

DWITIYA TRADING LIMITED

Formerly Known as B.B. Investments Ltd.

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012

CIN: L67120WB1978PLC031628 Dial - +918231927952

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

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting (AGM) of the Members of the Company will be held on Monday, the 25th Day of September, 2017 at 2.00 p.m. at Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024 (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 BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017 and the Reports of the Auditors and Directors thereon.
2. To declare a Final Dividend of Re. 0.02/- per equity share having face value of Rs. 2/- each for the Financial Year ended on March 31, 2017.
3. 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.
4. To ratify the appointment of M/s. Arun Jain & Associates, Chartered Accountants (Firm's Regn. No. 325867E) of 2B, Grant Lane, 2nd Floor, Room No-74, Kolkata – 700 012, as the Statutory Auditors of the Company from the conclusion of the 39th Annual General Meeting till the conclusion of the 41st 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, 141, 142 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 members hereby ratifies the appointment of M/s. Arun Jain & Associates, Chartered Accountants (Firm's Regn. No. 325867E) of 2B, Grant Lane, 2nd Floor, Room No-74, Kolkata – 700 012, as the Statutory Auditors of the Company from the conclusion of the 39th Annual General Meeting till the conclusion of the 41st 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 Goods and Service Tax."

SPECIAL BUSINESS

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any 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, read with Schedule IV to the Companies Act, 2013 and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Saurav Sonthalia (DIN: 03482119), who was appointed as an Additional Director of the Company entitled to hold office up to the conclusion of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from 12th August, 2017 to 11th August, 2022 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 and who shall not be liable to retire by rotation."

6. 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 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by

courier, by electronic mode, or any other modes as may be prescribed depending on event and circumstance of each case from time to time.

RESOLVED FURTHER that consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service, by electronic mode, or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER that the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

Date : 12.08.2017
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 (hereinafter referred as “the act”), in respect of business under Item Nos. 5 & 6 is annexed hereto.
2. Additional details of persons seeking appointment / re- appointment, as required in sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations/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. The Final Dividend for the financial year ended March 31, 2017, as recommended by the Board, if approved at the Annual General Meeting, will be paid on or after Monday, September 25, 2017 to those Members whose name appears in the Register of Members of the Company as on the record date i.e., September 18, 2017.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

8. 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 during the Office hours on all days except Saturday, Sunday and Public holiday, upto the date of the AGM.
9. 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/Managing Director at the Registered Office of the Company.
10. 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.
11. 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 27. 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.
12. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the September 19, 2017 to the September 25, 2017 (both days inclusive).
13. 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.
14. 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.
15. 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.
16. 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 NRI Bank Account maintained in India with complete Name, Branch, Account type, Account Number and Address of the Bank with Pin Code number, if not furnished earlier.
17. 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.
18. 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.
19. 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.
20. 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.
21. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.

22. 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.
23. 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.
24. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client ID. No. for identification.
25. 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: +918231927952) for the redressal of their queries/ complaints.
26. 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 2016-17 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 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.

27. Voting through electronic means

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer Electronic Voting facility (remote e- voting) to its members to cast their votes electronically on all resolutions set forth in this Notice. 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 22, 2017 (9:00 a.m.) and ends on September 24, 2017 (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 18, 2017, 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 csamitjajodia@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) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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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 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 18, 2017.
- 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 18, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info.dwitiya@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 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. September 18, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM 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 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 AGM, 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 from 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 BSE Limited, Mumbai and the Calcutta Stock Exchange Limited, Kolkata.
28. 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 September 24, 2017 upto 5:00 p.m. without which the vote shall not be treated as valid.
29. 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 18, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
30. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 18, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
31. 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 18, 2017, 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 the first holder.
32. 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.
33. 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 18, 2017, are requested to send the written / email communication to Company at info.dwitiya@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.
34. Mr. Amit Jajodia, Practicing Company Secretary (Certificate of Practice Number 14303, Membership No. 37613) 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.
35. 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 BSE Ltd. and The Calcutta Stock Exchange Limited, where the Equity Shares of the Company are listed.

Regd. Office:
27, Weston Street,
5th Floor, Room No. 526,
Kolkata-700 012

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

Date : August 12, 2017
Place : Kolkata

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

Item No. 5

The Board of Director, based on the recommendation of the Nomination & Remuneration Committee of the Company appointed Mr. Saurav Sonthalia (DIN:03482119) as an Additional Director of the Company in compliance with section 149(1) (b) of the Companies Act 2013 read with applicable rules thereunder and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. He is holding office as an Independent Director of the Company. He is entitled to hold office as additional director up to the date of 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 Mr. Saurav Sonthalia (DIN:03482119) for appointment as Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declaration from him that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors considered the matter of his appointment and felt that his continued association would be of immense benefit to the Company and proposed his appointment as Independent Director under Section 149 of the Act to hold office for a term of five consecutive years commencing from August 12, 2017 to August 11, 2022 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. In the opinion of the Board, he fulfill conditions of appointment as Independent Director as specified in the Act and the Listing Regulation.

Brief particulars of the Director, such as his educational and professional qualifications, nature of the working experience, name(s) of the companies in which he hold directorships, memberships and chairmanships in various Committees, his shareholding in the Company, relationship between director inter-se are provided by way of Annexure to the Notice. This statement may also be regarded as a disclosure under Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Saurav Sonthalia fulfills the criteria of independence for his appointment as an Independent Director as specified in the Act, 2013 and the Listing Regulations. He is independent of the management.

Copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. Saurav Sonthalia will be available for inspection, without any fee, by the members at the Company's registered office during Office hours on all day except Saturday, Sunday and public holiday days up to the date of AGM.

Mr. Saurav Sonthalia is interested in the resolutions set out at Item No. 5 of the Notice with regard to his 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 resolutions set out respectively at Item No.5 of the Notice.

The Board recommends the resolutions set forth in the Item No. 5 of the Notice for approval of the members.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by registered post, by speed post, by courier, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting. Accordingly, The Board recommends the resolutions set forth in the Item No. 5 of the Notice for approval of the members.

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 resolutions set out respectively at Item No. 6 of the Notice.

DWITIYA TRADING LIMITED

Formely Known as B.B. Investments Ltd.

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CIN: L67120WB1978PLC031628 Dial - +918231927952

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

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/REVISION IN REMUNERATION AT THE 39TH 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).

Name of the Director	Mr. Rabi Jalan (DIN: 07001695)	Mr. Saurav Sonthalia (DIN: 03482119)
Nature of Directorship	Executive, Non- Independent Managing Director.	Non Executive, Independent Director.
Date of Birth	11.10.1980	05.09.1987
Date of Appointment	a) Date of first appointment on the Board:- 12.11.2014. b) Date of appointment as a Managing Director:- 31.12.2014.	a) Date of appointment on the Board:- 12.08.2017
Age	36 years.	29 years.
Brief Resume	Since 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.	He has a bachelor's degree in Commerce from the University of Calcutta and is a Chartered Accountant qualified from Institute of Chartered Accountants of India. He has 6 years working experience in the field of Consultancy Services. The Board of Directors of the Company believes that his induction on the Board will immensely benefit the Company in long run.
Experience and nature of his expertise in specific functional areas.	9 years of work experience in the fields of Capital Market.	He has 6 years working experience in the field of Consultancy Services.
Qualification	B.Com.	B.Com. and Chartered Accountant
Number of shares held in the Company.	Nil	Nil
Names of other companies in which the person also holds the directorship.	1. SNCL Properties Limited 2. Sunwhite Homes limited 3. Sunwhite Properties Limited 4. Sunwhite Real Estate Limited 5. Sunwhite Consultants Limited	Anumati Stock Broking Pvt. Ltd.
Number of Meetings of the Board attended during the year (i.e. F.Y. 2016-17).	Attended all the eight meetings of the Board during the Financial Year 2016-17. The details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report.	N.A.
Memberships/Chairmanships of Committees on the Board of other Companies.	Does not hold membership of Committees in other Companies.	Does not hold membership of Committees in other Companies.
Disclosure of Relationships between directors & Key-Managerial Personnel inter-se.	None.	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 2016-17 are provided in the Corporate Governance Report.

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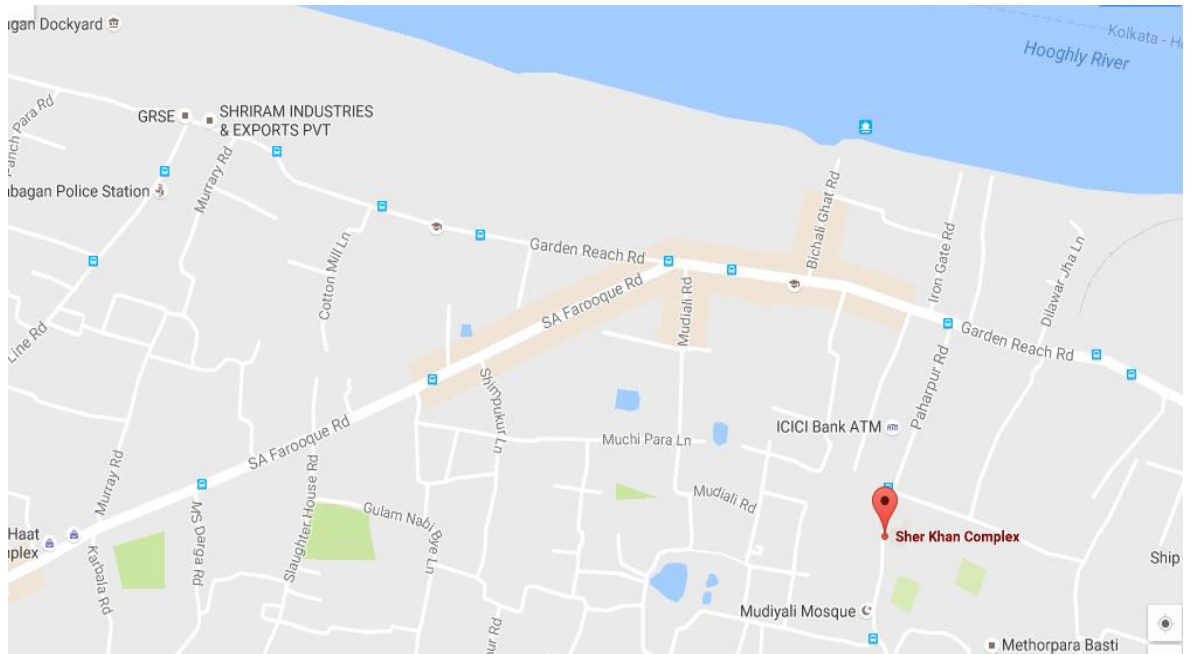
CIN: L67120WB1978PLC031628 Dial - +918231927952

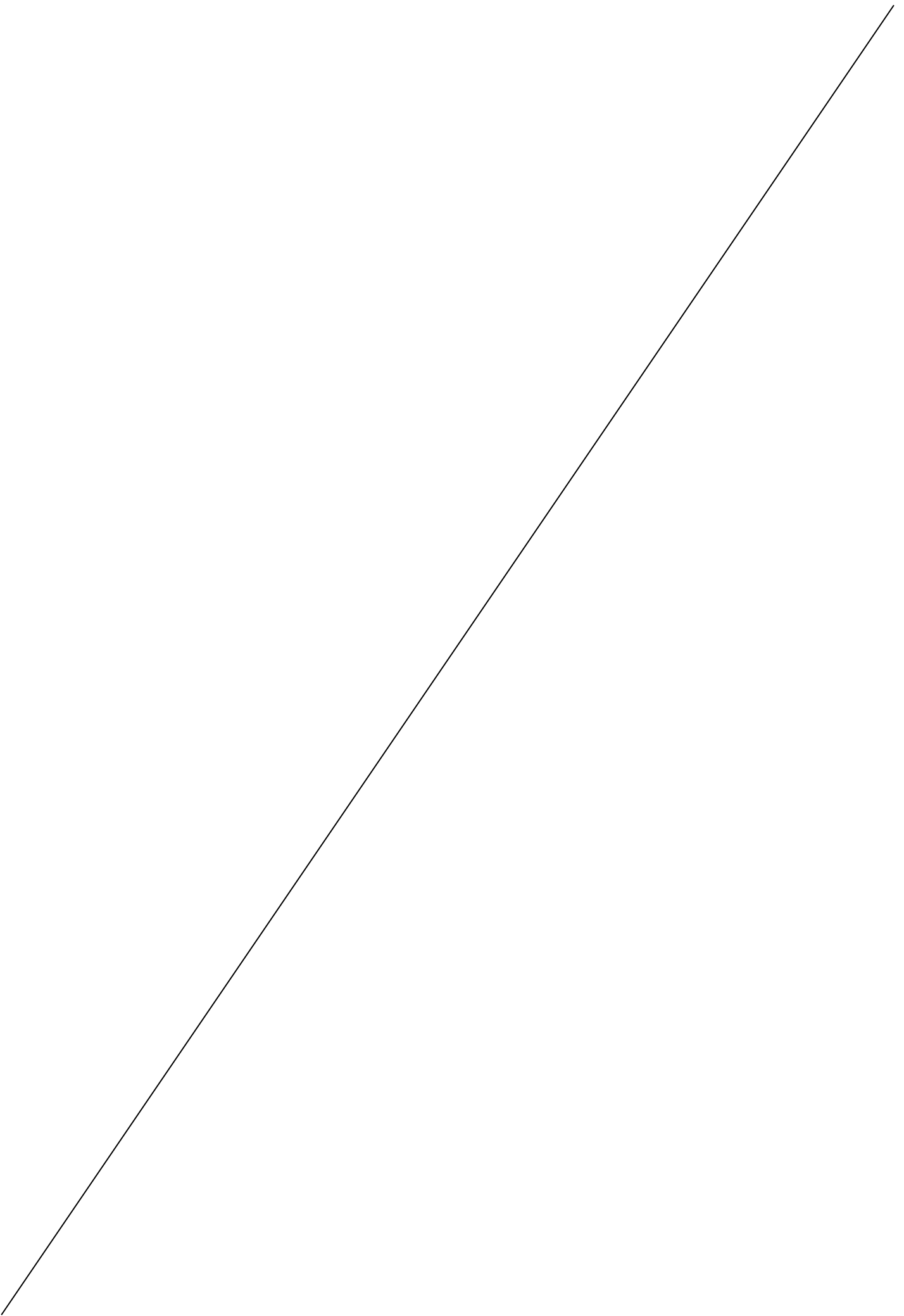
Website: www.dwityatrading.com Email ID: info.dwitiya@gmail.com

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

Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024

(Landmark-The AGM venue shall be held near S.K. Foundation School)





DWITIYA TRADING LIMITED

Formely Known as B.B. Investments Ltd.

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012

CIN: L67120WB1978PLC031628 Dial - +918231927952

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

ATTENDANCE SLIP

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

(Annual General Meeting –September 25, 2017)

Folio No.: _____ DP ID No.: _____ Client ID No.: _____

Name of Member(s): _____

Name of the Proxyholder: _____

Registered Address: _____

Number of Shares Held: _____

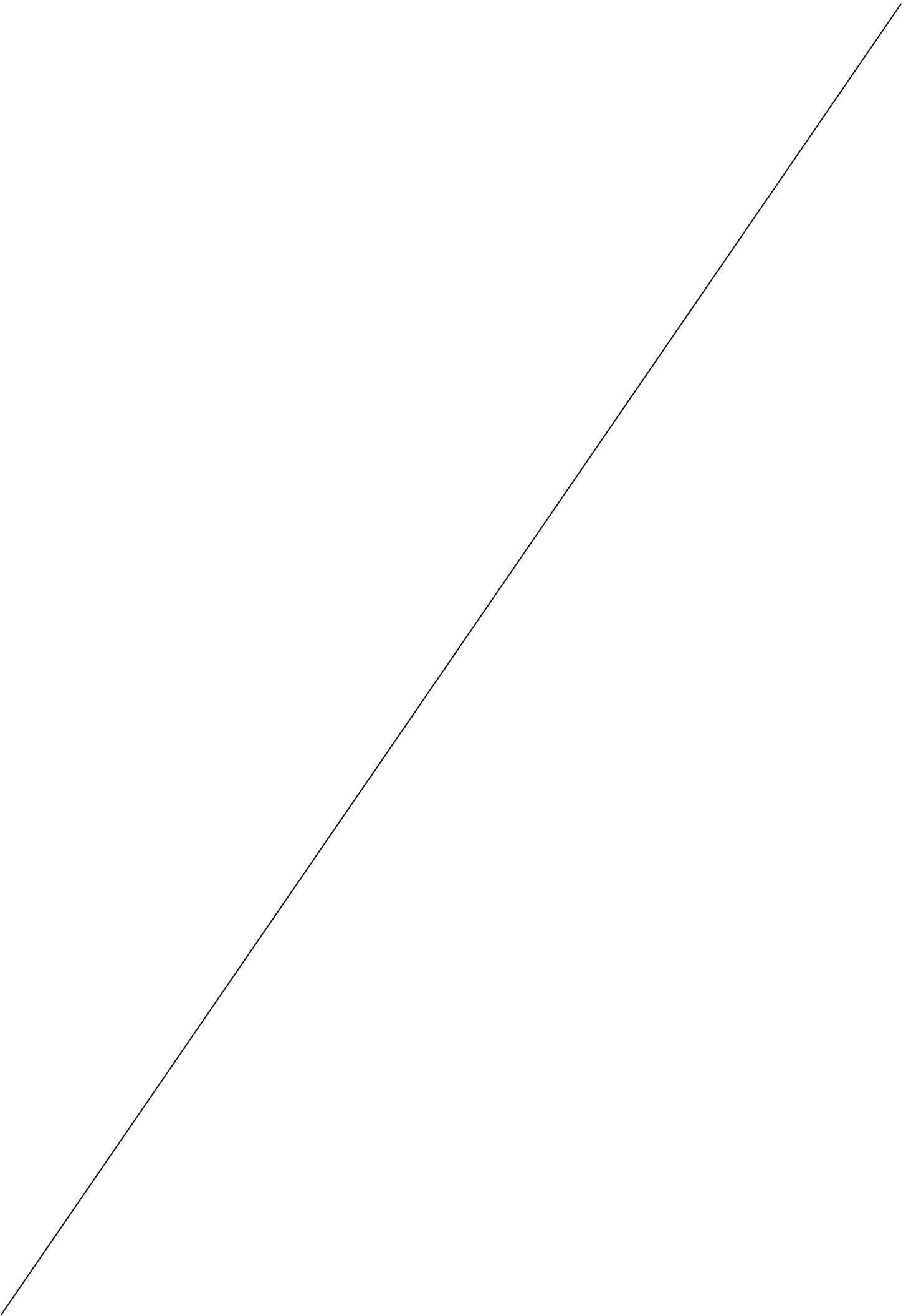
I/We hereby record my/our presence of the 39th ANNUAL GENERAL MEETING of the Company held on Monday, the 25th day of September, 2017 at 2.00 p.m. at Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024.

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 2016-17 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 2016-17 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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(39th Annual General Meeting –September 25, 2017)

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:

- (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 39th Annual General Meeting of the Company, to be held on Monday, the 25th day of September, 2017 at 2.00 p.m. at Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024 and at any adjournment thereof of such resolutions as are indicated below:

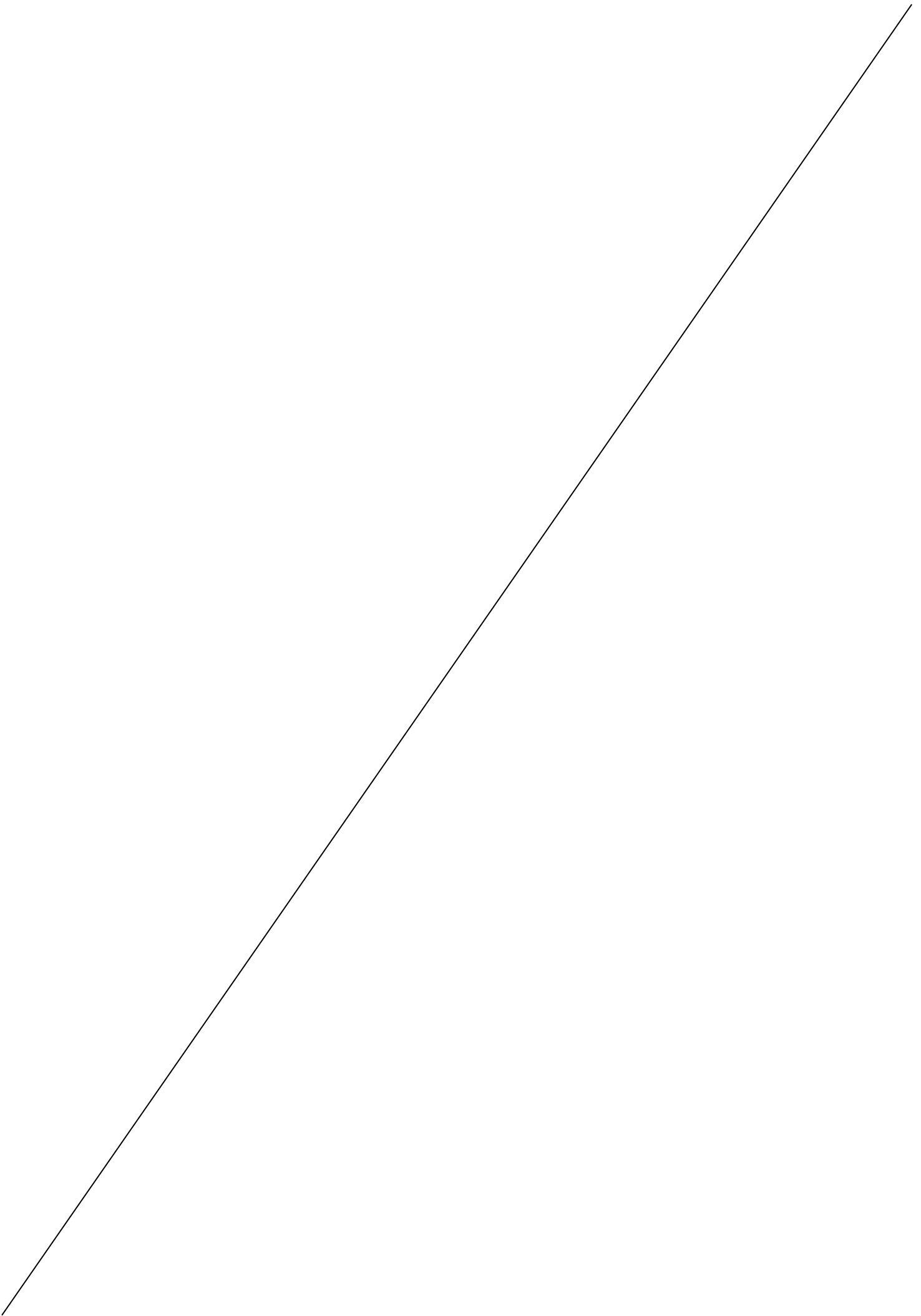
Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements for the financial year ended March 31, 2017 and the Reports of the Auditors and Directors thereon.		
2.	Declaration of Final Dividend of Re. 0.02/- per equity share having face value of Rs. 2/- each for the Financial Year ended on March 31, 2017.		
3.	Appointment of Mr. Rabi Jalan (DIN: 07001695), who retires by rotation and being eligible, seeks re-appointment as Managing Director of the Company.		
4.	Ratification of appointment of M/s. Arun Jain & Associates, Chartered Accountants Firm (Registration. No. 325867E) as auditor of the Company and fix their remuneration.		
Special Business			
5.	Appointment of Mr. Sourav Sonthalia (DIN-03482119) as an Independent Director of the Company.		
6.	Special Resolution under Section 20 of the Companies Act, 2013 authorising Company to charge for service of documents to members of the Company.		

Signed this.....day of.....2017
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 39th 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.

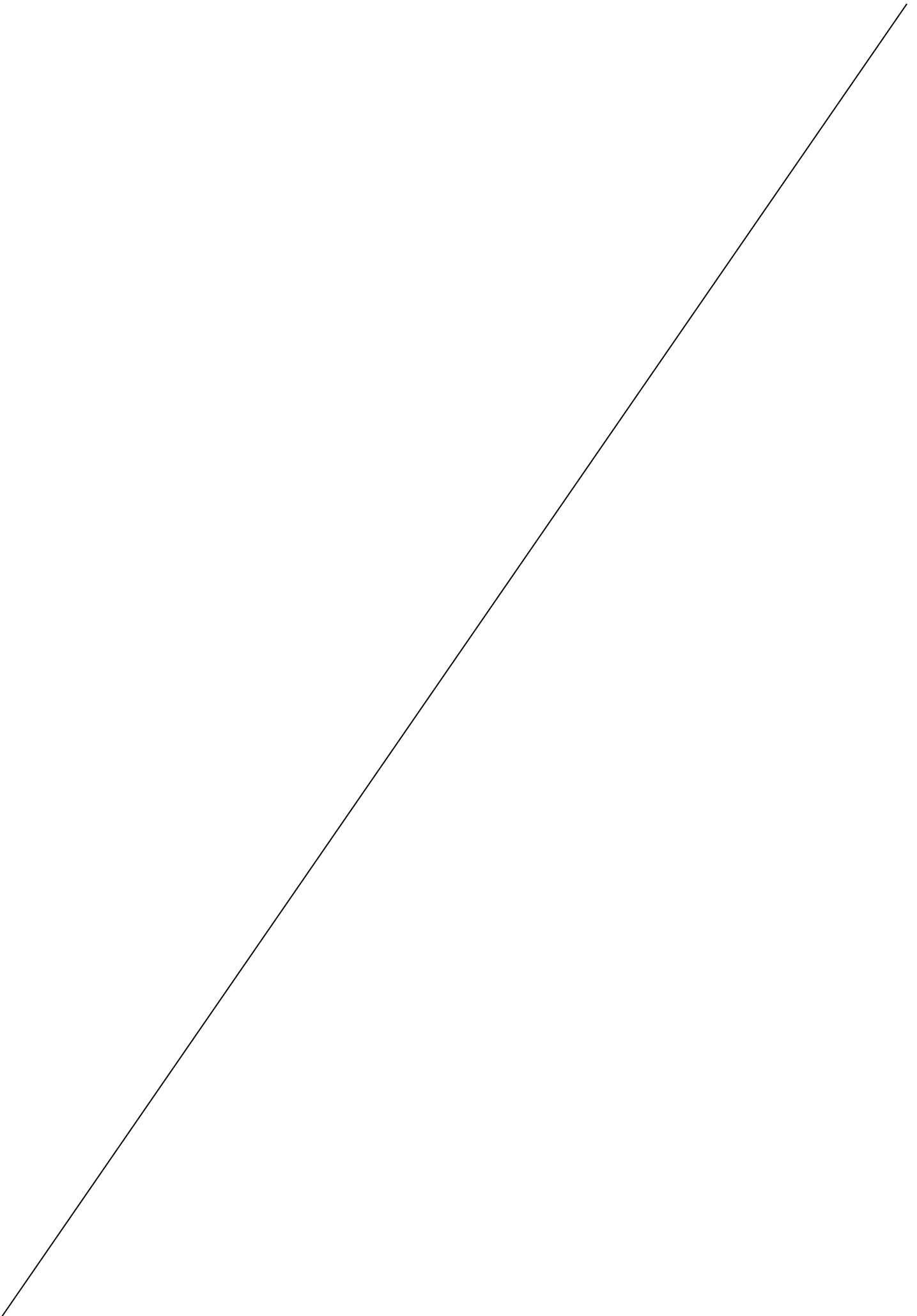
With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

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 :
E-mail ID :
Telephone No. :
Name : i.
ii.
iii.
Signature : i.
ii.
iii.

Thanking you,
For Dwitiya Trading Limited
Minakshi Banthia
Company Secretary



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(ANNEXURE TO THE NOTICE FOR THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, 25TH DAY OF SEPTEMBER, 2017)

1. Name of the sole / first named member :
2. Address of sole / first named member :
3. Registered Folio No./DP ID & Client ID No. :
4. No. of Equity Share(s) held :

Dear Shareholders,

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

Pursuant to Provisions of Section 108 of the Companies Act, 2013 read with 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Annual General Meeting (AGM) to be held on Monday, **25th Day Of September, 2017 at 2.00 p.m. at Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024** 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	Password / PIN
107054		

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

Remote e-Voting Start On	Remote e-Voting End On
Friday, 22 nd September, 2017 at 09:00 A.M. (IST)	Sunday, 24 th September, 2017 at 05:00 P.M. (IST)

Please read the instructions printed overleaf before exercising the vote.

These details and instructions forms integral part of the Notice for the Annual General Meeting to be held on September 25, 2017.

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

Place : Kolkata
Date : 19.08.2017

Encl: AGM Notice / Attendance Slip / Proxy Form

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- a. User ID and Password for e-voting is provided in the table given on the face of this annexure to AGM Notice. Please note that the Password is an Initial Password.
- b. Launch the internet browser by typing the following <https://www.evoting.nsd.com>.
- c. Click on "Shareholder-Login":
- d. Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.
- g. Select "EVEN (E-Voting Event Number)" of Dwitiya Trading Ltd. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h. Now you are ready for "e-voting" as "Cast Vote" Page opens.
- i. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- j. 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
- k. Once the vote on a resolution is cast by the shareholder s/he shall not be allowed to change it subsequently.
- l. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsd.com> or contact NSDL by email at evoting@nsdl.co.in

Registered Office of the Company:

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Corporate Identity Number: L67120WB1978PLC031628
Phone: +918231927952
Website: www.dwityatrad.com Email ID: info.dwitiya@gmail.com

Share Transfer Agents:

Purva Shareregistry(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.