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MERINO INDUSTRIES LTD.

CIN: U51909WB1965PLC026556

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Extra-Ordinary General Meeting held on 31st December, 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 Extra-Ordinary General Meeting held on 31st December, 2018. The e-voting was open from 28th December, 2018 (9:00 a.m.) to 30th December, 2018 (5:00 p.m.) and poll on 31st December, 2018.

The Board of Directors had appointed A L & Associates, Practising Company Secretaries as the Scrutiniser for scrutinising the voting process of e-voting and poll. Ms. Priti Lakhota, Partner of A L & Associates had carried out the scrutiny of all the electronic votes and poll received up to the close of the proceedings at the said Extra-Ordinary General Meeting held on 31st December, 2018 and has submitted his report disclosing the voting results on 1st January, 2019, 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 Extra-Ordinary General Meeting have been approved by the shareholders.

For Merino Industries Limited



Vinamrata Agrawal

Vinamrata Agrawal
Company Secretary

Date: 1st January, 2019

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 of Extra-Ordinary General Meeting of the members of **Merino Industries Limited (CIN: U51909WB1965PLC026556)** held at Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071 on Monday, 31st December, 2018 at 03:00 PM

Dear Sir,

Re: Combined Scrutinizer's Report on results of Remote E-Voting and voting through Polling/Ballot Paper Conducted on the resolutions placed at the Extra-Ordinary General Meeting of the Company on 31st December, 2018 at 03:00 PM

1. I, Ms. Priti Lakhota, Practicing Company Secretary, (CP No: 12790) have been appointed by the Board of Directors of **Merino Industries Limited** (" the company") as the Scrutinizer for the purpose of remote e-voting and voting through Polling/Ballot Paper received from the equity shareholders carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, to ascertain the requisite majority in respect of the below mentioned resolutions at the Extra-Ordinary General Meeting(EGM) of the Company held on 31st December, 2018.
2. The Management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to voting through electronic means on the resolutions contained in the Notice dated 22nd November, 2018 of the EGM of the Members of the Company. My responsibility as Scrutinizer's for remote e-voting and voting through Polling/Ballot Paper is restricted to make a Scrutinizer's report of the votes cast "In favor" or "Against" on the resolutions stated below, based on the report generated from remote e-voting system provided by the CDSL, the authorized agency engaged by the Company to provide remote e-voting facility and the Polling/Ballot Paper received from the equity shareholders at the venue of the EGM.
3. In terms of the aforesaid Notice and as per the provisions of section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the remote e-voting was kept open for 3 days and the e-voting period commenced on 28th December, 2018 at 9.00 A.M. and ends on 30th December, 2018 at 5.00 P.M. and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by the RTA.
4. The members of the company as on "cut-off" date i.e. 24th December, 2018 were entitled to vote on the resolutions proposed in the notice calling EGM of the Company.



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5. At the end of the remote e-voting period on 30th December, 2018 at 5.00 P.M, the voting portal of the service provider was blocked forthwith.
6. At the EGM of the Company held on 31st December, 2018, the Chairman at the end of the discussion on the resolution(s) announced the voting through Poll/Ballot Paper to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes.
7. Immediately after the conclusion of the e-voting at the venue of the EGM on the 31st December, 2018, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Mr. Rajan Thakur and Mrs Priti Agarwal who acted as witnesses as prescribed under Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015.
8. I, Ms. Priti Lakhotia, in the capacity of the Scrutinizer, furnish the consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting through Poll/Ballot Paper at the EGM as under:

Item No 1: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Sri Prakash Lohia, Managing Director (DIN:00063274).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0

Item No 2: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Sri Champa Lal Lohia, Executive Chairman (DIN:00154019).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0



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Item No 3: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Sri Rup Chand Lohia, Executive Vice- Chairman (DIN:00063290).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0

Item No 4: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Sri Prasan Lohia, Whole Time Director (DIN:00061111).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0

Item No 5: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Smt Ruchira Lohia, Whole Time Director (DIN:00127797).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0



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Item No 6: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Sri Bikash Lohia, Whole Time Director (DIN:00154013).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0

Item No 7: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Sri Madhusudan Lohia, Whole Time Director (DIN:00063278).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0

Item No 8: Special Resolution

To Consider and approve revision of remuneration in the form of provision of medical facility to Sri Nripen Kumar Dugar, Whole Time Director (DIN:00127790).

Particulars	Remote e-voting		Voting at EGM via Ballot		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	56	9800735	47	335	103	9801070	99.99%
Dissent	0	0	3	4	3	4	0.01%
Total	56	9800735	50	339	106	9801074	100%
Invalid	0	0	0	0	0	0	0



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Based on the aforesaid results, the resolution nos. 1 to 8 as contained in the notice date 22nd November, 2018 have been passed with the requisite majority.

The electronic data and all other relevant records relating to the remote e- voting and poll is under my safe custody and will be handed over to the Company Secretary or any other Designated Officer for safe preservation after the Chairman signs the Minutes.

Thanking You,
Yours faithfully,
For A L & Associates

For A L & ASSOCIATES
Priti Lakhota
Partner

Priti Lakhota
(Partner)
Practising Company Secretary
C.P. No. 12790

Date: 01.01.2019
Place: Kolkata

