



MERINO INDUSTRIES LIMITED
CIN: U51909WB1965PLC026556
GST No.: 07AAACC9186C3ZN

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60th Annual General Meeting held on Friday, 26th September, 2025

Disclosure of Voting Results

As per the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions of the Act, if any, and rules thereunder, the Company had provided the facility of e-voting to the Shareholders of the Company to enable them to cast their votes electronically through Remote e-voting on the resolutions and e-voting system at the 60th Annual General Meeting proposed in the Agenda of the Notice of the said Annual General Meeting held on 26th September, 2025. The e-voting system was open from 23rd September, 2025 (9:00 a.m.) to 25th September, 2025 (5:00 p.m.) and the video conference (VC) facility for e-voting was also made available during the meeting.

The Board of Directors had appointed Ms. Dasvinder Kaur, Practicing Company Secretary (Membership No. A33095), Proprietor of M/s D.K. Chawla & Co., Company Secretaries, as the Scrutiniser for scrutinizing the voting process of e-voting. Ms. Dasvinder Kaur had carried out the scrutiny of all the electronic votes received up to the close of the proceedings at the said Annual General Meeting held on 26th September 2025 and has submitted her report disclosing the voting results on that date, 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 Annual General Meeting have been approved by the shareholders.

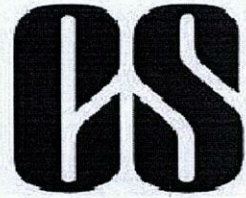
For **MERINO INDUSTRIES LIMITED**

Balaji
Company Secretary
M. No.: F9919



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

Prakash Lohia – Chairman and Managing Director
60th Annual General Meeting of Equity Shareholders of
Merino Industries Limited held on 26th September, 2025
at 5, Alexandra Court,60/1, Chowringhee Road,
Kolkata, West Bengal-700020

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**, a Practising Company Secretary from **D. K. Chawla & Co. (Company Secretaries)** bearing **COP No. 15232** and having Office at **B-11, S-3, Suryadeep Building, Ramprastha, Ghaziabad, Uttar Pradesh-201011**, 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, Kolkata, West Bengal-700020** (CIN: U51909WB1965PLC026556) vide resolution dated on 30th June, 2025, 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 Item No. 01-09 and to scrutinize these votes received from the shareholders of the company in respect of the below mentioned resolution passed at the 60th Annual General Meeting of the shareholders of the **Merino Industries Limited**, held on 26th September, 2025 through video conferencing, submit our report as under:

The Notice dated 30th June, 2025 convening an Annual 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 AGM 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 19th September, 2025 were entitled to vote on the proposed resolutions as set out at Item No. 01-09 in the Notice of the Annual General Meeting of Merino Industries Limited.

The voting period for e-voting commenced on Tuesday, 23rd September, 2025 at 9:00 A.M. and ends on Thursday, 25th September, 2025 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. ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS ("THE BOARD") AND AUDITORS THEREON:

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
93	10397790	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
6	6	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

ITEM NO. 2. ORDINARY RESOLUTION

TO DECLARE DIVIDEND OF INR 1.00 PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025:

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
93	10397790	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
6	6	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

ITEM NO. 3. SPECIAL RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI PRASAN LOHIA, WHOLE-TIME DIRECTOR (DIN 00061111), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY PERQUISITES, ADDITIONAL BENEFITS AND MINIMUM REMUNERATION:

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
90	10189735	97.9990

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
8	56	0.0005

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
1	208005	2.0005

ITEM NO. 4. SPECIAL RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI RUCHIRA LOHIA (DIN: 00127797), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY, PERQUISITES, ADDITIONAL BENEFITS AND MINIMUM REMUNERATION:

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
92	9359774	90.0169

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
6	6	0.0001

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
1	1038016	9.9830

ITEM NO. 5. SPECIAL RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF SHRI PRAKASH LOHIA (DIN: 00063274), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY, PERQUISITES AND MINIMUM REMUNERATION:

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
90	9835544	94.5926

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
8	56	0.0006

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
1	562196	5.4068

ITEM NO. 6. SPECIAL RESOLUTION

APPROVAL FOR THE RE-APPOINTMENT OF SHRI PRABAL KUMAR SARKAR (DIN: 03124712) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF FIVE YEARS AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, MODIFICATION(S) IN SALARY, PERQUISITES AND MINIMUM REMUNERATION:

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
91	10397740	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
8	56	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

ITEM NO. 7. SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF SHRI ANIL JAJOO (DIN: 00063284) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF THREE YEARS AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS:

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
90	10397730	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
8	56	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
1	10	0.00

ITEM NO. 8. ORDINARY RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF SHRI KOORETTI TITU PRASAD (DIN: 02539556) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY AND IN THIS REGARD AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) IN SALARY, PERQUISITES AND MINIMUM REMUNERATION:

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
91	10397740	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
8	56	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	0.00

ITEM NO. 9. ORDINARY RESOLUTION

TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, BY PASSING WITH OR WITHOUT MODIFICATIONS:

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
92	10397780	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
7	16	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

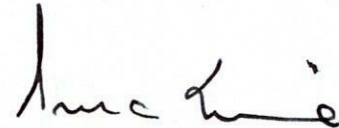
All electronic data and relevant records of voting will remain in our custody until the chairman considers, approves, and signs the minutes of the AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,

**For D. K. Chawla & Co.
(Company Secretaries)**

DASVINDE Digitally signed by
DASVINDER KAUR
Date: 2025.09.27
15:11:24 +05'30'
R KAUR

**Dasvinder Kaur
(Company Secretary)
COP: 15232
UDIN: A033095G001350059**



Place: GHAZIABAD, U.P.
Dated: September 27th, 2025