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**MERINO INDUSTRIES LTD.**

CIN: U51909WB1965PLC026556

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## 55th Annual General Meeting held on 30th September, 2020

### Disclosure of Voting Results

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 55<sup>th</sup> 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, 2020. The e-voting system was open from 27<sup>th</sup> September, 2020 (9:00 a.m.) to 29<sup>th</sup> September, 2020 (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. Priti Agarwal, Partner of M/s. A L & Associates, a Practicing Company Secretary (Membership No. ACS 26513 and Certificate of practice No. 9937) as the Scrutiniser for scrutinising the voting process of e-voting. Ms. Priti Agarwal 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, 2020 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



*Vinamrata Agrawal*

Vinamrata Agrawal  
Company Secretary

Date: 30th September, 2020

Encl: As stated above



# A L & ASSOCIATES

Company Secretaries

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

## Consolidated Scrutinizer's Report

{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  
Merino Industries Limited  
5, Alexandra Court,  
60/1 Chowringhee Road,  
Kolkata- 700020

Dear Sir,

**Re: Consolidated Report of Scrutinizer on voting through E-Voting system at the 55<sup>th</sup> Annual General Meeting (AGM) and Remote E-voting on the resolutions proposed at the AGM of the Members of Merino Industries Limited held through Video Conferencing/OAVM facility on Wednesday, 30<sup>th</sup> September, 2020 at 11:30 AM**

I, Ms. Priti Agarwal, Practicing Company Secretary, ( CP No: 9937) have been appointed by the Board of Directors of **Merino Industries Limited** (" the company") to act as the Scrutinizer for the purpose of scrutinizing e-voting process ( remote e-voting and e-voting system at the AGM) of the 55<sup>th</sup> AGM of the Company, held through Video Conferencing/OAVM on Wednesday, 30<sup>th</sup> September, 2020 at 11:30 A.M., in Compliance with section 108 of the Companies Act, 2013, Rules 20 and 21 of the Companies (Management and Administration), Rules, 2014, as amended, read with Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular No. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 issued by Ministry of Corporate Affairs ("MCA Circular") in respect on below mentioned resolutions proposed at the said 55<sup>th</sup> AGM.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under read with the "relevant Circulars", relating to e-voting process is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process both through e-voting and e-voting system at the AGM are conducted in a fair and transparent manner and to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by Central Depositories Services Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting and e-voting system facility.

The Notice dated 25<sup>th</sup> August, 2020 along with the statement under Section 102 of the Companies Act, 2013, convening the 55<sup>th</sup> AGM of the Company through Video Conferencing/OVAM on 30<sup>th</sup> September, 2020, was sent through electronic mode to those shareholders whose e-mail addresses were registered



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**Practicing Company Secretaries**

The Members of the Company holding shares on the cut-off date i.e. 23<sup>rd</sup> September, 2020 were entitled to vote on the resolutions as set out in the Notice of the 55<sup>th</sup> AGM.

In this regard, I hereby submit my report as under:

The Company has availed the services of Central Depositories Services Limited ("CDSL") as the agency for providing facility for remote e-voting, participation in the AGM through VC/OVAM and e-voting during the AGM.

1. The remote e-voting period commenced from 27<sup>th</sup> September, 2020 at 9.00 A.M. and ended on 29<sup>th</sup> September, 2020 at 5.00 P.M. and the remote e-voting module was disabled by CDSL thereafter.
2. The Company had also provided facility for voting through electronic voting system of CDSL during the AGM.
3. Subsequent to the conclusion of the 55<sup>th</sup> AGM, I unblocked the electronic votes cast both through remote e-voting and e-voting system during the AGM, in the presence of two witnesses, Mr Shaymal Ghosh and Mrs Yashvi Jajodia who are not in the employment of the Company.
4. We have Scrutinized the vote cast both through remote e-voting and e-voting system during the AGM for the purpose of this Report.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVEN- 200826062) during the AGM, as under:

**ORDINARY BUSINESS**

**Item No 1: Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	75	9303718	0	0	75	9303718	100%
Dissent	0	0	0	0	0	0	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0



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**Practicing Company Secretaries**

**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, 2020:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	74	9303717	0	0	74	9303717	100%
Dissent	1	1	0	0	1	1	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0

**Item No 3: Ordinary Resolution**

To confirm the declaration and payment of first and second Interim Dividend on equity shares for the financial year ended 31st March, 2020:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	75	9303718	0	0	75	9303718	100%
Dissent	0	0	0	0	0	0	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0

**Item No 4: Ordinary 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:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	75	9303718	0	0	75	9303718	100%
Dissent	0	0	0	0	0	0	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0



**Item No 5: Ordinary Resolution**

To appoint a Director in place of Shri Madhusudan Lohia (DIN: 00063278), who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	75	9303718	0	0	75	9303718	100%
Dissent	0	0	0	0	0	0	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0

**Item No 6: Ordinary Resolution**

To appoint a Director in place of Ms. Ruchira Lohia (DIN: 00127797), who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	75	9303718	0	0	75	9303718	100%
Dissent	0	0	0	0	0	0	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0

**Item No 7: Special Resolution**

To appoint M/s Singhi & Company (Firm Registration No. 302049E) as Statutory Auditors and to fix their remuneration:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	75	9303718	0	0	75	9303718	100%
Dissent	0	0	0	0	0	0	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0



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**Practicing Company Secretaries**

**SPECIAL BUSINESS:**

**Item No 8: Ordinary Resolution**

To approve the remuneration of the Cost Auditors M/s Basu, Banerjee, Chakraborty, Chottopadhyay & Co (FRN: 000206) for the financial year ending on 31st March, 2021:

Particulars	Remote e-voting		Voting through e-voting system during the AGM		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	75	9303718	0	0	75	9303718	100%
Dissent	0	0	0	0	0	0	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0

**Item No 9: 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 through e-voting system during the AGM		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	74	9303717	0	0	74	9303717	100%
Dissent	1	1	0	0	1	1	0
Total	75	9303718	0	0	75	9303718	100%
Invalid	0	0	0	0	0	0	0

In terms of the provisions of Rules 20(4)(xiv), of the Companies Act ( Management and Administration) Amendment Rules, 2015, I have maintained separate Registers for vote cast through remote e-voting and e-voting system during the AGM in electronic form. The registers and all other papers relating to electronic voting shall remain in my safe custody until the Chairman signs the Minutes of 55<sup>th</sup> AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,



For A L & Associates

**For AL & ASSOCIATES**

*Priti Agarwal*

Priti Agarwal *Partner*  
(Partner)

Practising Company Secretary  
C.P. No. 9937

Date: 30.09.2020

Place: Kolkata

Witness:

*Shyamal Ghosh*

1. ....  
(Shymal Ghosh)

2. *Yashvi Jajodia*  
(Yashvi Jajodia)

For MERINO INDUSTRIES LIMITED

*Urmilata Agrawal*  
Company Secretary