

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.dwitiya@gmail.com

(ANNEXURE TO THE NOTICE FOR THE 4TH EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, the 12TH DAY OF DECEMBER, 2016 AT 2.00 P.M.)

1. Name & Registered Address
of the Sole/First named Member :
2. Name of the Joint Holder(s)
(If any) :
3. Registered Folio No. /
DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject : Process and manner for availing Remote E-voting facility:

Pursuant to 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter 'Listing Regulations'), the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) to be held on Monday, the 12th Day of December, 2016 at 2.00 p.m. at the Registered Office of the Company at 40, Strand Road, 4th Floor, Room No. 15B, Kolkata-700 001 and at any adjournment thereof.

The Company has engaged the services of National Services Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The particulars of Remote E- Voting are set out below:

(Electronic Voting Sequence Number)EVSN	USER ID	PAN / Sequence Number
105735		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
December 9, 2016 at 9:00 A.M. (IST)	December 11, 2016 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the Extra-Ordinary General Meeting before exercising your vote.

By Order of the Board
For Dwitiya Trading Ltd.

Minakshi Banthia
Company Secretary

Place : Kolkata
Date : 14.11.2016

Encl: EGM Notice/Attendance Slip/Proxy Form

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.dwitiya@gmail.com

NOTICE

NOTICE is hereby given that the 4th Extra-Ordinary General Meeting (EGM) of the Members of the Company will be held on Monday, the 12th Day of December, 2016 at 2.00 p.m. at the Registered Office of the Company at 40, Strand Road, 4th Floor, Room No. 15B, Kolkata-700 001 (please refer to the Map Direction Guide of the EGM venue, as provided at the end of this Notice), to transact the following businesses:

SPECIAL BUSINESS:

1. 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 61(1)(d) of 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), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), applicable rules, provisions, and regulations as issued by the Securities & Exchange Board of India (SEBI) from time to time in this regard, applicable clauses 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, approval of the members of the Company be and is hereby accorded for sub-dividing each existing Equity Share of the Company of face value of Rs.10/- each, into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each, with effect from the “record date”, to be determined by the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Board of Directors duly constituted by the Board to exercise its powers, including, the powers conferred by this resolution) in this regard..

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 Rs. 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 on sub-division, 5 Equity Shares of Rs.2/- (Rupees Two Only) each, be allotted for every one equity share of Rs.10/- each, subject to the applicable provisions of the Memorandum and Articles of Association of the Company and such Equity Shares shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto, to obtain necessary approvals, if any, in relation to the above, and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

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.dwitiya@gmail.com

RESOLVED FURTHER THAT the Board may at its discretion, delegate all or any of the powers herein vested upon it for the aforementioned purpose, to any of its Committee(s) thereof.”

2. 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, 61 of 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), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), applicable rules, provisions, regulations as issued by the Securities & Exchange Board of India (SEBI) from time to time in this regard, and the Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted in the following manner :

V. The Authorised Share Capital of the Company is Rs. 5,05,00,000 /- (Rupees Five Crores and Five Lakhs Only) divided into 2,52,50,000 (Two Crores Fifty Two Lakhs and Fifty Thousand only) Equity shares of Rs. 2/- (Rupees Two only) each, with power to increase, reduce or modify the share capital from time to time and to divide the Shares in the Capital into several classes and attach thereto respectively, such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company, subject to the applicable provisions of various laws in force.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Board of Directors duly constituted by the Board to exercise its powers, including, the powers conferred by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto, to obtain necessary approvals, if any, in relation to the above, and to execute all such documents, instruments and writings as may be required to give effect to the aforementioned resolution, in the best interest of the Company.”

3. 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 of section 14 and other applicable provision of 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 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), and subject to such other approval(s), if any, from the concerned Statutory Authority(ies), the draft set of Article of Association of the Company (copy of which is placed before the Meeting), being modified in a manner to be in line with the existing provisions of the Act, which have been amended since their applicability, , 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 (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Board of Directors duly constituted by the Board

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.dwitiya@gmail.com

to exercise its powers, including, the powers conferred by this resolution)be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto, to give effect to the aforesaid resolution.”

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

By Order of the Board
For Dwitiya Trading Limited

Minakshi Banthia
Company Secretary

Date : November 14, 2016

Place : Kolkata

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item No. 1 to 3 is annexed hereto.
2. **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.

3. 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.
4. 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 EGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
5. 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 EGM.
6. The businesses set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Extra-Ordinary General Meeting. Instructions and other information relating to e-voting are given in the notice under note number 18. 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.
7. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the December 6, 2016 to the September 12, 2016 (both days inclusive).
8. 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

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.dwitiya@gmail.com

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.

9. 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.
10. 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.
11. 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.
12. 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.
13. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
14. 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.
15. 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.
16. The Company has designated an exclusive e-mail id viz. 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.
17. The Notice of the EGM along with its enclosures (including the process, instructions and the manner of conducting e-voting), 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 for download by the shareholders. We, request shareholders to update their email address with their depository participant to ensure that the 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.
18. **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 and Regulation 44 of the

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.dwitiya@gmail.com

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 4th Extra-Ordinary General Meeting (EGM) 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 EGM (“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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on December 9, 2016 (9:00 a.m.) and ends on December 11, 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 December 5, 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.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.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.

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.dwitiya@gmail.com

- (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 csamitjajodia@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the EGM (enclosed herewith).
- (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 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 December 5, 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. December 5, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info.dwitiya@gmail.com or its Registrar and Share Transfer Agent, i.e. : M/s Purva Sharegistry (India) Pvt. Ltd. at busicomp@gmail.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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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. December 5, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
- XIII.** Mr. Amit Jajodia, Practicing Company Secretary (Certificate of Practice Number 14303, Membership No. 37613) 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 EGM, 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 Poling Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

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.dwitya@gmail.com

- 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 48 hours of the conclusion of the EGM, 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 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.
19. 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 csamitjajodia@gmail.com with a copy marked to evoting@nsdl.co.in on or before December 11, 2016 upto 5:00 p.m. without which the vote shall not be treated as valid.
20. 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 December 5, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of December 5, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. Only those members who attend the EGM, holding shares either in physical form or in dematerialized form, and are entitled to vote as on the cut-off date of December 5, 2016, but have not exercised their right to vote by electronic means, can cast their vote at the Extra-Ordinary 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 the first holder.
23. Notice of the Extra-Ordinary General Meeting along with attendance slip, proxy form, 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.
24. 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. December 5, 2016, are requested to send the written / email communication to Company at info.dwitya@gmail.com or its Registrar and Share Transfer Agent, i.e.: M/s Purva Sharegistry (India) Pvt. Ltd. at busicomp@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

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

Item Nos. 1 & 2.

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

The Board is desirous to encourage the participation of small investors by making Equity Shares of the Company more affordable, and has accordingly, at its meeting held on October 31, 2016, approved the

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.dwitiya@gmail.com

sub-division of each existing Equity Share of the Company of face value of Rs.10/- each, into 5 Equity Shares of face value of Rs.2/- each, subject to the approval of the members at the ensuing EGM and various appropriate authorities, wherever applicable.

The Record Date for determining the entitlement of the members for sub-division of Equity Shares in the ratio of 5:1 (i.e. 5 equity shares of Rs.2/- each, for every one equity share of Rs.10/- each) will be determined by the Board after the approval for sub-division of the equity shares is accorded by the members at the EGM.

On sub-division, each such Equity Shares shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

Further, presently the Authorised Share Capital of the Company is Rs.5,05,00,000/- divided into 50,50,000 Equity Shares of Rs.10/- each. Subsequent to the proposed sub-division of the Equity Shares as aforesaid, the Authorised Share Capital shall comprise of 2,52,50,000 Equity Shares of Rs.2/- each. Accordingly, Clause V of the Memorandum of Association of the Company shall require to be amended in a manner as is provided in Resolution No. 2 of this Notice.

Copy of the modified draft Memorandum of Association, reflecting the altered Clause V, shall be available for inspection at the Registered Office of the Company without any fee, on all working days during normal working hours upto the date of the EGM.

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

The Resolutions in Item Nos. 1 & 2 being in the interest of the Company, is proposed for the approval of the members.

Item No. 3

The present Articles of Association of the Company are based on the provisions of the Companies Act, 2013. However, there has been substantial amendments in various sections and also notification of commencement of large number of Sections of the Act read with Rules and Schedules made there under. Accordingly, the Board at its meeting held on October 31, 2016, considered it prudent to adopt a new set of Articles of Association in substitution of the existing Article of Association of the Company, subject to the approval of the members at the ensuing EGM by way of a Special Resolution.

In terms of section 14 of the Act, alteration of the Articles of Association requires the approval of the shareholders of the Company by way of a special resolution.

Copy of the draft Articles of Association shall be available for inspection without any fee at the Registered Office of the Company, on all working days during normal working hours upto the date of the EGM.

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

The Resolutions in Item No. 3 being in the interest of the Company, is proposed for the approval of the members by way of a Special Resolution.

Regd. Office:
40, Strand Road,

By Order of the Board
For Dwitiya Trading Limited

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.dwityatradings.com Email ID: info.dwitya@gmail.com

4th Floor, Room No. 15B,
Kolkata-700 001

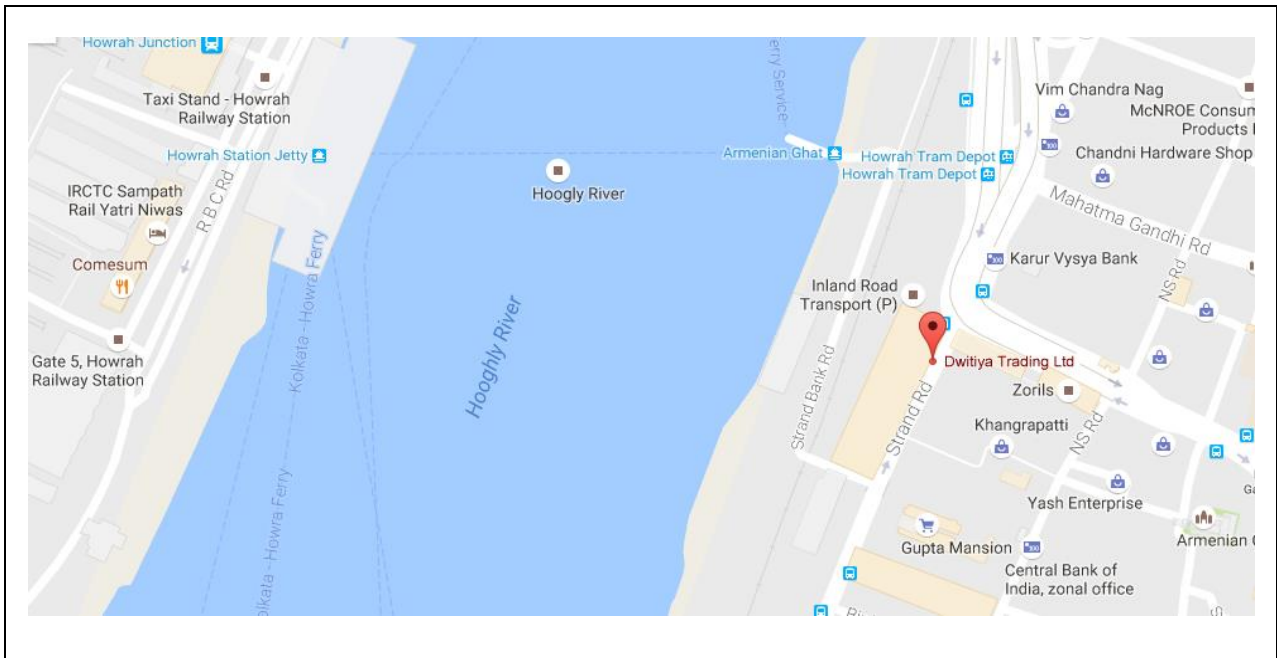
Minakshi Banthia
Company Secretary

Date : November 14, 2016
Place : Kolkata

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

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

(Landmark – near 40, Strand Road and Khangrapatti)



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.dwitya@gmail.com

ATTENDANCE SLIP

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

(4th Extra-Ordinary General Meeting – December 12, 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 4th EXTRA-ORDINARY GENERAL MEETING of the Company held on Monday, the 12th day of December, 2016 at 2.00 p.m. at 40, Strand Road, 4th Floor, Room No. 15B, Kolkata-700 001.

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 Notice of the Extra-Ordinary General Meeting (EGM) 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 EGM can print copy of this Attendance Slip.

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.dwityatradings.com Email ID: info.dwitya@gmail.com

- Physical copy of the Notice of the Extra-Ordinary 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.

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) ofshares of the above named Company hereby appoint:

- Name:.....Address.....
E-mail Id:.....Signature.....or failing him;
- Name:.....Address.....
E-mail Id:.....Signature.....or failing him;
- 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 4th Extra-Ordinary General Meeting of the Company, to be held on Monday, the 12th day of December, 2016 at the registered office of the Company at 40, Strand Road, 4th 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
1.	Sub-division of Equity Shares of the Company.		
2.	Alteration of the Capital Clause of the Memorandum of Association of the Company.		
3.	Alteration in the Articles of Association 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:

- 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.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 4th Extra-Ordinary General Meeting.
- 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. *

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.dwitya@gmail.com

4. Please complete all details including details of member(s) in above box before submission.

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.

It is now 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