



ECONOMY • EXCELLENCE • ETHICS

MERINO INDUSTRIES LTD.

CIN: U51909WB1965PLC026556

GST No. :19AAACC9186C2ZJ

5, Alexandra Court, 60/1, Chowringhee

Road, Kolkata – 700020, India

P +91 33 2290 1214, 4009 9200

F +91 33 2287 0314

E merinokol@merinoindia.com

W www.merinoindia.com

53rd Annual General Meeting held on 14th September, 2018

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 as well as by ballot form to the Shareholders of the Company to enable them to cast their votes electronically or on poll on the Resolutions proposed in the Agenda of the Notice of the 53rd Annual General Meeting held on 14th September, 2018. The e-voting was open from 11th September, 2018 (9:00 a.m.) to 13th September, 2018 (5:00 p.m.) and poll on 14th September, 2018.

The Board of Directors had appointed Mr. Atul Kumar Labh, a Practising Company Secretary as the Scrutiniser for scrutinising the voting process of e-voting and poll. Mr. Labh had carried out the scrutiny of all the electronic votes and poll received up to the close of the proceedings at the said Annual General Meeting held on 14th September, 2018 and has submitted his report disclosing the voting results on 15th September, 2018, 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: 15th September, 2018

Encl: As stated above

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 53rd Annual General Meeting of
Merino Industries Limited
5, Alexandra Court
60/1, Chowringhee Road
Kolkata - 700020**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 53rd Annual General Meeting of the members of “*Merino Industries Limited*” (“*Company*”) held on Friday, 14th September, 2018 at the Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071 at 3.00 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 13th August, 2018. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by C.B Management Services (P) Ltd, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Tuesday, the 11th September, 2018 up to 5.00 P.M. IST on Thursday, the 13th September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 7th September, 2018 were entitled to vote on the proposed 13 (Thirteen) resolutions as mentioned in the Notice dated 13th August, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Friday, the 14th September, 2018 around 05:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh, residing at 8/A, Kailash Saha Lane, Kolkata – 700007 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180816005] and votes casted through physical ballot papers distributed at the AGM venue are as under:



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	59	9636140	
Voting by ballot	32	194	
Total	91	9636334	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	3



**b) Resolution 2**

To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	59	9636140	
Voting by ballot	32	194	
Total	91	9636334	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	3



**c) Resolution 3**

To confirm the declaration and payment of Interim Dividend on equity shares for the financial year ended 31st March, 2018

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	9636140	
Voting by ballot	32	194	
Total	91	9636334	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



**d) Resolution 4**

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

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	57	9010184	
Voting by ballot	32	194	
Total	89	9010378	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

e) Resolution 5

To appoint a Director in place of Shri Prasan Lohia (DIN: 00061111), who retires by rotation and being eligible, offers himself for re-appointment

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	51	8349135	
Voting by ballot	32	194	
Total	83	8349329	100.00%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



** SPECIAL BUSINESS:****f) Resolution 6 : Special Resolution**

To re-appoint Shri Bikash Lohia (DIN: 00154013) as Whole-time Director for a period of three years and to approve his remuneration

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	51	7430851	
Voting by ballot	32	194	
Total	83	7431045	100.00%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	3



**g) Resolution 7 : Special Resolution**

To re-appoint Shri Madhusudan Lohia (DIN: 00063278) as Whole-time Director for a period of three years and to approve his remuneration

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	55	8049735	
Voting by ballot	32	194	
Total	87	8049929	100.00%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



**h) Resolution 8 : Special Resolution**

To re-appoint Shri Nripen Kumar Dugar (DIN: 00127790) as Whole-time Director for a period of three years and to approve his remuneration

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	58	9635540	
Voting by ballot	32	194	
Total	90	9635734	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



**i) Resolution 9 : Special Resolution**

To re-appoint Shri Rup Chand Lohia (DIN: 00063290) as Executive Vice-Chairman for a period of three years and to approve his remuneration

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	51	7932435	
Voting by ballot	32	194	
Total	83	7932629	100.00%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



**j) Resolution 10 : Special Resolution**

To re-appoint Shri Champa Lal Lohia (DIN: 00154019) as Executive Chairman for a period of three years and to approve his remuneration

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	49	7223551	
Voting by ballot	32	194	
Total	81	7223745	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



**k) Resolution 11 : Ordinary Resolution**

To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2019

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	9636140	
Voting by ballot	32	194	
Total	91	9636334	100.00%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



**I) Resolution 12 : 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

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	40	4256220	
Voting by ballot	32	194	
Total	72	4256414	100.00%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



**m) Resolution 13 : Ordinary Resolution**

To appoint Shri Bama Prasad Mukhopadhyay (DIN: 08199055) as an Independent Director of the Company

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	9636140	
Voting by ballot	32	194	
Total	91	9636334	100.00%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	3



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

7. All the resolutions proposed hereinabove have been passed unanimously.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 15.09.2018

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

2. *Priti Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane
Kolkata – 700007



Received the Report of the Scrutinizer
For Merino Industries Limited

Vinamrata Agrawal

(Vinamrata Agrawal)
Company Secretary

