

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U51909WB1965PLC026556

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACC9186C

(ii) (a) Name of the company

MERINO INDUSTRIES LIMITED

(b) Registered office address

5, ALEXANDRA COURT,60/1, CHOWRINGHEE ROAD
KOLKATA
West Bengal
700020
India

(c) *e-mail ID of the company

merinokol@merinoindia.com

(d) *Telephone number with STD code

03322901214

(e) Website

www.merinoindia.com

(iii) Date of Incorporation

29/07/1965

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U74140WB1994PTC062959

Pre-fill

Name of the Registrar and Transfer Agent

CB MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

P-22 BONDAL ROAD.
KOLKATA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C3	Wood and wood products, furniture, paper and paper products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Merino Panel Products Limited	U20299WB1994PLC064386	Subsidiary	74.64

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	17,000,000	10,566,100	10,369,600	10,369,600
Total amount of equity shares (in Rupees)	170,000,000	105,661,000	103,696,000	103,696,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	17,000,000	10,566,100	10,369,600	10,369,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	170,000,000	105,661,000	103,696,000	103,696,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	10,369,600	103,696,000	103,696,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
0				
At the end of the year	10,369,600	103,696,000	103,696,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
0				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
0				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		23/09/2019	
Date of registration of transfer (Date Month Year)			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,010,879,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			700,000,000
Deposit			0
Total			1,710,879,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

10,093,970,000

(ii) Net worth of the Company

5,545,567,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,447,372	62.18	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,387,100	32.66	0	
10.	Others	0	0	0	
	Total	9,834,472	94.84	0	0

Total number of shareholders (promoters)

34

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	467,237	4.51	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	28,691	0.28	0	
10.	Others IEPF	39,200	0.38	0	
	Total	535,128	5.17	0	0

Total number of shareholders (other than promoters)

1,072

**Total number of shareholders (Promoters+Public/
Other than promoters)**

1,106

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	32	34
Members (other than promoters)	1,046	1,072
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	7	0	7	0	26.84	0
B. Non-Promoter	1	3	1	3	0.01	0
(i) Non-Independent	1	0	1	0	0.01	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	8	3	8	3	26.85	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sri Champalal Lohia	00154019	Whole-time director	368,400	03/04/2020
Sri Rup Chand Lohia	00063290	Whole-time director	205,100	
Sri Prakash Lohia	00063274	Managing Director	566,020	
Sri Bikash Lohia	00154013	Whole-time director	240,600	
Miss Ruchira Lohia	00127797	Whole-time director	508,456	
Sri Prasan Lohia	00061111	Whole-time director	173,370	
Sri Nripen Kumar Dugar	00127790	Whole-time director	600	
Dr.Gautam Bhattacharje	00109269	Director	0	
Sri Madhusudan Lohia	00063278	Whole-time director	721,635	
Sri Sisir Kumar Chakrab	02848624	Director	0	
Sri Bama Prasad Mukh	08199055	Director	0	
Miss Vinamrata Agrawa	AMKPA9785A	Company Secretar	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sri Sanjay Banka	AECPB2404B	CFO	0	15/07/2020

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sri Asok Kumar Parui	AFNPP5089G	CFO	30/09/2019	Resigned
Sri Sanjay Banka	AECPB2404B	CFO	01/10/2019	Appointed

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual general meeting	23/09/2019	1,045	130	55.51
Extra ordinary general meet	28/02/2020	1,106	110	34.34

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/06/2019	11	5	45.45
2	26/07/2019	11	11	100
3	20/08/2019	11	5	45.45
4	23/09/2019	11	5	45.45
5	16/12/2019	11	7	63.64
6	06/01/2020	11	5	45.45
7	23/03/2020	11	8	72.73

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/06/2019	4	4	100
2	Audit Committee	26/07/2019	4	4	100
3	Audit Committee	20/08/2019	4	4	100
4	Audit Committee	23/09/2019	4	3	75
5	Audit Committee	16/12/2019	4	4	100
6	Audit Committee	06/01/2020	4	4	100
7	Audit Committee	23/03/2020	4	4	100
8	Nomination & Remuneration	26/07/2019	3	3	100
9	Nomination & Remuneration	23/09/2019	3	3	100
10	Nomination & Remuneration	16/12/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2020
								(Y/N/NA)
1	Sri Champalal	7	2	28.57	1	0	0	No
2	Sri Rup Chand	7	5	71.43	0	0	0	Yes
3	Sri Prakash Lo	7	6	85.71	1	1	100	Yes
4	Sri Bikash Loh	7	1	14.29	0	0	0	No
5	Miss Ruchira L	7	2	28.57	0	0	0	No
6	Sri Prasan Loh	7	5	71.43	14	13	92.86	Yes
7	Sri Nripen Kur	7	2	28.57	0	0	0	Yes
8	Dr.Gautam Bh	7	7	100	17	17	100	No
9	Sri Madhusuda	7	2	28.57	0	0	0	No

10	Sri Sisir Kuma	7	7	100	10	10	100	No
11	Sri Bama Pras	7	7	100	10	10	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sri Champalal Lohia	Whole time Dire	14,412,000	0	0	3,920,000	18,332,000
2	Sri Rup Chand Lohi	Whole time Dire	9,516,000	0	0	2,561,000	12,077,000
3	Sri Prakash Lohia	Whole time Dire	14,328,000	0	0	3,501,000	17,829,000
4	Sri Prasan Lohia	Whole time Dire	11,892,000	0	0	3,079,000	14,971,000
5	Sri Bikash Lohia	Whole time Dire	10,800,000	0	0	2,910,000	13,710,000
6	Miss. Ruchira Lohia	Whole time Dire	11,892,000	0	0	4,133,000	16,025,000
7	Sri Madhusudan Lo	Whole time Dire	11,892,000	0	0	2,976,000	14,868,000
8	Sri Nripen Kumar D	Whole time Dire	5,398,000	0	0	448,000	5,846,000
	Total		90,130,000	0	0	23,528,000	113,658,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sri Asok Kumar Par	Chief Financial C	1,466,000	0	0	327,000	1,793,000
2	Miss. Vinamrata Ag	Company Secre	537,000	0	0	74,000	611,000
3	Sri Sanjay Banka	Chief Fianncial C	4,337,000	0	0	134,000	4,471,000
	Total		6,340,000	0	0	535,000	6,875,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr. Gautam Bhattach	Director	0	0	0	240,000	240,000
2	Sri Sisir Kumar Cha	Director	0	0	0	170,000	170,000
3	Sri Bama Prasad M	Director	0	0	0	170,000	170,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	580,000	580,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRITI AGARWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

9937

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

PRASAN LOHIA
Digitally signed by PRASAN LOHIA
Date: 2020.10.13 13:06:22 +05'30'

DIN of the director

To be digitally signed by

Vinamrata Agrawal
Digitally signed by Vinamrata Agrawal
Date: 2020.10.13 13:06:49 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

List of Shareholders.pdf
Details of Committee Meetings.pdf
MIL-MGT 8.pdf
Details of Transfer of Shares.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

