



ECONOMY • EXCELLENCE • ETHICS

MERINO INDUSTRIES LTD.

CIN: U51909WB1965PLC026556

5, Alexandra Court, 60/1, Chowringhee Road, Kolkata - 700020, India

P +91 33 2290 1214, 4009 9200

F +91 33 2287 0314

E merinokol@merinoindia.com

W www.merinoindia.com

Disclosure of results of the Postal Ballot

pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable laws and regulations, if any of the Companies Act, 2013, the Company has provided postal ballot process by e-voting and physical ballot through Central Depository Services (India) Limited and e-voting and Postal Ballot process kept opened from Saturday, 28th November, 2020 to Sunday, the 27th December, 2020. Now we have completed our Postal Ballot process on 27th December, 2020 (in the close of working hours i.e. 5-00 p.m.) and have obtained the members approval by Special Resolutions to the following business items mentioned in the postal ballot notice dated 26th November, 2020.

Sl. No.	Type of Resolution	Items of business
1.	Ordinary Resolution	Appointment of Shri Prabal Kumar Sarkar (DIN 03124712) as an Independent Director with effect from 1 st December, 2020
2.	Special Resolution	Appointment and payment of remuneration of Shri Manoj Lohia (DIN 00127775) as Whole-time Director for a period of three years with effect from 1 st December, 2020
3.	Special Resolution	Appointment and payment of remuneration of Shri Deepak Lohia (DIN 00154027) as Whole-time Director for a period of three years with effect from 1 st December, 2020
4.	Special Resolution	Appointment and payment of remuneration of Shri Anurag Lohia (DIN 08332261) as Whole-time Director for a period of three years with effect from 1 st December, 2020

The Company has appointed Ms. Priti Agarwal, Partner of M/s. A L & Associates, Practicing Company Secretaries (Membership No. F 10877 and Certificate of practice No. 9937), to conduct postal ballot process in fair and transparent manner, who have submitted her report dated 28th December, 2020. On the basis of which Ms. Vinamrata Agrawal, Company Secretary of the Company announced the results of passing of special resolutions by requisite majority.

We would like to inform you that the above Resolution was passed by the shareholders with the requisite majority. The said resolutions are deemed to have been passed on 28th December, 2020, being the last date specified by the Company for receipt of duly completed Postal Ballot forms / e-voting.

In terms of notice of postal ballot, the results were declared by the Company at the registered office of the Company on 28th December, 2020.

The results of the voting (through remote e voting and postal ballot forms in the format along with the Copy of the Scrutinizer's Report are attached.

The results of postal ballot along with Scrutinizer report is placed on the website of the Company and Central Depository Services (India) Limited.

For Merino Industries Limited

Vinamrata Agrawal

Company Secretary

Membership No: A 28125

Date: 28th December, 2020

Encl: As stated above



AL & ASSOCIATES

Company Secretaries

24, Netaji Subhas Road, 4th Floor, Room No. 33, Kolkata - 700 001
Ph. : 4007 4750, E-mail : alassociates2014@gmail.com

Scrutinizer's Report

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rule 21 (2) & Rule 22 (9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
MERINO INDUSTRIES LIMITED
5, Alexandra Court
60/1 Chowringhee Road
Kolkata-700020

Dear Sir,

Sub: Postal Ballot – Scrutinizer's Report

I, Priti Agarwal, Practising Company Secretary, having C. P. No. 9937, have been appointed, by the Board of Directors of Merino Industries Limited ("the Company") as a Scrutinizer for the purpose of conducting the Postal Ballot process, including voting through electronic means, and to report in respect of seeking its members assent/ dissent for passing the Special Resolutions, pursuant to the provisions of the Companies Act, 2013 and all other applicable laws, as stated in the Notice of Postal Ballot, dated November 26, 2020.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal Ballot and voting through electronic means on the Resolution contained in the Notice, dated November 26, 2020. My responsibility as the Scrutinizer for Postal Ballot, including e-voting, process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolution stated in the Notice of Postal Ballot, based on the Postal Ballot Forms received by me and the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide the e-voting facility. This e-voting report is generated on the basis of information available/ downloaded from the CDSL website: www.evotingindia.com

Further to the above, I hereby submit my Report:

The Company has completed dispatch of notice of postal ballot dated November 26, 2020, on November 27, 2020 by sending e-mail to the Members, whose e-mail address is registered with the Company, whose names appeared on the Register of Members/ list of beneficiaries as on November 20, 2020 (the cut-off date) and who were entitled to vote on the Resolution set out in the notice mentioned herein above. The e-voting process remained open from (09.00 A.M.) IST on Saturday, November 28, 2020 to Sunday, December 27, 2020 up to (05.00 P.M.) IST.



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Practicing Company Secretaries

Particulars of all Postal Ballot Forms received from the Members and the votes cast by electronic mode have been entered in the register separately maintained for the purpose.

1. The Postal Ballot Forms were kept under my safe custody in a sealed and tamper proof Ballot Box before commencing the scrutiny of such Postal Ballot Forms.

The Ballot Box was opened on December 27, 2020 by me.

The Postal Ballot Forms were duly scrutinized by me on December 27, 2020 and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries.

All Postal Ballot Forms and e-votes received up to the close of working hours (5.00 PM IST) on December 27, 2020, the last date and time fixed by the Company for receipt of the forms and e-voting, were considered for my scrutiny.

I have not received any envelope containing Postal Ballot Form after December 27, 2020 and before issuance of this Report.

I did not find any defaced or mutilated Postal Ballot Form.

As stated above, the e-voting period ended at 05.00 P.M. (IST) on December 27, 2020. The votes cast by e-voting were unlocked by me in the presence of two witnesses, Mr Rajan Thakur and Mr. Shyamal Ghosh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence. I have also received complete records of votes cast by electronic mode from CDSL depository the agency for providing and supervising electronic platform- (EVSIN- 201124002) on December 27, 2020.

2. The summary of the Postal Ballot Forms and e-voting received are given below:

Item no. 1: To appoint Mr Prabal Kumar Sarkar (DIN: 03124712) as Independent Director, as Ordinary Resolution.

Particular	Physical Ballot		Remote E-Voting		Total		Percentage
	No Shareholders (A)	No of Votes (B)	No Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	0	0	66	9466434	66	9466434	100%
Dissent	0	0	0	0	0	0	0
Total	0	0	66	9466434	66	9466434	100%
Invalid	0	0	0	0	0	0	



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Item No 2: To appoint Mr Manoj Lohia (DIN: 00127775) as Whole Time Director for a period of three years and to approve his remuneration, as Special Resolution,

Particular	Physical Ballot		Remote E-Voting		Total		Percentage
	No Shareholders (A)	No of Votes (B)	No Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	0	0	59	8231164	59	8231164	99.99%
Dissent	0	0	4	4	4	4	0.01%
Total	0	0	63	8231168	63	8231168	100%
Invalid	0	0	7	1235270	7	1235270	

Item No 3: To appoint Mr Deepak Lohia (DIN: 00154027) as Whole Time Director for a period of three years and to approve his remuneration, as Special Resolution,

Particular	Physical Ballot		Remote E-Voting		Total		Percentage
	No Shareholders (A)	No of Votes (B)	No Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	0	0	62	8449545	62	8449454	99.99%
Dissent	0	0	4	4	4	4	0.01%
Total	0	0	66	8449549	66	8449459	100%
Invalid	0	0	4	1016889	4	1016889	

Item No 4: To appoint Mr Anurag Lohia (DIN: 08332261) as Whole Time Director for a period of three years and to approve his remuneration, as Special Resolution,

Particular	Physical Ballot		Remote E-Voting		Total		Percentage
	No Shareholders (A)	No of Votes (B)	No Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	0	0	64	8925834	64	8925834	99.99%
Dissent	0	0	4	4	4	4	0.01%
Total	0	0	68	8925838	68	8925838	100%
Invalid	0	0	2	540600	2	540600	



3. You may accordingly declare the results of the voting conducted through Postal Ballot
4. In terms of the provisions of the Rule 22 of the Companies (Management and Administration) Rules, 2014, I have maintained the Register of Postal Ballot and Voting in electronic form, the register and all other papers relating to Postal Ballot and electronic voting shall remain in my safe custody until the Chairman considers, approve and signs the minutes of the Postal Ballot.

Thanking You

Yours Truly
For AL & Associates

For AL & ASSOCIATES
Priti Agarwal
Partner

Priti Agarwal
(Partner)
FCS No: 10877 CP No:9937
UDIN: F010877B001687574

Place: Kolkata
Date: 28.12.2020



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Practicing Company Secretaries

Witness:

1. *Rajan Thakur*

Mr Rajan Thakur
218A Central Avenue
2nd Floor
Kolkata-06

2. *Ankit Singh*

Mr Ankit Singh Rajput
218A Central Avenue
2nd Floor
Kolkata-06

Received the Report of the Scrutinizer
For Merino Industries Limited

Vinamrata Agrawal
(Vinamrata Agrawal)
Company Secretary

