

# DWITIYA TRADING LIMITED

Formely Known as B.B. Investments Ltd.

40, Strand Road, 4<sup>th</sup> Floor, Room No. 15B, Kolkata - 700 001

CIN: L67120WB1978PLC031628 Dial - 033 40636075

Website: [www.dwityatrading.com](http://www.dwityatrading.com) Email ID: [info.dwitiya@gmail.com](mailto:info.dwitiya@gmail.com)

## NOTICE

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 30<sup>th</sup> Day of September, 2016 at 2.00 p.m. at 40, Strand Road, 4<sup>th</sup> Floor, Room No. 15B, Kolkata-700 001 (please refer to the Map Direction Guide of the AGM venue, as provided at the end of this Notice), to transact the following business:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended March 31, 2016 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Rabi Jalan (DIN: 07001695), who retires by rotation, and being eligible, seeks re-appointment as Managing Director of the Company.
3. To ratify the appointment of M/s. Arun Jain & Associates, Chartered Accountants (Firm's Regn. No. 325867E) of 2B, Grant Lane, 2<sup>nd</sup> Floor, Room No-74, Kolkata – 700 012, as the Statutory Auditors of the Company from the conclusion of the 38<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, 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 Section 139 and all 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, the Company hereby ratifies the appointment of M/s. Arun Jain & Associates, Chartered Accountants (Firm's Regn. No. 325867E) of 2B, Grant Lane, 2<sup>nd</sup> Floor, Room No-74, Kolkata – 700 012, as the Statutory Auditors of the Company from the conclusion of the 38<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax.”

### SPECIAL BUSINESS:

4. **Revision in the remuneration of Mr. Rabi Jalan (DIN: 07001695), Managing Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and all other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and/or re-enactment thereof), the provisions of the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), the terms and conditions, including the remuneration payable to Mr. Rabi Jalan (DIN: 07001695), Managing Director of the Company, be and is hereby revised with effect from October 1, 2016, in the manner as defined in the Explanatory Statement of the Notice.

**FURTHER RESOLVED THAT** 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) shall be at liberty 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 there under or any statutory modification(s) or re-enactment thereof.

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**FURTHER RESOLVED THAT** any of the Directors and/or the Company Secretary, in consultation with the Board, be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the aforementioned resolution.”

Date : 13.08.2016  
Place : Kolkata

By Order of the Board  
**For Dwitiya Trading Limited**

**Minakshi Banthia**  
**Company Secretary**

## NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item No. 4 is annexed hereto.
2. Additional details of persons seeking appointment / re- appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and provision number 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is annexed hereto. Requisite declarations have been received from the Directors for his reappointment.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Pursuant to the provisions of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), a route map (direction guide) of the AGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
6. Documents, if any, referred to in the accompanied Notice and the Explanatory Statement setting out the material facts, are open for inspection at the Registered Office of the Company on all working days during normal working hours upto the date of the AGM.
7. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
8. 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, being maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.

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9. 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 24. 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.
10. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the September 24, 2016 to the September 30, 2016 (both days inclusive).
11. Members holding shares in electronic form are requested to intimate immediately any change in their address with pin code or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and 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 – alongwith the necessary supporting documents.
12. 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.
13. 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.
14. 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 & Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. 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, Kolkata 700 001 alongwith the enclosed Form.
16. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
17. 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.
18. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
19. 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.
20. Members are requested to note that trading in Securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialise their shares are advised to do so.

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21. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client ID. No. for identification.
22. The Company has designated an exclusive e-mail id viz. [info.dwitiya@gmail.com](mailto:info.dwitiya@gmail.com) to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Ms. Minakshi Banthia, the Company Secretary, at the Registered Office of the Company (Phone Number : (033) 4063-6075) for the redressal of their queries/ complaints.
23. The Notice of the AGM along with its enclosures (including the process, instructions and the manner of conducting e-voting), the Annual Report for the Financial Year 2015-16 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent through the permitted mode. All these above mentioned documents will also be available on the Company's website [www.dwityatrading.com](http://www.dwityatrading.com) for download by the shareholders. 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.dwitiya@gmail.com](mailto:info.dwitiya@gmail.com).
24. **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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 38<sup>th</sup> 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 polling 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 polling 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 September 27, 2016 (9:00 a.m.) and ends on September 29, 2016 (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 September 23, 2016, 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.

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- (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 "Dwitya 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](mailto:csniazahmed@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
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- (ii) 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](http://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 September 23, 2016.
- 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. September 23, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info.dwitya@gmail.com](mailto:info.dwitya@gmail.com).



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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](http://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 i.e. 23<sup>rd</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
  - XIII.** Mr. Niaz Ahmed, Practicing Company Secretary (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" or "Poling Paper" 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.dwityatrading.com](http://www.dwityatrading.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 BSE Limited, Mumbai and the Calcutta Stock Exchange Limited, Kolkata.
25. Institutional Members / Bodies Corporate (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 through e-mail at [csniazahmed@gmail.com](mailto:csniazahmed@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) on or before September 29, 2016 upto 5:00 p.m. without which the vote shall not be treated as valid.
26. 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 September 23, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
27. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 23, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
28. Only those members who attend the AGM, holding shares either in physical form or in dematerialized form, and are entitled to vote as on the cut-off date of September 23, 2016, but have not exercised their right to vote by electronic means, can cast their vote at the Annual General Meeting. 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, provided the votes are not already cast by remote e-voting by

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the first holder.

29. Notice of the Annual General Meeting along with its enclosures 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.
30. 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. September 23, 2016, are requested to send the written / email communication to Company at [info.dwitya@gmail.com](mailto:info.dwitya@gmail.com) or its Registrar and Share Transfer Agent, i.e.: M/s Purva Sharegistry (India) Pvt. Ltd. at [busicomp@gmail.com](mailto:busicomp@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
31. Mr. Niaz Ahmed, Practicing Company Secretary (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 48 hours 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.
32. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dwityatrading.com](http://www.dwityatrading.com) and on the website of NSDL. The same will be communicated to The Calcutta Stock Exchange Limited, where the Equity Shares of the Company are listed.

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

### **Item No. 4**

Mr. Rabi Jalan (DIN: 07001695), was appointed as the Managing Director of the Company by way of a Special Resolution, for a period of five years with effect from December 31, 2015 at the 37<sup>th</sup> Annual General Meeting of the Company held on September 30, 2015, on various terms and conditions, which, inter alia, included a remuneration of Rs. 1,20,000/- per annum (i.e.: Rs. 10,000/- per month). Further, the Board of Directors was empowered to vary the terms and conditions of his appointment, including his remuneration.

Considering his 9 years of work experience in the fields of Finance, Secretarial and Commodity Market and the pivotal role that he has been playing in the Management of the Company, the Board of Directors at their meeting held on August 13, 2016, have, based on the recommendation of the Nomination and Remuneration Committee, proposed to revise his salary to Rs. 20,000/- per month, with effect from October 1, 2016.

Further, in terms of Section II of Part II of Schedule V of the Act, wherein any financial year during the currency of tenure of a managerial personnel, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay a yearly remuneration of upto Rs. 42 Lakhs to the managerial person, if the effective capital of the Company is Rs.5 Crores and above, but less than Rs.100 Crores. However, the said limit shall be doubled if the resolution passed by the shareholders is a special resolution and, in terms of the third proviso of the said Section II, the special resolution for payment of remuneration shall be for a period not exceeding three (3) years

The Board of Directors shall be at liberty 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 there under or any statutory modification(s) or re-enactment thereof.

Accordingly, the prior consent of the shareholders is being sought to approve the revised salary structure of Mr. Rabi Jalan (DIN: 07001695) with effect from October 1, 2016.

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The information as required to be disclosed 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 and was incorporated on 19.08.1978.			
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. 15-16 (Rs. In lacs)	F.Y. 14-15 (Rs. In lacs)	F.Y. 13-14 (Rs. In lacs)
		Total Revenue	82.29	73.78	163.79
		Profit/ (Loss) After Tax	0.75	2.44	0.60
		The Company is showing increase in its income from operations as compared to previous financial year, the operating business of the Company has increased by 82.16% whereas other income generated from interest on loan reduced by 80.80% in Financial Year 2015-2016. The Profit/ After Tax reduced to Rs. 0.74 lacs from Rs. 2.44 in current year due to increase in expenses in reporting financial year.			
5.	Foreign investments or Collaborators, if any.	Not Applicable			

## II. INFORMATION ABOUT THE APPOINTEE WHOSE RATIFICATION/REVISION IN THE TERMS AND CONDITIONS OF SERVICE, INCLUDING REMUNERATION, IS BEING PROPOSED.

1.	Background Details	Born on October 11, 1980. Education – B.Com.
2.	Past Remuneration	He has been drawing a monthly salary of Rs. 10,000/- since December 31, 2015. He is liable to retire by rotation.
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Rabi Jalan is presently, the Managing Director of the Company and has 9 years of rich and diversified experience in the field of Finance, Secretarial and Commodity Market. He, by and large manages, substantially the whole of the affairs of the Company and his key roles & responsibilities include: Business Development, Risk Management, Development and Administration of the day to day activities of the Company. Considering the various responsibilities he has been entrusted with, and his pivotal role in the Company affairs, the proposed revision in his salary is suitable for his profile.
5.	Remuneration proposed	<b>Category A :</b> Salary : Rs.20,000/- (Rupees Twenty Thousand Only) per month. Annual increase/ revision will be effective in such other manner as may be decided by the Board from time to time. <b>Category B :</b> His office shall be liable to be determined by retirement by rotation.



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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 proposed remuneration structure of 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, has also taken into account his 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.	He does not hold any pecuniary relationship directly or indirectly with the Company or relationship with the Managerial personnel.

### III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	<p>While the Company has delivered strong operating and financial performance in the past, unprecedented global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance for Financial Year 2014-15. The Company has recorded a modest but low profit, in the Financial Year 2015-16. With the foresight of the Company, it has still been able to remain profitable with a slow growth.</p> <p>The reason for low profit, is increase in the expenses borne by the Company.</p>
2.	Steps taken or proposed to be taken for improvement	<p>The Company is expecting a rise in the growth prospects of the Indian Economy in the near future. Further, the Company is looking forward to diversify into various business avenues to minimize losses. Further, the Company has undertaken stringent cost actions and continues to curtail both employee and non-employee cost. Also, the management continues to explore avenues to increase revenue through judicious Investments in various lucrative avenues.</p> <p>All this is expected to improve the financial position of the Company.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>With an expectation of probable upsurge of the Indian Economy, coupled with an expected successful diversification practice of the Company, the Company believes that it will be able to increase its productivity and profits and thereby generate consistent and increased profits in the coming financial years.</p> <p>However, it be noted that Company's expectations or predictions may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed or implied, depending on various factors including:- the demand supply conditions, change in government regulations, tax regimes, economic development within the country and abroad and such other incidental factors over which, the Company does not have any direct control.</p>

# DWITIYA TRADING LIMITED

Formely Known as B.B. Investments Ltd.

40, Strand Road, 4<sup>th</sup> Floor, Room No. 15B, Kolkata - 700 001

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Mr. Rabi Jalan (DIN: 07001695) is interested in the said resolution since, it relates to revision of his salary. He falls under the category of Key Managerial Personnel in terms of section 203 of the Act.

None of the other Directors, Key Managerial Personnels of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, save and except to the extent of their shareholding, if any.

The resolution being in the interest of the Company is being proposed by the Board for the prior approval of the members by way of a Special Resolution.

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

By Order of the Board  
**For Dwitiya Trading Limited**  
**Minakshi Banthia**  
**Company Secretary**

Date : August 13, 2016  
Place : Kolkata

# DWITIYA TRADING LIMITED

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**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/REVISION IN REMUNERATION AT THE 38<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PROVISION NO. 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).**

<b>Name of the Director</b>	Mr. Rabi Jalan (DIN: 07001695)
<b>Nature of Directorship</b>	Executive, Non- Independent Managing Director.
<b>Date of Birth</b>	11.10.1980
<b>Date of Appointment</b>	a) Date of first appointment on the Board:- 12.11.2014. b) Date of appointment as a Managing Director:- 31.12.2014.
<b>Age</b>	35 years.
<b>Brief Resume</b>	Since his appointment, he has been playing a pivotal role in the Management of the Company. His foresightedness coupled with his innovative skills, have paved the way for a bright future for the Company.
<b>Terms and conditions of appointment / re-appointment.</b>	Reference in this regard, may please be drawn from the Explanatory Statement to this Notice.
<b>Details of Remuneration sought to be paid.</b>	Reference in this regard, may please be drawn from the Explanatory Statement to this Notice.
<b>Remuneration last drawn</b>	Rs.10,000/- per month (Rs. 1,20,000/- per annum) His office shall be liable to retirement by rotation.
<b>Experience and nature of his expertise in specific functional areas.</b>	9 years of work experience in the fields of Finance, Secretarial and Commodity Market Finance, Marketing and Management.
<b>Qualification</b>	B.Com.
<b>Number of shares held in the Company.</b>	Nil
<b>Names of other companies in which the person also holds the directorship.</b>	Nil
<b>Number of Meetings of the Board attended during the year (i.e. F.Y. 2015-16).</b>	Attended all the seven meetings of the Board during the Financial Year 2015-16. The details of the same, is more fully described in the Corporate Governance Report which forms part of the Annual Report.
<b>Memberships/Chairmanships of Committees on the Board of other Companies.</b>	Does not hold membership of Committees in other Companies.
<b>Disclosure of Relationships between directors inter-se.</b>	None.

## **Note:**

The Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to sitting fees/remuneration paid to the Director who is being re-appointed and number of Board meetings attended by him during the financial year 2015-16 are provided in the Corporate Governance Report.

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## MAP (DIRECTION GUIDE) OF THE VENUE OF THE ANNUAL GENERAL MEETING.

40, Strand Road 4<sup>th</sup> Floor, Room No 15B, Kolkata – 700 001

(Landmark 40, Strand Road)



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## ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

**(Annual General Meeting –September 30, 2016)**

Folio No.: \_\_\_\_\_ DP ID No.: \_\_\_\_\_ Client ID No.: \_\_\_\_\_

Name of Member(s): \_\_\_\_\_

Name of the Proxyholder: \_\_\_\_\_

Registered Address: \_\_\_\_\_

Number of Shares Held: \_\_\_\_\_

I/We hereby record my/our presence of the 38<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, the 30<sup>th</sup> day of September, 2016 at 2.00 p.m. at 40, Strand Road, 4<sup>th</sup> Floor, Room No. 15B, Kolkata-700 001.

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**SIGNATURE OF THE MEMBER/REPRESENTATIVE/PROXY\***

**\*Strike out whichever is not applicable**

**Note:**

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



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(38<sup>th</sup> Annual General Meeting –September 30, 2016)

FORM NO. MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

## PROXY FORM

Name of the member (s):
Registered address:
E-mail Id:
Folio / DP ID-Client ID No.

I/We being the member(s) of .....shares of the above named Company hereby appoint:

- (1) Name:.....Address.....  
E-mail Id:.....Signature.....or failing him;
- (2) Name:.....Address.....  
E-mail Id:.....Signature.....or failing him;
- (3) Name:.....Address.....  
E-mail Id:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 30<sup>th</sup> day of September, 2016 at the registered office of the Company at 40, Strand Road, 4<sup>th</sup> Floor, Room No. 15B, Kolkata - 700 001 at 2.00 p.m. and at any adjournment thereof of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Financial Statements for the year ended March 31, 2016 together with the Reports of the Auditors and Directors thereon.		
2.	Re-appointment of Mr. Rabi Jalan (DIN: 07001695), who retires by rotation and being eligible, seeks re-appointment as Managing Director of the Company.		
3.	Ratification of appointment of M/s. Arun Jain & Associates, Chartered Accountants Firm (Registration. No. 325867E) as auditor of the Company and fix their remuneration.		
<b>Special Business</b>			
4.	Revision in the remuneration of Mr. Rabi Jalan (DIN: 07001695), Managing Director of the Company.		

Signed this.....day of.....2016  
Signature of shareholder.....  
Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re.1/-

### Note:

1. 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.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38<sup>th</sup> Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. \*
4. Please complete all details including details of member(s) in above box before submission.

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## **RECORDS UPDATION FORM**

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE Listing Agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures :  
i.  
ii.  
iii.

Thanking you,

**For Dwitiya Trading Limited**  
**Minakshi Banthia**  
**Company Secretary**