Street, Calcutta -1 Occupation - Business	10 (Ten)	
Total		70(Seventy only)	

Delhi dated the 10th day of September, 1983

**CASTLE TRADERS LIMITED
ARTICLES OF ASSOCIATION**

ENCLOSURE -2

(THE COMPANIES ACT, 1956/2013)

(COMPANY LIMITED BY SHARES)

DRAFT

ARTICLES OF ASSOCIATION

(Altered and restated to be in compliance with the provisions of the Companies Act, 2013, vide special resolution to be passed by the members of the company in the Extra-ordinary General Meeting to be held on Monday, the 20th November 2017)

CONSTITUTION OF THE COMPANY			
I	1.		<i>The regulations contained in table "F" of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles</i>
	2.	(i)	DEFINITION
			<i>In these regulations –</i>
		(a)	<i>"Act" means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013, and applicable and subsisting provisions of the Companies Act, 1956, if any, and also Insolvency and Bankruptcy Code, 2016 along with the relevant Rules made there under and also Reference to the Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.</i>
		(b)	<i>"the Rules" means the Central Government's Rules under the Companies Act, 2013 or the Companies Act, 1956 or National Company Law Tribunal Rules, 2016, and also Circulars, Regulations, Orders as the case may be, and any amendments made / to be made thereof;</i>
		(c)	<i>"Companies Act, 1956" shall mean the Companies Act, 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or de-notified.</i>
		(d)	<i>"Company" means "Castle Traders Limited";</i>
		(e)	<i>"Committees" shall have the meaning as per the Companies Act, 2013</i>
		(f)	<i>"Directors" means the Board of Directors, for the time being of the Company;</i>
		(g)	<i>"Dividend" shall include interim dividends;</i>

**CASTLE TRADERS LIMITED
ARTICLES OF ASSOCIATION**

		(h)	<i>“Depositories Act” shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof;</i>
		(i)	<i>“Encumbrance” shall mean any encumbrance including without limitation any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, option or right of pre-emption, entitlement to beneficial ownership and any interest or right held, or claim that could be raised, by a third party or any other encumbrance or security interest of any kind;</i>
		(j)	<i>“Holder” means "Share Holders";</i>
		(k)	<i>“Law/Laws” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.</i>
		(l)	<i>“Month” means English Calendar month;</i>
		(m)	<i>“Proxy” includes attorney duly constituted under the Power of Attorney;</i>
		(n)	<i>“Register” means the Register of the Members to be kept pursuant to Section 88 of the Companies Act, 2013;</i>
		(o)	<i>“Share” means a share in the share capital of a company and includes stock;</i>
		(p)	<i>“Securities” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956;</i>
		(q)	<i>“Share Holder” or “Member” or “Security Holder” has the meaning assigned thereto by the Act;</i>
		(r)	<i>“Seal” means the Common Seal of the Company;</i>
		(s)	<i>“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;</i>
		(t)	<i>“SEBI Listing Regulations” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges;</i>
		(u)	<i>“Securities” or “securities” shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities;</i>
		(v)	<i>“Shares” or “shares” shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares;</i>

**CASTLE TRADERS LIMITED
ARTICLES OF ASSOCIATION**

		(w)	<i>“Shareholder” or “shareholder” or “member” shall mean any shareholder of the Company, from time to time;</i>
		(x)	<i>“Stock Exchanges” shall mean Metropolitan Stock Exchange of India Limited and/or any other stock exchange in India where the Securities are listed;</i>
		(y)	<i>‘In Writing’ and ‘Written’ include printing, lithography and other mode of representing reproducing words in a visible form;</i>
		(z)	<i>Words importing the singular number include the plural number and vice versa;</i>
		(aa)	<i>Words importing the masculine gender include feminine gender and vice versa. Words importing persons include corporation.</i>
	2	(ii)	INTERPRETATION
			<i>In these Articles (unless the context requires otherwise):</i>
		(a)	<i>References to a person shall, where the context permits, include such person’s respective successors, legal heirs and permitted assigns;</i>
		(b)	<i>Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings;</i>
		(c)	<i>Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”;</i>
		(d)	<i>The terms “hereof”, “herein”, “hereto”, “hereunder” or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise;</i>
		(e)	<i>Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions;</i>
		(f)	<i>In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail;</i>
	3.	(a)	<i>Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Listing Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.</i>
II	4(a)		SHARE/SECURITY CAPITAL AND VARIATION OF RIGHTS
		(i)	<i>Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</i>

**CASTLE TRADERS LIMITED
ARTICLES OF ASSOCIATION**

		(ii)	<i>If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Companies Act 2013, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</i>
		(iii)	<i>To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two person holding atleast one-third of the issued shares of the class in question.</i>
		(iv)	<i>The rights conferred upon the holders of the shares/securities of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares/securities of that class, be deemed to be varied by the creation or issue of further share/security ranking paripassu therewith.</i>
		(v)	<i>Subject to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013, the company shall increase subscribed capital by issue of further shares/securities.</i>
		(vi)	<i>Subject to the provisions of Section 55 and other applicable provisions of the Companies Act, 2013, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of shares may, by special resolution, determine.</i>
	4(b)		ISSUE OF CERTIFICATES
		(i)	<i>The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014 and further amendments thereof.</i>
		(ii)	<i>The Company shall be entitled to dematerialize its existing Shares, rematerialize its Shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the regulations framed there under, if any.</i>
		(iii)	<i>Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be</i> <i>provided, –</i> <i>(a) one certificate for all his shares without payment of any charges; or</i> <i>(b) several certificates, each for one or more of his shares, upon payment of such amount as may be decided by the Board for each certificate after the first.</i>
		(iv)	<i>Every certificate shall be under the signatures of two directors and a company secretary, if any, or an authorised person/signatory appointed by the Board and shall specify the shares to which it relates and the amount paid-up thereon.</i>
		(v)	<i>In respect of any share/security or shares/securities held jointly by several persons, the</i>

**CASTLE TRADERS LIMITED
ARTICLES OF ASSOCIATION**

			<i>company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</i>
		(vi)	<i>If any share/security certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a duplicate certificate / new certificate, as the case may be, be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate/duplicate certificate in lieu thereof shall be given.</i>
		(vii)	<i>The provisions of this article shall mutatis mutandis apply to debentures of the company.</i>
		(viii)	<i>Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</i>
	5		DEMATERIALIZATION OF SECURITIES
		(i)	<i>Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.</i>
		(ii)	<i>Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.</i>
		(iii)	<i>If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.</i>
		(iv)	<i>All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88 and 89 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.</i>
		(v)	<i>Rights of Depositories & Beneficial Owners :</i> <i>(a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.</i> <i>(b) Save as otherwise provided in (a) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the</i>

**CASTLE TRADERS LIMITED
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		<p><i>Securities held by it.</i></p> <p>(c) <i>Every person holding shares of the Company and whose name is entered in the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.</i></p> <p>(d) <i>The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.</i></p>
	(vi)	<p><i>Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them as specified in the Articles of Association.</i></p>
	(vii)	<p>(a) <i>The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.</i></p> <p>(b) <i>The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register for resident in that state or country.</i></p>
	(viii)	<p><i>Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.</i></p>
	(ix)	<p><i>Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of any other electronic mode as authorised by the applicable Acts.</i></p>
	(x)	<p>(a) <i>Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.</i></p> <p>(b) <i>In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.</i></p>

**CASTLE TRADERS LIMITED
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		<i>(xi)</i>	<i>Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.</i>
		<i>(xii)</i>	<p><i>(a) Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</i></p> <p><i>(b) Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.</i></p>
		<i>(xiii)</i>	<i>Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.</i>
		<i>(xiv)</i>	<i>Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.</i>
		<i>(xv)</i>	<i>Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.</i>
		<i>(xvi)</i>	<i>Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.</i>
	6		<i>CALLS</i>
		<i>(i)</i>	<p><i>(a) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:</i></p> <p style="padding-left: 40px;"><i>Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.</i></p> <p><i>(b) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares</i></p> <p><i>(c) A call may be revoked or postponed at the discretion of the Board.</i></p>

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		(ii)	<i>A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.</i>
		(iii)	<i>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</i>
		(iv)	<i>(a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.</i> <i>(b)The Board shall be at liberty to waive payment of any such interest wholly or in part.</i>
		(v)	<i>(a) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</i> <i>(b)In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</i>
		(vi)	<i>The Board –</i> <i>(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</i> <i>(b)upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.</i>
	7		<i>FORFEITURE</i>
		(i)	<i>If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.</i>
		(ii)	<i>The notice aforesaid shall –</i> <i>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</i> <i>(b)state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited</i>
		(iii)	<i>If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment</i>

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		<i>required by the notice has been made, be forfeited by a resolution of the Board to that effect.</i>
	(iv)	<p><i>(a) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</i></p> <p><i>(b) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</i></p>
	(v)	<p><i>(a) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.</i></p> <p><i>(b) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.</i></p>
	(vi)	<p><i>(a) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</i></p> <p><i>(b) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;</i></p> <p><i>(c) The transferee shall thereupon be registered as the holder of the share; and</i></p> <p><i>(d) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.</i></p>
	(vii)	<i>The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</i>
8		<i>LIEN ON SHARES</i>
	(i)	<p><i>(i) The company shall have a first and paramount lien –</i></p> <p style="padding-left: 40px;"><i>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</i></p> <p style="padding-left: 40px;"><i>(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</i></p> <p style="padding-left: 40px;"><i>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</i></p> <p><i>(ii) The company's lien, if any, on a share shall extend to all dividends payable and</i></p>

**CASTLE TRADERS LIMITED
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			<i>bonuses declared from time to time in respect of such shares.</i>
		(ii)	<p><i>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:</i></p> <p><i>Provided that no sale shall be made –</i></p> <p><i>(a) unless a sum in respect of which the lien exists is presently payable; or</i></p> <p><i>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</i></p>
		(iii)	<p><i>(a) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</i></p> <p><i>(b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</i></p> <p><i>(c) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</i></p>
		(iv)	<p><i>(a) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</i></p> <p><i>(b) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</i></p>
	9		TRANSFER AND TRANSMISSION OF SHARES/SECURITIES
		(i)	<i>The Company shall record in the Register of Members fairly and distinctly particulars of every transfer or transmission of any share, Debenture or other Security held in a material form.</i>
		(ii)	<i>In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.</i>
		(iii)	<p><i>(a) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.</i></p> <p><i>(b) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to</i></p>

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			<i>the transfer within 2 (two) weeks from the receipt of the notice.</i>
		(iv)	<i>Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.</i>
		(v)	<i>Subject to the provisions of the Act, a person entitled to a share by transmission shall, be entitled to receive, and may give a discharge for any dividends or other moneys payable in respect of the shares.</i>
		(vi)	<i>The Board shall have power on giving not less than 7 (seven) days previous notice or such lesser period as may be specified by SEBI, by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated and by publishing a notice on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.</i>
		(vii)	<i>Subject to the provisions of Sections 58 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.</i> <i>Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.</i>
		(viii)	<i>Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transfer / transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.</i>
		(ix)	<i>Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the listing requirements of the relevant Stock Exchanges on the ground that the number of shares to be transferred is less than any specified number.</i>

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		(x)	<i>In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder(s) recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.</i>
		(xi)	<i>The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint- holders) or his nominee(s), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 9 (a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a shareholder.</i>
		(xii)	<i>Subject to the provisions of Articles and the Act, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.</i>
		(xiii)	<i>A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.</i> <i>(a) Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to register himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.</i> <i>(b) Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a unpaid dividend account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to</i>

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		<p><i>such shares.</i></p> <p><i>(c) In case of transfer and transmission of shares or other securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.</i></p>
		<p><i>(xiv) Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.</i></p>
		<p><i>(xv) No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration or other similar documents.</i></p>
		<p><i>(xvi) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.</i></p>
		<p><i>(xvii) The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of law to other Securities of the Company.</i></p>
	10	ALTERATION OF CAPITAL
		<p><i>(i) The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.</i></p>
		<p><i>(ii) Subject to the provisions of Section 61 of the Act, the company may, by ordinary resolution, –</i></p> <p><i>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</i></p> <p><i>(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</i></p> <p><i>(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</i></p> <p><i>(d) cancel any shares which, at the date of the passing of the resolution, have not been</i></p>

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			<i>taken or agreed to be taken by any person.</i>
		(iii)	<p><i>Where shares are converted into stock, –</i></p> <p><i>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</i></p> <p><i>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</i></p> <p><i>(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</i></p> <p><i>(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.</i></p>
	11		REDUCTION OF CAPITAL
		(i)	<i>The Company may, subject to the applicable provisions of the Act, from time to time by a Special Resolution, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.</i>
	12		DIVIDEND
		(i)	<i>The Company in General meeting may declare dividend and no dividend shall exceed the amount recommended by the Board.</i>
		(ii)	<i>Subject to the provisions of the Section 123 of the Act, the profits of the Company subject to any special rights relating those to be created or authorized by these Articles and subject to the provisions herein shall be divisible among the members in proportion to the amount of capital called upon the shares held by them respectively.</i>
		(iii)	<i>The Board may from time to time pay to the members such interim dividend as their judgment the position of the Company justifies.</i>
		(iv)	<i>(a)The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments</i>

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			<p><i>(other than shares of the company) as the Board may, from time to time, thinks fit.</i></p> <p><i>(b)The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</i></p>
		(v)	<p><i>(a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.</i></p> <p><i>(b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</i></p> <p><i>(c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</i></p>
		(vi)	<p><i>The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.</i></p>
		(vii)	<p><i>(a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</i></p> <p><i>(b)Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</i></p>
		(viii)	<p><i>Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.</i></p>
		(ix)	<p><i>Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.</i></p>
		(x)	<p><i>No dividend shall bear interest against the company.</i></p>
	13		CAPITALIZATION OF PROFITS AND RESERVES
		(i)	<p><i>The Company in general meeting may, upon the recommendation of the Board, resolve</i></p> <p><i>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or Securities Premium Account or otherwise available for distribution, and</i></p> <p><i>(b) that sum be accordingly set free for distribution in the manner specified in clause (ii)</i></p>

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			<i>amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</i>
		(ii)	<p><i>The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii) either in or towards –</i></p> <p><i>(a) paying up any amounts for the time being unpaid on any shares held by such members respectively.</i></p> <p><i>(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up to and amongst such members in the proportions aforesaid.</i></p> <p><i>(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).</i></p> <p><i>(d) A securities premium account and a capital redemption reserve account may, for the purpose of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.</i></p> <p><i>The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</i></p>
		(iii)	<p><i>Whenever such a resolution as aforesaid shall have been passed, the Board shall –</i></p> <p><i>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and</i></p> <p><i>(b) generally do all acts and things required to give effect thereto</i></p>
		(iv)	<p><i>The Board shall have power –</i></p> <p><i>(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</i></p> <p><i>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them, respectively, credited as fully paid-up of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized of the amount or any part of the amounts remaining unpaid on their existing shares.</i></p>
		(v)	<i>Any agreement made under such authority shall be effective and binding on such members.</i>
	14		BUY-BACK OF SHARES/SECURITIES
		(i)	<i>Notwithstanding anything contained in these articles but subject to the provisions of Sections 68 to 70 of the Act and any other applicable provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other</i>

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		<i>specified securities.</i>
15		GENERAL MEETINGS
	(i)	<p><i>All general meetings other than annual general meeting shall be called extraordinary general meeting.</i></p> <p><i>(a)The Board may, whenever it thinks fit, call an extraordinary general meeting.</i></p> <p><i>(b)If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</i></p>
16		NOTICE OF GENERAL MEETINGS
	(i)	<p><i>A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served.</i></p> <p><i>However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.</i></p>
	(ii)	<p><i>The notice of every meeting shall be given to:</i></p> <p><i>(a) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company;</i></p> <p><i>(b) Auditor or Auditors of the Company and</i></p> <p><i>(c) all Directors</i></p>
	(iii)	<i>The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.</i>
17		PROCEEDINGS AT GENERAL MEETINGS
	(i)	<i>No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</i>
	(ii)	<i>Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Companies Act, 2013.</i>
	(iii)	<i>The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.</i>
	(iv)	<i>If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.</i>
	(v)	<i>If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members</i>

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		<i>present shall choose one of their members to be Chairperson of the meeting.</i>
18		ADJOURNMENT OF MEETING
	(i)	<i>The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</i>
	(ii)	<i>No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</i>
	(iii)	<i>When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</i>
	(iv)	<i>Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</i>
19		VOTING RIGHTS
	(i)	<i>Subject to any rights or restrictions for the time being attached to any class or classes of shares, – (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, and/or through electronic mode, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</i>
	(ii)	<i>(a) At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is demanded under Section 109 or if the voting is carried out electronically. (b) Voting in a general meeting or by postal ballot shall also include electronic voting in a General Meeting or Postal Ballot as permitted by applicable laws from time to time.</i>
	(iii)	<i>The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations or any other Law, if applicable to the Company.</i>
	(iv)	<i>Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.</i>
	(v)	<i>A member may exercise his vote at a meeting by electronic means, if provided by the company, in accordance with Section 108 of the Act, and shall vote only once.</i>
	(vi)	<i>(a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint</i>

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		<p><i>holders;</i></p> <p><i>(b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</i></p>
		<p>(vii) <i>Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.</i></p>
		<p>(viii) <i>No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.</i></p>
		<p>(ix) <i>(a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</i></p> <p><i>(b) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</i></p>
	20	PROXY
		<p>(i) <i>The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.</i></p>
		<p>(ii) <i>An instrument appointing a proxy shall be in the form as prescribed in the Act and the rules thereunder.</i></p>
		<p>(iii) <i>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:</i></p> <p><i>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</i></p>
	21	BOARD OF DIRECTORS
		<p>(i) <i>The number of Directors shall not be less than two or more than fifteen including Special, Nominated, Additional, Alternate, Technical, Debenture Directors (if any) including other Kinds of Directors.</i></p>
		<p>(ii) <i>Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions</i></p>

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			<i>of the SEBI Listing Regulations.</i>
		(iii)	<i>The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.</i>
		(iv)	<i>The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.</i>
		(v)	<i>The quorum for meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded as one) or two Directors whichever is higher.</i>
		(vi)	<i>The following shall be the first Directors of the Company.</i> <i>1.Mr.Prakash Agarwal</i> <i>2.Mr.Binod Kumar Srivastava</i> <i>3.Mr.Sujit Dutta Roy</i>
		(vii)	<i>No share qualification is required to be held by any Director in the Company.</i>
		(viii)	<i>The Board may pay all expenses incurred in getting up and registering the company.</i>
		(ix)	<i>The company may exercise the powers conferred on it by Section 88 of the Act, with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (Section) make and vary such regulations as it may think fit respecting the keeping of any such register.</i>
		(x)	<i>All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</i>
		(xi)	<i>Every director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose.</i>
		(xii)	<i>Subject to the provisions of Section 149 and 161 of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, alternate director, and a nominee director provided the number of the directors, additional directors, alternate directors and nominee directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.</i>
		(xiii)	<i>Such additional director shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</i>
	22		INDEPENDENT DIRECTORS
		(i)	<i>The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in</i>

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			<i>terms of the aforesaid provisions of Law and subject to the requirements prescribed SEBI Listing Regulations.</i>
	23		REMUNERATION AND SITTING FEE OF DIRECTORS
		(i)	<i>The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</i>
		(ii)	<i>A company may pay a sitting fee to a director/s for attending meetings of the Board or Committees thereof, or General Meetings, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or Committee thereof or General Meetings of the company or such other sum as may be prescribed by the Act, from time to time.</i>
		(iii)	<i>In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them – (a) in attending and returning from meetings of the Board of Directors or any Committee thereof or general meetings of the company; or (b) in connection with the business of the company.</i>
	24		PROCEEDINGS OF THE BOARD
		(i)	<i>The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit;</i>
		(ii)	<i>A Director or a person authorised by the Board may from time to time upon the request of the Director/s shall convene the meeting of the Board of Directors of the Company at the Registered Office or at any place as may be decided by the Board and the participation of the directors by video conferencing or by other audit usual means shall also be counted for the purpose of the quorum as prescribed by the Act and the Rules.</i>
		(iii)	<i>The quorum for Board Meeting shall be two directors present or one third of the total strength (any fraction being rounded off as one) whichever is higher.</i>
		(iv)	<i>The Board shall meet at least once in every four calendar months and at least four such meetings shall be held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.</i>
		(v)	<i>Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes;</i>
		(vi)	<i>In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</i>
		(vii)	<i>The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.</i>

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		(viii)	<i>The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office;</i>
		(ix)	<i>If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.</i>
		(x)	<i>The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit;</i>
		(xi)	<i>Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</i>
		(xii)	<i>A Committee may elect a Chairperson of its meetings;</i>
		(xiii)	<i>If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</i>
		(xiv)	<i>A Committee may meet and adjourn as it thinks fit;</i>
		(xv)	<i>Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</i>
		(xvi)	<i>All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.</i>
		(xvii)	<i>Save as otherwise expressly provided in the Act, a resolution circulated in writing, signed by all the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.</i> <i>In the event of the signature of any or more of the Directors to any such resolution being affixed on different dates, the said resolution shall be deemed to be passed on the date of signature of the Director signing last.</i>
		(xviii)	<i>Subject to the provisions of the Act, except the first Directors, who shall hold office for their life, unless they resign or vacate their office earlier, all other Directors appointed by the Board shall hold office upto the date of the next annual general meeting or last date on which the annual general meeting ought have been held whichever is earlier.</i>
	25		MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER
		(i)	<i>Subject to the provisions of the Companies Act, 2013, Rules and any further enactment thereof the Board may from time to time appoint one or more of their body to the office of Managing Director or Whole-time Director or Manager for any for such term on such</i>

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			<i>remuneration (whether by way of salary or commission or partly in one way and partly in another) as they may think fit.</i>
		(ii)	<i>Subject to the provisions of the Act, the Directors may from time to time entrust to and confer upon the Managing Director or Manager, if any, for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers collaterally with unto the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time withdraw, revoke, alter or vary all or any of such powers.</i>
	26		CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY AND/OR CHIEF FINANCIAL OFFICER
		(i)	<p><i>Subject to the provisions of the Act</i></p> <p><i>(a) A Chief Executive Officer, Company Secretary and/or Chief Financial Officer may be appointed by the Board for such terms, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board;</i></p> <p><i>(b) A director may be appointed as a Chief Executive Officer/ Company Secretary and/or Chief Financial Officer.</i></p> <p><i>A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and Chief Executive Officer and/or Company Secretary and/or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, Chief Executive Officer and /or Company Secretary and/or Chief Financial Officer.</i></p>
	27		POWERS AND AUTHORITY OF THE BOARD
			<i>The General Management of the business of the Company shall be subject to the control and supervision of the Directors, who shall have powers and authority on behalf of the Company as detailed below: -</i>
		(i)	<i>To acquire any property rights and privileges and to make all purchases and sales.</i>
		(ii)	<i>To enter into all contracts and execute all agreements and other documents for the Company and to do all other acts usually necessary or desirable in the management of the Company, or carrying out its objects.</i>
		(iii)	<i>To institute conduct defend, compromise, refer to arbitration and abandon legal or other proceedings, claims and disputes in which the Company is concerned.</i>
		(iv)	<i>To appoint or employ such persons for the purpose of the Company and from time to time remove or suspend such persons as he thinks proper with such power and upon such terms as to duration of employment, remuneration or otherwise as he thinks fit.</i>

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		(v)	<i>To acquire security to such instances and to such amounts as he thinks fit and to insure for the guarantee, fidelity of any employee of the Company and to pay such premium and such guarantee which may from time to time become payable.</i>
		(vi)	<i>To draw, accept and endorse and sell bills of exchange, hundies, promissory note warrants belonging to the Company and to sign receipts for the moneys, goods or properties lent or payable or belonging to the Company and to give effectual discharge for the same to sign cheques on funds and moneys by the Company at any Bank or Banks.</i>
		(vii)	<i>Subject to the restrictions provided in law, the directors may approve, by means of a resolution passed pursuant to Section 179 of the Companies Act, 2013, to raise or borrow any sum of money for and on behalf of the Company either on its movable or immovable, from the members or such other persons, companies or banks or they may themselves advance money to the company on such terms and conditions as may be approved or ratified by the Directors.</i>
	28		POWERS TO BE EXERCISED BY THE BOARD ONLY BY MEETING
		(i)	<p><i>Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:</i></p> <p><i>(a) to make calls on Shareholders in respect of money unpaid on their shares;</i></p> <p><i>(b) to authorise buy-back of securities under Section 68 of the Act;</i></p> <p><i>(c) to issue securities, including debentures, whether in or outside India;</i></p> <p><i>(d) to borrow money(ies);</i></p> <p><i>(e) to invest the funds of the Company;</i></p> <p><i>(f) to grant loans or give guarantee or provide security in respect of loans; and</i></p> <p><i>(g) any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations to be exercised by the Board only by resolutions passed at the meeting of the Board.</i></p> <p><i>The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above.</i></p> <p><i>In respect of dealings between the company and its bankers the exercise by the company of the powers specified in clause (d) shall mean the arrangement made by the company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of.</i></p> <p><i>The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under section 180 of the Act.</i></p>

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29	BORROWING POWERS	
	(i)	<p><i>Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:</i></p> <p><i>(a) accept or renew deposits from Shareholders;</i></p> <p><i>(b) borrow money by way of issuance of Debentures;</i></p> <p><i>(c) borrow money otherwise than on Debentures;</i></p> <p><i>(d) accept deposits from Shareholders either in advance of calls or otherwise; and</i></p> <p><i>(e) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.</i></p>
	(ii)	<p><i>Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (not by circular resolution) shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued</i></p>
	(iii)	<p><i>Subject to the applicable provisions of the Act and these Articles, any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.</i></p>
	(iv)	<p><i>Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.</i></p>
	(v)	<p><i>The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.</i></p>

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30		AUDITORS
	(i)	<i>Once at least in every year the books of account of the Company shall be examined by one or more auditors.</i>
31		ACCOUNTS
	(i)	<i>The person or persons appointed by the Board shall have charge and custody of all the property, books of accounts, papers, documents, common seal and effects belonging to the Company wheresoever situated.</i>
	(ii)	<p><i>The person or persons appointed by the Board shall keep proper and complete books of accounts with respect to the dealing and working of the Company and they shall prepare and keep or cause to be prepared and kept therein, complete accounts of</i></p> <p><i>(a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place.</i></p> <p><i>(b) Purchases and sales of goods by the Company.</i></p> <p><i>(c) The assets and liabilities of the Company and they shall also prepare and keep or cause to be prepared and kept such other accounts of the Company as are necessary, subject to the provisions of the Act. The person appointed by the Board shall keep accounts at the Registered office of the Company or at such place as may be resolved at a meeting of the Directors.</i></p> <p><i>(d) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</i></p> <p><i>(e) No member (not being director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the Company in General Meeting.</i></p>
32		THE SEAL
	(i)	<p><i>(a) The Board shall provide for the safe custody of the seal</i></p> <p><i>(b) The Board may, if a Seal is required to be affixed on any instrument, affix the Seal of the Company, to any instrument by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least a Director and of the Secretary or such other person as the Board may appoint for the purpose; and a Director and the Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.</i></p>
33		WINDING UP
	(i)	<i>(a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company; whether they shall consist of property of the same kind or not.</i>

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		<p><i>(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</i></p> <p><i>(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities where there is any liability.</i></p>
34		INDEMNITY
		<p>(i) <i>Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in which relief is granted to him by the court or Tribunal.</i></p>

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No	Names, addresses and description of subscribers	Numbers of Equity Shares taken by each subscriber	Names, addresses and description of witnesses
01.	Sujit dutta Roy, S/o. Sukumar Dutta Roy, P-16 New C.I.T.Road. Calcutta - 73 Occupation - Business	10 (Ten)	<p>Witness: Ram Prasad Modi, S/o. Shivdayal Modi 1, lagmohan Mullick Lane, Calcutta - 7 Occupation - Business</p>
02.	Shrj Prakash Agarwal, S/o. Sri S.N.Agarwal, 5895, Basti Harful Singh, Delhi - 6 Occupation - Business	10 (Ten)	
03.	B.K.Srivastava, S/o Shri R.P. Srivastava, 16, Baikunta Chatterjee Lane, Howrah Occupation - Business	10 (Ten)	
04.	Hakesh Kumar Modi, S/o. Shri . Hariram Modi, 10, Guru Saday Road, Calcutta - 14 Occupation - Business	10 (Ten)	
05.	Prakash Khaitan S/o. Shri. Satya Narayan Khaitan Old Court House Street, Calcutta Occupation - Business	10 (Ten)	
06.	Omprakash Maheswari, S/o. Shri Ramprasad Maheswari 7, Daryaganj Delhi Occupation - Business	10 (Ten)	
07.	BImal Kumar Agarwal S/o. Ratanlal Agarwal, 11, Armenian Street, Calcutta -1 Occupation - Business	10 (Ten)	
Total		70 (Seventy Only)	

Delhi dated the 10th day of September, 1983