

CS Niaz Ahmed

B. Com. (Hons) ACS LLB
Practising Company Secretary

1/2A, Noor Ali Lane
Kolkata-700 014
Mob. : 9836685953
Res. 9331228569
E-mail : csniazahmed@gmail.com

SCRUTINIZER'S REPORT-COMBINED

October 1, 2016

To
The Chairman
Dwitiya Trading Limited
40, Strand Road,
4th Floor, Room No. 15B,
Kolkata - 700 001

Dear Sir,

The Board of Directors at their meeting held on Saturday, the 13th day of August, 2016, have appointed me as the scrutinizer for scrutinizing the voting process (electronically or otherwise), in a fair and transparent manner in respect of the resolutions proposed at the 38th Annual General Meeting (hereinafter referred to as the "AGM") of the Company, held on Friday, 30th Day of September, 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.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with 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 provided e-voting facility ("remote e-voting") for the members so as to enable them to cast their votes electronically from a place other than venue of the AGM. The Company, accordingly made arrangements to provide the e-voting platform on the e-voting website of National Securities Depository Limited (NSDL). Further, members who were present at the AGM (in person, or through proxy or through Corporate Representative(s)), but did not cast their votes through remote e-voting, were allowed to cast their votes at the AGM through Ballot Paper.

The physical copies of Annual Report for the Financial Year ended on March 31, 2016 containing statements and reports and the AGM Notice were sent through permitted mode and the same were also e-mailed to members whose e-mail IDs were registered with the Company or the Depository Participants as on August 12, 2016 unless any Member had requested for a physical copy of the said documents.

I am responsible for scrutinizing the entire voting process. It is the Management's responsibility in this regard, to ensure compliance with the relevant provisions of various regulations and laws in force.

I have issued two separate Scrutinizer's Reports, dated October 1, 2016, on remote e-voting and Poll (in Form No. MGT-13) respectively. I now hereby submit my Combined Report on remote e-voting together with that of Poll.

Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016, were entitled to cast their votes through remote e-voting or voting at the AGM.

The e-voting period commenced on September 27, 2016, at 9.00 a.m. and ended on September 29, 2016 at 5.00 p.m. The remote e-voting module was disabled by NSDL for voting thereafter.

I have completed the scrutiny of the votes cast and submit my report as under :-

1. The Chairman, at the end of discussion on the resolutions on which voting was to be held at the AGM, allowed voting through ballot paper for all those members who were present at the AGM and did not exercise the remote e-voting option.



2. After the conclusion of voting at the AGM, the locked ballot box was subsequently opened by me in the presence of two (2) witnesses and poll papers were diligently scrutinized. Thereafter, the remote e-voting portal was unblocked in the presence of two witnesses.

3. I report the voting particulars hereunder:-

I. The Remote e-voting option was exercised for all the four (4) resolutions by 6 shareholders holding 11,189 Equity Shares.

II. The option of voting by Physical Ballot was exercised by 10 shareholders, aggregating to 58,140 votes.

III. Summary of the valid votes cast for the resolutions passed at the 38th AGM of the Company :

Resolution Serial No.	Summary of the Resolution	Resolution Category	No. of member who cast their votes		No. of Shares held by the voters		Assent %	Dissent %
			Assent	Dissent	Assent	Dissent		
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2016 and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	16	-	69,329	-	100.00 %	-
2.	Re-appointment of Mr. Rabi Jalan (DIN: 07001695), who retires by rotation, and being eligible, seeks re-appointment as the Managing Director of the Company.	Ordinary Resolution	16	-	69,329	-	100.00 %	-
3.	Ratification of the re-appointment of M/s. Arun Jain & Associates, Chartered Accountants Firm (Registration. No. 325867E) as Auditor of the Company and to authorize the Board to fix their remuneration.	Ordinary Resolution	16	-	69,329	-	100.00 %	-
4.	Revision in the remuneration of Mr. Rabi Jalan (DIN: 07001695), Managing Director of the Company.	Special Resolution	16	-	69,329	-	100.00 %	-



IV. Agenda-wise voting particulars:

Voting Particulars for Item No. 1 of the Agenda:

Agenda : Adoption of Audited Financial Statements for the year ended 31st March, 2016 and the Reports of the Auditors and Directors thereon.

Result of the voting:

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)}{(1)} \times 100$	(4)	(5)	$\frac{(6)}{(4)} \times 100$	$\frac{(7)}{(5)} \times 100$
Promoter & Promoter Group	E-voting	28,447	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	28,447	-	-	-	-	-	-
Public- Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	-	-	-	-	-	-	-
Public- Non- Institutions	E-voting	49,81,553	11,189	0.22	11,189	-	100.00	-
	Poll		58,140	1.17	58,140	-	100.00	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	49,81,553	69,329	1.39	69,329	-	100.00	-
Total		50,10,000	69,329	1.38	69,329	-	100.00	-

Voting Particulars for Item No. 2 of the Agenda:

Agenda : Re-appointment of Mr. Rabi Jalan (DIN: 07001695), who retires by rotation, and being eligible, seeks re-appointment as the Managing Director of the Company.

Result of the voting:

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes - in favour	No. of Votes - against	% of Votes In favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)=[(2)/(1)]*100}{0}$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter & Promoter Group	E-voting	28,447	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	28,447	-	-	-	-	-	-
Public- Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	-	-	-	-	-	100.00	-
Public- Non- Institutions	E-voting	49,81,553	11,189	0.22	11,189	-	100.00	-
	Poll		58,140	1.17	58,140	-	100.00	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	49,81,553	69,329	1.39	69,329	-	100.00	-
Total		50,10,000	69,329	1.38	69,329	-	100.00	-



Voting Particulars for Item No. 3 of the Agenda:

Agenda : Ratification of the re-appointment of M/s. Arun Jain & Associates, Chartered Accountants Firm (Registration. No. 325867E) as Auditor of the Company and to authorize the Board to fix their remuneration.

Result of the voting:

Resolution required : (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)=[(2)/(1)]*100}{100}$	(4)	(5)	$\frac{(6)=[(4)/(2)]*100}{100}$	$\frac{(7)=[(5)/(2)]*100}{100}$
Promoter & Promoter Group	E-voting	28,447	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	28,447	-	-	-	-	-	-
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	-	-	-	-	-	100.00	-
Public-Non-Institutions	E-voting	49,81,553	11,189	0.22	11,189	-	100.00	-
	Poll		58,140	1.17	58,140	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	49,81,553	69,329	1.39	69,329	-	100.00	-
Total		50,10,000	69,329	1.38	69,329	-	100.00	-



Voting Particulars for Item No. 4 of the Agenda:

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

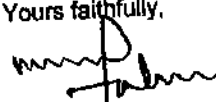
Result of the voting:

Resolution required : (Ordinary/ Special)			Special					
Whether promoter / promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)=((2)/(1)) \times 100}{100}$	(4)	(5)	$(6)=\frac{[(4)/(2)]}{100}$	$(7)=\frac{[(5)/(2)]}{100}$
Promoter & Promoter Group	E-voting	28,447	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	28,447	-	-	-	-	-	-
Public- Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	-	-	-	-	-	100.00	-
Public- Non- Institutions	E-voting	49,81,553	11,189	0.22	11,189	-	100.00	-
	Poll		58,140	1.17	58,140	-	100.00	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	49,81,553	69,329	1.39	69,329	-	100.00	-
Total		50,10,000	69,329	1.38	69,329	-	100.00	-



4. In my opinion, based on the above scrutiny, all the resolutions under Item Nos. 1 to 4 have been passed with requisite majority.
5. Particulars of all the votes cast through remote e-voting/ Ballots have been entered in the Electronic Register maintained separately for this purpose. I further report that the Register and all other relevant records, shall be under my custody till the Chairman considers, approves and signs the minutes and thereafter, I shall return the related papers, relevant records and Register to Mr. Rabi Jalan (DIN: 07001695), Managing Director of the Company, who has been authorised by the Board of Directors at its meeting held on 13th August, 2016, to preserve such documents safely.

Thanking you,
Yours faithfully,



CS Niaz Ahmed
Company Secretary in Practice
C.P. No. 5985
Membership No. 15555

