

Auckland International Limited

CIN-L38934WB1977PLC031184

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E-mail : ail@aucklandjute.com Website : www.aucklandjute.com

REGISTERED OFFICE & MILLS

Auckland Jute Mills
Jagatdal - 743125
North 24 Parganas
West Bengal

11th January, 2021

Scrp Code : 11027

To,

The Secretary

The Calcutta Stock Exchange Ltd.

7, Lyons Range,

Kolkata-700001

Dear Sir/Madam,

Sub: Consolidated Scrutinizer's Report (pursuant to Regulation 44 of SEBI Regulations, 2015) & copy of AGM Minutes

Pursuant to Regulation 44 of SEBI Regulations, 2015, please find enclosed the Consolidated Scrutinizer's Report on Remote e-voting & E-Voting at AGM conducted at the 42nd Annual General Meeting (AGM) of the Company for the financial year 2019-20, held on 29th September, 2020 Through Video Conferencing (VC) Or Other Audio Visual Means (OAVM). Also find enclosed the duly signed copy of the minutes of the 42nd Annual General Meeting of the Company for your kind information and record.

Kindly acknowledge receipt of the same.

Yours truly,

For AUCKLAND INTERNATIONAL LIMITED,

Bangeta Ghose

Company Secretary

(Membership No. FCS 9592)



Encl: a/a



Binay Kumar Pandey

L.L.B. (Advocate)
Legal Consultant

Mobile No. 9830115983

Residence & Office
Garulia Main Road
Near Noapara Police Station
P.O. Garulia,
Dist. 24 Parganas(North) PIN-743133

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
Shri H S Bayed,
The Chairman of the
42nd Annual General Meeting of
The Equity Shareholders of Auckland International Limited
Held on Tuesday, the 29th day of September, 2020 at 10.00 A.M.
Through video conferencing (VC) or other audio visual means (OAVM)

Dear Sir,

I, Binay Kumar Pandey, Practicing Advocate, had been appointed by the Board of Directors of Auckland International Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company held on 29th September, 2020 at 10.00 A.M. through video conferencing (VC) or other audio visual means (OAVM):-

1. The notice dated 24.08.2020 convening the Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company held on 29th September, 2020.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by the National Securities Depositories Limited, the authorised agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - a) The remote e-voting period opened from Saturday, 26th September, 2020 at 10: 00 A.M. and ended on Monday, 28th September, 2020 at 05: 00 P.M.
 - b) The members of the Company as on the "cut off" date i.e. 22nd September, 2020 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting (AGM) of the Company.
 - c) The votes were unblocked on Wednesday, 30th day of September, 2020 at 05.00 P.M. in the presence of two witnesses, Mr. Deepak Yadav and Mr. Bapi Ghosh who are not in the employment of the Company.
 - d) Thereafter, the details containing inter-alia, list of Equity shareholders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is as under:

No. of members who cast their votes through e-voting	Total No. of shares held by them	Total No. of Valid votes (as per details provided under each one of the Resolution(s) mentioned hereunder)
61	2958279	As mentioned beside each of the resolutions.

Item No. of Notice	Particulars of Resolutions	Votes in favour of the resolution			Votes against the resolution			Invalid votes		
		No. of Members voted	No. of votes cast by them	%	No. of Members voted	No. of votes cast by them	%	No. of Members voted	No. of votes cast by them	%
1	Adoption of the Audited Financial Statement of the Company as at 31 st March 2020 and the report of the Board of Directors and Auditors thereon. (As Ordinary Resolution)	58	2955249	99.90	3	3030	0.10	NIL	NIL	NIL
2	Re-Appointment of Sri Bijay Baid Singh (holding DIN 01517268) Director, retiring by rotation. (As Ordinary Resolution)	57	2937709	99.30	4	20570	0.70	NIL	NIL	NIL
3	Appointment of Statutory Auditors Of The Company From The Conclusion Of 42 nd Annual General Meeting Till The Conclusion Of The 47 th Annual General Meeting And To Fix Their Remuneration (As Ordinary Resolution)	55	2872659	97.11	6	85620	2.89	NIL	NIL	NIL
4	Appointment of M/s. D. Radhakrishnan & Co. as the Cost Auditors of the Company for the financial year ending 31 st March, 2020 (As Ordinary Resolution)	57	2948488	99.67	4	9791	0.33	NIL	NIL	NIL
5	Appointment Of Sri Subhas Charid Bhutoria as the Manager (As Special Resolution)	57	2948488	99.67	4	9791	0.33	NIL	NIL	NIL

All the resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of Annual General Meeting by the Chairman.

Thanking you,

Yours faithfully,

Binay Kumar Pandey

Practicing Advocate

(Enr. No. 520/2000)

Place: Kolkata

Date: 30.09.2020

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of Auckland International Limited were unblocked from e-voting website of NSDL in our presence at 05.00 p.m. on 30th September, 2020.

Deepak Yadav

Name of Witness 1- Deepak Yadav

Address of Witness 1

Garulia, North 24 Parganas

Bapi Ghosh

Name of Witness 2- Bapi Ghosh

Address of Witness 2

Mistry Ghat, Barrackpore,
North 24 Parganas

Binay Kumar Pandey

L.L.B. (Advocate)
Legal Consultant

Mobile No. 9830115983

Residence & Office
Garulia Main Road
Near Noapara Police Station
P.O. Garulia,
Dist. 24 Parganas(North) PIN-743133

Consolidated Report of the Scrutinizer on Remote E-Voting and E-Voting at AGM

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
Shri H S Bayed,
The Chairman of the
42nd Annual General Meeting of
The Equity Shareholders of Auckland International Limited
Held on Tuesday, the 29th day of September, 2020 at 10.00 A.M.
Through video conferencing (VC) or other audio visual means (OAVM)

Dear Sir,

1. I, Binay Kumar Pandey, Practicing Advocate, had been appointed by the Board of Directors of Auckland International Limited as a Scrutinizer for the purpose of Scrutinizing the process of (i) remote e-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated August 24, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting ("the Meeting" / "AGM") through VC / OAVM. The 42nd Annual General Meeting (AGM) of the members of the Company was held on Tuesday, the 29th day of September, 2020 at 10.00 A.M. through video conferencing (VC) or other audio visual means (OAVM).
2. The Company had also provided the facility of e-voting at AGM to the members present at the AGM through VC/OAVM and who had not cast their vote earlier through remote e-voting.
3. The Company had engaged the services of National Securities Depositories Limited ("NSDL") as the authorised agency to provide secured system for remote e-voting/e-voting at AGM process.
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of 42nd Annual General Meeting of the Members of the Company dated August 24, 2020. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.
5. Further to the above, I submit my report as under:
 - a) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the remote e-voting facility was kept open from Saturday, 26th September, 2020 at 10:00 A.M. and ended on Monday, 28th September, 2020 at 05:00 P.M. and also pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by NSDL.

- b) The members of the Company as on the "cut off" date i.e. Tuesday, the 22nd day of September, 2020 were entitled to vote on the resolutions as set out in the notice of the 42nd AGM of the Company.
- c) After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
- d) The votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- e) Based on the results made available to me, members have casted their votes through remote e-voting platform and members have casted their votes through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Annual General Meeting, based on the report generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

ORDINARY BUSINESS:

Resolution No. 1: Adoption of the Audited Financial Statement of the Company as at 31st March, 2020 and the report of the Board of Directors and Auditors thereon. – Passed as an Ordinary Resolution

Particulars	Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (9%)
Assent	58	2955249	58	2955249	99.90
Dissent	3	3030	3	3030	0.10
Total	61	2958279	61	2958279	100.00
Abstain / Invalid					

Resolution No. 2: Re-Appointment of Sri Bijay Baid Singh (holding DIN 01517288) Director, retiring by rotation. – Passed as an Ordinary Resolution

Particulars	Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (9%)
Assent	57	2937709	57	2937709	99.30
Dissent	4	20570	4	20570	0.70
Total	61	2958279	61	2958279	100.00
Abstain / Invalid					

Resolution No. 3: Appointment of Statutory Auditors Of The Company From The Conclusion Of 42nd Annual General Meeting Till The Conclusion Of The 47th Annual General Meeting And To Fix Their Remuneration. – Passed as an Ordinary Resolution

Particulars	Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (9%)
Assent	55	2872659	55	2872659	97.11
Dissent	6	85620	6	85620	2.89
Total	61	2958279	61	2958279	100.00
Abstain / Invalid					

SPECIAL BUSINESS:

Resolution No. 4: Appointment of M/s. D. Radhakrishnan & Co. as the Cost Auditors of the Company for the financial year ending 31st March, 2020. – Passed as an Ordinary Resolution

Particulars	Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (9%)
Assent	57	2948488	57	2948488	99.67
Dissent	4	9791	4	9791	0.33
Total	61	2958279	61	2958279	100.00
Abstain / Invalid					


Resolution No. 5: Appointment Of Subhas Chand Bhutoria as the Manager.- Passed as a Special Resolution

Particulars	Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (9%)
Assent	57	2948488	57	2948488	99.67
Dissent	4	9791	4	9791	0.33
Total	61	2958279	61	2958279	100.00
Abstain / Invalid					

6. Based on the foregoing, the resolution no.(s) 1 to 5 shall be deemed to have been passed with requisite majority

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking you,
Yours faithfully,


Binay Kumar Pandey

Binay Kumar Pandey
Practicing Advocate
(Enr. No. 520/2000)

Place: Kolkata

Date: 30.09.2020

MINUTES OF THE PROCEEDINGS OF THE FORTY-SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S AUCKLAND INTERNATIONAL LIMITED HELD THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2020 WHICH COMMENCED AT 10.00 A.M. AND CONCLUDED AT 11.00 A.M.

PRESENT THROUGH VIDEO CONFERENCE / OTHER AUDIO VISUAL MEANS

Members of the Board of Directors

Shri H S Bayed	Whole Time Director (also a Member)
Shri B S Baid	Director/Risk Management Committee Chairman
Shri M C Singh	Director/Audit Committee Chairman/Nomination and Remuneration Committee Chairman (also a Member)

IN ATTENDANCE

Smt. S. Ghose	Company Secretary & Compliance Officer
Shri S C Bhutoria	Manager & CFO (also a Member)

BY INVITATION

Shri Binay Kumar Pandey	Practising Advocate Scrutiniser, E-Voting & Ballot voting
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MEMBERS 18 Members (both Individual and Corporates) were present through Video Conferencing facility provided by NSDL, as under -

Binod Jute and Fibre Ltd
Prasenjit Malakar
Sarita Subhas Bhutoria
Pradip Kumar Bothra
Gohindsingh Dhawda
Prakash Kumar Bothra
Aradhana Multimax Ltd
Rajeev Shantilal Vyas
Debabrata Mulcherjee
Aradhana Investments Ltd
Anuradha Mehta
Mitra Bakshi
Kunal K Shah
Aritradip Bakshi
Surenāra Nath Kapoor
Jaydip Bakshi

The meeting was called to order by the Chairman at 10:00 A.M. Considering that the AGM was held virtually, and the members might require additional time to join the AGM on the VC platform, it was decided to continue and start the proceedings of the AGM at 10:15 am. The moderator opened the meeting and made an announcement in this regard to the members.

The Moderator apprised the members that for smooth conduct of the AGM, all the lines of the shareholders would be on mute. The audio and video of the speaker shareholders would be enabled once they are invited to speak at the AGM by the Chairman. The proceedings of the AGM were being recorded and would be hosted on the website of the Company after the AGM. After the announcement, the Moderator handed over the proceedings to the Secretary/Chairman.

Chairman:

Shri H S Bayed took the chair in terms of Article 61 of the Articles of Association of the Company.

Welcome Address:

The Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the Audio Video means only. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs (MCA), i.e. General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other relevant circulars issued by MCA and Securities and Exchange Board of India (SEBI), which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.

CHAIRMAN'S
INITIALS

The Secretary welcomed all those present at the 42nd Annual General Meeting of the Company and introduced the Directors connected using Audio Video Means. She also informed that Shri B S Rampuria, Non-Executive Director and Shri Hrishikesh Tapadar, Non-Executive Independent Director of the Company were unable to attend the meeting due to connectivity issues. Pursuant to Circular No. 14/2020 issued by the Ministry of Corporate Affairs (MCA), the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the meeting.

Quorum:

The Chairman welcomed the Members present at the venue of the AGM as well as those watching the proceedings of the AGM through audio-visual means provided by NSDL E Voting Platform. Thereafter, the Chairman announced that the requisite quorum was present and called the Meeting to order. The Quorum was also present throughout the meeting.

Statutory Registers:

The Chairman informed the Members that the following documents and registers as required under the Companies Act, 2013 and other applicable laws were open for inspection by the Members at the Meeting.

- i. Notice convening the 42nd Annual General Meeting (AGM).
- ii. Audited Financial Statements, Directors' Report and Auditor's Reports of the Company for the financial year 2019-20 along with its annexures,
- iii. Minutes of the previous Annual General Meeting.
- iv. Secretarial Audit Report for the financial year 2018-19,
- v. Proxy Register in connection with the AGM.
- vi. Register of Directors and Key Managerial Personnel and their Shareholding.
- vii. Register of Contracts or Arrangements in which the Directors were interested.
- viii. Draft letter of appointment to Manager/Chief Financial Officer proposed to be re-appointed at the AGM.

Auditor's Report & Financial Statements:

The Qualifications given by the Statutory Auditors in the Auditor's Report dated 22nd July, 2020 was read out by the Company Secretary at the direction of the Chairman. Comments and Queries were then invited from the Members. All queries having been answered to the satisfaction of the Shareholders, the Auditor's Report was taken as read.

Remote E-Voting & E-Voting at AGM:

The Secretary briefed the members that since the AGM was held virtually, the option for physical voting at the AGM was not provided. However, the Company had enabled the e-voting facility during the AGM for members who had not voted through remote e-voting and who were present at the AGM and were otherwise not barred from doing so. The icon for e-voting was available on top of the screen under the e-voting tab, which would re-direct the members to the e-voting platform of the NSDL. The e-voting facility would close after 15 minutes from conclusion of the AGM. There would be no proposing and seconding of the resolutions as the meeting was held virtually.

She further mentioned that shareholders who have registered themselves as speaker shareholders would be allowed to speak and such registered speaker shareholders may participate in the discussion on the items of business once the discussion was invited by the Chairman. The queries shall be answered after the allowed speaker shareholders had raised their questions. Thereafter, the Secretary requested the Chairman to resume the proceedings.

Thereafter the Chairman took up the resolutions as set forth in the Notice of the AGM and informed that the lines of the speaker shareholders would be open for questions after all the resolutions were tabled.

The resolutions as set out in the Notice of the 42nd Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the AGM.

AS ORDINARY BUSINESS

AS ORDINARY RESOLUTION:-


Item No.1

ADOPTION OF FINANCIAL STATEMENTS:-

The Company Secretary then read out the following resolution:

"RESOLVED THAT the Balance Sheet as at 31st March, 2020 and the Statement of Profit & Loss for the year ended as on that date together with the Directors' and Auditors' Report thereon, as laid before the Meeting, be and are hereby considered and adopted."

CHAIRMAN'S
INITIALS



As per the voting results declared on 30th September, 2020 based on the Scrutinizer's report, the Ordinary Resolution was deemed to be passed with 100% majority.

AS ORDINARY RESOLUTION:-

Item No. 2

RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

The Company Secretary then read out the following resolution:

"RESOLVED THAT Sri Bijay Baid Singh (holding DIN 01517968), who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

As per the voting results declared on 30th September, 2020 based on the Scrutinizer's report, the Ordinary Resolution was deemed to be passed with 100% majority.

AS ORDINARY RESOLUTION:

Item No. 3

TO APPOINT STATUTORY AUDITORS OF THE COMPANY FROM THE CONCLUSION OF 42ND ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 47TH ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION:

The Company Secretary then read out the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 133, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and the Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s J. B. S & COMPANY, Chartered Accountants (FRN: 325734E), be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) Years commencing from the conclusion of this Annual General Meeting till the conclusion of 47th Annual General Meeting in place of M/s Khandelwal Ray & Co, Chartered Accountants (FRN: 302055E) who has resigned as the Statutory Auditors of the Company and also to authorize the Audit Committee and/or Board of Directors of the Company, to fix their remuneration in addition to the re-embursement of out of pocket expenses, if any incurred in connection with the Audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

As per the voting results declared on 30th September, 2020 based on the Scrutinizer's report, the Ordinary Resolution was deemed to be passed with 100% majority.

SPECIAL BUSINESS:-

AS ORDINARY RESOLUTION:

Item No. 4:

APPROVAL OF REMUNERATION TO COST AUDITOR:

The Company Secretary then read out the following 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, 2020 be and is hereby ratified and confirmed."

As per the voting results declared on 30th September, 2020 based on the Scrutinizer's report, the Ordinary Resolution was deemed to be passed with 100% majority.

AS SPECIAL RESOLUTION:

Item No. 5:

RE-APPOINTMENT OF MANAGER:

The Company Secretary then read out the following 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

CHAIRMAN'S
INITIALS

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(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 Subhas Chand Bhutoria as the Manager designated as General Manager and Chief Financial Officer and also recognised as a Key Managerial Personnel of the Company for a period of three years with effect from 1st July, 2020 to 30th June, 2023 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 initialed 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 Bhutoria, 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 S C Bhutoria is as under:

- a) **Tenure:** Three years commencing from 1st July, 2020 to 30th June, 2023.
- b) **Remuneration**
- | | | | |
|------------------------------|---|--|---------|
| i) Basic Salary & Allowances | : | ₹ 87,692 + ₹ 8,769 | 2020-21 |
| | : | ₹ 96,461 + ₹ 9,646 | 2021-22 |
| | : | ₹ 1,06,108 + ₹ 10,611 | 2022-23 |
| Dearness Allowance | : | 30% of Basic Salary | |
| Perquisites | : | Maintenance allowance, Contribution to Provident Fund, Encashment of leave and Medical reimbursement will be same as stipulated in the service agreement of Auckland International Limited. Gratuity will be paid in terms of the Payment of Gratuity Act. | |
- ii) **Power of Management:** Sri S C Bhutoria shall devote his whole time 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:** In the absence of profits or inadequacy of profits in any of the financial years of the Company during the said tenure, Sri S C Bhutoria shall be entitled to such remuneration by way of salary along with perquisites, benefits and other allowances as detailed above not exceeding such sum as may be prescribed under Schedule V of the Companies Act, 2013 from time to time.
- 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 Bhutoria 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."

As per the voting results declared on 30th September, 2020 based on the Scrutinizer's report, the Ordinary Resolution was deemed to be passed with 100% majority.

The Chairman, after the above briefing, invited the speaker shareholders to raise questions and requested them to confine their queries strictly to the items of business of the meeting. He requested the Moderator of the meeting to enable the speaker shareholders in the order of their registration. The Moderator opened the lines of the speaker shareholders to raise questions and the shareholders raised their queries through VC at the AGM.

The Speaker Shareholders then submitted their queries, which were promptly and elaborately explained by Sri S C Bhutoria, CFO of the Company to the extent of their satisfaction.

CHAIRMAN'S
INITIALS



Closure of Meeting:

There being no other matter, the Chairman concluded the business of the day and thanked all the shareholders present for their kind attention, co-operation, valuable support and the time spent.

Date of Entry: 05th October, 2020

Date of Signing: 12th October, 2020

Place: Kolkata

CHAIRMAN

Based on the Report of the Scrutiniser on Remote E-Voting and E-voting at the venue of the Annual General Meeting, the aforesaid resolutions have been passed with the requisite majority at the 42nd Annual General Meeting. The Company Secretary of the Company posted the said reports on the website of the Company and also submitted the same to CSE Limited, where the ordinary shares of the Company are listed and National Securities Depositories Limited (NSDL) immediately thereafter.

The detailed result of Remote E-Voting and E-voting at AGM are as follows:-

Resolution No. 1: Adoption of the Audited Financial Statement of the Company as at 31 st March, 2020 and the report of the Board of Directors and Auditors thereon.							
Resolution required: Ordinary Resolution							
Mode of voting: Remote E-Voting & E-Voting at AGM							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2950947	2950947	100.00	2950947	-	100.00	0.00
Public Institutional holders	1,55,556	-	0.00	-	-	-	-
Public-Others	5,88,911	7332	0.01	4302	3030	58.67	41.33
Closing Member	4,11,406	-	0.00	-	-	-	-
Total	4106820	2958279	72.03	2955249	3030	99.93	0.10
Result: Passed with requisite majority.							
Resolution No. 2: Re-Appointment of Sh. Brij Baid Singh (holding DIN 01517268) Director, retiring by rotation.							
Resolution required: Ordinary Resolution							
Mode of voting: Remote E-Voting & E-Voting at AGM							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2950947	2950947	100.00	2933407	17540	99.41	0.59
Public Institutional holders	1,55,556	-	0.00	-	-	-	-
Public-Others	5,88,911	7332	0.01	4302	3030	58.67	41.33
Closing Member	4,11,406	-	0.00	-	-	-	-
Total	4106820	2958279	72.03	2937709	20570	100.00	0.00
Result: Passed with requisite majority.							
Resolution No. 3: Appointment of Statutory Auditors Of The Company From The Conclusion Of 42 nd Annual General Meeting Till The Conclusion Of The 47 th Annual General Meeting And To Fix Their Remuneration							
Resolution required: Ordinary Resolution							
Mode of voting: Remote E-Voting & E-Voting at AGM							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2950947	2950947	100.00	2868657	82290	97.21	2.79
Public Institutional holders	1,55,556	-	0.00	-	-	-	-
Public-Others	5,88,911	7332	0.01	4002	3330	54.58	45.42
Closing Member	4,11,406	-	0.00	-	-	-	-
Total	4106820	2958279	72.03	2872659	85620	100.00	0.00
Result: Passed with requisite majority.							

CHAIRMAN'S INITIALS

Resolution No. 4: Appointment of M/s. D. Radhakrishnan & Co. as the Cost Auditors of the Company for the financial year ending 31st March, 2020							
Resolution required: Ordinary Resolution							
Mode of voting: Remote E-Voting & E-Voting at AGM							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	-1	-2	$(3) = \frac{(2)}{(1)} * 100$	-4	-5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	2950947	2950947	100.00	2944186	6761	99.77	0.23
Public Institutional holders	1,55,556	-	0.00	-	-	-	-
Public-Others	5,88,911	7332	0.01	4302	3030	58.67	41.33
Clearing Member	4,11,406	-	0.00	-	-	-	-
Total	4106820	2958279	72.03	2948488	9791	100.00	0.00
Result: Passed with requisite majority.							
Resolution No. 5: Appointment Of Subhas Chand Bhatnara as the Manager							
Resolution required: Special Resolution							
Mode of voting: Remote E-Voting & E-Voting at AGM							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	-1	-2	$(3) = \frac{(2)}{(1)} * 100$	-4	-5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	2950947	2950947	100.00	2944186	6761	99.77	0.23
Public Institutional holders	1,55,556	-	0.00	-	-	-	-
Public-Others	5,88,911	7332	0.01	4302	3030	58.67	41.33
Clearing Member	4,11,406	-	0.00	-	-	-	-
Total	4106820	2958279	72.03	2948488	9791	100.00	0.00
Result: Passed with requisite majority.							

CHAIRMAN'S
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