

DWITIYA TRADING LIMITED

Formerly Known as B.B. Investments Ltd.

40, Strand Road, 4th Floor, Room No. 15B, Kolkata – 700 001

CIN: L67120WB1978PLC031628 Dial – 033 40636075

Website: www.dwityatrading.com Email ID: info@dwityatrading.com

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, the 30th day of September, 2015 at 40, Strand Road, 4th Floor, Room No. 15B, Kolkata-700 001 at 1.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015, and the Reports of the Auditors and Directors thereon.
2. To appoint Statutory Auditors to hold office from the conclusion of the 37th AGM till the conclusion of the 42nd AGM and to authorize the Board to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 139,141,142 of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. Arun Jain & Associates, Chartered Accountants (Firm Registration No. 325867E) of 2B, Grant Lane, 2nd Floor, Room No-74, Kolkata – 700 012, be and are hereby appointed as Statutory Auditors of the Company, to hold the office from the conclusion of the 37th AGM till the conclusion of the 41st AGM, subject to ratification of appointment by the members at every subsequent AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration of M/s. Arun Jain & Associates, based on the recommendation of the Audit Committee, plus applicable service tax, as may be recommended by the Audit Committee.”

SPECIAL BUSINESS:

3. Appointment of Mr. Lokesh Pasari (DIN: 06759155) as an Independent Director.

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, Mr. Lokesh Pasari (DIN: 06759155), who was appointed as an Additional Director(Non Executive category) of the Company with effect from 31st December,2014, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Lokesh Pasari (DIN: 06759155),as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of the 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto.”

4. Appointment of Ms. Bandana Mishra (DIN: 07001783) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), and the Rules made there under read with Schedule IV to the Act, including any statutory modifications and amendments thereof, Ms. Bandana Mishra (DIN: 07001783), who was appointed as an Additional Director(Non Executive category) of the Company with effect from 19th January,2015, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that she meets the criteria of independence as provided under section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Bandana Mishra (DIN: 07001783) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of the 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto.”

5. Appointment of Mr. Chandra Dutta Sharma (DIN: 00710720) as an Independent Director

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), and the Rules made there under read with Schedule IV to the

Companies Act, 2013, including any statutory modifications and amendments thereof, Mr. Chandra Dutta Sharma (DIN: 00710720), who was appointed as an Additional Director (Non Executive category) of the Company with effect from 28th March, 2015, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chandra Dutta Sharma (DIN: 00710720), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of the 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto."

6. Appointment of Mr. Ashutosh Dey (DIN: 02391573) as an Independent Director

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, Mr. Ashutosh Dey (DIN: 02391573), who was appointed as an Additional Director (Non Executive category) of the Company with effect from 28th March, 2015, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ashutosh Dey (DIN: 02391573), as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of the 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto."

7. Appointment of Mr. Rabi Jalan (DIN: 07001695) as the Managing Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V thereto of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Act, including any statutory modification(s) and/or re-enactment thereof, the provisions of the Articles of Association of the Company, and subject to any statutory approval(s) required, if any, the Members hereby accord their consent and ratify the appointment of Mr. Rabi Jalan (DIN: 07001695), as the Managing Director of the Company with effect from 31st December, 2014, for a period of Three (3) Years, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act and the rules made thereunder, in a manner as may be mutually agreed by the Board and Mr. Rabi Jalan (DIN: 07001695).

RESOLVED FURTHER THAT wherein any financial year during the tenure of office of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration as provided in the Explanatory Statement, subject to requisite approvals, if any, being obtained in that behalf and subject to the limits specified under Schedule V of the Act or such other limits as may be prescribed by any statutory authority from time to time in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Sub-division of Equity Shares of the Company.

To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(d) the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Rules framed thereunder, and all other applicable provisions of the Act, if any, including any statutory modification(s) and/or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of ` 10/- (Rupees Ten Only) each, in the Authorized Share Capital of the Company, be sub-divided into 5 (Five) Equity Shares having a face value of ` 2/- (Rupees Two Only) each, with effect from the record date as may be fixed by the Board.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ` 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form,

the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including, the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

9. Alteration of the Capital Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V. The Authorised Share Capital of the Company is ₹ 5,05,00,000 /- (Rupees Five Crores and Fifty Lakhs Only) divided into 2,52,50,000 (Two Crores Fifty Two Lakhs and Fifty Thousand only) Equity shares of ` 2 (Rupees Two only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”, which expression shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to the aforesaid resolution, in the best interest of the Company.”

10. Alteration in the Articles of Association of the Company.

To consider, and if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions section 14 and other applicable provision of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, as may be amended from time to time, the draft set of Article of Association of the Company, a copy of which is placed before the Meeting be and is hereby approved and adopted as the new Article of Association of the Company, in substitution of the existing Article of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By Order of the Board
For Dwitiya Trading Limited

Regd. Office:
40, Strand Road,
4th Floor, Room No. 15B,
Kolkata-700 001

Minakshi Banthia
Company Secretary

Date : 13th August, 2015
Place : Kolkata

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item Nos. 4 to10, respectively, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

3. The Details of person seeking appointment/re-appointment as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange are annexed hereto. The Directors seeking appointment/re-appointment have furnished the requisite consent and/or declaration for their appointment/re-appointment.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015(both days inclusive).

5. The businesses set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Annual General Meeting. Instructions and other information relating to e-voting are given in the notice under Note Number 22. The company will also send communication relating to remote e-voting which, inter alia, would contain details about user ID and password along with a copy of this notice to the members, separately.
6. Corporate members are requested to send to the Company, a copy of the Board Resolution, duly certified, authorizing their respective representatives to attend and vote at the Annual General Meeting.
7. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance Slip forwarded to the member duly completed and signed by the member.
8. Members holding share in dematerialized form, are requested to bring their Depository Account No. and Client ID. No. for identification.
9. Members are requested to notify to the Company, change of address, if any, with pin code quoting reference of their folio number/DP ID and Client ID to our Registrar & Share Transfer Agent i.e. Purva Sharegistry (India) Pvt. Ltd., Unit No.9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400 011, Phone Nos: (022) 2301 6761/8261, Fax: (022) 2301 2517.
10. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
11. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
13. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
14. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
15. Members are requested to note that trading in securities of the Company are compulsorily in dematerialised form only. Hence members who are yet to dematerialise their shares are advised to do so. The Company has entered into agreements with National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for Demat facilities.
16. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
17. Electronic copy of the Annual Report for the Financial Year 2014-15, is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents is being sent in the permitted mode.
18. The Notice of the 37th Annual General Meeting and the Annual Report for the Financial Year 2014-15 will also be available on the Company's website www.dwitiyatrading.com for download. We, request shareholders to update their email address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred email address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at info@dwitiyatrading.com.
19. For any communication, the shareholders may also send requests or register their complaints, queries to the Company's e-mail ID designated for the investors: info@dwitiyatrading.com.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, alongwith the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM. Further, all the other documents referred to in the Notice, will be available for inspection at the Registered Office of the Company without any fee by the members during normal business hours on any working day between 10.00 a.m. to 6.00 p.m. upto the date of the AGM.

22. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2015 (9:00 a.m.) and ends on 29th September, 2015 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Dwitiya Trading Ltd.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csniazahmed@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@dwitiyatrading.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - XIII. **Mr. Niaz Ahmed, Company Secretary in Practice (Certificate of Practice Number 5965, Membership No.15555)** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.dwitiyatrading.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Calcutta Stock Exchange Ltd. and BSE Limited.
23. 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 23rd September, 2015**.
24. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
25. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
26. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2015 are requested to send the written / email communication to the Registrar & Share Transfer Agent of the Company, i.e. Purva Sharegistry (India) Pvt. Ltd., Unit No.9, Shiv Shakti Ind. Estt., J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400 011, Phone Nos: (022) 2301 6761/8261, Fax: (022) 2301 2517, e-mail ID- busicomp@vsnl.com, by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
27. Mr. Niaz Ahmed, Company Secretary in Practice (Certificate of Practice Number 5965, Membership No.15555) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dwitiyatrading.com and on the website of NSDL. The same will be communicated to the listed stock exchanges; viz. : The Calcutta Stock Exchange Limited and the BSE Ltd.

By Order of the Board
For Dwitiya Trading Limited

Minakshi Banthia
Company Secretary

Regd. Office:
40, Strand Road,
4th Floor, Room No. 15B,
Kolkata-700 001

Date : 13th August, 2015
Place : Kolkata

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

Item Nos. 3 to 6.

In terms of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the Listing Agreement, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of 5 years each. Mr. Lokesh Pasari (DIN: 06759155), Ms. Bandana Mishra (DIN: 07001783), Mr. Chandra Dutta Sharma (DIN: 00710720) and Mr. Ashutosh Dey (DIN: 02391573) are the Independent Directors of the Company, who were appointed as Additional Directors with effect from 31st December, 2014, 19th January, 2015 and 28th March, 2015 (Mr. Chandra Dutta Sharma and Mr. Ashutosh Dey) respectively and are entitled to hold office up to the conclusion of the ensuing Annual General Meeting.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of the above mentioned Directors for appointment as Independent Directors of the Company. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from these Directors that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and Clause 49 of the Listing Agreement. The Board of Directors considered the matter of their appointment and felt that their continued association would be of immense benefit to the Company and proposed their appointment as Independent Directors under Section 149 of the Act to hold office for a term of five consecutive years commencing from the conclusion of 37th Annual General Meeting of the Company. In the opinion of the Board, all the above mentioned directors fulfill conditions of appointment as Independent Directors as specified in the Act and the Listing Agreement.

Brief particulars of these Directors, such as their educational and professional qualifications, nature of their working experience, name(s) of the companies in which they hold directorships, memberships and chairmanships in various Committees, their shareholding in the Company, relationship between directors inter-se are provided by way of Annexure to the Notice. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Copy of the draft letters for appointment of the aforesaid directors as Independent Directors, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day between 10.00 a.m. to 6.00 p.m. upto the date of the AGM.

All these Directors are interested in these resolutions with regard to their respective appointments along with their respective relatives. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set out at Item No. 3 to 6 to the shareholders for their approval.

Item No. 7

Mr. Rabi Jalan (DIN:07001695) was appointed as an additional director of the Company with effect from 12th November, 2014, by the Board of Directors. Pursuant to the provisions of Section 161 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, he is to hold office upto the date of ensuing Annual General Meeting of the Company.

Considering the fact that he has seven (7) years of work experience in the field of Capital Marketing, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, approved his appointment as the Managing Director of the Company with effect from 31st December, 2014, for a period of five (5) years, subject to the approval of members.

The Company has received Mr. Rabi Jalan's (DIN:07001695) i) consent in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; & ii) intimation in form DIR-8 in terms of Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Schedule V to the Act provides for obtaining shareholders approval for transacting the aforesaid business.

Mr. Rabi Jalan (DIN:07001695) falls under the category of Key Managerial Personnel pursuant to requirement of Section 203 of the Act.

The principal terms and conditions of re-appointment of Mr. Rabi Jalan (DIN:07001695) are as under :

1. Period of Appointment: 5 years with effect from 31st December, 2014.
2. Mr. Rabi Jalan (DIN:07001695) shall carry out such duties and exercise such powers as may be entrusted to him by the Board from time to time.
3. Remuneration: ₹ 10,000/- (Rupees Ten Thousand Only) per month.

The aforesaid remuneration is subject to such revision in a manner every year, as may be decided by the Board. It is further proposed to authorize the Board of Directors of the Company to vary the terms and conditions of his appointment, including remuneration, in line with the Act read with the Rules made thereunder, and in accordance with any other law in force, in a manner as they may deem fit in the best interest of the Company.

The said terms of appointment are within the guidelines of Schedule V of the Act and require your approval by passing the aforesaid Special Resolution.

The other Information as required under Section II of Part II of Schedule V of the Act is enumerated herein below:

I. GENERAL INFORMATION

| | | | | | |
|----|--|---|---------------------------|---------------------------|---------------------------|
| 1. | Nature of Industry. | E-Commerce and Trading Company. | | | |
| 2. | Date or expected date of commencement of commercial Production. | Not Applicable. -The Company is an existing company. | | | |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not Applicable. | | | |
| 4. | Financial performance based on given indicators | Particulars | F.Y. 14-15 (₹ In lacs) | F.Y. 13-14 (₹ In lacs) | F.Y. 12-13 (₹ In lacs) |
| | | Total Revenue | 73.78 | 163.79 | 129.07 |
| | | Profit After Tax | 2.44 | 0.60 | 0.19 |
| 5. | Foreign investments or Collaborators, if any | Not Applicable | | | |

II. INFORMATION ABOUT THE APPOINTEE AS MANAGING DIRECTOR

| | | |
|----|--|---|
| 1. | Background Details | Graduate in Commerce from Calcutta University. |
| 2. | Past Remuneration | Nil |
| 3. | Recognition or awards | Not Applicable |
| 4. | Job profile and his suitability | Having over 7 years of experience in the field of Capital Market. He will be responsible for the marketing & Financing activities of the Company and shall carry out such duties and exercise such powers as may be entrusted to him by the Board from time to time. |
| 5. | Remuneration proposed | As per the details given in the Item No. 6 of the statement annexed to the Notice. The Company shall keep his pay scale limit within the limit stated in Section II (A) of Schedule V of the Act and hence it is proposed to pass the special resolutions in this regard. |
| 6. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin). | The remuneration payable to the Managing Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while proposing the remuneration of Mr. Rabi Jalan (DIN:07001695), has also taken into account the work experience and the Nomination and Remuneration Policy of the Company. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any. | The Managing Director has no pecuniary relationship directly or indirectly with the Company, save and except to the extent of his remuneration. |

III. OTHER INFORMATION

| | | |
|----|---|--|
| 1. | Reasons of loss or inadequate profits | The performance of the Company in the last financial years has been impacted due to slowdown in global and Indian economies and divestment in its subsidiary Companies. With the foresight of the Company, it has still been able to remain profitable with a slow but constant growth over years. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is diversifying into various business avenues to raise its profits. |
| 3. | Expected increase in productivity and profits in measurable terms | The Company has diversified its business activities by entering into the e-commerce industry. It is expected that this which will help in minimizing losses, reducing risks and enhancing the productivity and profits of the Company in the long run. |

Mr. Rabi Jalan is interested in the resolutions set out at Item No. 7 of the Notice with regard to his own appointment.

Save and except as mentioned above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item No. 7 of the Notice for approval of the members by way of a Special Resolution.

Item No. 8

The Equity Shares of your Company are listed on the Calcutta Stock Exchange Limited (CSE) and BSE Ltd.

In order to facilitate the benefit of more liquidity and broad basing of small investors, the Board of Directors of the Company ('the Board') at their meeting held on 13th August, 2015, have approved the sub-division of the nominal value of the Equity Shares of the Company of ₹ 10/- each, into smaller denomination of ₹ 2/- each, subject to the approval of the shareholders.

Accordingly, each Equity Share of ₹ 10/- each, shall stand sub-divided into 5 Equity Shares of ₹ 2/- each. The shareholders may please note that presently the nominal value of the equity shares is ₹10/- each and consequent to the sub-division it is being divided into 1 (One) equity shares of ₹ 2/- each such that each shareholder holding 1 (one) equity share of the Company of face value ₹ 10/- per share will receive 5 (Five) equity shares of the Company of face value ₹ 2/- per share. The date on which this sub-division would become effective (record date), will be decided by the Board after obtaining the shareholders' approval, and shall be notified through the Stock Exchanges.

None of the Directors, Key Managerial Personnel or their relatives, are interested in the Resolution.

The aforesaid proposed Resolution being in the interest of the Company, is proposed for the approval of the members.

Item No. 9

The proposed sub-division of the Equity Shares of the Company requires amendment in the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association of the Company is proposed to be amended in a manner as laid in Resolution No. 9 of this Notice.

The Board of Directors at their meeting held on 13th August, 2015, have approved the alteration in the Memorandum of Association of the Company, subject to the approval of the shareholders.

Copy of the Memorandum of Association together reflecting the proposed amendments shall be available for inspection without any fee by the members during normal business hours on any working day between 10.00 a.m. to 6.00 p.m. upto the date of the AGM.

None of the Directors, Key Managerial Personnel or their relatives, are interested in the Resolution.

The aforesaid proposed Resolution being in the interest of the Company, is proposed for the approval of the members.

Item No. 10

The present Articles of Association of the Company are based on the provisions of the Companies Act, 1956. Consequent to the notification and applicability of large number of Sections of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the new Act. The Board of Directors considered this matter in its meeting held on 13th August, 2015 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association.

Copy of the draft Articles of Association shall be available for inspection without any fee by the members during normal business hours on any working day between 10.00 a.m. to 6.00 p.m. upto the date of the AGM.

As per Section 14 of the Act, approval of the shareholders of the Company by way of a special resolution is required for alteration of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 10 to the shareholders for their approval.

By Order of the Board
For Dwitiya Trading Limited

Regd. Office:
40, Strand Road,
4th Floor, Room No. 15B,
Kolkata-700 001

Minakshi Banthia
Company Secretary

Date : 13th August, 2015
Place : Kolkata

INFORMATION OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

| Particulars | Lokesh Pasari (DIN-06759155) | Bandana Mishra (DIN- 07001783) | Chandra Dutta Sharma (DIN- 00710720) | Ashutosh Dey (DIN-02391573) | Rabi Jalan (DIN-07001695) |
|---|---|---|--|---|---|
| Nature of Directorship | Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive Independent Director | Non-Executive Independent Director | Promoter-Managing Director |
| Date of Birth | 9th January, 1987 | 4th May, 1993 | 20th May, 1964 | 2nd October, 1969 | 11th October, 1980 |
| Date of Appointment | 31st December, 2014 | 19th January, 2015 | 28th March, 2015 | 28th March, 2015 | 31st December, 2014 |
| Expertise in specific functional areas | 5 years of experience in the field of Accounting | 7 years of experience in the field of Capital Market. | 5 years of experience in the field of Finance. | 5 years of experience in the field of Finance. | 7 years of experience in the field of Capital Market.. |
| Qualifications | B. Com | B.Com | B.Com | Higher Secondary | B.Com |
| Number of shares held in the Company | Nil | Nil | Nil | Nil | Nil |
| Directorship in other Companies | 1. Rajal Lefin & Commercial Pvt Ltd. 2. SNCL Marketing Limited 3. SNCL Real Estate Limited 4. SNCL Iron And Steel Limited 5. SNCL Paper Trading Limited 6. Sunwhite Constructions Limited 7. Sunwhite Real Estates Limited 8. Sunwhite Properties Limited 9. Sunwhite Projects Limited 10. Sunwhite Housing Limited 11. Sunwhite Homes Limited 12. Sunwhite Consultants Limited 13. SNCL Properties Limited 14. Sunwhite Builders Limited 15. SNCL Projects Limited | 1. SNCL Projects Limited 2. Sunwhite Constructions Limited 3. Sunwhite Real Estates Limited 4. Sunwhite Properties limited 5. Sunwhite Projects Limited 6. Sunwhite Housing Limited 7. Sunwhite Homes Limited 8. Sunwhite Consultants Limited 9. SNCL Properties Limited 10. Sunwhite Builders Limited | 1. Nangos Mercantile Pvt Ltd 2. Cyrus Infocomm Private Limited 3. Cott-TEX Fabrics Private Limited 4. Bhramdev Steel Private Limited 5. Wonderland Paper Suppliers Private Limited 6. Winsher Software Private Limited 7. Sunbright Agrotech Private Limited 8. Pushpraj Commercial Private Limited 9. Rasraj Steel Traders Private Limited 10. Jaguar Infra Developers Limited 11. Risewell Machinery Traders Private Limited 12. Shreyans Embroidery Machine Private Limited\ | 1. Ashirwad Suppliers Private Limited 2. Bishnoi Infrastructure Private Limited 3. Prudential Iron Merchants Private Limited 4. Primary Iron Traders Private Limited 5. Megacity Food Suppliers Private Limited 6. Ideal Plywood Traders Private Limited 7. Fastner Design Consultants Private Limited 8. Innova Auto Distributors Private Limited 9. Rudramala Real Estate Private Limited 10. Ritudhara Retailers Private Limited 11. Rudramukhi Infrastructure Private Limited 12. Foremost Textiles Private Limited 13. Starrise Projects Private Limited 14. Moonshine Enclave Private Limited 15. Snowball Builders Private Limited 16. Swarnmahal Infratech Private Limited | 1. SNCL Projects Limited 2. Sunwhite Constructions Limited 3. Sunwhite Real Estates Limited 4. Sunwhite Properties limited 5. Sunwhite Projects Limited 6. Sunwhite Housing Limited 7. Sunwhite Homes Limited 8. Sunwhite Consultants Limited 9. SNCL Properties Limited 10. Sunwhite Builders Limited |
| Membership of Committees in other Companies -(Audit Committee and Stakeholders Relationship Committee) | Nil | Nil | Nil | Nil | Nil |
| Disclosure of Relationship | Not related to the Promoter Group. | Not related to the Promoter Group. | Not related to the Promoter Group | Not related to the Promoter Group. | Belongs to the Promoter group, but is not related to any Director of the Company. |