



ECONOMY • EXCELLENCE • ETHICS

MERINO INDUSTRIES LTD.

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Voting Results of 57th Annual General Meeting of Merino Industries Limited held on 30th September, 2022

As per the provisions of the Companies Act, 2013 and other applicable provisions, if any, read with related rules thereto, the Company had provided the facility of e-voting to the Shareholders of the Company to enable them to cast their votes electronically through E-Voting system at the 57th Annual General Meeting and Remote E-voting on the resolutions proposed in the Agenda of the Notice of the said Annual General Meeting held on 30th September, 2022. The e-voting system was open from 27th September, 2022 (9:00 a.m.) to 29th September, 2022 (5:00 p.m.) and the video conference (VC) facility for e-voting was also made available during the meeting.

The Board of Directors had appointed Ms. Dasvinder Kaur, Practicing Company Secretary (Membership No. A33095) as the Scrutiniser for scrutinising the voting process of e-voting. Ms. Dasvinder Kaur had carried out the scrutiny of all the electronic votes received up to the close of the proceedings at the said Annual General Meeting held on 30th September, 2022 and has submitted his report disclosing the voting results on that date, which is enclosed.

As indicated by the Report of the Scrutinizer, the Resolutions as set out in the Agenda of the Notice of the said Annual General Meeting have been approved by the shareholders.

For **MERINO INDUSTRIES LIMITED**

For Merino Industries Limited

Company Secretary

Bala Ji

Company Secretary

M.no. F9919

Date: 01/10/2022

Place: Delhi

D.K. Chawla & Co.

(Company Secretaries)

Head off. : H-2/1 Krishna Nagar, Delhi-51

Branch Off.No.-84,F.F, Amrit Plaza

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FORM No.MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

**Shri Rup Chand Lohia – Executive Chairman,
57th Annual General Meeting of Equity Shareholders of
Merino Industries Limited held on 30th September, 2022
at 5, Alexandra Court,60/1, Chowringhee Road,
Kolkata, West Bengal-700020**

SUB: Scrutinizer's Report on remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rule 20 of Companies (Management and Administration) Rules, 2014 as amended and the e-voting/ voting received from the shareholders of the Company.

Dear Sir

I, Dasvinder Kaur, (COP No. 15232) a Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of the **Merino Industries Limited** having its registered Office at **5, Alexandra Court,60/1, Chowringhee, Kolkata, West Bengal-700020** (CIN: U51909WB1965PLC026556) vide resolution dated on 17th August, 2022, pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 read with the rules of Companies (Incorporation) Rules, 2014 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 to conduct the electronic voting process for Item No. 01-14 and to scrutinize these votes received from the shareholders of the company in respect of the below mentioned resolution passed at the 57th Annual General Meeting of the shareholders of Merino Industries Limited, held on 30th September, 2022 through video conferencing, submit our report as under:

The Notice dated 17th August, 2022 convening an Annual General Meeting of the Company along with the Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members in respect of the resolutions set out in the notice were passed at the said AGM of the Company.

The Company has availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for conducting remote e-voting through VC/OAVM facility by the shareholders of the Company.

The members of the Company holding equity shares as on the “Cut-off” date of 23rd September, 2022 were entitled to vote on the proposed resolutions as set out at Item No. 01-14 in the Notice of the Annual General Meeting of Merino Industries Limited.

The voting period for e-voting commenced on Tuesday, 27th September, 2022 at 9:00 A.M. and ends on Thursday, 29th September, 2022 at 5:00 P.M. and the CDSL e-voting platform was closed thereafter.

I have scrutinized and reviewed the e-voting through electronic means i.e. votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system respectively.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolution.

ITEM NO. 1. ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS (“THE BOARD”) AND AUDITORS THEREON.

i) Voted ‘**FOR**’ the resolution:

Number of members (folio wise) Voted	Number of Votes cast in ‘Favour’ of Resolution	% of total number of valid votes cast
74	9009583	99.99

ii) Voted ‘**AGAINST**’ the resolution:

Number of members (folio wise) Voted	Number of Votes cast in ‘Against’ of Resolution	% of total number of valid votes cast
2	2	0.01

iii) Votes ‘**Invalid**’ the resolution:

Number of members whose votes were declined	Number of Votes cast in ‘Invalid’ of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 2. ORDINARY RESOLUTION

TO DECLARE DIVIDEND OF INR 9.00 PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022.

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
74	9009583	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
2	2	0.01

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 3. ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI MANOJ LOHIA (DIN 00127775), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
70	7653899	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
2	2	0.01

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 4. ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI DEEPAK LOHIA (DIN: 00154027), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
69	7415794	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
3	352	0.01

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 5. ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI ANURAG LOHIA (DIN: 08332261), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
71	8785064	98.87

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
3	352	0.00

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
1	100000	1.13

ITEM NO. 6. ORDINARY RESOLUTION

TO APPOINT STATUTORY AUDITORS OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
73	9009533	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
3	52	0.01

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 7. SPECIAL RESOLUTION

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI PRAKASH LOHIA, MANAGING DIRECTOR

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
71	6583618	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
2	2	0.01

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 8: SPECIAL RESOLUTION

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI PRASAN LOHIA AS WHOLETIME DIRECTOR

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
67	7289562	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in ' Against ' of Resolution	% of total number of valid votes cast
3	352	0.01

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in ' Invalid ' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 9: SPECIAL RESOLUTION

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MISS RUCHIRA LOHIA, WHOLE-TIME DIRECTOR

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in ' Favour ' of Resolution	% of total number of valid votes cast
72	8703362	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in ' Against ' of Resolution	% of total number of valid votes cast
3	352	0.01

iii) Votes '**Invalid**' the resolution:

Number of members whose votes were declined	Number of Votes cast in ' Invalid ' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 10: SPECIAL RESOLUTION

RE-APPOINTMENT OF SRI BAMA PRASAD MUKHOPADHYAY (DIN: 08199055) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR FURTHER PERIOD OF FIVE (5) YEARS

i) Voted '**FOR**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in ' Favour ' of Resolution	% of total number of valid votes cast
73	9009233	99.99

ii) Voted '**AGAINST**' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in ' Against ' of Resolution	% of total number of valid votes cast
3	352	0.01

iii) Votes 'Invalid' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 11: ORDINARY RESOLUTION

APPOINTMENT OF SRI KOORETTI TITU PRASAD (DIN: 02539556) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

i) Voted 'FOR' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
74	9009583	99.99

ii) Voted 'AGAINST' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
2	2	0.01

iii) Votes 'Invalid' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 12: ORDINARY RESOLUTION

APPOINTMENT OF M/S RAJENDRA SINGH BHATI & CO. (COST ACCOUNTANTS) FOR THE FY 2022-23 OF THE COMPANY

i) Voted 'FOR' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
73	9009233	99.99

ii) Voted 'AGAINST' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
3	352	0.01

iii) Votes 'Invalid' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 13: SPECIAL RESOLUTION

POWER TO THE BOARD OF DIRECTORS TO ENABLE THE COMPANY TO ADVANCE LOAN TO SUBSIDIARIES/ JOINT VENTURES /ASSOCIATES/ OTHER COMPANIES/FIRMS IN WHICH DIRECTORS ARE INTERESTED DIRECTLY OR INDIRECTLY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

i) Voted 'FOR' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
73	9009233	99.99

ii) Voted 'AGAINST' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
3	352	0.01

iii) Votes 'Invalid' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

ITEM NO. 14: SPECIAL RESOLUTION

POWER TO THE BOARD OF DIRECTORS TO INVEST IN OTHER BODIES CORPORATE OR GRANTING LOANS, GIVING GUARANTEE OR PROVIDING SECURITY TO OTHER PERSONS OR OTHER BODY CORPORATE AS AND WHEN REQUIRED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

i) Voted 'FOR' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Favour' of Resolution	% of total number of valid votes cast
74	9009583	99.99

ii) Voted 'AGAINST' the resolution:

Number of members (folio wise) Voted	Number of Votes cast in 'Against' of Resolution	% of total number of valid votes cast
2	2	0.01

iii) Votes 'Invalid' the resolution:

Number of members whose votes were declined	Number of Votes cast in 'Invalid' of Resolution	% of total number of invalid votes cast
0	0	0

All electronic data and relevant records of voting will remain in our custody until the chairman considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,

**For D. K. Chawla & Co.
(Company Secretaries)**

DASVIND Digitally signed by
DASVINDER KAUR
ER KAUR Date: 2022.09.30
14:17:21 +05'30'

**Dasvinder Kaur
(Company Secretary)**

COP: 15232

UDIN: A033095D001088921

Place: GZB, UP

Dated: September 30th, 2022