



**MERINO INDUSTRIES LTD.**  
CIN: U51909WB1965PLC026556

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**Extra-Ordinary General Meeting of Merino Industries Limited  
held on 12<sup>th</sup> January, 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 12<sup>th</sup> January, 2018. The e-voting was open from 9<sup>th</sup> January, 2018 (9:00 a.m.) to 11<sup>th</sup> January, 2018 (5:00 p.m.) and poll on 12<sup>th</sup> January, 2018.

The Board of Directors had appointed Mr. A. K. Labh, a Practising Company Secretary as the Scrutiniser for scrutinizing the voting process of e-voting and poll. Mr. Labh had carried out the scrutiny of all the electronic votes and poll received upto the close of the proceedings at the said Extra-Ordinary General Meeting held on 12<sup>th</sup> January, 2018 and submitted his report disclosing the voting results on 15<sup>th</sup> January, 2018, which is enclosed.

As indicated by the Report of the Scrutiniser, the Resolutions as set out in the Agenda of the Notice of the said Extra-Ordinary General Meeting have been approved by the shareholders.



Date: 15<sup>th</sup> January, 2018

Encl: As stated above

For Merino Industries Limited

*Sumana Raychaudhuri*  
Sumana Raychaudhuri  
Company Secretary

## 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

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Website : www.aklabh.com

### **CONSOLIDATED SCRUTINIZER'S REPORT**

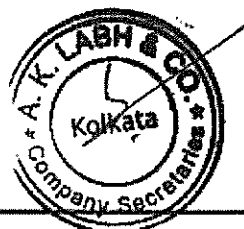
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

The Chairman  
of the Extra-Ordinary 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 Extra-Ordinary General Meeting of the members of “*Merino Industries Limited*” (“*Company*”) held on Friday, 12<sup>th</sup> January, 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 Extra-Ordinary General Meeting dated 29<sup>th</sup> November, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a 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.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Tuesday, the 9<sup>th</sup> January, 2018 up to 5.00 P.M. IST on Thursday, the 11<sup>th</sup> January, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 5<sup>th</sup> January, 2018 were entitled to vote on the proposed 2 (Two) resolutions as mentioned in the Notice dated 29<sup>th</sup> November, 2017 of the Extra-Ordinary General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Extra-Ordinary 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 12<sup>th</sup> January, 2018 around 04:00 PM after the completion of the Extra-Ordinary General Meeting in the presence of two witnesses, namely, Mr. Asit Kumar Labh, residing at 71, N. D. Road, Kolkata – 700008 and Mr. Vijay Kumar Gupta, residing at 38/5 D, Khudiram Bose Sarani, Kolkata -700037 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 : 171205007] and votes casted through physical ballot papers distributed at the EGM venue are as under:



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## SPECIAL BUSINESS:

### a) Resolution 1 : Special Resolution

*Consideration and approval for revision of remuneration of Shri Champalal Lohia, Executive Chairman (DIN: 00154019)*

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

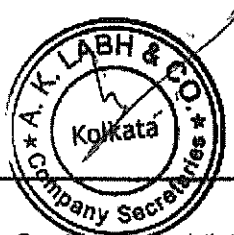
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	45	6925266	
Voting by ballot	30	225	
<b>Total</b>	<b>75</b>	<b>6925491</b>	<b>99.99999%</b>

*(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	1	1	
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00001%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



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## b) Resolution 2 : Ordinary Resolution

*Consideration and approval for revision of remuneration of Shri Nripen Kumar Dugar, Whole-time Director (DIN: 00127790)*

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

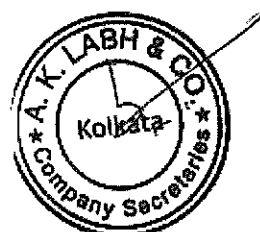
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	56	9638355	
Voting by ballot	30	225	
<b>Total</b>	<b>86</b>	<b>9638580</b>	<b>99.99999%</b>

(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	1	1	
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00001%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. 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 the 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: 15.01.2018

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*Witness :*

1. *Asit Kumar Labh*

(Asit Kumar Labh)  
71, N. D. Road  
Kolkata - 700 008



2. *Vijay Kumar Gupta*

(Vijay Kumar Gupta)  
38/5 D, Khudiram Bose Sarani  
Kolkata - 700037

Received the Report of the Scrutinizer  
For Merino Industries Limited

*Sumana Raychaudhuri*  
(Sumana Raychaudhuri)  
Company Secretary

