

**DROLIA & COMPANY**  
**(Company Secretaries)**  
9, Crooked Lane, Kolkata - 700069  
Mobile: 9831196869; Email: droliapraavin@yahoo.co.in

**Report of Scrutinizer**

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

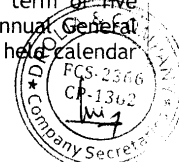
The Chairman,  
**ANNUAL GENERAL MEETING  
OF TETRON COMMERCIAL LIMITED,**  
**(CIN: L17124WB1983PLC035814)**  
**2F, Park Plaza, North Block,**  
**71, Park Street,**  
**Kolkata-700 016**

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the Annual General Meeting (AGM) of M/s. TETRON COMMERCIAL LIMITED on the Resolutions set out in the AGM Notice dated 11<sup>th</sup> August, 2017 held at 2F, Park Plaza, North Block, 71, Park Street, Kolkata- 700 016 at 1:00 P.M on Monday 25<sup>th</sup> day of September 2017.**

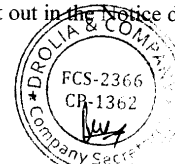
I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **M/s. TETRON COMMERCIAL LIMITED** ("the Company") in their meeting held on 11<sup>th</sup> August, 2017, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms at the AGM of the Company held on **Monday, the 25<sup>th</sup> September, 2017 at 2F, Park Plaza, North Block, 71, Park Street, Kolkata- 700 016 at 1:00 P.M** in a fair and transparent manner in respect of the following resolutions set out in the AGM Notice of the Company dated 11<sup>th</sup> August, 2017.

| <b>Resolution Number</b> | <b>Type of Resolution</b>  | <b>Particulars</b>   |
|--------------------------|----------------------------|--|
| <b>1.</b>                | <b>Ordinary Resolution</b> | To consider and adopt the Audited Financial Statements for the Financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.   |
| <b>2.</b>                | <b>Ordinary Resolution</b> | Re appointment of Mr. Anubhav Poddar (DIN: 00027986) as a Director who retires by rotation and being eligible, offers himself for Re-appointment.  |
| <b>3.</b>                | <b>Ordinary Resolution</b> | Appointment of M/s. Agarwalla Ajay Kumar & Co., Chartered Accountants, (ICAI Firm Registration No. 320297E) as the Statutory Auditors of the Company, in place of retiring Auditors M/s. G. K. Tulsyan & Co., (Chartered Accountants) due to mandatory rotation of Auditors, for a term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the AGM of the Company to be held in calendar year 2022 |



|    |                           |  |
|----|---------------------------|--|
| 4. | <b>Special Resolution</b> | To borrow on behalf of the Company as may be required from time to time, any sum or sums of monies which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.50 Crores (Rupees Fifty Crores only). |
|----|---------------------------|--|

1. I submit my report as under:
  - 1.1. The Company had completed the dispatch of Notice of AGM dated 11<sup>th</sup> August, 2017 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2016-2017 through permitted mode by 1<sup>st</sup> September, 2017, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 11<sup>th</sup> August, 2017 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
  - 1.2. In compliance with provisions of Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Board of the Company has fixed 18<sup>th</sup> September, 2017 as cut-off date for determining the names of Members, who are eligible to cast their vote through remote e-voting. The Company had also provided voting facility to the Shareholders present at the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper who were Members of the Company as on 18<sup>th</sup> September, 2017 who did not vote by means of remote e-voting prior to the AGM.
  - 1.3. An Advertisement was published in "Business Standard, Kolkata" (English Edition) and "Kalantar, Kolkata" (Bengali Edition) on 1<sup>st</sup> September, 2017, pursuant to Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM Notice by 1<sup>st</sup> September, 2017 and other documents by permitted mode to their registered address, wherever applicable along with other information as specified in the Rules.
  - 1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the Resolutions contained in the Notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Physical Ballot Paper at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the Resolutions after taking the effect of "invalid" and "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.
  - 1.5. The e-voting period was commenced on Friday, 22<sup>nd</sup> September, 2017 from 10:00 A.M. (IST) and concluded on Sunday, 24<sup>th</sup> September, 2017 at 5:00 P.M. (IST). The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
  - 1.6. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 18<sup>th</sup> September, 2017, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 11<sup>th</sup> August, 2017 of AGM of the Company.



| Sl. No. | Resolution  | Mode                            | No. of folios/ Ballots Received | Total no. of Shares held | Valid votes                            |                     | % of Valid votes       | Invalid votes                          |             | % of Invalid votes   | Vote cast in favour of resolutions |                     | % of Valid Votes in favour of the resolutions | Vote cast against the resolutions |             | % of Valid votes against the resolutions | Abstain     |                     |
|---------|---|---------------------------------|---------------------------------|--------------------------|--|---------------------|------------------------|--|-------------|----------------------|------------------------------------|---------------------|---|-----------------------------------|-------------|--|-------------|---------------------|
|         |   |                                 |                                 |                          | No. of folios/ No. of Ballots received | Votes               |                        | No. of folios/ No. of Ballots received | Votes       |                      | No. of folios/ No. of Ballots      | Votes               |   | No. of folios/ no. of Ballots     | Votes       |  |             |                     |
| 1       | To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)  | Electronic<br>Physical<br>TOTAL | 4<br>0<br>4                     | 830000<br>0<br>830000    | 4<br>0<br>4                            | 83000<br>0<br>83000 | 10.00<br>0.00<br>10.00 | 0<br>0<br>0                            | 0<br>0<br>0 | 0.00<br>0.00<br>0.00 | 4<br>0<br>4                        | 83000<br>0<br>83000 | 100.00<br>0.00<br>100.00                      | 0<br>0<br>0                       | 0<br>0<br>0 | 0.00<br>0.00<br>0.00                     | 0<br>0<br>0 | 0<br>0<br>0         |
| 2       | Appointment of Mr. Anubhav Poddar (DIN: 00027986) as a Director who retires by rotation and being eligible, offers himself for Re-appointment. (As an Ordinary Resolution)  | Electronic<br>Physical<br>TOTAL | 4<br>0<br>4                     | 830000<br>0<br>830000    | 3<br>0<br>3                            | 53750<br>0<br>53750 | 6.48<br>0.00<br>6.48   | 0<br>0<br>0                            | 0<br>0<br>0 | 0.00<br>0.00<br>0.00 | 3<br>0<br>3                        | 53750<br>0<br>53750 | 100.00<br>0.00<br>100.00                      | 0<br>0<br>0                       | 0<br>0<br>0 | 0.00<br>0.00<br>0.00                     | 1<br>0<br>1 | 29250<br>0<br>29250 |
| 3       | Appointment of M/s. Agarwalla Ajay Kumar & Co., Chartered Accountants, (CMA Firm Registration No. 320291E), as the Statutory Auditors of the Company, in place of retiring auditors M/s. G. K. Kulkarni & Co., Chartered Accountants, retiring due to mandatory rotation of Auditors, for a term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the AGM of the Company to be held calendar year 2022. (As an Ordinary Resolution)   | Electronic<br>Physical<br>TOTAL | 4<br>0<br>4                     | 830000<br>0<br>830000    | 4<br>0<br>4                            | 83000<br>0<br>83000 | 10.00<br>0.00<br>10.00 | 0<br>0<br>0                            | 0<br>0<br>0 | 0.00<br>0.00<br>0.00 | 4<br>0<br>4                        | 83000<br>0<br>83000 | 100.00<br>0.00<br>100.00                      | 0<br>0<br>0                       | 0<br>0<br>0 | 0.00<br>0.00<br>0.00                     | 0<br>0<br>0 | 0<br>0<br>0         |
| 4       | To borrow on behalf of the Company as and when required from any bank or financial institution a sum of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.50 Crores (Rupees Fifty Crores only). (As a Special Resolution) | Electronic<br>Physical<br>TOTAL | 4<br>0<br>4                     | 830000<br>0<br>830000    | 4<br>0<br>4                            | 83000<br>0<br>83000 | 10.00<br>0.00<br>10.00 | 0<br>0<br>0                            | 0<br>0<br>0 | 0.00<br>0.00<br>0.00 | 4<br>0<br>4                        | 83000<br>0<br>83000 | 100.00<br>0.00<br>100.00                      | 0<br>0<br>0                       | 0<br>0<br>0 | 0.00<br>0.00<br>0.00                     | 0<br>0<br>0 | 0<br>0<br>0         |

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL (http://www.evotingindia.com) in our presence at 2.39 P.M. on the 25th September, 2017.

FOR DRQILA & COMPANY  
(Company Secretaries)

(Mehin Kumar Driolia)

(I) Mr. Subhjit Datta  
Dharamra, Chandernagar,  
Hooghly-712 138

(II) Mr. Rahul Kumar Shaw  
Chandernagar, Gondipara,  
Bhondala, Hooghly-712 137

Proprietor  
F. C.S No.2566, Certificate of Practice No.1562  
Place: Kolkata  
Date: 25th September, 2017