

**SCRUTINIZER'S REPORT-COMBINED**

December 13, 2016

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

Dear Sir,

The Board of Directors at their meeting held on Monday, the 31<sup>st</sup> day of October, 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 4<sup>th</sup> Extra-Ordinary General Meeting (hereinafter referred to as the "EGM") of the Company, held on Monday, the 12<sup>th</sup> Day of December, 2016 at 2 00 p.m. at the Registered Office of the Company at 40, Strand Road, 4<sup>th</sup> 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 EGM. 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 EGM (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 the EGM 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 October 21, 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 December 13, 2016, on remote e-voting and Poll (in Form No. MGT-13). 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 December 5, 2016, were entitled to cast their votes through remote e-voting or voting at the EGM.

The e-voting period commenced on December 9, 2016, at 9.00 a.m. and ended on December 11, 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 EGM, allowed voting through ballot paper for all those members who were present at the EGM and did not exercise the remote e-voting option.
2. After the conclusion of voting at the EGM, 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 three (3) resolutions by 7 shareholders holding 14,857 Equity Shares.
- II. The option of voting by Physical Ballot was exercised by 21 shareholders, aggregating to 46,761 votes.
- III. **Summary of the valid votes cast for the resolutions passed at the 4<sup>th</sup> EGM 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.	Sub-division of Equity Shares of the Company.	Ordinary Resolution	28	-	61618	-	100.00 %	-
2.	Alteration of the Capital Clause of the Memorandum of Association of the Company.	Ordinary Resolution	28	-	61618	-	100.00 %	-
3.	Alteration in the Articles of Association of the Company.	Special Resolution	28	-	61618	-	100.00 %	-



IV. Agenda-wise voting particulars:

**Voting Particulars for Item No. 1 of the Agenda:**

**Agenda :** Sub-division of Equity Shares 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 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)	$\frac{(3)=[(2)/(1)]*100}{}$	(4)	(5)	$\frac{(6)=[(4)/(2)]*100}{}$	$\frac{(7)=[(5)/(2)]*100}{}$
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.
	<b>Total</b>	<b>28,447</b>	-	-	-	-	-	-
Public- Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>-</b>	-	-	-	-	-	-
Public- Non- Institutions	E-voting	49,81,553	14,857	0.30	14,857	-	100.00	-
	Poll		46,761	0.93	46,761	-	100.00	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>49,81,553</b>	<b>61,618</b>	<b>1.23</b>	<b>61,618</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>50,10,000</b>	<b>61,618</b>	<b>1.23</b>	<b>61,618</b>	-	<b>100.00</b>	-



**Voting Particulars for Item No. 2 of the Agenda:**

**Agenda :** Alteration of the Capital Clause of the Memorandum of Association 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  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  ((3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*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.
	<b>Total</b>		<b>28,447</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non-Institutions	E-voting	49,81,553	14,857	0.30	14,857	-	100.00	-
	Poll		46,761	0.93	46,761	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>49,81,553</b>	<b>61,618</b>	<b>1.23</b>	<b>61,618</b>	<b>-</b>	<b>100.00</b>
<b>Total</b>		<b>50,10,000</b>	<b>61,618</b>	<b>1.23</b>	<b>61,618</b>	<b>-</b>	<b>100.00</b>	<b>-</b>



**Voting Particulars for Item No. 3 of the Agenda:**

**Agenda :** Alteration in the Articles of Association 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)	$\frac{(3)-[(2)/(1)]*100}{100}$	(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 applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>28,447</b>	-	-	-	-	-	-
Public- Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	-	-	-	-	-	-	-
Public- Non- Institutions	E-voting	49,81,553	14,857	0.30	14,857	-	100.00	-
	Poll		46,761	0.93	46,761	-	100.00	-
	Postal Ballot (if applicab le)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>49,81,553</b>	<b>61,618</b>	<b>1.23</b>	<b>61,618</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>50,10,000</b>	<b>61,618</b>	<b>1.23</b>	<b>61,618</b>	-	<b>100.00</b>	-



4. In my opinion, based on the above scrutiny, all the resolutions under Item Nos. 1 to 3 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 October 30, 2016, to preserve such documents safely.

Thanking you,  
Yours faithfully,

*Amit Jajodia*

**Amit Jajodia**  
Practising Company Secretary  
C.P. No. 14303  
Membership No. 37613



Date : December 13, 2016  
Place : Kolkata