

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the members of Auckland International Ltd ("the Company") will be held on Thursday, 11th September, 2025 at 11:30 A.M., through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 01:

ISSUE OF BONUS SHARES TO THE MEMBERS OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR or Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals, the consent of the shareholders be and is hereby accorded for capitalization of such sums standing to the credit of the Retained earnings of the Company as per the audited accounts of the Company for the financial year ended March 31, 2025, as may be considered necessary by the Board, for the purpose of the issue and allotment of bonus equity shares of ₹ 10/- each, to the eligible members of the Company holding fully paid-up equity shares of the Company whose names appear in the Register of Members maintained by the Company as on the 'Record Date', as may be determined by the Board for this purpose in the ratio of 3:2 i.e. 3 (three) new bonus equity shares of Rs. 10 each for every 2 (two) existing equity share of Rs. 10/- each fully paid up shall be allotted."

"RESOLVED FURTHER THAT the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted."

"RESOLVED FURTHER that no letter of allotment shall be issued in respect of the aforesaid bonus equity shares."

"RESOLVED FURTHER THAT the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to a separate suspense escrow demat account as per the SEBI Regulations until such bonus equity shares are credited by the Company in dematerialised form to the beneficiary accounts of such members with their respective Depository Participant(s), subject to the Act, SEBI LODR, SEBI ICDR or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard, and the voting rights of such bonus equity shares held in the suspense escrow demat account shall remain frozen until that the time of credit of shares."

"RESOLVED FURTHER THAT the allotment of the new equity bonus shares to the extent that they relate to non-resident members (if any) of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, other regulatory authorities as may be deemed necessary."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange(s) where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines."

"RESOLVED FURTHER THAT for the purposes of giving effect to the issue, allotment and listing of bonus equity shares as resolved hereinbefore, the Board, Executive Director and Chief Financial Officer and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as may be deemed necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard including without limitation, filing application(s), registration(s), statement(s), e-form(s), if any, and other documents with MCA, SEBI, RBI, Calcutta Stock Exchange Limited, National Securities Depository Limited, Central Depository Services (India) Limited or any other regulatory authority, to give effect to this Resolution."

ITEM NO. 02:

INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹8,00,00,000/- (Rupees Eight crores only) divided into 75,00,000 equity shares of ₹10/- (Rupees Ten each) and 50,000 Preference Shares of Rs. 100/- each (Rupees Hundred each) to ₹ 12,00,00,000/- (Rupees Twelve crores only) by creation of an additional 40,00,000 equity shares of ₹10/- (Rupees Ten each) along with the existing

50,000 Preference Shares of Rs. 100/- each (Rupees Hundred each) and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

"V. The Authorised Share Capital of the Company is ₹12,00,00,000/- (Rupees Twelve crores only) divided into 1,15,00,000 equity shares of ₹10/- (Rupees Ten each) and 50,000 Preference Shares of Rs. 100/- each (Rupees Hundred each), with rights, privileges and conditions attaching thereto as are provided by the Articles of Association for the time being of the Company, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association for the time being of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purposes of giving effect to the increase in the Authorised Share Capital of the Company as resolved hereinbefore, the Board, Executive Director and Chief Financial Officer and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as may be deemed necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

Registered Office: -

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

West Bengal-743125

CIN: L36934WB1977PLC031184

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

Email: ail@auklandjute.com

Website: www.auklandjute.com

Kolkata, 11th August, 2025

By Order of the Board

AUCKLAND INTERNATIONAL LIMITED

Sangeeta Ghose

Company Secretary

(ICSI Membership No.-F9592)

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 1 & 2 of the Notice, is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020, 17/2020 and 09/2024 dated 8th April 2020, 13th April 2020 and 19th September 2024, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, to conduct EGM through VC/ OAVM facility. In terms of the aforesaid MCA Circulars, provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), this EGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars, the EGM Notice will be available on the Company's website (<http://www.auklandjute.com/>); CSE Limited (<https://www.cse-india.com/>) and National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com).
4. In terms of the MCA Circulars and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM. However, in terms of Section 112 and 113 of the Act, representatives of the members may be appointed for the purpose of exercising their vote through remote electronic voting ("e-Voting") facility, for participation in the EGM through VC/ OAVM facility and e-Voting during the EGM. As the EGM is being held through VC/ OAVM facility, the Route Map is not annexed to this EGM Notice
5. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI LODR read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-Voting system during the EGM. The members, whose names appear in the Register of Members/ Beneficial Owners as on 04th September, 2025, are entitled for e-Voting on the resolutions set forth in this EGM Notice. For this purpose, NSDL will be providing facility for participation at the EGM through VC/ OAVM facility, remote e-Voting facility and e-Voting during the EGM. Members may note that NSDL may use third-party service providers to offer the platform for members' participation.
6. Members may join the EGM through VC/ OAVM facility by following the procedure as mentioned below and the joining window shall be kept open for the members from 11:00 A.M. (IST) i.e. 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the EGM.
7. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-serve basis. Members holding two percent or more of paid-up capital, promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, auditors, etc. will be able to attend the EGM without any restriction on account of first-come-first-serve basis
8. Attendance of the members participating in the EGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
9. Electronic copy of the EGM Notice, *inter-alia*, indicating the process and manner of e-Voting is being sent to all the members whose email address is registered with the Company/ Depository Participant(s) for communication purposes

10. Members may note that no letter of allotment shall be issued in respect of the bonus equity shares. Further, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), the bonus equity shares to be allotted shall be credited only in dematerialised form to the beneficiary accounts of the members with their respective Depository Participant(s). In case of members who hold equity shares in physical form, the bonus equity shares shall be credited to a separate suspense escrow demat account until these shares are credited by the Company in dematerialised form to the beneficiary accounts of such members with their respective Depository Participant(s), subject to the Act, SEBI LODR, SEBI ICDR or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard. Such members are advised to submit their KYC details and information related to their demat account with a Depository Participant to the Company/ its Registrar and Transfer Agent ("RTA") by 04th September, 2025, complete in all respects. Please note that the voting rights of such bonus equity shares held in the suspense escrow demat account shall remain frozen.
11. Members, whose KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN linked with Aadhar etc.) or e-mail address is not registered/ updated with the Company or with their respective Depository Participant(s), and who wish to receive the EGM Notice, and all other future communications sent by the Company from time to time, can get their KYC details and e-mail address registered/ updated by following the steps as given below:
- Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhar; and self-attested copy of any document in support of the address of the member (such as Aadhar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in Form ISR-1:
 - if email address is registered - by sending an e-mail at ail@auklandjute.com from their registered email address followed by mandatorily sending the physical copy of the same through post at the Registered Office of the Company or directly to the RTA, Niche Technologies Pvt Ltd; and
 - if email address is not registered - by sending the physical copy of the same through post at the Registered Office of the Company or directly to the RTA.
- b. Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s).

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

The remote e-voting period begins on Monday, 08th September, 2025 at 09:00 A.M. and ends on Wednesday, 10th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 04th September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rishabh_baid07@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ["Forgot User Details/Password?"](#) or ["Physical User Reset Password?"](#) option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ail@aucklandjute.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ail@aucklandjute.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at ail@aucklandjute.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at ail@aucklandjute.com latest by 05.00 p.m. (IST) on Wednesday, 10th day of September, 2025. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

OTHER GUIDELINES FOR MEMBERS:

- a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
- b) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of this extraordinary general meeting by e-mail and holds shares as on the Cut-Off Date, may obtain the User ID and password by sending a request to the Company's e-mail address at ail@aucklandjute.com. 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?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- c) A person, whose name is recorded in the Register of Members/ Beneficial Owners as on the Cut-Off Date shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system at the Meeting.
- d) The Chairman shall formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the EGM Notice and announce the start of the e-Voting during the EGM through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the EGM.
- e) Mr. Rishabh Baid, Company Secretary (Membership No. F13071), Designated Partner of M/s. Baid & Bengani Associates LLP, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- f) The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- g) The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.aucklandjute.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e. CSE Limited.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1 AND 2:

With a view to emphasize the importance of sharing the Company's continued growth and performance with the shareholders, the Company is considering the issuance of bonus shares to enhance shareholder value and utilize the accumulated pool of free reserves effectively. The Board of Directors at the meeting held on Monday, August 11, 2025 has recommended the issue and allotment of bonus equity shares in the proportion of 3:2 i.e. 3 (Three) new bonus equity shares of Rs. 10/- each for every 2 (Two) existing equity share of Rs. 10/- each fully paid up shall be allotted to the Members as on the record date, by capitalising such sum out of retained earnings of the Company, subject to the approval of the members of the Company.

Article 116 of the Articles of Association of the Company permits "Capitalization of Profits" of any part of the amount for the time being standing to the credit of the free reserves and/or the securities premium account and/or capital redemption reserve of the Company as may be considered necessary by the Board, for the purpose of issue of the bonus shares.

The new equity shares of Rs.10 each to be issued and allotted as bonus shares shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and that these bonus shares shall be entitled to participate in full in any dividend/s to be declared thereafter.

The allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations and on receiving the details of demat account from the shareholders, such Bonus Shares shall be credited to the concerned demat account of the shareholders, as per SEBI Regulations.

The proposed issue of bonus shares will be in line with the provisions of Section 63 of the Companies Act, 2013, rules made thereunder, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to the approvals, if required, from the statutory authorities. The applications will be made to the Calcutta Stock Exchange Limited (CSE) for permission to list and deal in such bonus shares.

In view of the proposed issue of bonus equity shares, the paid-up equity share capital of the Company will increase from ₹ 4,10,68,200/- (Rupees Four crores Ten lakhs Sixty Eight Thousand and Two Hundred only) to ₹ 10,26,70,500/- (Rupees Ten crores Twenty Six lakhs Seventy thousand Five hundred only). As the Authorised Share Capital of the Company is ₹8,00,00,000/- (Rupees Eight crore only) divided into 75,00,000 equity shares of ₹10/- (Rupee Ten each) and 50,000 Preference Shares of Rs. 100/- each (Rupees Hundred each), in order to facilitate further capital issuance as aforesaid, the Board at its meeting held on 11th August 2025, has recommended to increase the Authorised Share Capital to ₹12,00,00,000/- (Rupees Twelve crores only) by creation of an additional 40,00,000 equity shares of ₹10/- (Rupee Ten each) along with the existing 50,000 Preference Shares of Rs. 100/- each (Rupees Hundred each) by creation of an additional 40,00,000 equity shares of ₹10/- (Rupee Ten each) along with the existing 50,000 Preference Shares of Rs. 100/- each (Rupees Hundred each). The increase in the Authorised Share Capital of the Company as aforesaid and consequential alteration to the existing Clause V of the Memorandum of Association of the Company, requires approval of the members in terms of Section 13 and 61 of the Companies Act, 2013.

The Board of Directors accordingly recommends the passing of the proposed Ordinary Resolutions as contained under Item Nos. 1 & 2 of the Notice.

Draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members at the registered office of the Company during business hours on any working day, excluding Saturday, upto the date of closure of the e-Voting at the EGM.

None of the Directors / Key Managerial Personnel or their respective relatives are interested in the said Resolution except to the extent that they would be entitled for bonus shares in relation to their respective holding of equity shares in the Company.

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, 11th August, 2025

By Order of the Board
AUCKLAND INTERNATIONAL LIMITED

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