



ECONOMY • EXCELLENCE • ETHICS

MERINO INDUSTRIES LTD.
CIN: US1909WB1965PLC026556

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Disclosure of results of the Postal Ballot

pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable laws and regulations, if any of the Companies Act, 2013, the Company has provided postal ballot process by e-voting and physical ballot through Central Depository Services (India) Limited and e-voting and Postal Ballot process kept opened from Wednesday, 1st July, 2020 to Thursday, 30th July, 2020. Now we have completed our Postal Ballot process on 30th July, 2020 (in the close of working hours i.e. 6-00 p.m.) and have obtained the members approval by Special Resolutions to the following business items mentioned in the postal ballot notice dated 29th June, 2020.

Sl. No.	Items of business
1.	Re-designation of Shri Rup Chand Lohia (DIN 00063290) as Executive Chairman with effect from 1 st July, 2020
2.	Revision of remuneration of Shri Bikash Lohia, Whole-time Director (DIN 00154013) with effect from 1 st April, 2020

The Company has appointed Ms. Priti Agarwal, Partner of M/s. A L & Associates, Practicing Company Secretaries (Membership No. ACS 26513 and Certificate of practice No. 9937), to conduct postal ballot process in fair and transparent manner, who have submitted her report dated 31st July, 2020. On the basis of which Ms. Vinamrata Agrawal, Company Secretary of the Company announced the results of passing of special resolutions by requisite majority.

We would like to inform you that the above Resolution was passed by the shareholders with the requisite majority. The said resolutions are deemed to have been passed on 30th July, 2020, being the last date specified by the Company for receipt of duly completed Postal Ballot forms / e-voting.

In terms of notice of postal ballot, the results were declared by the Company at the registered office of the Company on 31st July, 2020.

The results of the voting (through remote e voting and postal ballot forms in the format along with the Copy of the Scrutinizers' Report are attached.

The results of postal ballot along with Scrutinizer report is placed on the website of the Company and Central Depository Services (India) Limited.

For Merino Industries Limited



Vinamrata Agrawal

Vinamrata Agrawal
Company Secretary

Date: 31st July, 2020

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

Scrutinizer's Report

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rule 21 (2) & Rule 22 (9) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
MERINO INDUSTRIES LIMITED
5, Alexandra Court
60/1 Chowringhee Road
Kolkata-700020

Dear Sir,

Sub: Postal Ballot – Scrutinizer's Report

I, Priti Agarwal, Practising Company Secretary, having C. P. No. 9937, have been appointed, by the Board of Directors of Merino Industries Limited ("the Company") as a Scrutinizer for the purpose of conducting the Postal Ballot process, including voting through electronic means, and to report in respect of seeking its members assent/ dissent for passing the Special Resolutions, pursuant to the provisions of the Companies Act, 2013 and all other applicable laws, as stated in the Notice of Postal Ballot, dated June 29, 2020.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal Ballot and voting through electronic means on the Resolution contained in the Notice, dated June 29, 2020. My responsibility as the Scrutinizer for Postal Ballot, including e-voting, process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolution stated in the Notice of Postal Ballot, based on the Postal Ballot Forms received by me and the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide the e-voting facility. This e-voting report is generated on the basis of information available/ downloaded from the CDSL website: www.evotingindia.com

Further to the above, I hereby submit my Report:

The Company has completed dispatch of notice of postal ballot dated June 29, 2020, on June 30, 2020 by sending e-mail to the Members, whose e-mail address is registered with the Company, whose names appeared on the Register of Members/ list of beneficiaries as on June 26, 2020 (the cut- off date) and who were entitled to vote on the Resolution set out in the notice mentioned herein above. The e-voting process remained open from (09.00.00) IST on Wednesday, July 1, 2020 to Tuesday, July 30, 2020 up to (05.00 P.M.) IST.



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Practicing Company Secretaries

Particulars of all Postal Ballot Forms received from the Members and the votes cast by electronic mode have been entered in the register separately maintained for the purpose.

1. The Postal Ballot Forms were kept under my safe custody in a sealed and tamper proof Ballot Box before commencing the scrutiny of such Postal Ballot Forms.

The Ballot Box was opened on July 30, 2020 by me.

The Postal Ballot Forms were duly scrutinized by me on July 30, 2020 and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries.

All Postal Ballot Forms and e-votes received up to the close of working hours (5.00 PM IST) on July 30, 2020, the last date and time fixed by the Company for receipt of the forms and e-voting, were considered for my scrutiny.

I have not received any envelope containing Postal Ballot Form after July 30, 2020 and before issuance of this Report.

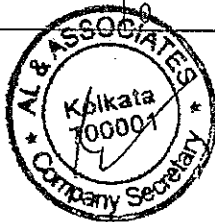
I did not find any defaced or mutilated Postal Ballot Form.

As stated above, the e-voting period ended at 05.00 P.M. (IST) on July 30, 2020. The votes cast by e-voting were unlocked by me in the presence of two witnesses, Mr Rajan Thakur and Mr. Shyamal Ghosh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence. I have also received complete records of votes cast by electronic mode from CDSL depository the agency for providing and supervising electronic platform- (EVSN- 200624005) on July 30, 2020.

2. The summary of the Postal Ballot Forms and e-voting received are given below:

Item no. 1: To approve re-designation of Shri Rup Chand Lohia (DIN: 00063290) as Executive Chairman with effect from 1st July, 2020, as Special Resolution.

Particular	Physical Ballot		Remote E-Voting		Total		Percentage
	No Shareholders (A)	No of Votes (B)	No Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	8	17	51	7775235	59	7775252	100%
Dissent	0	0	1	2	1	2	0
Total	8	17	52	7775237	60	7775254	100%
Invalid	0	0	9	1665305	9	1665305	



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Practicing Company Secretaries

Item No 2: To approve revision of remuneration of Shri Bikash Lohia, Whole time Director
(DIN: 00154013) w.e.f 1st April, 2020, as Special Resolution,

Particulars	Physical Ballot		Remote E-Voting		Total		Percentage
	No Shareholders (A)	No of Votes (B)	No Shareholders (C)	No of Votes (D)	No of Shareholders (A+C)	No of Votes (B+D)	
Assent	8	17	54	8103651	62	8103668	100%
Dissent	0	0	1	2	1	2	0
Total	8	17	55	8103653	63	8103670	100%
Invalid	0	0	6	1336889	6	1336889	

3. You may accordingly declare the results of the voting conducted through Postal Ballot

4. In terms of the provisions of the Rule 22 of the Companies (Management and Administration) Rules, 2014, I have maintained the Register of Postal Ballot and Voting in electronic form, the register and all other papers relating to Postal Ballot and electronic voting shall remain in my safe custody until the Chairman considers, approve and signs the minutes of the Postal Ballot.

Thanking You

Yours Truly
For AL & Associates

For AL & ASSOCIATES
Priti Agarwal
Partner



Priti Agarwal
(Partner)
ACS No:26513 CP No:9937

Place: Kolkata
Date: 31.07.2020

Witness:

1. *Rajan Thakur*

Mr Rajan Thakur
218A Central Avenue
2nd Floor
Kolkata-06

2. *Shyamal Ghosh*

Mr Shyamal Ghosh
24 N.S.Road
4th Floor
Kolkata-01

Received the Report of the Scrutinizer
For Merino Industries Limited

Vinamrata Agrawal

(Vinamrata Agrawal)
Company Secretary

