



# Merino Industries Limited

CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata: 700 020  
Phone: 033-2290-1214, Fax: 91-33-2287-0314, E-mail: merinokol@merinoindia.com  
Website: www.merinoindia.com

## NOTICE

TO THE MEMBERS,

NOTICE is hereby given that the 51st Annual General Meeting of the members of Merino Industries Limited will be held at the Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071 on Wednesday, the 31st day of August, 2016 at 3-00 p.m. to transact the following items of business:

### AS ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors and Auditors thereon;
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2016;
3. To confirm the declaration and payment of Interim Dividend on equity shares for the financial year ended 31st March, 2016;
4. To ratify the appointment of the Auditors and to fix their remuneration and in this regard to consider and pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the appointment of M/s. Singhi & Company, Chartered Accountants (Firm Registration no.302049E) as Auditors of the Company pursuant to provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as approved by the members of the Company at the 50th Annual General Meeting (AGM) held on 31.08.2015 for a period upto the conclusion of the 55th AGM to be held in the year 2020, the Company hereby ratifies the said appointment at this AGM for a period till the conclusion of the 52nd AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket and other expenses in connection with the Company's audit, as may be mutually agreed between the Board of Directors of the Company and the said M/s. Singhi & Company.”

### AS SPECIAL BUSINESS:

5. To appoint Shri Sujitendra Krishna Deb (DIN 03524764) as an Independent Director and in this regard to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Sujitendra Krishna Deb (DIN 03524764), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri Sujitendra Krishna Deb for the office of Director, be and is hereby appointed as an Independent Director of the Company in accordance with the Companies Act, 2013 to hold office up to the 56th Annual General Meeting in the calendar year 2021.”

6. To appoint Shri Sisir Kumar Chakrabarti (DIN 02848624) as an Independent Director and in this regard to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Sisir Kumar Chakrabarti (DIN 02848624), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom

the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri Sisir Kumar Chakrabarti for the office of Director, be and is hereby appointed as an Independent Director of the Company in accordance with the Companies Act, 2013 to hold office up to the 56th Annual General Meeting in the calendar year 2021.”

7. To re-appoint Shri Prasan Lohia (DIN: 00061111) as Whole-time Director for a period of three years and to approve his remuneration and in this regard to consider and pass the following resolution as Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to the appointment of Shri Prasan Lohia (DIN: 00061111) as Whole-time Director of the Company for a further period of three years, effective 1st day of October, 2016 and payment of the following remuneration to him for the said period on the terms and conditions as are set out in the agreement to be entered into between the Company and Shri Prasan Lohia, a draft whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in Schedule V to the Companies Act, 2013, including any statutory modification or reenactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Shri Prasan Lohia:

Salary : Rs. 6,16,000/- per month (consolidated) for the period from 01.10.2016 to 31.03.2017 and in the Scale with effect from 01.04.2017 and ending on 30.09.2019 Rs. 6,78,000-67,500-75,000-8,20,500 with the increment falling due on 1st April 2018 and 1st April 2019.

Perquisites : Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company’s accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants’ salaries, society charges and property tax, club fees, medical reimbursement, medical/accidental benefit insurance (for self only).

The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Prasan Lohia, shall not exceed Rs.1,00,000/- per financial year.

Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company’s contribution to provident fund and gratuity shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.

Minimum Remuneration : In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

8. To re-appoint Shri Prakash Lohia, Managing Director (DIN: 00063274) as Whole-time Director for a period of three years and to approve his remuneration and in this regard to consider and pass the following resolution as Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to the appointment of Shri Prakash Lohia (DIN: 00063274) as Managing Director of the Company for a further period of three years, effective 1st day of March, 2017 and payment of the following remuneration to him for the said period on the terms and conditions as are set out in the agreement to be entered into between the Company and Shri Prakash Lohia, a draft whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or

agreement, subject to the remuneration as specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Shri Prakash Lohia:

Salary : Rs. 7,42,500/- per month (consolidated) for the month of March, 2017 and in the Scale with effect from 01.04.2017 and ending on 29.02.2020 Rs.8,17,000-81,500-90,000-9,88,500 with the increment falling due on 1st April 2018 and 1st April 2019.

Perquisites : Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees, medical reimbursement, medical/accidental benefit insurance (for self only).

The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Prakash Lohia, shall not exceed Rs.1,00,000/- per financial year.

Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund and gratuity shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.

Minimum Remuneration : In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force."

9. To re-appoint Miss Ruchira Lohia (DIN: 00127797) as Whole-time Director for a period of three years and to approve her remuneration and in this regard to consider and pass the following resolution as Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to the appointment of Miss Ruchira Lohia (DIN: 00127797) as Whole-time Director of the Company for a further period of three years, effective 1st day of April, 2017 and payment of the following remuneration to her for the said period on the terms and conditions as are set out in the agreement to be entered into between the Company and Miss Ruchira Lohia, a draft whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Miss Ruchira Lohia:

Salary : In the Scale with effect from 01.04.2017 and ending on 31.03.2020 Rs. 6,78,000-67,500-75,000-8,20,500 with the increment falling due on 1st April 2018 and 1st April 2019.

Perquisites : Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees, medical reimbursement, medical/accidental benefit insurance (for self only).

The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Miss Ruchira Lohia, shall not exceed Rs.1,00,000/- per financial year.

Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund and gratuity shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.

Minimum Remuneration : In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force."

10. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2017 and in this regard to consider and pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Bhagat & Associates, Cost Auditors (Firm Registration No.100195) appointed by the Board of Directors to conduct the audit of the cost records relating to the applicable products of the Company for the financial year ending 31st March, 2017, be paid a remuneration of Rs. 45,000/- plus out of pocket expenses and the Board of Directors be and is hereby authorised to do all acts and take all steps as may be necessary to ensure due compliance to the enactments in this regard for the time being in force to give effect to this resolution."

11. To give authority to the Board of Directors for making donation to charitable and other funds not directly related to the business of the Company and in this regard to consider and pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, authority be and is hereby given to the Board of Directors of the Company to contribute to bonafide and charitable funds and to the projects having approval under Section 35AC of the Income Tax Act, 1961, including any contribution towards Corporate Social Responsibility (CSR) activities in terms of Section 135 read with Schedule VII and related Rules framed thereto upto the limit of Rs.15,00,00,000/- (Rupees fifteen crore only) during the financial year 2016-2017 notwithstanding that such amount in the financial year may exceed five percent of the average net profits for the three preceding financial years of the Company."

By order of the Board  
For Merino Industries Limited

Sumana Raychaudhuri  
Company Secretary

8th June, 2016

Registered Office:  
5, Alexandra Court,  
60/1, Chowringhee Road,  
Kolkata: 700 020  
CIN: U51909WB1965PLC026556  
Phone: 033 2290-1214  
Fax: 2287-0314  
E-mail: merinokol@merinoindia.com  
Website: [www.merinoindia.com](http://www.merinoindia.com)

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and to vote on a poll instead of himself / herself and such a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other member or shareholder.
2. The instrument of proxy, in order to be valid and effective, must be delivered at the registered office of the company not later than forty-eight hours (48 hours) before the commencement of the meeting. Attendance slip and proxy form are enclosed.
3. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 concerning the items of special business as per the agenda items to be transacted at this Annual General Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th August, 2016 to 31<sup>st</sup> August, 2016 (both days inclusive).
5. Members are requested to make all correspondences in connection with shares held by them by addressing letters quoting their folio numbers directly to Messrs. C B Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Registrar and Share Transfer Agent of the Company.
6. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share accounts, or to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios quoting their Folio Number(s) with a self-attested copy of address proof, i.e. Voter Identity Card, Electric / Telephone (BSNL) Bill or Driving License or Passport. In case the mailing address mentioned on this annual report is without the Pin code number, members are requested to kindly inform their Pin code number and Bank Account details to Messrs. C B Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
7. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent of the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, email addresses, nominations, change of addresses, change of names etc. if any, to their Depository Participant (DP) only before 24th August, 2016. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
10. Members are requested to intimate beforehand to the Company their queries, if any, regarding the accounts/notice at least ten days before the meeting to enable the management to keep the information required readily available at the meeting. Members are also requested to bring their copies of Annual Report while attending the Annual General Meeting.
11. All the documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company during office hours on all working days from the date hereof upto the date of the Meeting.
12. The Equity Shares of the Company are in the depository set up by the National Securities Depository Limited and Central Depository Services (India) Limited. The shares of the Company are in the dematerialization list with ISIN No. INE662B01017.
13. Any unpaid or unclaimed dividend for the year 2009-2010 onwards will be deposited with the Investor Education and Protection Fund established by the Central Government as per the table given hereunder. The members who have not encashed the dividend warrants are requested to immediately forward the same along with relevant Folio No. or DP ID and Client ID, duly discharged, to the Company's Registrar and Share Transfer Agent to facilitate payment of the dividend.

Financial Year	Date of declaration of Dividend	Due date of transfer to Unpaid Dividend Account	Due date of lodging claim with the Company	Due date for transfer to Investor Education & Protection Fund
2009-2010	07.08.2009	12.09.2009	11.08.2016	11.09.2016
	03.03.2010	08.04.2010	07.03.2017	07.04.2017
2010-2011	24.05.2011	29.06.2011	28.05.2018	28.06.2018
2011-2012	16.03.2012	22.04.2012	21.03.2019	21.04.2019
2012-2013	31.08.2012	07.10.2012	06.09.2019	06.10.2019
2013-2014	11.11.2013	18.12.2013	17.11.2020	17.12.2020
2014-2015	08.08.2014	15.09.2014	14.08.2021	14.09.2021
2015-2016	07.08.2015	14.09.2015	13.08.2022	13.09.2022

14. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification at the meeting.
15. The notice convening this Annual General Meeting circulated to the members of the Company is made available on the Company's website at [www.merinoindia.com](http://www.merinoindia.com).
16. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17 / 2011 and 18 / 2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the MCA, the Notice convening the General Meeting will be sent to the e-mail addresses as provided by the shareholders, recorded with their depositories.

**17. Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at this Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 28th August, 2016 (9:00 a.m.) and ends on 30th August, 2016 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8

	digits of the sequence number in the PAN field.
	▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or in the company records in order to login.
	* If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the EVSN for the relevant MERINO INDUSTRIES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

18. The e-voting period commences on 28th August, 2016 (9:00 a.m.) and ends on 30th August, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically.
19. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 24th August, 2016.
20. Shri Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP – 3238) has been appointed as the Scrutinizer to scrutinize the e-voting process including the remote e-voting in a fair and transparent manner.
21. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes cast through remote e-voting, after counting the votes cast at the Annual General Meeting in the presence of atleast two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and forward to the Chairman of the Meeting.
22. The Results on Resolutions shall be declared after the Annual General Meeting of the Company and the Resolutions will be deemed to be passed on the date of the Annual General Meeting subject to receipt of the requisite number of the votes in favour of the Resolutions.
23. The consolidated Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.merinoindia.com](http://www.merinoindia.com) and on the website of CDSL within three (3) days of passing of the resolutions at the Annual General Meeting of the Company.
24. The route map to the venue for the convenience of the members to attend the meeting is separately attached.



## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 RELATING TO SPECIAL BUSINESS SET OUT IN THE ANNEXED NOTICE**

### **RELATING TO ITEM NO. 5**

Shri Sujitendra Krishna Deb (DIN 03524764) was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> December, 2015 by the Board of Directors at their meeting held on that date. In terms of Section 161 of the Companies Act, 2013 (the 'Act'), he holds office as Director upto the date of the ensuing Annual General Meeting. As required by Section 160 of the Act, a notice had been received from a member signifying his intention to propose his candidature for the office of Director. The Board considers it desirable that the Company should continue to avail itself of his services.

In terms of Section 149 and any other applicable provisions of the Act, Shri Deb, being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director of the Company to hold office up to the 56th Annual General Meeting in the calendar year 2021.

The Company has received from Shri Deb, among other forms pursuant to Companies (Appointment & Qualification of Directors) Rules 2014, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The resolution seeks the approval of members for the appointment of Shri Sujitendra Krishna Deb as an Independent Director of the Company to hold office up to the 56th Annual General Meeting in the calendar year 2021 as per Section 149 and other applicable provisions of the Act and the Rules framed thereunder.

In the opinion of the Board of Directors, Shri Sujitendra Krishna Deb fulfills the conditions specified in the Act and the Rules made thereunder for such appointment and he is independent of the Management. A copy of the draft letter for the appointment of Shri Sujitendra Krishna Deb as an Independent Director setting out the terms and conditions is available for inspection by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri Sujitendra Krishna Deb, a senior retired Chartered Accountant, as an Independent Director.

No director, key managerial personnel or their relatives, except Shri Sujitendra Krishna Deb, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

### **RELATING TO ITEM NO. 6**

Shri Sisir Kumar Chakrabarti (DIN 02848624) was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> December, 2015 by the Board of Directors at their meeting held on that date. In terms of Section 161 of the Companies Act, 2013 (the 'Act'), he holds office as Director upto the date of the ensuing Annual General Meeting. As required by Section 160 of the Act, a notice had been received from a member signifying his intention to propose his candidature for the office of Director. The Board considers it desirable that the Company should continue to avail itself of his services.

In terms of Section 149 and any other applicable provisions of the Act, Shri Chakrabarti, being eligible and seeking reappointment, is proposed to be appointed as an Independent Director of the Company to hold office up to the 56th Annual General Meeting in the calendar year 2021.

The Company has received from Shri Chakrabarti, among other forms pursuant to Companies (Appointment & Qualification of Directors) Rules 2014, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The resolution seeks the approval of members for the appointment of Shri Sisir Kumar Chakrabarti as an Independent Director of the Company to hold office up to the 56th Annual General Meeting in the calendar year 2021 as per Section 149 and other applicable provisions of the Act and the Rules framed thereunder.

In the opinion of the Board of Directors, Shri Sisir Kumar Chakrabarti fulfills the conditions specified in the Act and the Rules made thereunder for such appointment and he is independent of the Management. A copy of the draft letter for the appointment of Shri Sisir Kumar Chakrabarti as an Independent Director setting out the terms and conditions is available for inspection by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri Sisir Kumar Chakrabarti, a senior Banking Professional (former Deputy Managing Director of AXIS Bank Ltd.), as an Independent Director.

No director, key managerial personnel or their relatives, except Shri Sisir Kumar Chakrabarti, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

## RELATING TO ITEM NOS. 7 TO 9

**GENERAL INFORMATION:** As required under Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) in respect of re-appointment and payment of remuneration to Shri Prasan Lohia, Whole-time Director, Shri Prakash Lohia, Managing Director and Miss Ruchira Lohia, Whole-time Director.

**Nature of Industry:** The Company operates in diversified fields of industry. It manufactures decorative laminates under the brand name "MERINO". It also manufactures formaldehyde and space saving furniture with wide ranging patterns and a host of colours and shades under brand name 'MY SPACE'. The company has diversified into Agro business and is manufacturing potato flakes under the brand name 'VEGIT'.

**Date or expected date of commencement of commercial production:** The Company is an existing one and is in operation.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.

**Financial performance based on given indicators:** The performance of the Company (i.e. Turnover, Production, Profit before Tax and Earnings in Foreign Exchange) for last five years is given hereunder:

Financial year	Net Turnover (Rs. in Crore)	Production of decorative laminates (No. of sheets)	Profit before Tax (Rs. in Crore)	Earnings in Foreign Exchange (F.O.B value of Exports) (Rs. in Crore)
2011-2012	419.82	5258222	20.02	77.37
2012-2013	476.60	5808622	28.25	107.02
2013-2014	563.94	6208998	35.26	122.64
2014-2015	641.10	6602378	66.37	144.91
2015-2016*	662.34	6747779	87.41	151.03

\* Audited but subject to Shareholders' approval

**Export performance:** As indicated above

**Foreign Investments and Collaborations, if any:** None

## 7. RE-APPOINTMENT OF SHRI PRASAN LOHIA AS WHOLE-TIME DIRECTOR

Shri Prasan Lohia has been a Whole-time Director of the Company since 2004 with subsequent re-appointments to the said post and his present term expires on 30.09.2016. Considering his vast experience in overall Business Administration, Corporate affairs and his valuable contribution towards the development of this Company, the Board recommends that it would be in the interest of the Company to re-appoint Shri Prasan Lohia as Whole-time Director of the Company for a further period of three years with effect from 1st October, 2016. To effect his appointment, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution appointing Shri Prasan Lohia as Whole-time Director is placed before the shareholders for approval.

### INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

- 1) **Background details:** Shri Prasan Lohia, AB (Econ.) USA, BS (Elect. Engg.) USA, MBA (USA), aged about 47 years, has been associated with the Company as Vice-President (Global Operations) since 1999 and as a Whole-time Director since 2004. His present term will expire on 30th September 2016.
- 2) **Past Remuneration:** The past remuneration of Shri Prasan Lohia as a Whole-time Director of the Company was by way of Salary per month in the scale of Rs. 5,60,000 – 56,000 – 6,16,000 and Perquisites subject to a maximum of Rs.1,00,000/- per financial year.

- 3) Recognition or Awards: Not Material
- 4) Job Profile and his suitability: Corporate Office Administration, Supervision of Export-Import Documentation, Foreign Exchange Risk Management and Domestic Sales and Marketing of Eastern Region.

Shri Lohia has about 24 years experience and has contributed immensely towards the growth and success of the group in general.

- 5) Remuneration proposed: Salary Rs. 6,16,000/- per month (consolidated) for the period from 01.10.2016 to 31.03.2017 and in the Scale with effect from 01.04.2017 and ending on 30.09.2019 Rs. 6,78,000-67,500-75,000-8,20,500 with the increment falling due on 1st April 2018 and 1st April 2019 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year (as mentioned in Item No. 7 of the notice).
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:  
Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 8th June, 2016, the Committee recommended fixing the remuneration of Shri Lohia as a Whole-time Director based on his present job responsibilities and size of the Company.
- 7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:  
Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his father, Shri Rup Chand Lohia, Executive Vice-Chairman and Key Managerial Personnel (KMP). Other KMP i.e. Shri Champa Lal Lohia, Executive Chairman, Shri Bikash Lohia, Miss Ruchira Lohia, Shri Madhusudan Lohia, Whole-time Directors and Shri Prakash Lohia, Managing Director are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Sumana Raychaudhuri, Company Secretary also falling under the category of KMP and Shri Amar Nath Roy and Dr. Gautam Bhattacharjee, Independent Directors, Shri Sujitendra Krishna Deb and Shri Sisir Kumar Chakrabarti, Non-Executive Directors, are not interested or concerned in the resolution in any way.

## **OTHER INFORMATION**

- 1) Reasons for loss or inadequate profits: The Company has not incurred any loss.
- 2) Steps taken or proposed to be taken for improvement: The Management continues in its endeavour to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
- 3) Expected increase in productivity and profits in measurable terms: This cannot be quantified at this stage due to several uncertainties. However, the Directors feel that the present rate of growth of performance would be sustained, if not bettered in the years to come.

## **DISCLOSURES**

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the appointment of Shri Prasan Lohia as Whole-time Director with effect from 1st October, 2016 for a period of three years and proposed remuneration and terms and conditions of his service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 7). The terms of remuneration specified in the said Special Resolution and also described fully in the draft service agreement of Shri Lohia as Whole-time Director are now placed before the shareholders at this Annual General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Shri Prasan Lohia, Whole-time Director and Key Managerial Personnel (KMP) and his father Shri Rup Chand Lohia, Executive Vice-Chairman and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Champa Lal Lohia, Executive Chairman, Shri Prakash Lohia, Managing Director, Miss Ruchira Lohia, Shri Bikash Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Sumana Raychaudhuri, Company Secretary also falling under the category of KMP and Shri Amar Nath Roy and Dr. Gautam Bhattacharjee, Independent Directors, Shri Sujitendra Krishna Deb and Shri Sisir Kumar Chakrabarti, Non-Executive Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

#### **8. RE-APPOINTMENT OF SHRI PRAKASH LOHIA AS MANAGING DIRECTOR**

Shri Prakash Lohia has been a Director of the Company since 1976 and had held the post of Managing Director of the Company from 1995 with subsequent re-appointments to the said post and his present term expires on 28.02.2017. Considering his vast experience in overall Business Administration, strategy formulation and valuable contribution towards the development of this Company, the Board recommends that it would be in the interest of your Company to re-appoint Shri Prakash Lohia as Managing Director of the Company for a further period of three years with effect from 1st day of March, 2017. To effect his appointment, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution appointing Shri Prakash Lohia as Managing Director is placed before the shareholders for approval.

#### **INFORMATION ABOUT THE MANAGING DIRECTOR**

- 1) Background details: Shri Prakash Lohia, B. Tech. (Chem.) – IIT Delhi, M.E.P (IIM - Ahmedabad), is aged about 64 years. Shri Lohia has been a Director of the Company since 1976 and had held the post of a Managing Director of the Company from 1995 with subsequent re-appointments to the said post and his present term will expire on 28th February, 2017.
- 2) Past Remuneration: Salary per month in the scale of Rs. 6,75,000 – 67,500 – 7,42,500 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year in this Company.
- 3) Recognition or Awards: Not Material
- 4) Job Profile and his suitability: Management of the business and affairs of the Company as a whole. Shri Lohia has about 39 years experience and he has contributed immensely towards the growth and success of the Company.
- 5) Remuneration proposed: Salary Rs. 7,42,500/- per month (consolidated) for the month of March, 2017 and in the Scale with effect from 01.04.2017 and ending on 29.02.2020 Rs.8,17,000-81,500-90,000-9,88,500 with the increment falling due on 1st April 2018 and 1st April 2019 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year in this Company (as mentioned in Item No.8 of the notice).
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:  
Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Managing Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 8th June, 2016, the Committee recommended fixing the remuneration of Shri Lohia as a Managing Director based on his present job responsibilities and size of the Company.
- 7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:  
Except in the proposed capacity of Managing Director and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his son, Shri Madhusudan Lohia, Whole-time Director and one of the Key Managerial Personnel (KMP). Other KMP i.e. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prasan Lohia, Shri Bikash Lohia, Miss Ruchira Lohia, Whole-time

Directors, are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Sumana Raychaudhuri, Company Secretary also falling under the category of KMP and Shri Amar Nath Roy and Dr. Gautam Bhattacharjee, Independent Directors, Shri Sujitendra Krishna Deb and Shri Sisir Kumar Chakrabarti, Non-Executive Directors, are not interested or concerned in the resolution in any way.

## **OTHER INFORMATION**

- 1) Reasons for loss or inadequate profits: The Company has not incurred any loss.
- 2) Steps taken or proposed to be taken for improvement: The Management continues in its endeavour to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
- 3) Expected increase in productivity and profits in measurable terms: This cannot be quantified at this stage due to several uncertainties. However, the Directors feel that the present rate of growth of performance would be sustained, if not bettered in the years to come.

## **DISCLOSURES**

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the appointment of Shri Prakash Lohia as Managing Director with effect from 1st March, 2017 for a period of three years and proposed remuneration and terms and conditions of his service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 8). The terms of remuneration specified in the said Special Resolution and also described fully in the draft service agreement of Shri Lohia as Managing Director are now placed before the shareholders at this Annual General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Shri Prakash Lohia, Managing Director and Key Managerial Personnel (KMP) and his son Shri Madhusudan Lohia, Whole-time Director and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Miss Ruchira Lohia, Shri Prasan Lohia and Shri Bikash Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Sumana Raychaudhuri, Company Secretary also falling under the category of KMP and Shri Amar Nath Roy and Dr. Gautam Bhattacharjee, Independent Directors, Shri Sujitendra Krishna Deb and Shri Sisir Kumar Chakrabarti, Non-Executive Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

## **9. RE-APPOINTMENT OF MISS RUCHIRA LOHIA AS WHOLE-TIME DIRECTOR**

Miss Ruchira Lohia was appointed as Vice-President (Delhi Operations) in 1997 and thereafter, was appointed as Whole-time Director of the Company in the year 2000 with subsequent re-appointments to the said post. Her present term of office as Whole-time Director will expire on 31.03.2017. Considering her experience in overall Business Administration and her valuable contribution towards growth of foreign trade of the Company, the Board recommends that it would be in the interest of the Company to re-appoint Miss Ruchira Lohia as Whole-time

Director of the Company for a further period of three years with effect from 1st day of April, 2017. To effect her appointment, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution appointing Miss Ruchira Lohia as Whole-time Director is placed before the shareholders for approval.

#### **INFORMATION ABOUT THE WHOLE-TIME DIRECTOR**

- 1) Background details: Miss Ruchira Lohia, B.A., M.E.P (IIM-Ahmedabad) is aged about 48 years and her present term as a Whole-time Director of the Company expires on 31st March, 2017. She was appointed as Vice-President (Delhi Operations) in 1997 and thereafter, was appointed as a Whole-time Director of the Company in the year 2000 with subsequent re-appointments to the said post.
- 2) Past Remuneration: The past remuneration of Miss Ruchira Lohia as a Whole-time Director of the Company was by way of Salary in the scale of Rs. 5,60,000 – 56,000 – 6,16,000 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year.
- 3) Recognition or Awards: Not Material
- 4) Job Profile and her suitability: Public Relations and Overseeing Export and Import functions and marketing of food products. Miss Lohia has about around 22 years experience and has contributed immensely towards the growth and success of the Company.
- 5) Remuneration proposed: Salary in the Scale with effect from 01.04.2017 and ending on 31.03.2020 Rs. 6,78,000-67,500-75,000-8,20,500 with the increment falling due on 1st April 2018 and 1st April 2019 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year (as mentioned in Item No. 9 of the notice).
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:  
Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 8th June, 2016, the Committee recommended fixing the remuneration of Miss Lohia as a Whole-time Director based on her present job responsibilities and size of the Company.
- 7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:  
Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Miss Lohia enjoys no other pecuniary relationship with the Company. She is indirectly concerned or interested with Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prakash Lohia, Managing Director, Shri Prasan Lohia, Shri Bikash Lohia, Miss Ruchira Lohia and Shri Madhusudan Lohia, Whole-time Directors and Key Managerial Personnel (KMP) who are related to her and are considered to be interested or concerned in the resolution to the extent of their relationship with her. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Sumana Raychaudhuri, Company Secretary also falling under the category of KMP and Shri Amar Nath Roy and Dr. Gautam Bhattacharjee, Independent Directors, Shri Sujitendra Krishna Deb and Shri Sisir Kumar Chakrabarti, Non-Executive Directors, are not interested or concerned in the resolution in any way.

#### **OTHER INFORMATION**

- 1) Reasons for loss or inadequate profits: The Company has not incurred any loss.
- 2) Steps taken or proposed to be taken for improvement: The Management continues in its endeavour to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
- 3) Expected increase in productivity and profits in measurable terms: This cannot be quantified at this stage due to several uncertainties. However, the Directors feel that the present rate of growth of performance would be sustained, if not bettered in the years to come.

#### **DISCLOSURES**

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the appointment of Miss Ruchira Lohia as Whole-time Director with effect from 1st April, 2017 for a period of three years and proposed remuneration and terms and conditions of her service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 9). The terms of remuneration specified in the said Special Resolution and also described fully in the draft service agreement of Miss Lohia as Whole-time Director are now placed before the shareholders at this Annual General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Miss Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Miss Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Miss Ruchira Lohia, Whole-time Director and Key Managerial Personnel (KMP) and her relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prakash Lohia, Managing Director, Shri Prasan Lohia, Shri Bikash Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Sumana Raychaudhuri, Company Secretary also falling under the category of KMP and Shri Amar Nath Roy and Dr. Gautam Bhattacharjee, Independent Directors, Shri Sujitendra Krishna Deb and Shri Sisir Kumar Chakrabarti, Non-Executive Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 9 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

#### **RELATING TO ITEM NO. 10**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Bhagat & Associates, Cost Auditors (Firm Registration No. 100195) to conduct the audit of the cost records of the Company relating to the applicable products for the financial year ending 31st March, 2017 at a remuneration of Rs.45,000/- plus out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, their consent is sought for passing an Ordinary Resolution as set out in Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

#### **RELATING TO ITEM NO. 11**

The Company had been authorized to contribute to bonafide and charitable funds in terms of Section 181 of the Companies Act, 2013 (the Act).

As per the Act, the Board can contribute to bonafide charitable and other funds and prior permission of shareholders in a general meeting shall be required only if the aggregate contributions in any Financial Year exceed five percent of the Company's average net profits for the three preceding financial years.

Subject to the approval of the shareholders, the Board has plans to spend upto a maximum limit of Rs.15,00,00,000/- (Rupees fifteen crore only) during the Financial Year 2016-17, which exceeds the above limit. The expenditure would be channelized mainly towards corpus contributions to group managed Trust(s) and also to such other Trust(s) as the Board may deem fit. The primary objectives of the Trust(s) are eradicating hunger, poverty, promoting preventive health care, sanitation, education, gender equality, empowerment of women, ensuring environmental sustainability, protection of national heritage, undertaking training to promote rural sports, establish, maintain and grant aid to hospitals etc. and also various other public charitable activities which constitutes part of its contribution towards Corporate Social Responsibility (CSR) activities as stipulated vide the

provisions of Section 135 read with Schedule VII of the Act and also to projects having approval under Section 35AC of the Income Tax Act, 1961.

As such, the Board recommends passing the resolution.

All the Whole-time Promoter Directors, who also fall under the category of Key Managerial Personnel (KMP) are directly or indirectly interested or concerned, financial or otherwise in the resolution, as substantial donations will be made to the Trust(s) in which they are directly or indirectly concerned and interested to the extent the contribution made to these trusts.

However, none of Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Sumana Raychaudhuri, Company Secretary also falling under the category of KMP and Shri Amar Nath Roy and Dr. Gautam Bhattacharjee, Independent Directors, Shri Sujitendra Krishna Deb and Shri Sisir Kumar Chakrabarti, Non-Executive Directors, including their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 11 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.





# Merino Industries Limited

CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata: 700 020

Tel: 033-2290-1214, Fax: 91-33-2287-0314, E-mail: merinokol@merinoindia.com

Website: www.merinoindia.com

## ATTENDANCE SLIP

### 51<sup>ST</sup> ANNUAL GENERAL MEETING

Env. No.

I/We hereby record my/our presence at the 51<sup>st</sup> Annual General Meeting of the Company being held on Wednesday, the 31<sup>st</sup> day of August, 2016 at 3-00 p.m. at the Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071.

Registered Folio No. / DP ID & Client ID No.		
Name and Address of the Sole/First named Shareholder		
Name of Joint holder (s) if any		
No. of Equity Share(s) held	Class of shares	Number of shares
	EQUITY	
Name of the Proxy / Representative, if any		

Name of the Proxy/Representative if any : \_\_\_\_\_

-----  
Signature of the Shareholder

-----  
Signature of Proxy / Authorised Representative

Notes :

1. Kindly sign and hand over the Attendance Slip at the entrance of the meeting venue.
2. Members / Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.
3. The remote e-voting particulars are set out below :

REMOTE E-VOTING PARTICULARS	
Commencement of remote e-voting	End of remote e-voting
Sunday, August 28, 2016 at 9:00 a.m.	Tuesday, August 30, 2016 at 5:00 p.m.

EVSN ( E-voting Sequence No.)	USER ID	PAN / SEQUENCE NO.
160708003		

Please read the instructions mentioned in Note No. 17 of the Notice dated 8<sup>th</sup> June, 2016 convening the 51<sup>st</sup> Annual General Meeting before availing remote e-voting facilities.



# Merino Industries Limited

CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata: 700 020

Phone: 2290-1214, Fax: 91-33-2287-0314, E-mail: merinokol@merinoindia.com

Website: www.merinoindia.com

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):			
Registered Address:			
Master Folio No.		E-mail ID:	
*Client ID:		*DP ID:	

I / We being the member / members holding ..... shares of MERINO INDUSTRIES LIMITED, hereby appoint:

- Name:..... E-mail Id: .....  
Address:..... Signature:.....  
or failing him / her
- Name:..... E-mail Id .....  
Address:..... Signature:.....  
or failing him / her
- Name:..... E-mail Id .....  
Address:..... Signature:.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51<sup>st</sup> Annual General Meeting of the Company being held on Wednesday, the 31<sup>st</sup> day of August, 2016 at 3-00 p.m. at Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
<b>Ordinary Business</b>	
1.	Consideration and adoption of the Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31.03.2016
2.	Consideration and adoption of the Audited Consolidated Financial Statement for the year ended 31.03.2016
3.	Confirmation of the declaration and payment of Interim Dividend
4.	Ratification of the appointment of Auditors and fixing their remuneration
<b>Special Business</b>	
5.	Approval for Appointment of Shri Sujitendra Krishna Deb (DIN : 03524764) as an Independent Director
6.	Approval for Appointment of Shri Sisir Kumar Chakrabarti (DIN : 02848624) as an Independent Director
7.	Approval for re-appointment of Shri Prasan Lohia (DIN : 00061111) as a Whole-time Director for further period of three years and payment of his remuneration
8.	Approval for re-appointment of Shri Prakash Lohia (DIN : 00063274) as a Managing Director for further period of three years and payment of his remuneration
9.	Approval for re-appointment of Miss Ruchira Lohia (DIN : 00127797) as a Whole-time Director for further period of three years and payment of her remuneration
10.	Approval for payment of remuneration of Cost Auditors
11.	Approval to give authority for making donation to charitable and other funds

Signed this .....day of August, 2016

Affix Revenue Stamp

Signature of shareholder

Signature of proxy holder(s)

\* Applicable for investors holding shares in electronic form

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
- A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

**VIDHI D**  
 Registered Office: 604  
 Phone: \_\_\_\_\_

SEBI (Listing Obligations and Disclosures) Regulations, 2015, dated 2016, shall be applicable to the Company. The meeting of the Board of Directors of the Company for the first quarter of 2016, inter-alia, for the first quarter of 2016, shall be held on Friday, August 5, 2016, at 3:00 p.m. at the Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071.

Further, the Trading Regulations, 2015 and reporting trading from Friday, August 5, 2016, shall be applicable to the Company. The said notice is available at [www.vidhifoodcolour.com](http://www.vidhifoodcolour.com) and [www.bseindia.com](http://www.bseindia.com).

DATE : August 5, 2016  
 PLACE : Mumbai

**STAT**  
 Stressed

Whereas, the undersigned being the undersigned and in exercise of power under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, within 60 days from the date of the Demand Notice, the borrower having defaulted in the repayment of the loan under section 13(4) of the Companies Act, 2013, the borrowers & guarantors of the loan are being called upon to pay the amount of Rs. 444.

Sl. No.	Name of the Guarantor
1.	Annapurna Trade Anup Debnath (Pr Smt. Sikha Debnath W/o - Anup Debnath Lakshminarayana Kalinagar, P.S. - K 743347, Dist. - South 24 Parganas - 744
2.	Smt. Sujata Bhowmik W/o Nabin Minya Srimarghat, P.O. - SBI P.S. - Kakdwip, Dist. - South 24 Parganas, Pin-743347, Block Mr. Nabin Minya S/O - Late Momin Kumar Guarantor of Sujata Srimarghat, P.O. - Kakdwip, Dist. - South 24 Parganas, Pin-743347 - 749

NB : The possession has not received the  
 Date : 03.08.2016

**MERINO INDUSTRIES LIMITED**  
 (CIN : U51909WB1965PLC026556)  
 Registered Office : 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata-700020, Phone : 033-2290-1214, Fax : 91-33-2287-0314,  
 E-mail : merinokol@merinoindia.com, Website : www.merinoindia.com

**NOTICE**

Notice is hereby given to the members of Merino Industries Limited ("Company") that the 51st Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 31st day of August, 2016 at 3-00 p.m. at the Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071.

Pursuant to the provisions of Section 100 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with related rules thereto, the Company is seeking consent of the members for the proposed business mentioned in the agenda of the Notice to be passed through electronic voting at the said Meeting of the members of the Company:

The Company has, on 5th August, 2016, duly completed:

- (a) Dispatch of Notice dated 8th June, 2016 along with the instructions of E-voting Procedure, along with the Annual Reports and Audited Accounts for the year ended 31st March, 2016, by registered post, to the members of the Company individually at their registered addresses; and
- (b) Sending of emails through M/s. C. B. Management Services (P) Ltd. along with the details of Login ID and Password to the members whose email id is registered with the Company;

- (2) The voting period commences on and from 28th August, 2016 at 9:00 a.m.
- (3) In case the members are voting electronically, they can cast their vote online till 5:00 p.m. on 30th August, 2016.
- (4) E-voting will not be allowed beyond the date and time as mentioned in item (3) above.
- (5) The Board of Directors of the Company has appointed Shri Atul Kumar Labh, a Practising Company Secretary (FCS - 4848 / CP - 3238) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- (6) The Notice of the 51st Annual General Meeting of the Company is displayed on the Company's website at [www.merinoindia.com](http://www.merinoindia.com) and on CDSL website at: [www.cdslindia.com/GoGreen](http://www.cdslindia.com/GoGreen).
- (7) Any grievance connected with the voting by electronic means can be addressed to 'helpdesk.evoting@cdslindia.com'. For any queries or issues regarding e-voting, the members may refer to Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in).
- (8) For any other grievances or clarifications the members may contact the undersigned at Phone No. 033-2290-1214 or send the query to [merinokol@merinoindia.com](mailto:merinokol@merinoindia.com).

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 25th August, 2016 to 31st August, 2016 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

Shareholders and all concerned are requested to make all correspondences in connection with the shares held by them quoting their Registered Folio /DP/ Client ID numbers, directly to the Company's Registrars and Share Transfer Agents at the following address:

C B Management Services (P) Limited,  
 P-22, Bondel Road, Kolkata - 700 019  
 Phone Nos.: (033) 4011 6700, 2280 6692 - 94  
 Fax: (033) 4011 6739;  
 Email: [rta@cbmsl.com](mailto:rta@cbmsl.com)

By Order of the Board  
 For Merino Industries Limited  
 Sumana Raychaudhuri  
 Company Secretary

Kolkata  
 6th August, 2016

**Mewar Polytex Limited**  
 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur (Raj.)-313003  
 Ph.: 0294-2491036/2491736, Fax No.: 0294-2490709  
 Website: [www.mewarpolytex.com](http://www.mewarpolytex.com), E mail: [shareholders@mewarpolytex.com](mailto:shareholders@mewarpolytex.com)  
 CIN No.: L25201RJ1979PLC001879

**ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT**

Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and applicable Regulations of SEBI (Delisting of Equity Shares) Regulations, 2009 and subsequent Regulations. The Members of the Company was sought by means of Postal Ballot Forms/E-Voting. The Company is hereby announcing the results of the Postal Ballot. The Company is hereby enabling them to cast their votes electronically or through Postal Ballot Forms in postal ballot notice dated 30.06.2016.

**J. K. L'ATELIER LIMITED**  
 CIN: L74140DL1990PLC042505  
 Regd Off : SHOP NO. 204, R.G. TRADE TOWER, NETAJI SUBHASH PLACE, New Delhi, Delhi - 110034  
 Email Id: [jkcoplisting@gmail.com](mailto:jkcoplisting@gmail.com)

**NOTICE**

Pursuant to Regulation 29 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Notice is hereby given that a meeting of the Board of Directors of the Company will be held on August 13, 2016 to consider, approve and take on record Un-audited Financial Results of the Company for the Quarter ended June 30, 2016.

For J. K. L'ATELIER LIMITED  
 Sd/-  
 Amol Jadhav  
 Whole-Time Director

Place: Delhi  
 Date: August 5, 2016

**SHARP COMMERCIAL ENTERPRISES LIMITED**  
 CIN: L52110DL1984PLC019616  
 Regd Off : 19 J AND K BLOCK, LAXMI NAGAR, DELHI, DELHI-110092  
 Email Id: [scepico@gmail.com](mailto:scepico@gmail.com)

**NOTICE**

Pursuant to Regulation 29 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Notice is hereby given that a meeting of the Board of Directors of the Company will be held on August 13, 2016 to consider, approve and take on record Un-audited Financial Results of the Company for the Quarter ended June 30, 2016.

For Sharp Commercial Enterprises Limited  
 Sd/-  
 Vinita Vivek Vij  
 Director

Place: Delhi  
 Date: August 5, 2016

**KBS India Limited**  
 CIN:L51900MH1985PLC035718  
 Regd. Office: 502, Commerce House, 140, Nagindas Master Road, Fort, Mumbai -400 001  
 Tel no: 022-2264 2670/74, Fax No-022-2264 2673  
 Email: [chandu.kbs@outlook.com](mailto:chandu.kbs@outlook.com),  
 Website: [www.kbs.co.in](http://www.kbs.co.in)

**NOTICE**

Notice is hereby given in terms of Regulation 29 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that a meeting of the Board of Directors of the Company will be held on Friday, 12th August, 2016 inter-alia to consider and approve the Unaudited Financial Results of the Company for the quarter ended 30th June, 2016. The information is also available on the website of BSE Ltd. ([www.bseindia.com](http://www.bseindia.com)) where the shares of the Company are listed and is also available on the website of the Company viz., [www.kbs.co.in](http://www.kbs.co.in)

For KBS India Limited  
 Sd/-  
 Tushar Shah  
 Chairman & Managing Director

Place: Mumbai  
 Date: 5th August, 2016

Sl. No.	Name of the Guarantor
1.	Midnapore Municipal Corporation

স্টল থেকে উড়ে যাবার আগেই

# পুজোর ভ্রমণ গাইড

পুজোয় বেড়ানোর কিংবদন্তি

ভারত ভ্রমণের সচিত্র বিবরণ। আগাগোড়া সব  
সঙ্গে অন্তরঙ্গ ভ্রমণ-পরামর্শ। আর বিশ্বম  
পুজোয় বেড়ানোর কিংবদন্তি ভ্রমণ

সঙ্গে  
বিনামূল্যে

আমরেন্দ্র চক্রবর্তীর ২ ঘণ্টা  
রোয়াল্ডার জঙ্গলে পাহা  
ও ভারতভ্রমণ

পত্রিকাফটলে ও সংবাদপত্র-বিক্রেতার কাছে পা

ধাক্কা মারে। পরিচয় জানা যায়নি।

স্পষ্ট করে দিয়েছে। তা না হলে,

বৃহস্পতিবার  
হয় রাস্পটি।  
সকালেও সেই  
পড়ে সেভেন  
ন। ঘটনাস্থল  
লিসকর্তারা। খুব  
রাস্পের উদ্বোধন  
চলছে। 'মা'  
প খুলে দেওয়ার  
নেমে, পুলিশ  
ক এ জেসি বোস  
স এবং রবির  
সিহুতি সামাল  
প্রাভাবনা করতে  
'মা' উড়ালপুল  
ধরনের যানজট  
ধাস থেকে পার্ক  
'মা' উড়ালপুল  
দীর্ঘ যানজটে  
অঞ্চলে ফুল,  
শপিং মলও  
প ক ম নয়।

## মেরিনো ইন্ডাস্ট্রিজ লিমিটেড

(CIN: U51909WB1965PLC026556)

রেজিস্টার্ড অফিস: ৫, আলেকজান্ডার কোর্ট, ৬০/১ চৌরঙ্গি রোড,  
কলকাতা-৭০০০২০, ফোন: ০৩৩-২২৯০-১২১৪, ফ্যাক্স: ৯১-৩৩-২২৮৭-০৩১৪,  
ই-মেইল: merinokol@merinoindia.com, ওয়েবসাইট: www.merinoindia.com

### বিজ্ঞপ্তি

মেরিনো ইন্ডাস্ট্রিজ লিমিটেড ('কোম্পানি')-এর সদস্যগণকে এতদ্বারা বিজ্ঞপিত করা  
হচ্ছে যে, কোম্পানির শেয়ারহোল্ডারগণের ৫১তম বার্ষিক সাধারণ সভা ৩১ আগস্ট, ২০১৬  
তারিখ বুধবার বেলা ৩টায় কনফারেন্স হল, আকোদেমি অফ ফাইন আর্টস, ২ ক্যাথিড্রাল  
রোড, কলকাতা-৭০০০৭১ টিকানায় অনুষ্ঠিত হবে।

২০১৩ সালের কোম্পানি আইন ('আইন')-এর ১০০ ধারার বিধানাবলি এবং সংশ্লিষ্ট  
রুলস-এর পঠিত অন্যান্য প্রযোজ্য বিধানাবলি (যদি থাকে) অনুসারে কোম্পানির  
সদস্যগণের উক্ত সভায় বৈদ্যুতিক ভোটিংয়ের মাধ্যমে গ্রহণের উদ্দেশ্যে কোম্পানি নোটিসের  
কার্যসূচিতে বর্ণিত প্রস্তাবিত কার্যাবলির জন্য সদস্যগণের সম্মতি আর্জন করছে:

কোম্পানি ৫ আগস্ট ২০১৬ তারিখে যথাযথভাবে সম্পূর্ণ করেছে:

- ১) (ক) ৩১ মার্চ ২০১৬ তারিখে সমাপ্ত বছরের জন্য বার্ষিক রিপোর্ট পরীক্ষিত হিসেবপত্র  
সমেত ই-ভোটিং প্রক্রিয়ার নির্দেশাবলি কোম্পানির সদস্যগণকে পৃথক পৃথক ভাবে  
তাদের রেজিস্টার্ড টিকানায় রেজিস্টার্ড পোস্ট মারফত ৮ জুন, ২০১৬ তারিখে নোটিস  
প্রেরণ; এবং  
(খ) যে সমস্ত সদস্যের ই মেল আই ডি কোম্পানিতে রেজিস্টার্ড, তাদের লগ ইন আই ডি  
ও পাসওয়ার্ড-এর বিস্তারিত বিবরণ সমেত মে: সি বি ম্যানেজমেন্ট (পি) প্রি: কর্তৃক  
ই মেল পাঠানো।

- ২) ভোটারদের মেয়াদ শুরু ২৮ আগস্ট, ২০১৬ সকাল ৯টায়।
- ৩) সদস্যগণ বৈদ্যুতিক পদ্ধতিতে ভোটারদের ক্ষেত্রে, তারা ৩০ আগস্ট, ২০১৬ তারিখ  
বিকেল ৫টা পর্যন্ত অন লাইনে তাদের ভোট দিতে পারেন।
- ৪) উপরে দৃশ্য (৩)-তে উল্লিখিত তারিখ ও সময়ের পর ই-ভোটিং-এর অনুমতি দেওয়া  
হবে না।
- ৫) নিরপেক্ষ ও স্বচ্ছ ই-ভোটিং প্রক্রিয়া পরিচালনার উদ্দেশ্যে কোম্পানির পরিচালকমণ্ডলীর  
পক্ষ থেকে ফ্রুটনাইজার হিসেবে একজন পেশাদার কোম্পানি সেক্রেটারি শ্রী অতুল  
কুমার লভ (এফ সি এস-৪৮৪৮/সি পি-৩২৩৮)-কে নিয়োগ করা হয়েছে।
- ৬) কোম্পানির ৫১তম বার্ষিক সাধারণ সভার নোটিস কোম্পানির ওয়েবসাইট www.  
merinoindia.com-তে এবং সি ডি এস এল-এর ওয়েবসাইট: www.cdslindia.  
com/GoGreen-তে প্রদর্শিত হয়েছে।
- ৭) ই-ভোটিং সংক্রান্ত যে কোনও অভিযোগ 'helpdesk.evoting@cdslindia.com'-  
তে জানানো যেতে পারে। ই-ভোটিং সংক্রান্ত যে কোনও অভিযোগের নিষ্পত্তির জন্য  
সদস্যগণ 'www.evotingindia.co.in'-তে পাওয়া যাবোয়া ই-ভোটিং ম্যানুয়াল এবং  
ট্রিকোয়েস্টলি আকর্ড কোয়েশেন (এফ এ কিউ)-তে যোগাযোগ করতে পারেন।
- ৮) অন্যান্য অভিযোগ ও যে কোনও ব্যাখ্যার জন্য সদস্যগণ নিম্নস্বাক্ষরকারীর সঙ্গে  
যোগাযোগ করুন, ফোন নং ০৩৩-২২৯০-১২১৪ অথবা merinokol@merinoindia.  
com-তে তথ্য জিজ্ঞাসা পাঠান।

কোম্পানি বিষয়ক আইন, ২০১৩-এর ৯১ ধারার বিধানাবলি অনুসারে কোম্পানির রেজিস্টার  
অফ মেম্বার্স এবং শেয়ার ট্রান্সফার বুকস ২৫ আগস্ট, ২০১৬ থেকে ৩১ আগস্ট, ২০১৬ তারিখ  
অবধি (উত্তম দিন সহ) কোম্পানির উক্ত বার্ষিক সাধারণ সভা উপলক্ষে বন্ধ রাখা হবে।  
শেয়ারহোল্ডারগণ এবং সংশ্লিষ্ট পক্ষগণ তাদের গৃহীত শেয়ারের ব্যাপারে যে কোনও  
যোগাযোগ অনুগ্রহ করে নিজ নিজ রেজিস্টার্ড ফোলিও/ডি পি/ক্রায়েস্ট আই ডি নাম্বার উল্লেখ  
করে সরাসরি কোম্পানির রেজিস্ট্রার অ্যান্ড শেয়ার ট্রান্সফার এজেন্টদের সঙ্গে নিম্নলিখিত  
টিকানায় যোগাযোগ করুন।

সি বি ম্যানেজমেন্ট সার্ভিসেস (প্রাঃ) লিমিটেড,  
পি-২২, বাল্ডেল রোড, কলকাতা-৭০০০১৯  
ফোন নং (০৩৩)৪০১১৬৭০০, ২২৪০৬৬৯২-৯৪  
ফ্যাক্স: (০৩৩)৪০১১৬৭৩৯; ই-মেইল rta@cbmsl.com

কলকাতা  
৬ আগস্ট, ২০১৬

পরিচালকমণ্ডলীর আদেশানুসারে  
মেরিনো ইন্ডাস্ট্রিজ লিমিটেডের পক্ষে  
সুমনা রায়চৌধুরী  
কোম্পানি সেক্রেটারি

**সেন্ট্রাল ব্যাঙ্ক অফ ইন্ডিয়া** | রিজিওনাল অ  
৩৩, নে  
৬৪ তল, ক  
শাখা

**সেন্ট্রাল বँক ऑफ़ इंडिया**  
**Central Bank of India**

### দখল বিজ্ঞপ্তি [রুল ৮(১)] (স্থাবর সম্পদ)

যেহেতু, সেন্ট্রাল ব্যাঙ্ক অফ ইন্ডিয়া, হরিনহরপুর শাখার অনুমোদিত  
নিম্নস্বাক্ষরকারী, সিকিউরিটিজ ইন্ডিয়ান অ্যান্ড রিকনস্ট্রাকশন অফ ফিন্যান্স  
এনফোর্সমেন্ট অফ সিকিউরিটি ইন্টারেস্ট অ্যান্ড, ২০০২ মোতাবেক এবং  
(এনফোর্সমেন্ট) রুলস, ২০০২-এর রুল ৯-এর সঙ্গে পঠনীয় ১৩  
কমতাবলে দেনাদার শ্রী জ্যোতির্ময় পুরকাইত এর প্রতি ০৪.০৩.২৫  
একটি দাবি বিজ্ঞপ্তি ইস্যু করেছিলেন, যাতে উক্ত বিজ্ঞপ্তি প্রাপ্তির জা  
মধ্যে সংশ্লিষ্ট বিজ্ঞপ্তিতে বর্ণিত পরিমাণ টাঃ ১০,০৪,৩৭৮.০০ (দশ লা  
আটাত্তর টাকা) পরিশোধ করার জন্য তাঁদেরকে আত্মন জানানো হয়েছে।  
উক্ত দেনাদার সংশ্লিষ্ট পরিমাণ অর্থাৎ আদায় দিতে ব্যর্থ হওয়ায় এতদ্বা  
দেনাদার এবং জনসাধারণের প্রতি বিজ্ঞপ্তি জারি করা হচ্ছে যে, অনুমোদিত  
২০১৬ তারিখে উক্ত রুলসমূহের রুল ৯ এর পঠনীয় উক্ত আর্টিকেল ১৩(৪)  
অর্পিত কমতাবলে নিচে বর্ণিত সম্পত্তির দখল নিয়েছেন।  
বিশেষ করে সংশ্লিষ্ট দেনাদার এবং জনসাধারণকে এতদ্বারা উক্ত সম্প  
লেনসেন সংশ্লিষ্ট বিজ্ঞপ্তিতে বর্ণিত পরিমাণ টাঃ ১০,০৪,৩৭৮.০০ (দশ লা  
আটাত্তর টাকা) এবং ৪.০৩.২০১৬ থেকে তার ওপর সূচ সেন্ট্রাল ব্যা  
সাপেক্ষ হবে।

#### স্থাবর সম্পত্তির বর্ণনা

- (১) সম্পত্তি জ্যোতির্ময় পুরকাইত-এর নামে, গ্রাম তারারাত, পো: ধামু  
পরগনার ধামুয়া দক্ষিণ গ্রাম পঞ্চায়েত অধীনে, থানা মগরাহাট, মৌজা-  
৪২, খতিয়ান নং ১৪২, দাগ নং ৪৬৬১, স্বত্ব দলিল নং ১২৫৪, মাপ- ৮  
(২) সম্পত্তি মিঃ মেরনারায়ণ সরকার (জামিনদার)-এর নামে, গ্রাম ও  
মগরাহাট, জেলা ২৪ পরগনা দক্ষিণ, মৌজা- ধামুয়া, জে এল নং ৪২, খা  
নং ৫৪৪১, ৫৪৩৭, ৫৪৪৩, স্বত্ব দলিল নং ২৫৯৯, মাপ- ৪.০১ ভেসিমিয়া  
স্থান: কলকাতা, তারিখ: ০৬.০৮.২০১৬ অনুমোদিত অফিসার, সেন্ট্রা

**Bank of Baroda**

**বঁক ऑफ़ बड़ौदा Bank of Baroda**

**বেহালা ব্রাঞ্চ**  
৩/২, ডায়মন্ড হারবার রোড  
কলকাতা-৭০০০৩৪

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