

**NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of AUCKLAND INTERNATIONAL LIMITED will be held at the Registered Office of the Company at P O Jagatdal, 24 Parganas (North), West Bengal-743125 on Friday, the 28<sup>th</sup> day of September, 2018 at 10.00 A.M. to transact the following business:-

**ORDINARY BUSINESS:-**

**1. ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.

**2. RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:**

To appoint a Director in place of Sri Bijay Singh Baid (holding DIN 01517268), who retires by rotation and being eligible, offers himself for re-appointment.

**3. RATIFICATION OF APPOINTMENT OF AUDITORS:**

To continue the appointment of the statutory auditor without ratification at every Annual General Meeting and in this regard to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT, in partial modification of the Ordinary Resolution passed at the 39<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2017 and in accordance with the amended Section 139 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014 including any statutory enactments or modifications thereof, the approval of the Members be and is hereby accorded to continue the appointment of M/s. Khandelwal Ray & Co. (Firm registration No. 302035E), Chartered Accountants, at such remuneration as may be decided by the Board of Directors as per the recommendations of the Audit Committee, to hold office till the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022 and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.”

**SPECIAL BUSINESS:-**

**4. APPROVAL OF REMUNERATION TO COST AUDITOR:**

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 20,000/- (Rupees twenty thousand only) plus applicable taxes, payable to M/s. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), who have been appointed as the cost auditors by the Board of Directors of the Company to conduct the audit of the cost accounting records of the products manufactured by the Company for the financial year ending March 31, 2019 be and is hereby ratified and confirmed.”

**5. INVESTMENT OF SURPLUS FUNDS OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary in this regard, consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board” which expression shall also include a committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution to (a) give any loan to any person or other body corporate (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate which is higher of 60% of the aggregate of the paid-up share capital, free reserves and securities premium account; or 100% of its free reserves and

securities premium account, upto an aggregate amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores only), on such terms and conditions, as the Board may think fit.”

“RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to negotiate and finalize the terms and conditions from time to time and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient and to exercise all the rights and powers, as deemed necessary, proper and desirable, including to settle any question, difficulty or doubt that may arise in respect of such loan(s), investment(s), guarantee(s) or security(ies) made or given by the Company (as the case may be).”

**6. AUTHORISATION UNDER SECTION 181 OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organization, relating/ not relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out under Section 181 or a sum of ₹ 1,00,00,000/- (Rupees One crore only) whichever is higher.”

Registered Office: -  
P.O. Jagatdal, 24 Parganas (North),  
West Bengal-743125  
CIN: L36934WB1977PLC031184  
Ph: (033)2581-2757; Fax: (033) 2581-3795  
Email: [auckland@vsnl.net](mailto:auckland@vsnl.net)  
Website: [www.aucklandjute.com](http://www.aucklandjute.com)  
Kolkata, 13<sup>th</sup> August, 2018

By Order Of the Board  
AUCKLAND INTERNATIONAL LIMITED

S. Ghose  
Company Secretary  
(ICSI Membership No.-F9592)

**NOTES:**

01. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED WITH THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.  
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
02. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business under Item Nos. 4, 5 & 6 to be transacted at the AGM is annexed hereto.
03. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Register of Members and Share Transfer books of the Company will remain closed from 22<sup>nd</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
04. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and Secretarial Standard 2 issued by The Institute of Company Secretaries of India brief resume of the Directors seeking appointment / re-appointment at the Annual General Meeting (AGM) are included in the statement pursuant to Section 102 (l) of the Companies Act, 2013 set out in the Notice convening this meeting. The Directors have furnished the requisite consent and declarations for their appointment / re-appointment.

05. Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrar & Share Transfer Agents before the closure of the Register of Members for transfer registration.
06. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Share Department' of the Company at the Registered Office at [cs@aucklandjute.com](mailto:cs@aucklandjute.com) or to M/s. Niche Technologies Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).
07. Members are requested to convert their share(s) lying in physical form to Demat form for easy transferability of shares. For any help the shareholders may contact Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5<sup>th</sup> Floor, 71 B.R.B Basu Road, Kolkata-700001.
08. Members holding shares in physical form are requested to notify immediately any change of their addresses to the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5<sup>th</sup> Floor, 71 B.R.B Basu Road, Kolkata-700001, so that future communications may be correctly dispatched. The Members are also requested to bring their copies of the Resume and Accounts to the Meeting.
09. Members who are yet to provide required particulars for the purpose of maintaining records in the new format of Register of Members pursuant to Section 88(1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies (Management and Administration) Rules, 2014 are requested to intimate following information to the Company's Secretarial department or the Company's Registrar and Share Transfer Agent, as may be applicable for respective members in Form SH-13:
  - i) E-mail ID ii) Permanent Account Number (PAN) or Corporate Identification Number (CIN) iii) Father's/Mother's/Spouse's Name iv) Unique Identification Number (Aadhar No.) v) Occupation vi) Status vii) Nationality viii) In case member is a minor, name of guardian and date of birth of minor member ix) Name and address of nominee.
10. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 5 days before the date of the Meeting to enable the Management to keep the information ready.
11. *In terms of Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Demat account of the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company would be transferring the Final Dividend for the Financial Year ended 31 March 2011 on or before 27<sup>th</sup> October 2018 to the Investor Education and Protection Fund (IEPF) of Central Government pursuant to the provisions of Section 124(5) of the Companies Act, 2013.*  
*In this regard, the Company had informed the Members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspapers, viz., "Financial Express" and 'Kalantar' advising them to claim their unclaimed / unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e., [www.aucklandjute.com](http://www.aucklandjute.com), the complete list of Members along with relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority.*  
*Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to Investor Education Protection Fund. Accordingly, Members, who have not encashed their dividend warrants for the above mentioned dividend are requested to lodge their claims with the Company.*

12. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on 10<sup>th</sup> August, 2018.
13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21<sup>st</sup> September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
14. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
15. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 AM to 05.00 PM) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
16. The Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copies of the said documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members may also note that the Notice and the Annual Report is also available on the Company's website [www.aucklandjute.com](http://www.aucklandjute.com)
17. The Route Map to the venue of the Meeting is also annexed for the convenience of the Members.

**18. Voting through electronic means:-**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s) or reenactment thereof, for the time being in force) and Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 40<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 25<sup>th</sup> September, 2018 (9:00 AM) and ends on 27<sup>th</sup> September, 2018 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Auckland International Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [bnpandey76@gmail.com](mailto:bnpandey76@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**

- (i) Initial password is provided in the Annexure enclosed herewith with this AGM Notice
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the "downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- vii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2018. A person who is not a member as on cutoff date should treat this notice for information purpose only.
- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- xi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 21<sup>st</sup> September, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xiii. Shri Binay Kumar Pandey, Practicing Advocate (Enr. No. 520/2000) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and poll process in a fair and transparent manner.

- xiv. The Chairman of the meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.aucklandjute.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the "Calcutta Stock Exchange Limited" where the shares of the company are listed.

**ANNEXURES TO THE NOTICE:-**

Brief Resume Of Director Seeking Re-Appointment at the 40<sup>th</sup> Annual General Meeting Pursuant to Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 And Secretarial Standard 2 Issued By The Institute Of Company Secretaries Of India:

**Item No. 2 of the Notice--**

Particulars	Director
Name of Director (DIN)	Sri Bijay Singh Baid (DIN-01517268)
Date of Birth	05/09/1944
Date of appointment on Board	31/07/2014
Qualifications	B.E
Brief Resume and functional expertise	More than 40 years of experience as a Consultant Engineer
Shareholding	Nil
No. of Meetings of the Board attended during the year	As mentioned in the Corporate Governance Report
Relationship with other Directors & KMP's	NONE
Names of the Companies in which he /she holds directorship	1) Seavenseas Realtors Private Limited 2) Propkar Enclave Private Limited 3) Kankaria Traders And Investment Pvt Ltd
Names of the Companies in which he / she holds membership of Committees	NIL
Professional Membership	None
Remuneration sought to be paid / last drawn	None

The Board recommends the resolution stated at Item No. 2 of the Notice for member's approval.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:-****ITEM NO. 4:**

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2018, upon recommendation of the Audit Committee, has considered and approved the appointment of M/s. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018) to conduct the audit of the cost accounting records maintained by the Company at a remuneration of ₹ 20,000 (Rupees Twenty Thousand only) plus applicable taxes for the financial year ending 31<sup>st</sup> March, 2019.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint a Cost Accountant in practice or a firm of cost accountants in practice on the recommendation of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and subsequently be ratified by the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the resolution at Item No. 4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the Members in terms of Section 148 of the Companies Act, 2013.

**ITEM NO. 5:**

In view of increased turnover and profitability during past years, the company may have spare funds. In order to make optimum utilization of funds available with the company, the Board of Directors of the Company proposes to extend financial support in the form of investments, loans and guarantees/ security to various group companies and also other entities from time to time.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under section 186 of the Companies Act, 2013, by way of special resolution, upto a limit of ₹ 50,00,00,000/- (Rupees Fifty Crores only), as proposed in the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution at item no. 5 to be passed as special resolution.

**ITEM NO. 6:**

As per Section 181 of the Companies Act 2013, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is required for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years.

Thus, the approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of ₹ 1,00,00,000/- (Rupees One crore only).

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors, therefore, recommends the Resolution under Item No. 6 to be passed as an Ordinary Resolution by the members.

Registered Office: -

P.O. Jagatdal, 24 Parganas (North),

West Bengal-743125

CIN: L36934WB1977PLC031184

Ph: (033)2581-2757; Fax: (033) 2581-3795

Email: auckland@vsnl.net

Website: www.aucklandjute.com

By Order Of the Board  
AUCKLAND INTERNATIONAL LIMITED

S. Ghose  
Company Secretary  
(ICSI Membership No.-F9592)

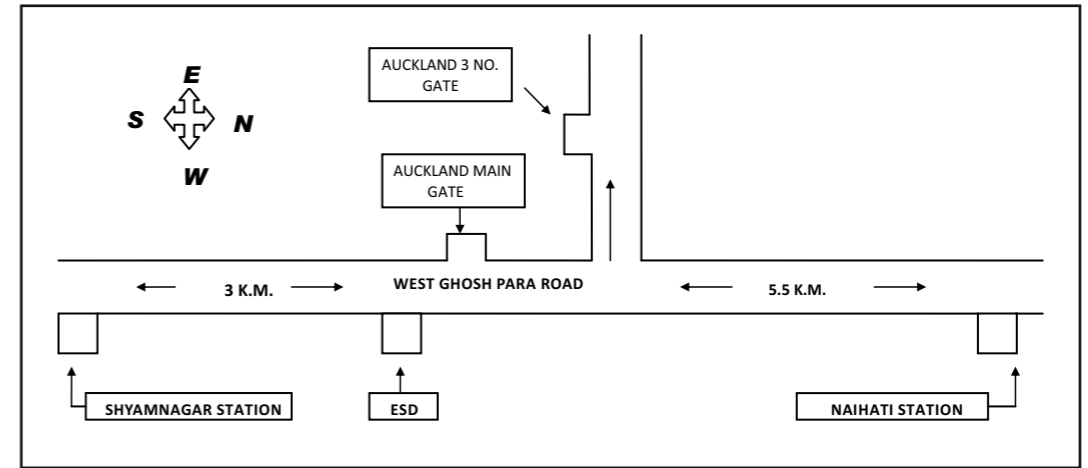
**AUCKLAND INTERNATIONAL LTD**  
CIN- L36934WB1977PLC031184  
P.O. JAGATDAL, DIST: 24 PARGANAS (N), WEST BENGAL -743125  
Phones: (033) 25812757 / 32575388 Fax: (033) 25813795  
Email: [auckland@vsnl.net](mailto:auckland@vsnl.net) : Website: [www.aucklandjute.com](http://www.aucklandjute.com)

ATTENDANCE SLIP  
40<sup>th</sup> ANNUAL GENERAL MEETING  
28<sup>th</sup> September, 2018 at 10.00 A.M

1. Name(s) of Member(s): Including joint holders, if any
2. Registered address of the Sole/ First named Member
3. No. of Shares held:
4. DP ID No. & Client ID No. / : Registered Folio No.

1. I/We hereby record my/Our presence at the 40<sup>th</sup> Annual General Meeting of the Company to be held at P.O. Jagatdal, Dist: 24 Parganas (N), West Bengal-743125 on Monday, the 28<sup>th</sup> September, 2018 at 10:00 A. M.
2. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.

Signature of the Shareholder/Proxy present .....



AUCKLAND INTERNATIONAL LTD  
 CIN- L36934WB1977PLC031184  
 P.O. JAGATDAL, DIST: 24 PARGANAS (N), WEST BENGAL -743125  
 Phones: (033) 25812757 / 32575388 Fax: (033) 25813795  
 Email: [auckland@vsnl.net](mailto:auckland@vsnl.net) ; Website: [www.aucklandjute.com](http://www.aucklandjute.com)

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2018]

Name of the member(s):	
Registered address :	
E-mail Id:	
Folio No./ DP ID-Client ID No.:	

I/We, being the member (s) of \_\_\_\_\_ shares of AUCKLAND INTERNATIONAL LTD, hereby appoint:

(1) Name :	Address :
E-mail Id :	Signature:
or failing him/her	
(2) Name :	Address :
E-mail Id :	Signature :
or failing him/her	
(3) Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 28<sup>th</sup> day of September, 2018 at 10.00 A.M. at the Registered Office of the Company at P.O. Jagatdal, 24 Parganas (North), West Bengal-743125 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Optional*	
		For	Against
ORDINARY BUSINESS (As Ordinary Resolution):			
1	Adoption of financial statements for the year ended 31 <sup>st</sup> March, 2018		
2	Re-appointment Of Sri B S Baid who retires by rotation and, being eligible, offers himself for re-appointment		
3	Ratification of Appointment Of Auditors		
SPECIAL BUSINESS:			
4	Ratification of the remuneration of M/s. D. Radhakrishnan & Co., Cost Accountants, for the financial year ending 31 <sup>st</sup> March, 2019 (As Ordinary Resolution)		
5	Investment Of Surplus Funds Of The Company (As Special Resolution)		
6	Authorisation Under Section 181 Of The Companies Act, 2013 (As Ordinary Resolution)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

AFFIX  
REVENUE  
STAMP

## Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 40<sup>th</sup> Annual General Meeting.
- It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.