

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 41st 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 27th day of September, 2019 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, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

2. RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

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

"RESOLVED THAT Sri Bimal Singh Rampuria (holding DIN 00350906), who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS: -

3. 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 ₹ 22,000/- (Rupees Twenty Two 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."

4. RE-APPOINTMENT OF SRIM C SINGHI AS INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mool Chand Singhi (holding DIN 00407278), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

5. RE-APPOINTMENT OF SRI H TAPADAR AS INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Hrishikesh Tapadar (holding DIN 00409477), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

6. APPOINTMENT OF WHOLE TIME DIRECTOR:

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 Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the appointment of Sri Hirendra Singh Bayed (holding DIN 00425481) as the Whole-time Director designated as Executive Director and Chief Executive Officer (CEO) of the Company for a period of 3 (three) years with effect from 14th August, 2019 to 13th August, 2022 upon the terms and conditions (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the explanatory statement and contained in the draft Agreement placed before the Meeting, duly initiated by the Company Secretary for the purpose of identification and also recommended by the Nomination and Remuneration Committee of the Board, with liberty to the Board of Directors of the Company, to alter and vary the terms and conditions, including remuneration of the said appointment, if necessary, in such manner as may be agreed between the Board and Sri Bayed, within such prescribed limit(s) or ceilings specified in the Act read with Schedule V thereto without any further reference to the members of the Company in General Meeting".

The material terms of appointment and remuneration payable to Sri H S Bayed is as under:

a) Tenure: Three years commencing from 14th August, 2019 to 13th August, 2022.

b) Remuneration:

| | | | |
|------------------------------|---|---------|---------|
| i) Basic Salary & Allowances | : | ₹ 56500 | 2019-20 |
| | | ₹ 62970 | 2020-21 |
| | | ₹ 69440 | 2021-22 |

| | | |
|----------------------|---|--|
| Dearness Allowance | : | 30% of Basic Salary |
| House Rent Allowance | : | 40% of Basic Salary |
| Perquisites | : | Contribution to Provident Fund, and Encashment of leave will be same as stipulated in the service agreement of Auckland International Limited. |

ii) Power of Management: Shri H S Bayed shall devote his wholetime and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.

c) **Minimum Remuneration:** The remuneration payable to Mr. H S Bayed, including salary, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V of the Act. Notwithstanding anything contained here in above, where in any financial year during the continuation of his tenure, the Company has no profits or profits of the Company are inadequate or in the event of loss, the Company will pay remuneration to Sri H.S Bayed by way of Salary, allowances, benefits, Perquisites etc., not exceeding the ceiling limit specified under Schedule V of the Act (including any amendment or re-enactment thereof).

d) **Termination:** The agreement may be terminated by giving not less than 90 days prior notice in writing in that behalf to the other party or 90 days salary in lieu thereof and on the expiry of the period of such notice, this Agreement shall stand terminated.

e) **Other terms and conditions:** Other terms of appointment with Sri Bayed are such as are customarily contained in appointments of a similar nature.
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Registered Office: -
P.O. Jagatdal, 24 Parganas (North),
West Bengal-743125
CIN: L36934WB1977PLC031184
Ph: (033)2581-2757; Fax: (033) 2581-3795
Email: ail@aucklandjute.com
Website: www.aucklandjute.com
Kolkata, 14th August, 2019

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. 3, 4, 5 & 6 to be transacted at the AGM is annexed hereto. 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 (1) 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.

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 21st September, 2019 to 27th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.

04. At the 39th Annual General Meeting held on 25th September, 2017 the members approved appointment of Messrs. Khandelwal Ray & Co. (Firm registration No. 302035E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by Members at every Annual General Meeting. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 25th September, 2017.

05. Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrars & 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, 2019 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 or to M/s. Niche Technologies Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company at 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. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialize their holdings as it will not be possible to transfer shares held in physical mode.

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., 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata-700017, 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

- i) E-mail ID ii) Permanent Account Number (PAN) or Corporate Identification Number (CIN) iii) Father's/Mother's/Spouse 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. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2018-19, the Company has transferred all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. 27.10.2018. Details of shares transferred to the IEPF Authority are uploaded on the website of IEPF Authority under the link www.iepf.gov.in and also on the Company's website under the link <http://aucklandjute.com/investors/unpaid-unclaimed-dividend/>.
The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the Company/ RTA.
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 16th August, 2019.
13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September, 2019. 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 20th September, 2019 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
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 41st 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 24th September, 2019 (9:00 am) and ends on 26th September, 2019 (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 20th September, 2019, 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 Participant(s)]:
- 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.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - 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.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "EVEN" of "Auckland International Limited".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 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 with a copy marked to 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 Participant(s) or requesting physical copy]:
- Initial password is provided in the Annexure enclosed herewith with this AGM Notice
 - 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.nsd.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 20th September, 2019. 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. 20th September, 2019, may obtain the login ID and password by sending a request at 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 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 18th September, 2019 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, Practising 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 along with 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(s) Seeking Appointment/Re-Appointment at the 41st 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, 4, 5 & 6 of the Notice-

| Particulars | Non-executive Director | Independent Director | Independent Director | Executive Director |
|---|---|---|---|--|
| Name of Director & DIN | Sri Bimal Singh Rampuria (holding DIN 00350906) | Shri Mool Chand Singhi (holding DIN 00407278) | Shri Hrishikesh Tapadar (holding DIN 00409477) | Sri Hirendra Singh Bayed (DIN-00425481) |
| Date of Birth | 15/02/1952 | 18/11/1948 | 12/01/1942 | 17/11/1947 |
| Date of appointment on Board | 02/04/2004 | 31/10/2003 | 01/08/2012 | 14/08/2019 |
| Qualifications | B.COM. | B.COM | DCE AMI | B.COM |
| Brief Resume and functional expertise | Appointed as the Non-Executive Director on the Board, has experience in relevant field of knowledge. | More than 40 years of experience in the working of the Jute Industry. | An engineer by profession, having vast experience and knowledge in the field of construction and industrial activities. | Has vast Knowledge in marketing of Jute and jute products and is also involved in other administrative activities. |
| Shareholding | 189 Equity Shares | 480 Equity Shares | NIL | 60 Equity Shares |
| No. of Meetings of the Board attended during the year | As mentioned in the Corporate Governance Report | As mentioned in the Corporate Governance Report | As mentioned in the Corporate Governance Report | As mentioned in the Corporate Governance Report |
| Relationship with other Directors & KMP's | NONE | NONE | NONE | NONE |
| Names of the Companies in which he /she holds directorship | a) Jai Kumar Kankaria Investment Pvt Ltd b) Score Information Technologies Limited c) Kanak Textiles Ltd d) Abhishek Carpets & Felts Ltd e) Hotline Sales Pvt Ltd f) Bally Fabs International Limited g) A.K.K. Vanijya Private Limited h) Silverlake Hotels Limited i) Opnmt Solutions Private Limited | Singhi Commercial Pvt. Ltd. | Parashnath Vinimay Private Limited | Glory Distributors Pvt Ltd |
| Names of the Companies in which he / she holds membership of Committees | NIL | NIL | NIL | NIL |
| Professional Membership | None | None | None | NONE |
| Remuneration sought to be paid / last drawn | None | None | None | As mentioned under Item No. 6 of Notice |

The Board recommends the resolution stated at Item Nos. 2, 4, 5 & 6 of the Notice for member's approval.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:-

ITEM NO. 3:

The Board of Directors of the Company at its meeting held on 30th May, 2019, 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 ₹ 22,000/- (Rupees Twenty Two Thousand only) plus applicable taxes for the financial year ending 31st 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, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

Accordingly, the resolution at Item No. 3 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. 4&5:

Shri Mool Chand Singhi (holding DIN 00407278) and Shri Hrishikesh Tapadar (holding DIN 00409477) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri Mool Chand Singhi and Shri Hrishikesh Tapadar as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of the said directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Mool Chand Singhi and Shri Hrishikesh Tapadar as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the conclusion of this annual general meeting till the conclusion of the 46th Annual General Meeting of the Company to be held in the financial year 2024.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Shri Mool Chand Singhi and Shri Hrishikesh Tapadar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Mool Chand Singhi and Shri Hrishikesh Tapadar for the office of Independent Directors of the Company.

The Company has also received declarations from Shri Mool Chand Singhi and Shri Hrishikesh Tapadar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Shri Mool Chand Singhi and Shri Hrishikesh Tapadar fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Shri Mool Chand Singhi and Shri Hrishikesh Tapadar are independent of the management. Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4&5, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Shri Mool Chand Singhi and Shri Hrishikesh Tapadar setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Shri Mool Chand Singhi and Shri Hrishikesh Tapadar are interested in the resolutions set out respectively at Item Nos. 4&5 of the Notice with regard to their respective re-appointments. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos. 4&5 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolutions set out at Item Nos. 4&5 of the Notice for approval by the members.

ITEM NO. 6:

The present term of appointment of Sri H S Bayed as the Whole Time Director designated as Executive Director was due to expire on 31st July, 2019, however, Shri Bayed resigned from his office owing to his frail health and other personal commitments and did not seek re-appointment any further. The Board of Directors at its meeting held on 15th July, 2019 accepted his resignation and also acknowledged his services during his term of office as the Whole Time Director designated as Executive Director cum Chief Executive Officer (CEO) of the Company. Nevertheless, the Board was obliged to appoint Sri H S Bayed yet again as the Whole Time Director designated as Executive Director cum Chief Executive Officer (CEO) of the Company at its meeting held on 14th August, 2019 owing to the unavailability of an equally competent and proficient personnel for the said designation and the inconsistency created due to vacancy caused at the said position. Shri H S Bayed was appointed for a period of three years commencing from 14th August, 2019 to 13th August, 2022 subject to the approval of the members at the ensuing Annual General Meeting of the Company on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. at its meeting held on 9th August, 2019. He is not disqualified from being appointed as director in terms of Section 164 of the Act. Since he has attained the age of 70 years during the continuation of his tenure, a special resolution is being proposed for his appointment. The Board is of the opinion that his appointment is properly justified and solemnly recommended, considering his contribution in the growth of the Company as explained hereunder.

The remuneration payable to Mr. H S Bayed, including salary, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V of the Act. However, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the Company shall pay to Sri H S Bayed, remuneration as specified above by way of salary, perquisites and other allowances subject to the ceiling limit specified under Schedule V of the Act (including any amendment or re-enactment thereof)

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

He shall not be entitled to receive any sitting fee for attending the meeting of the Board and any committee thereof and shall not be liable to retire by rotation.

Memorandum of Interest

The copy of the draft agreement containing the terms and conditions of re-appointment of Sri H S Bayed shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company. The above may be treated as an abstract /compliance under section 190 of the Companies Act 2013.

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

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Registered Office: -

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

West Bengal-743125

CIN: L36934WB1977PLC031184

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

Email: ail@aucklandjute.com

Website: www.aucklandjute.com

Kolkata, 14th August, 2019

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: ail@aucklandjute.com : Website : www.aucklandjute.com

ATTENDANCE SLIP

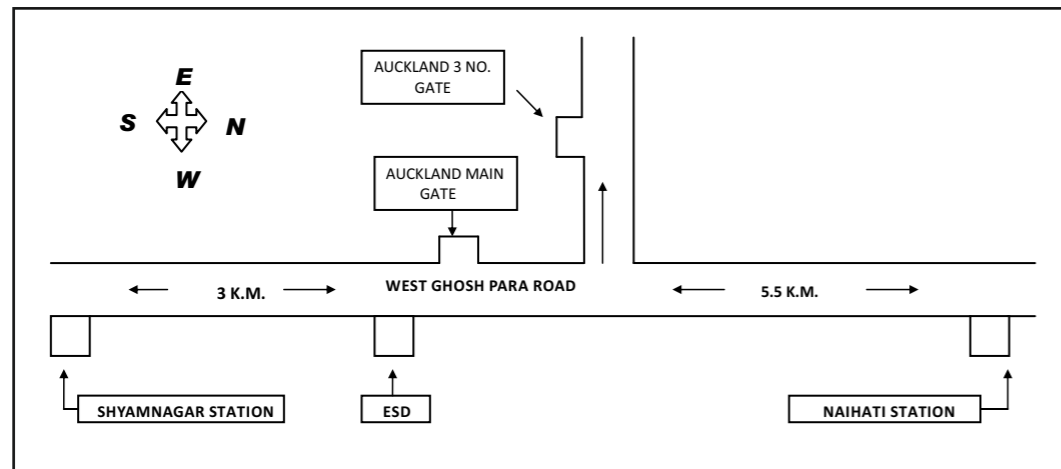
41st ANNUAL GENERAL MEETING

27th September, 2019 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 41st Annual General Meeting of the Company to be held at P.O. Jagatdal, Dist: 24 Parganas (N), West Bengal-743125 on Monday, the 27th September, 2019 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: ail@aucklandiute.com : Website : www.aucklandiute.com

PROXY FORM
 [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2019]

| | |
|---------------------------------|--|
| 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 41st Annual General Meeting of the Company, to be held on Friday, the 27th day of September, 2019 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 st March, 2019 | | |
| 2 | Re-appointment Of Sri Bimal Singh Rampuria (holding DIN 00350906) who retires by rotation and, being eligible, offers himself for re-appointment | | |
| SPECIAL BUSINESS: | | | |
| 3 | Approval Of Remuneration To Cost Auditor | | |
| 4 | Re-Appointment Of Sri M C Singhi As Independent Director | | |
| 5 | Re-Appointment Of Sri H Tapadar As Independent Director | | |
| 6 | Appointment Of Sri H S Bayed As Whole Time Director | | |

Signed this _____ day of _____ 2019

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 41st 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.