

# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.  
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

To,

The Chairman of the  
45<sup>th</sup> Annual General Meeting of  
The Equity Shareholders of Auckland International Limited  
Jagatdal 24 Parganas North  
West Bengal -743125

Sub: Scrutinizer's Report pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, through electronic means only (Remote e-voting)

Dear Sir,

1. I, Rishabh Baid, Designated Partner at Baid & Bengani Associates LLP, Practising Company Secretaries, (Membership No ACS 33446/ C.P. No 12375) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated 29<sup>th</sup> May, 2023, for the purpose of scrutinizing the remote e-voting as per the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the business contained in Notice of Annual General Meeting of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 and 110 of the Act read with Rule 20 of MGT Rules in connection with the resolution proposed to be passed at the 45<sup>th</sup> Annual General Meeting of the Company, the Company availed services of National Securities Depository Limited ('NSDL') and provided remote e-voting facility to the equity shareholders of the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and Listing Regulations on the business set out in the Notice of AGM. My responsibility as a Scrutinizer is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business set out in the Notice of AGM, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.
4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the "cut-off date" of Wednesday, July 26<sup>th</sup> 2023 commenced on Sunday, July 30<sup>th</sup>, 2023 at 10:00 am (IST) and ended on Tuesday, August 01, 2023 at 5.00 p.m.(IST) and the NSDL e-voting platform was unblocked thereafter in the presence of Mr. Mithilesh Sahoo and Mr. Gopal Jana, who are not in the employment of the Company.



# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.  
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

- The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, July 26<sup>th</sup> 2023 were entitled to vote on the resolution as contained in the Notice of the AGM.
- The votes cast under remote e-voting facility were unblocked thereafter. I have scrutinized and reviewed the remote e-voting and votes cast therein based on the data downloaded from the NSDL e-voting system.
- 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](http://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 remote e-voting & e-voting at AGM	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)
51	2464914	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 <sup>st</sup> March, 2023 and the report of the Board of Directors and Auditors thereon. (As Ordinary Resolution)	44	2459758	99.79	7	5156	0.21	NIL	NIL	NIL
2	Re-Appointment of Sri Bimal Singh Rampuria	46	2461898	99.88	5	3016	0.12	NIL	NIL	NIL



# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.  
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

	(holding DIN 00350906) Director, retiring by rotation. (As Ordinary Resolution)									
3	Approval Of Remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co. for the financial year 2023-24 (As Ordinary Resolution)	45	2459778	99.79	6	5136	0.21	NIL	NIL	NIL
4	Re-appointment Of Shri Shubhas Chand Bhutoria As General Manager and CFO (As Special Resolution)	46	2461898	99.88	5	3016	0.12	NIL	NIL	NIL

All the resolutions stand passed under remote e-voting and e-voting at the 45<sup>th</sup> AGM 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.

Date: 02<sup>nd</sup> August, 2023

Place: Kolkata

UDIN: A033446E000723245



For Baid & Bengani Associates LLP  
Practicing Company Secretaries

*Rishabh Baid*

Rishabh Baid

Designated Partner

Membership No.: A33446

COP: 12375

Peer Review No-2362/2022

# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



---

Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.  
E-mail: [baidbenganillp@yahoo.com](mailto:baidbenganillp@yahoo.com); Ph- +91- 9831115563, 9748819844

---

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 on 02.08.2023

Witness-1

*Mithilesh Sahoo*

Mr. Mithilesh Sahoo

38/P, S.S Dhar Lane

Liluah, How-711204

Witness-2

*Gopal Jana*

Mr. Gopal Jana

264, Sarat Chatterjee Road

Howrah-711102



# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.  
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

## 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,  
The Chairman of the  
45<sup>th</sup> Annual General Meeting of  
The Equity Shareholders of Auckland International Limited  
Held on Wednesday, the 2<sup>nd</sup> of August, 2023 at 10.30 A.M.  
Through video conferencing (VC) or other audio-visual means (OAVM)

Dear Sir,

I, Rishabh Baid, Practicing Company Secretary and Designated Partner, M/s. Baid & Bengani Associates LLP., Company Secretaries, 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 as set out in the notice dated May 29, 2023 ("Notice") issued in accordance with the Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, for conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these MCA and SEBI Circulars, provisions of the Companies Act, 2013 (the "Act") and the Listing Regulations, the 45th AGM of the Company was held on Wednesday, 2<sup>nd</sup> August, 2023 at 10:30 A.M conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.

1. The resolutions were transacted through the process of remote e-voting and through e-voting at the AGM to the members present at the AGM through VC/OAVM and who had not cast their vote earlier through remote e-voting.
2. The relative Explanatory Statement, pursuant to Section 102 of the Act, in respect of the Special Business set out under Item Nos. 3 & 4 of the accompanying Notice are annexed hereto. Furthermore, a statement providing additional details of the Director(s)/KMP seeking appointment /



# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



**Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.**  
**E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844**

re-appointment as set out at Item No. 2 & 4 respectively of the Notice dated 29th May, 2023 is annexed herewith as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

3. 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 Thursday, 27th July, 2023 to Wednesday, 02nd August, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
4. 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.
5. 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 45th Annual General Meeting of the Members of the Company dated May 29, 2023. 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.
6. 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 Sunday, 30th July, 2023 at 10 : 00 A.M. and ended on Tuesday, 01<sup>st</sup> August, 2023 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., 26<sup>th</sup> July, 2023 were entitled to vote on the resolutions as set-out in the notice of the 45<sup>th</sup> 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.



# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.  
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

- 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:

### 1. ADOPTION OF FINANCIAL STATEMENTS:

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Report of the Board of Directors and the Auditors thereon.

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 <sup>st</sup> March, 2023 and the report of the Board of Directors and Auditors thereon. (As Ordinary Resolution)	44	2459758	99.79	7	5156	0.21	NIL	NIL	NIL

### 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 pursuant to the provision of Section 152 of the Companies Act, 2013, 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."



# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.

E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

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	%
2	Re-Appointment of Sri Bimal Singh Rampuria (holding DIN 00350906) Director, retiring by rotation. (As Ordinary Resolution)	46	2461898	99.88	7	5156	0.12	NIL	NIL	NIL

## SPECIAL BUSINESS:

Resolution No. 3: Approval of Remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co. for the financial year ending 31<sup>st</sup> March, 2024– Passed as an Ordinary Resolution

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	%
3	Approval Of Remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co. for the financial year 2023-24 (As Ordinary Resolution)	45	2459778	99.79	6	5136	0.21	NIL	NIL	NIL

Resolution No. 4: Re-appointment Of Sri. Shubhas Chand Bhutoria as Manager and CFO

Passed as a Special Resolution

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	%	No. of Members voted	No. of votes cast	%	No. of Members voted	No. of votes	%





# BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.  
E-mail: baidbenganillp@yahoo.com; Ph- +91- 9831115563, 9748819844

		s voted	by them		s voted	by them		s voted	cast by	
									them	
4	Re-appointment Of Shri Shubhas Chand Bhutoria As General Manager and CFO (As Special Resolution)	46	2461898	99.88	5	3016	0.12	NIL	NIL	NIL

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.

Date: 02nd August, 2023

Place: Kolkata

UDIN: A033446E000723245

For Baid & Bengani Associates LLP  
Practicing Company Secretaries

*Rishabh Baid*

Rishabh Baid

Designated Partner

Membership No.: A33446

COP: 12375

Peer Review No-2362/2022

