

59th Annual General Meeting held on Friday, 27th September, 2024

Disclosure of Voting Results

As per the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions of the Act, if any, and rules thereunder, the Company had provided the facility of e-voting to the Shareholders of the Company to enable them to cast their votes electronically through Remote e-voting on the resolutions and e-voting system at the 59th Annual General Meeting proposed in the Agenda of the Notice of the said Annual General Meeting held on 27th September, 2024. The e-voting system was open from 24th September, 2024 (9:00 a.m.) to 26th September, 2024 (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), Proprietor of M/s D.K. Chawla & Co., Company Secretaries, as the Scrutiniser for scrutinizing 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 27th September 2024 and has submitted her 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

Balaji
Company Secretary
M. No.: F9919

D.K. Chawla & Co.

(Company Secretaries)

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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

Prakash Lohia – Executive Chairman And Managing Director

59th Annual General Meeting of Equity Shareholders of

Merino Industries Limited held on 27th September, 2024

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 from **D. K. Chawla & Co. (Company Secretaries)**, 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 07th August, 2024, 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. 01-11 and to scrutinize these votes received from the shareholders of the company in respect of the below mentioned resolution passed at the 59th Annual General Meeting of the shareholders of **Merino Industries Limited**, held on 27th September, 2024 through video conferencing, submit our report as under:

The Notice dated 7th August, 2024 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 20th September, 2024 were entitled to vote on the proposed resolutions as set out at Item No. 01-11 in the Notice of the Annual General Meeting of Merino Industries Limited.

The voting period for e-voting commenced on Tuesday, 24th September, 2024 at 9:00 A.M. and ends on Thursday, 26th September, 2024 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, 2024 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
84	10039703	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
6	45	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 5.00 PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024:**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
84	10039703	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
6	45	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. SPECIAL RESOLUTION**TO APPOINT A DIRECTOR IN PLACE OF SHRI MADHUSUDAN LOHIA, WHOLE-TIME DIRECTOR (DIN 00063278), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY PERQUISITES, ADDITIONAL BENEFITS AND MINIMUM REMUNERATION:**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
83	9643468	96.05

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
6	45	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
1	396235	3.94

ITEM NO. 4. SPECIAL RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI NRIPEN KUMAR DUGAR (DIN: 00127790), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY, PERQUISITES, ADDITIONAL BENEFITS AND MINIMUM REMUNERATION:

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
83	10039103	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
6	45	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	600	0.01

ITEM NO. 5. SPECIAL RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI BIKASH LOHIA (DIN: 00154013), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY, PERQUISITES AND MINIMUM REMUNERATION:

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
83	9714717	96.76

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
6	45	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
1	324986	3.23

ITEM NO. 6. SPECIAL RESOLUTION

TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY FOR INSERTION OF CLAUSE-CHAIRMAN EMERITUS-SHRI RUP CHAND LOHIA AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, MODIFICATION(S) IN SALARY, PERQUISITES AND MINIMUM REMUNERATION:

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
84	10039703	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
6	45	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

TO APPOINT SHRI RUP CHAND LOHIA AS CHAIRMAN EMERITUS OF THE COMPANY AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS:

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
82	9688752	96.50

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
7	55	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
1	350941	3.49

ITEM NO. 8. SPECIAL RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI PRAKASH LOHIA (DIN: 00063274), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY, PERQUISITES AND MINIMUM REMUNERATION:

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
82	9566532	95.28

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
7	55	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
1	473161	4.71

ITEM NO. 9. ORDINARY RESOLUTION

TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, BY PASSING WITH OR WITHOUT MODIFICATIONS:

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
83	10039693	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
7	55	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

TO APPROVE THE AUTHORITY OF THE BOARD OF DIRECTORS TO CREATE MORTGAGE ON THE PROPERTIES OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION(S):

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
83	10039693	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
7	55	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
0	0	0

ITEM NO. 11. SPECIAL RESOLUTION

TO APPROVE THE AUTHORITY OF THE BOARD OF DIRECTORS TO BORROW MONEY ON BEHALF OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION(S):

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
83	10039693	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
7	55	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
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)**

**Dasvinder Kaur
(Company Secretary)
COP: 15232
UDIN: A033095F001366328**

**Place: GHAZIABAD, U.P.
Dated: September 27th, 2024**