

Auckland International Limited

CIN-L36934WB1977PLC031184

Phone : 033-25812038, 25812757, Fax : +91-033-25813795

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

REGISTERED OFFICE & MILLS

Auckland Jute Mills
Jagatdal - 743125
North 24 Parganas
West Bengal

02nd July, 2025

Scrip Code: 011027

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata 700001

Sub: Voting Results and Scrutinizer's Report (Pursuant to Regulation 44 of SEBI Regulations, 2015)

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the disclosure of Voting Results of the 47th Annual General Meeting of the Company held on **Monday, the 30th day of June, 2025** at 11.00 A.M. through video conferencing together with the consolidated Scrutiniser's Report on voting through electronic means (i.e., remote voting and voting at the Meeting through electronic voting system) are also enclosed herewith.

We request you to take the same on record and oblige.

Yours truly,
For AUCKLAND INTERNATIONAL LIMITED,

Sangeeta Ghose
Company Secretary
(Membership No. F9592)



Encl: As above

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02nd July, 2025

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata 700001

Sub: Details regarding Voting rights pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the result of the remote e-voting and voting that took place at the **47th Annual General Meeting** for the financial year 2024-25, held on **Monday, the 30th day of June, 2025 at 11.00 A.M.** through video conferencing (VC) or other audio visual means (OAVM) is given hereunder:

Details of Voting Results of the 47th Annual General Meeting

Date of the AGM	Monday, the 30 th day of June, 2025
Total number of shareholders as on record date (Cut-off date) of 23/06/2025	931
No. of Shareholders present in the meeting through video conferencing (VC) or other audio visual means (OAVM)	
(a) Promoters and Promoter Group	10
(b) Public	16

(Agenda Wise)

DETAILS OF THE AGENDA:

Resolution No. 1: Adoption of the Audited Financial Statement of the Company as at 31st March, 2025 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	2951607	2836032	96.08	2832452	3580	99.87	0.13
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3102	92	97.12	2.88
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	69.13	2835554	3672	99.87	0.13

Result: Passed with requisite majority.



Resolution No. 2: Re-Appointment of Mr. Bimal Singh Rampuria (holding DIN 00350906) Director, retiring by rotation.**Resolution required:** Ordinary Resolution**Mode of voting:** Remote E-voting & E-Voting at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	2951607	2836032	83.27	2836032	0	100.00	0.00
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3132	62	98.06	1.94
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	60.02	2839164	62	100.00	0.00

Result: Passed with requisite majority.**Resolution No. 3: Re-appointment of Statutory Auditors, J B S & CO. Chartered Accountants for a period of 5 years****Resolution required:** Ordinary Resolution**Mode of voting:** Remote E-voting & E-Voting at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	2951607	2836032	83.27	2836032	0	100.00	0.00
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3132	62	98.06	1.94
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	60.02	2839164	62	100.00	0.00

Result: Passed with requisite majority.**Resolution No. 4: Appointment of Secretarial Auditors for a period of five years.****Resolution required:** Ordinary Resolution**Mode of voting:** Remote E-voting & E-Voting at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	2951607	2836032	83.27	2834052	1980	99.93	0.07
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3132	62	98.06	1.94
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	60.02	2837184	2042	99.93	0.07

Result: Passed with requisite majority.

Resolution No. 5: Ratification of remuneration to cost auditors.**Resolution required:** Ordinary Resolution**Mode of voting:** Remote E-voting & E-Voting at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	2951607	2836032	83.27	2836032	0	100.00	0.00
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3132	62	98.06	1.94
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	60.02	2839164	62	100.00	0.00

Result: Passed with requisite majority.**Resolution No. 6: Appointment of Mr. Prayas Dagar as Whole Time Director.****Resolution required:** Special Resolution**Mode of voting:** Remote E-voting & E-Voting at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	2951607	2836032	83.27	2836032	0	100.00	0.00
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3042	152	95.24	4.76
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	60.02	2839074	152	99.99	0.01

Result: Passed with requisite majority.**Resolution No. 7: Amendment of the Articles of Association by insertion of an Article: Appointment of Chairman Emeritus.****Resolution required:** Special Resolution**Mode of voting:** Remote E-voting & E-Voting at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	2951607	2836032	83.27	2836032	0	100.00	0.00
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3132	62	98.06	1.94
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	60.02	2839164	62	100.00	0.00

Result: Passed with requisite majority.

Resolution No. 8: Appointment of Mr. Jai Kumar Kankaria as Chairman Emeritus.**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)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	2951607	2836032	83.27	2836032	0	100.00	0.00
Public – Institutional holders	155555	-	0.00	-	-	-	-
Public-Others	592632	3194	0.01	3102	92	97.12	2.88
Clearing Member	407026	-	0.00	-	-	-	-
Total	4106820	2839226	60.02	2839134	92	100.00	0.00

Result: Passed with requisite majority.

This is for your information and record.

Thanking you,

Yours faithfully,

For AUCLAND INTERNATIONAL LIMITED*Sangeeta Ghose***Company Secretary**
(Membership No.-F9592)



Century Plaza, 81, N.S.Road, 2nd Floor, R.N.217, Kolkata-700001, West Bengal, India.
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To,
The Chairman of the
47th 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 FCS 13071/ C.O.P. No 12375) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated 30th May, 2025, 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 47th 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 Monday, June 23RD 2025 commenced on Friday, June 27th, 2025 at 09:00 am (IST) and ended on Sunday, June 29th, 2025 at 5.00 p.m.(IST) and the NSDL e-voting platform was unblocked thereafter in the presence of Ms. Priya Sharma and Ms. Taniya Adhikary, who are not in the employment of the Company.
5. The shareholders of the Company holding shares as on the "cut-off" date of Monday, June 23rd 2025 were entitled to vote on the resolution as contained in the Notice of the AGM.



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6. 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.
7. 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 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	2839226	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, 2025 and the report of the Board of Directors and Auditors thereon. (As Ordinary Resolution)	44	2835554	99.87	7	3672	0.13	NIL	NIL	NIL
2	Re-Appointment of Mr. Bimal Singh Rampuria (holding DIN 00350906) Director, retiring by rotation. (As Ordinary Resolution)	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL
3	Approval Of Re-Appointment	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL

BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



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	Statutory Auditors M/s. J. B. S & COMPANY for a consecutive term of 5 (Five) years till the conclusion of 52nd Annual General Meeting (As Ordinary Resolution)									
4	Appointment of Mr. Gautam Dugar as Secretarial Auditor of the Company for the term of 5 (five) consecutive years commencing from April 1, 2025 to March 31, 2030 (As Ordinary Resolution)	45	2837184	99.93	6	2042	0.07	NIL	NIL	NIL
5	Ratification of Remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co. for the financial year ending 31 st March, 2026 (As Ordinary Resolution)	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL
6	Appointment of Mr. Prayas Dugar as Whole Time Director designated as Executive Director of the Company for a period of 5 (Five) year with effect from 20th May, 2025 to 19th May, 2030 (As Special Resolution)	44	2839074	99.99	7	152	0.01	NIL	NIL	NIL
7	Amendment of the Articles of Association by Insertion of an Article - "Appointment of Chairman Emeritus"(As Special	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL

BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES
FIRM REGISTRATION NO. L2021WB010400



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	Resolution)									
8	Appointment of Mr. Jai Kumar Kankaria as 'Chairman Emeritus (As Special Resolution)	45	2839134	99.99	6	92	0.01	NIL	NIL	NIL

All the resolutions stand passed under remote e-voting and e-voting at the 47th 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: 01st July, 2025

Place: Kolkata

UDIN: F013071G000688372

For Baid & Bengani Associates LLP

Rishabh Baid
Digitally signed
by Rishabh Baid
Date: 2025.07.01
16:31:48 +05'30'

Rishabh Baid
Designated Partner
Membership No.: F13071
COP:12375

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 30.06.2025.

Witness-1

Ms. Priya Sharma
10/1 Narayan Chandra Sen Lane
Howrah - 711106

Witness-2

Ms. Taniya Adhikary
Baguiati, Aswini Nagar
Kolkata – 700 159



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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
47th Annual General Meeting of
The Equity Shareholders of Auckland International Limited
Held on Monday, the 30th of June, 2025 at 11.00 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 30, 2025 ("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 47th AGM of the Company was held on Monday, 30th June, 2025 at 11:00 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 Business set out under Item Nos. 3 to 8 of the accompanying Notice are annexed hereto.



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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 Tuesday, 24th June, 2025 to Monday, 30th June, 2025 (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 47th Annual General Meeting of the Members of the Company dated May 30, 2025 . 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 **Friday, 27th June, 2025** at 09 : 00 A.M. and ended on **Sunday, 29th June, 2025** 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., 23rd June, 2025 were entitled to vote on the resolutions as set out in the notice of the 47th 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



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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:

"RESOLVED THAT the Audited Financial Statements of the Company comprising of the Statement of Profit & Loss and the Balance Sheet as at 31st March 2025 together with the Cash Flow statement and Independent Auditor's Report thereon and the Report of the Board of Directors of the Company for the financial year ended on 31st March, 2025 be and are hereby received, considered and adopted 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 st March, 2025 and the report of the Board of Directors and Auditors thereon. (As Ordinary Resolution)	44	2835554	99.87	7	3672	0.13	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 provisions of Section 152 of the Companies Act, 2013, Mr. 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



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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 Mr. Bimal Singh Rampuria (holding DIN 00350906) Director, retiring by rotation. (As Ordinary Resolution)	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL

3. RE-APPOINTMENT OF STATUTORY AUDITORS:

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 Sections 139, 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 (Firm Registration No.- 323734E), be and is hereby re-appointed as the Statutory Auditors of the Company for a consecutive term of 5 (Five) Years commencing from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting 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-imbursement 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.”

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	%



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3	Approval of Re-Appointment of Statutory Auditors M/s. J. B. S & COMPANY for a consecutive term of 5 (Five) years till the conclusion of 52nd Annual General Meeting (As Ordinary Resolution)	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL
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SPECIAL BUSINESS:-

4: APPOINTMENT OF SECRETARIAL AUDITOR:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] Mr. Gautam Dugar (C.P. No. 6243) Company Secretary in practice, be and is hereby appointed as Secretarial Auditor of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for the term of 5 (five) consecutive years commencing from April 1, 2025 to March 31, 2030 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.”

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	%
4	Approval of Re-Appointment of Statutory Auditors M/s. J. B. S & COMPANY for a consecutive term of 5 (Five) till the conclusion	45	2837184	99.93	6	2042	0.07	NIL	NIL	NIL

BAID & BENGANI ASSOCIATES LLP,

COMPANY SECRETARIES
FIRM REGISTRATION NO. L2021WB010400



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	of 52nd Annual General Meeting (As Ordinary Resolution)									
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5. RATIFICATION OF REMUNERATION TO COST AUDITORS:

To consider and, if thought fit, to pass 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 2025-26 be and is hereby ratified and confirmed.”

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	%
5	Ratification of Remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co. for the financial year ending 31 st March, 2026 (As Ordinary Resolution)	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL

6. APPOINTMENT OF MR. PRAYAS DUGAR AS 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, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at its meeting



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held on 20th May, 2025 and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded for the appointment of Mr. Prayas Dugar (holding DIN-00245893) as the Whole Time Director designated as Executive Director of the Company for a period of 5 (Five) years with effect from 20th May, 2025 to 19th May, 2030 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, 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 Mr. Dugar, 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 and whose period of office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) be and is hereby authorized to vary or to increase the remuneration specified above from time to time to be payable to Mr. Prayas Dugar in such manner as the Board of Directors considers appropriate, provided that such variation or increase, as the case may be, are subject to the same not exceeding the overall limits specified under Section 197 and Schedule V to the Companies Act, 2013 or any amendments thereof.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Prayas Dugar, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this 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	%



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6	Appointment of Mr. Prayas Dugar as Whole Time Director designated as Executive Director of the Company for a period of 5 (Five) year with effect from 20th May, 2025 to 19 th May, 2030 (As Special Resolution)	44	2839074	99.99	7	152	0.01	NIL	Nil	NIL
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7. AMENDMENT OF THE ARTICLES OF ASSOCIATION BY INSERTION OF AN ARTICLE - "APPOINTMENT OF CHAIRMAN EMERITUS":

To consider and if thought fit to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies) and shareholders, be and is hereby amended, by inserting the Article 103A i.e. "Appointment of Chairman Emeritus" after the present Article 103 of the Articles of Association of the Company as per the following terms:

Article 103A - Appointment of Chairman Emeritus

- (i) The Board shall be entitled to appoint any person, who has rendered significant or distinguished services to the Company or to the Industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company;
- (ii) The Chairman Emeritus shall hold office until he resigns;
- (iii) The Chairman Emeritus may attend any meetings of the Board or any Committee constituted by the Board but shall not have any right to vote or shall not be deemed to be a party to any decision of the Board or Committee thereof;
- (iv) The Chairman Emeritus shall be entitled to receive all notices of the Board meetings or meetings of the committees thereof, along with all other relevant documents (including the agenda, notes to agenda, etc.), simultaneous to the same being sent to the Directors of the Company prior to convening the Board meeting or meetings of the Committees thereof;
- (v) The Chairman Emeritus shall not be deemed to be a Director or "Officer" for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint;
- (vi) The Chairman Emeritus may provide guidance, advice, mentorship and support to the Company and its Board and Management and generally advise the Company / Board / Management of the Company, from time to time;



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(vii) The advice provided by the Chairman Emeritus will not be binding on the Board / Board Committees / Company;

(viii) Subject to applicable statutory provisions, the Board may decide to make payments and provide amenities and facilities to the Chairman Emeritus for any services rendered by the Chairman Emeritus towards the Company; and

(ix) The Chairman Emeritus of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs, losses and expenses which such Chairman Emeritus, acting in relation to any of the affairs of the Company, may incur or become liable to by reason of any act or deed done by him in discharge of his duties."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things, ratify any actions undertaken and settle any matters that may arise, as may be considered necessary, proper or expedient in order to give effect to the above 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	%
6	Amendment of the Articles of Association by Insertion of an Article - "Appointment of Chairman Emeritus"(As Special Resolution)	46	2839164	99.99	5	62	0.01	NIL	NIL	NIL

8.APPOINTMENT OF MR. JAI KUMAR KANKARIA AS 'CHAIRMAN EMERITUS':

To consider and if thought fit to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of law, if any, and such other consents and permissions, as may be required in this regard, consent of members of the Company be and is hereby accorded to the appointment of Mr. Jai Kumar Kankaria as 'Chairman Emeritus', inter-alia, on the terms and conditions as detailed in the explanatory statement, annexed hereto and forming part of this notice with liberty to the Board of Directors to alter or vary any of aforesaid terms and conditions

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as may be agreed to between the Board and Mr. Jai Kumar Kankaria, subject to the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, desirable or expedient to give effect to this 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	%
8	Appointment of Mr. Jai Kumar Kankaria as 'Chairman Emeritus (As Special Resolution)	45	2839134	99.99	6	92	0.01	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: 01st July, 2025
Place: Kolkata
UDIN: F013071G000688372

For Baid & Bengani Associates LLP

Rishabh Baid
Digitally signed by Rishabh Baid
Date: 2025.07.01 16:32:38 +05'30'
Rishabh Baid
Designated Partner
Membership No.: F13071
COP: 12375