

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

Report of Scrutinizer

[Pursuant to Sections 110 & 108 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors,
Tetron Commercial Limited,
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 on the Resolutions set out in the Postal Ballot Notice dated 14th May, 2018 of M/s. Tetron Commercial Limited

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 14th May, 2018, in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time 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 in a fair and transparent manner in respect of the following resolution set out in the Postal Ballot Notice of the Company, dated 14th May, 2018. Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and rules relating to the Postal Ballot Process on the resolution set out in Postal Ballot Notice dated 14th May, 2018. My responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite vote polled i.e. "in Favour" and/or "Against" the resolution mentioned in the notice dated 14th May, 2018.

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	Approval for voluntary Delisting of the Equity Shares of the Company from the Calcutta Stock Exchange Limited ("CSE") i.e., the only Stock Exchange where the equity shares of the Company are listed.



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1. I submit my report as under:
 - 1.1. The Company had completed the dispatch of physical Postal Ballot Notice dated 14th May, 2018 along with Postal Ballot Forms and self-addressed pre-paid postage envelopes through permitted mode on 21st May, 2018 in accordance with Companies Act, 2013 read with rules made thereunder, to all the members whose names appeared in the Register of Members as on 11th May, 2018, being the cut-off date fixed for this purpose. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 20th June, 2018 till 5:00 P.M. as the last date for receipt of physical Postal Ballot Forms and voting by remote e-voting.
 - 1.2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has also provided e-voting facility to all its Members to enable them to cast their votes electronically. Central Depository Services (India) Ltd. (CDSL) provided the e-voting services platform. The e-voting period was commenced on Tuesday, 22nd May, 2018 from 11:00 A.M. (IST) and concluded on Wednesday, 20th June, 2018 at 5:00 P.M. (IST). The vote cast by the Shareholders through e-voting facility, were scrutinized, by verifying it using the Scrutinizer's login on the CDSL e-voting website.
 - 1.3. As per the Resolution passed by the Board of Directors on 14th May, 2018. Shri Rajesh Shah Company Secretary and Compliance Officer of the Company be and is hereby authorized for the entire postal ballot process conducted and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process in a fair and transparent manner.
 - 1.4. An Advertisement was published in "The Financial Express" (English All Edition) and "Kalantar" (Bengali Edition) on 22nd May, 2018, pursuant to Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 as amended informing the Members about completion of dispatch of Postal Ballot Notice by permitted mode along with other information as specified in the rules.
 - 1.5. I have received the Postal Ballot Forms from the Members during the period starting from Tuesday, 22nd May, 2018 till Wednesday, 20th June, 2018. All the physical Postal Ballot forms and votes cast by e-voting received up to 5.00 P.M. on Wednesday, the 20th June, 2018, being the last date and time fixed by the Company for receipt of the physical ballot forms/e-voting were only considered for my scrutiny.
 - 1.6. The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company.
 - 1.7. The Company had not issued any duplicate Postal Ballot Form.
 - 1.8. No Envelopes containing Postal Ballot Forms were received after working hours (5:00 PM) on 20th June, 2018.
 - 1.9. No Envelopes containing Postal Ballot Forms were returned undelivered till 20th June 2018. I have not found any Defaced/Mutilated Postal Ballot Form.
 - 1.10. The e-voting facility provided by CDSL was unblocked at about 6.21 P.M. on 20th June, 2018 by me as a Scrutinizer in the presence of two witnesses Mrs Sangita Drolia , residing at 375 Prince Anwar Saha Road, Tower 1, Flat 23G , Kolkata 700068 and Miss Nikita Sarawgi residing at 893 SHKB Sarani Kolkata-700074 who were not in the employment of the Company as prescribed in sub rule 4(xii) of rule 20 of the said rules

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1.11. Scrutiny of Physical Postal Ballots Forms was commenced at 11.00 A M on 21st June, 2018 in presence of my authorized representative and continued till 1.15 P M on same day.

1.12. Particulars of votes cast through all the valid Postal Ballot Forms received from the Members and the votes casted by means of remote e-voting through the e-voting platform provided by CDSL, by the Members, were entered in the register maintained separately for the purpose in electronic mode.

On scrutiny, I report that out of 165 shareholders holding 1200000 Equity Shares as on 11th May, 2018 being the cut- off date, 4 shareholders, all forming part of the Promoter Group of the Company, holding 830000 Equity Shares have exercised their vote through e-voting and 13 public shareholders holding 353750 Equity Shares has exercised their vote through Postal ballot Forms, as received. The details of Polling results for the items placed for consideration by the members are enclosed and marked as **Annexure – “A”**.

RESULTS:

In terms of Section 108 and 110 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015, the Special Resolution as set out in the Notice of Postal Ballot dated 14th May, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed on the date of declaration of the result i.e. on 22nd June, 2018 as proposed in the notice.

I, further report that as per the Postal Ballot Notice dated 14th May, 2018, the Chairman or any Director authorized by the Board in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on 22/06/2018 at 2F, Park Plaza, North Block., 71, Park Street, Kolkata-700 016.

In determining the validity or otherwise of the Postal Ballot forms received, I have adopted the following criteria:

- a) Where the date and place has been left blank, the signed ballot has been treated as valid,
- b) Where the number of shares has been left blank, I have accounted for the total holding for the purpose of either assent or dissent to the relevant resolution as indicate by the member
- c) Members who have exercised the votes in physical as well as in electronic modes, the vote by electronic only has been considered and voting by postal ballot was treated as invalid.

Thanking You,

Yours faithfully,

FOR M/s. DROLIA & COMPANY

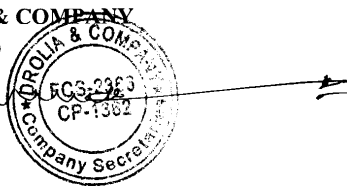
(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362



Place: Kolkata

Date: 21st June, 2018

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The Combined results of Remote e –voting together with voting conducted by Postal Ballot are as under

Details	Remote e –voting	Postal Ballot	Total voting
Number of Members who cast their votes	4	13	17
Total Number of shares held by them	830000	353750	1183750
Valid votes	830000	353750	1183750
Invalid votes	Nil	Nil	Nil

Item of Notice (As a Special Resolution)

Approval for voluntary Delisting of the Equity Shares of the Company from the Calcutta Stock Exchange Limited (“CSE”) i.e., the only Stock Exchange where the equity shares of the Company are listed.

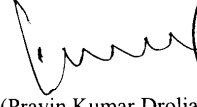
Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes Polled
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Promoter and Promoter Group	830000	830000	100	830000	NIL	100	NIL
Public Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	370000	353750	95.60	353750	NIL	100	NIL
Total	1200000	1183750	98.645	1183750	NIL	100	NIL

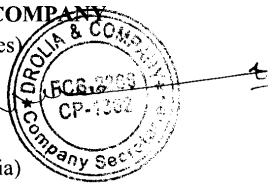
Note:

- (1) Percentage of Votes cast in favour or against the resolution(s) are calculated based on the valid votes cast through remote e voting and physical Postal Ballot.

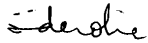

The Resolution mentioned in the Notice as per details given above stand passed under remote e-voting and voting conducted by Postal Ballot with the requisite majority.

FOR DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No.1362



Name and signature of witness


(Sangita Drolia) 
(Nikita Sarawgi)

Place: Kolkata
Date: 21st June, 2018