

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

Shri Rup Chand Lohia – Executive Chairman,

Extraordinary General Meeting of Equity Members of

Merino Industries Limited held on Wednesday, 06th December, 2023

at 11:00 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) facility.

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 (U51909WB1965PLC026556)** having its registered Office at **5, Alexandra Court,60/1, Chowringhee, Kolkata, West Bengal-700020** vide resolution dated on 23rd November, 2023, pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the rules made thereunder as amended from time to time 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 and to scrutinize these votes received from the shareholders of the company in respect of the below mentioned resolution passed at the Extraordinary General Meeting of the shareholders of Merino Industries Limited, held on 06th December, 2023 through video conferencing, submit our report as under:

The Notice dated 23rd November, 2023 convening an Extraordinary 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 EGM 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 29th November, 2023 Wednesday, were entitled to vote on the proposed resolutions as set out at Item No. 01 in the Notice of the Extraordinary General Meeting of Merino Industries Limited.

The voting period for e-voting commenced on Sunday, 03rd December, 2023 at 9:00 A.M. and ends on Tuesday, 05th December, 2023 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. SPECIAL RESOLUTION

ISSUANCE OF CORPORATE GUARANTEE IN FAVOUR OF KBGB AGRITECH PRIVATE LIMITED (A GROUP COMPANY) UPTO AN AGGREGATE SUM OF RS. 50 CRORE (RUPEES FIFTY CRORES ONLY) PURSUANT TO SECTION 185 OF COMPANIES ACT, 2013.

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
66	8450630	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
1	1	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

All electronic data and relevant records of voting will remain in our custody until the chairman considers, approves and signs the minutes of the EGM 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: A033095E002876254**

Place: GZB, UP

Dated: December 07th, 2023