

TWIN ROSES TRADES & AGENCIES LIMITED

Corporate Identity Number : L51900MH1985PLC035214

Website : www.trtal.org.in

Regd. Office: 84-A, Mittal Court, 8th Floor, 224, Nariman Point, Mumbai 400 021.
Tel.:22022364, Fax: 22871046

Folio No.:

Name:

Address:

Joint-holder(s):

No. of Equity Shares:

Dear Member,

Please find enclosed the Notice of Extraordinary General Meeting (EGM) and E voting instructions for your reference.

Further note that the Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Agency to provide e-voting facilities. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

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

Commencement of remote e-voting : 16th April, 2016 at 9:00 a.m.

End of remote e-voting : 19th April, 2016 at 5:00 p.m.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the EGM is 13th April, 2016.

Yours faithfully,

For Twin Roses Trades & Agencies Limited

Bhavin Mehta
Company Secretary

Mumbai
March 18, 2016

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NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF TWIN ROSES TRADES & AGENCIES LIMITED WILL BE HELD ON WEDNESDAY, THE 20TH DAY OF APRIL, 2016 AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 84-A, MITTAL COURT, 8TH FLOOR, 224, NARIMAN POINT, MUMBAI – 400 021 TO TRANSACT THE FOLLOWING BUSINESS :

Special Business:

Appointment of Statutory Auditors to fill casual Vacancy

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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. V. P. Mehta & Co. (Registration No. 106326W), Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. N B Thakore & Co., the existing auditors of the Company.

RESOLVED FURTHER THAT M/s. V. P. Mehta & Co., Chartered Accountants, Mumbai, shall hold the office of the Statutory Auditors of the Company from the conclusion of this Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year 2015- 2016 on such remuneration as may be fixed by the Board of Directors.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorized to take such other steps as may be necessary and/or incidental thereto to give effect to this resolution.”

By Order of the Board of Directors

**Bhavin Mehta
Company Secretary**

Place: Mumbai

Dated: 18th March, 2016

Registered Office:

**84-A, Mittal court, 8th floor,
224, Nariman Point,
Mumbai – 400 021**

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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

2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 9. 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.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their Attendance Slip (duly completed) to the Meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
7. 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.
8. The route map of the venue of the Meeting is annexed hereto. The prominent landmark for the venue is Vidhan Bhavan.
9. **Information and other instructions relating to e-voting are as under:**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of

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the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolution proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e- voting').

- (ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- (iii) The Members who have cast their vote by remote e- voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide remote e-voting & Insta Poll (e-voting facility)
- (v) The Board of Directors of the Company has appointed Shri Devesh Vasavada, a Practicing Chartered Accountant, Mumbai as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/beneficial owner (in case of electronic shareholding) as on the **cut-off date** i.e. 13th April, 2016.
- (vii) A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the Company as on the cut-off date, i.e. 13th April, 2016 only shall be entitled to avail the facility of remote e-voting / Insta Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (viii) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 13th April, 2016, may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No., the Member may send SMS : **MYEPWD** <space> E-Voting Event Number + Folio No. to 9212993399
Example for Physical :
MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the Member is registered against Folio No., then on the home page of [https:// evoting.karvy.com](https://evoting.karvy.com), the Member may click "Forgot Password" and enter Folio No. and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1-800-3454-001.
 - d) Member may send an e-mail request to evoting.twin@karvy.com.
 - e) If the Member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

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- (ix) The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. (IST) on 16th April, 2016
End of remote e-voting: Up to 5.00 p.m. (IST) on 19th April, 2016
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting and the said facility shall be in operation till the resolution is considered and voted upon in the Meeting and may be used for voting only by the Members holding shares as on the cut-off date, attending the Meeting and who have not already cast their vote through remote e-voting.
- (x) The Scrutinizer, after scrutinizing the votes cast at the Meeting (Insta Poll) and through remote e- voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results shall be displayed on the Notice Board of the Company at its registered office. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Karvy at: <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 20th April, 2016.

(xii) **Instructions and other information relating to remote e-voting:**

1.A. In case a Member receives an email from Karvy [for Members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800-3454-001 for your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (09) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (e) You need to login again with the new credentials.

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- (f) On successful login, the system will prompt you to select the E-Voting Event Number for Twin Roses Trades & Agencies Limited.
- (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) There is only one item for which voting is to be done. In case you do not desire to cast your vote on the said item it will be treated as abstained.
- (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you **confirm, you will not be allowed to modify your vote**. During the voting period, Members can login any number of times till they have voted on the Resolution.
- (k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: twin.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO"

1.B In case a Member receives physical copy of the Notice by Post [for Members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- (i) User ID and initial password - These will be sent separately.
- (ii) Please follow all steps from Sr. No. (a) to (k) as mentioned in (1A) above, to cast your vote.
 1. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 2. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
In case of any grievances relating to voting by electronic means, the Members / beneficial owners may contact at the following address:
Shri S. P. Venugopal
Deputy General Manager Karvy Computershare Private Limited,
Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032.
Phone No. 040-67161700 e-mail: evoting.twin@karvy.com

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The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The existing Statutory Auditors of the Company have resigned from the position of Statutory Auditors due to preoccupations, resulting into casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("the Act"). Casual Vacancy caused by the resignation of auditors can only be filled up by the Company in general Meeting. The Board proposes that M/s. V.P. Mehta & Co., Chartered Accountants, Mumbai, be appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors.

M/s. V.P. Mehta & Co., Chartered Accountants, Mumbai, have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members, would be within the limits prescribed under Companies Act, 2013.

Accordingly, the Board commends the Ordinary Resolution as set out in the notice for approval by the Members.

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

By Order of the Board of Directors

Bhavin Mehta
Company Secretary

Place: Mumbai

Dated: 18th March, 2016

Registered Office:

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224, Nariman Point,
Mumbai – 400 021**

ROUTE MAP OF THE EGM VENUE

