



# A L & ASSOCIATES

Company Secretaries

24, Netaji Subhas Road, 4th Floor, Room No. 33, Kolkata - 700 001  
Consolidated Scrutinizer's Report : 4007 4750, E-mail : [alassociates2014@gmail.com](mailto:alassociates2014@gmail.com)

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended]

To

The Chairman of 54<sup>th</sup> Annual General Meeting of the members of Merino Industries Limited (CIN: U51909WB1965PLC026556) held at Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071 on Monday, 23<sup>rd</sup> September, 2019 at 11:00 AM

Dear Sir,

Re: Combined Scrutinizer's Report on results of Remote E-Voting and voting through Polling/Ballot Paper Conducted on the resolutions placed at the 54<sup>th</sup> Annual General Meeting of the Company on 23<sup>rd</sup> September, 2019 at 11:00 AM

1. I, Ms. Priti Lakhota, Practicing Company Secretary, ( CP No: 12790) have been appointed by the Board of Directors of Merino Industries Limited (" the company") as the Scrutinizer for the purpose of remote e-voting and voting through Polling/Ballot Paper received from the equity shareholders carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, to ascertain the requisite majority in respect of the below mentioned resolutions at the 54<sup>th</sup> Annual General Meeting(AGM) of the Company held on 23<sup>rd</sup> September, 2019.
2. The Management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to voting through electronic means on the resolutions contained in the Notice dated 26<sup>th</sup> July, 2019 of the AGM of the Members of the Company. My responsibility as Scrutinizer's for remote e-voting and voting through Polling/Ballot Paper is restricted to make a Scrutinizer's report of the votes cast "In favor" or "Against" on the resolutions stated below, based on the report generated from remote e-voting system provided by the CDSL, the authorized agency engaged by the Company to provide remote e-voting facility and the Polling/Ballot Paper received from the equity shareholders at the venue of the AGM.
3. In terms of the aforesaid Notice and as per the provisions of section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the remote e-voting was kept open for 3 days and the e-voting period commenced on 20<sup>th</sup> September, 2019 at 9.00 A.M. and ends on 22<sup>nd</sup> September, 2019 at 5.00 P.M. and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by the RTA.
4. The members of the company as on "cut-off" date i.e. 16<sup>th</sup> September, 2019 were entitled to vote on the resolutions proposed in the notice calling AGM of the Company.
5. At the end of the remote e-voting period on 22<sup>nd</sup> September, 2019 at 5.00 P.M, the voting portal of the service provider was blocked forthwith.



6. At the AGM of the Company held on 23<sup>rd</sup> September, 2019, the Chairman at the end of the discussion on the resolution(s) announced the voting through Poll/Ballot Paper to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes.
7. Immediately after the conclusion of the e-voting at the venue of the AGM on the 23<sup>rd</sup> September, 2019, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Mr. Rajan Thakur and Mrs Priti Agarwal who acted as witnesses as prescribed under Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015.
8. I, Ms. Priti Lakhotia, in the capacity of the Scrutinizer, furnish the consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting through Poll/Ballot Paper at the AGM as under:

**Item No 1: Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |
| Total       | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |

**Item No 2: Ordinary Resolution**

To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |
| Total       | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |



**Item No 3: Ordinary Resolution**

To confirm the declaration and payment of Interim Dividend on equity shares for the financial year ended 31st March, 2019:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |
| Total       | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |

**Item No 4: Ordinary Resolution**

To appoint a Director in place of Mr. Champa Lal Lohia (DIN: 00154019), who retires by rotation and being eligible, offers himself for re-appointment:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 56                     | 9269242         | 62                       | 795             | 118                      | 9270037           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |
| Total       | 56                     | 9269242         | 62                       | 795             | 118                      | 9270037           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |

**Item No 5: Ordinary Resolution**

To appoint a Director in place of Mr. Rup Chand Lohia (DIN 00063290), who retires by rotation and being eligible, offers himself for re-appointment:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 56                     | 9432542         | 62                       | 795             | 118                      | 9433337           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |
| Total       | 56                     | 9432542         | 62                       | 795             | 118                      | 9433337           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |



**Item No 6: Ordinary Resolution**

To appoint a Director in place of Mr. Bikash Lohia (DIN 00154013), who retires by rotation and being eligible, offers himself for re-appointment:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 56                     | 8997042         | 62                       | 795             | 118                      | 8997837           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0%         |
| Total       | 56                     | 8997042         | 62                       | 795             | 118                      | 8997837           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |

**Item No 7: Special Resolution**

To consider and approve the revision of remuneration of Mr. Nripen Kumar Dugar, Whole-time Director (DIN: 00127790):

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 56                     | 9637042         | 62                       | 795             | 118                      | 9637837           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |
| Total       | 56                     | 9637642         | 62                       | 795             | 118                      | 9637837           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |

**Item No 8: Special Resolution**

To re-appoint Mr. Prasan Lohia (DIN: 00061111) as Whole-time Director for a period of three years and to approve his remuneration:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 56                     | 9464272         | 62                       | 795             | 118                      | 9465067           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0%         |
| Total       | 56                     | 9464272         | 62                       | 795             | 118                      | 9465067           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |



**Item No 9: Ordinary Resolution**

To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2020:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0%         |
| Total       | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |

**Item No 10: Special Resolution**

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:

| Particulars | Remote e-voting        |                 | Voting at AGM via Ballot |                 | Total                    |                   | Percentage |
|-------------|------------------------|-----------------|--------------------------|-----------------|--------------------------|-------------------|------------|
|             | No of Shareholders (A) | No of Votes (B) | No of Shareholders (C)   | No of Votes (D) | No of Shareholders (A+C) | No of Votes (B+D) |            |
| Assent      | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Dissent     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0%         |
| Total       | 57                     | 9637642         | 62                       | 795             | 119                      | 9638437           | 100%       |
| Invalid     | 0                      | 0               | 0                        | 0               | 0                        | 0                 | 0          |

Based on the aforesaid results, the resolution nos. 1 to 10 as contained in the notice date 26<sup>th</sup> July, 2019 have been passed with the requisite majority.

The electronic data and all other relevant records relating to the remote e- voting and poll is under my safe custody and will be handed over to the Company Secretary or any other Designated Officer for safe preservation after the Chairman signs the Minutes.

Thanking You,  
Yours faithfully,

*Priti Lakhota*

**Priti Lakhota**  
Practising Company Secretary  
C.P. No. 12790



Date: 25.09.2019  
Place: Kolkata

Witness :

1. *Rajan Thakur*

(Rajan Thakur)  
24, N.S Road  
Kolkata - 700 001

2. *Priti Agarwal*

(Priti Agarwal)  
24, N.S Road  
Kolkata - 700001

**Received the Report of the Scrutinizer**  
**For Merino Industries Limited**

**(Vinamrata Agrawal)**  
**Company Secretary**

