

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

The Chairman

Merino Industries Limited

5, Alexandra Court, 60/1,

Chowringhee Road,

Kolkata-700020

SUB: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 read with the rules of Companies (Incorporation) Rules, 2014 and the e-voting/ voting received from the shareholders of the Company.

Dear Sir

I, Dasvinder Kaur, (COP No. 15232) a Proprietor of D.K. Chawla & Co., Practising Company Secretary has been appointed as the Scrutinizer by the Board of Directors of the Merino Industries Limited having its registered Office at 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata-700020 (CIN: U51909WB1965PLC026556) vide resolution dated on 24th December, 2022, pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 read with the rules of Companies (Incorporation) Rules, 2014 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 Resolution 1 and to scrutinize these votes received from the shareholders of the company in respect of the below mentioned resolution to be passed at the Extra Ordinary General Meeting of the shareholders of Merino Industries Limited, held on 17th February, 2022 at 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata-700020, submit our report as under:



The Notice dated December 24, 2021 convening an Extra Ordinary 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 January 21, 2022 were entitled to vote on the proposed resolutions as set out at Item No. 1 in the Notice of the Extra Ordinary General Meeting of Merino Industries Limited.

The voting period for e-voting commenced on Monday, 14th February, 2022 at 9:00 a.m. and ends on Wednesday, 16th February, 2022 at 5:00 p.m. and the CDSL e-voting platform was closed thereafter and the votes cast under e-voting facility were then counted in the presence of two witnesses who were not in the employment of the company Ms. Sonika Tiwari and Mrs. Monika Mittal. The members as on the cut-off date i.e. January 21st, 2022 were considered for the purpose of voting rights for e-voting at the EGM.

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.

Voting Results

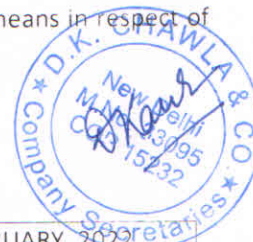
| | |
|--|---------------------------------|
| DATE OF EGM | 17 TH FEBRUARY, 2022 |
| TOTAL NUMBER OF SHAREHOLDERS ON THE DATE | 65 |

Resolution 1.

Special Resolution: To consider and amend the Object Clause of the Memorandum of Association of the Company

i) Voted 'FOR' the resolution:

| Number of members (folio wise) Voted | Number of Votes cast in 'Favor' of Resolution | % of total number of valid votes cast |
|--------------------------------------|---|---------------------------------------|
| 62 | 5200461 | 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 |
|--------------------------------------|---|---------------------------------------|
| 3 | 3 | 0.01 |

iii) Votes 'Invalid' the resolution:

| Number of members (folio wise) Voted | Number of Votes cast in 'Invalid' of Resolution | % of total number of valid 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.

In view of above results the aforesaid resolution passed by way Special Resolution.

Thanking You,

For D. K. Arora & Co.



(Prasinder Kumar, Company Secretary)

COP: 15232

UDIN: A033095C002628952

Place: New Delhi

Dated: February 18th, 2022

Witness: 1) Sonika Tiwari
2) Monika Mittal

For Merino Industries Limited

Talafi
Company Secretary

Sonika
Monika