COMPANY SECRETARIES

FIRM REGISTRATION NO. L2021WB010400



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

To, The Chairman of the 46th Annual General Meeting of The Equity Shareholders of Auckland International Limited Jagatdal 24 Parganas North Jagatdal -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,

- 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, 2024, 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 46th 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 evoting 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 24th 2024 commenced on Sunday, July 28th, 2024 at 09:00 am (IST) and ended on Tuesday, July 30th, 2024 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.



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- 5. The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, July 24th 2024 were entitled to vote on the resolution as contained in the Notice of the AGM.
- 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., <u>www.evoting.nsdl.com</u> 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)
54	2702157	As mentioned beside each of the resolutions.

Item No. of	Particulars of Resolutions	Votes in favour of the resolution			Votes against the resolution			Invalid votes		
Notice		No. of Member s voted	No. of votes cast by them	%	No. of Member s voted	No. of votes cast by them	%	No. of Member s voted		%
1	Adoption of the Audited Financial Statement of the Company as at 31 st March, 2024 and the report of the Board of Directors and Auditors thereon. (As Ordinary Resolution)	52	2702142	99.99	2	15	0.01	NIL	NIL	NIL
2	Re-Appointment of Mr. Bijay Singh Baid	52	2702142	9 9.9 9	2	15	0.01	NIL	NIL	NIL



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	(holding DIN 01517268) Director, retiring by rotation. (As Ordinary Resolution) Approval Of								×	
3	Remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co. for the financial year ending 31 st March, 2024 (As Ordinary Resolution)	52	2702142	99.99	2	15	0.01	NIL	NIL	NIL
4	Re-appointment Of Mr. Hirendra Singh Bayedas the Whole Time Director designated as Executive Director cum Chief Executive Officer (CEO) of the Company for a period of 1 (One) year with effect from 14th August 2024 to 13th August 2025(As Special Resolution)	52	2702142	99.99	2	15	0.01	NIL	NIL	NIL
5	Appointment Of Mrs. Susmita Choudhury As Independent Director (holding DIN- 10641808)	52	2702142	99.99	2	15	0.01	NIL	Nil	NIL
6	Appointment Of Mr. Ratan Lal Buccha As Independent Director (holding DIN- 10272862)	51	2701842	99.98	3	315	0.02	NIL	Nil	NIL
7	Continuation Of Mr. Bijay Singh Baid As A Non-Executive Director Of The	49	2697742		5	4415	0.17	NIL	NIL	NI

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Company:				
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All the resolutions stand passed under remote e-voting and e-voting at the 46th 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 August, 2024 Place: Kolkata UDIN: F013071F000873414



For Baid & Bengani Associates LLP

Rishabh Baid

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 01.08.2024

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 46th Annual General Meeting of The Equity Shareholders of Auckland International Limited Held on Wednesday, the 31st of July, 2024 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 July 06, 2024 ("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 46th AGM of the Company was held on Wednesday, 31st July, 2024 at 11:00 A.M conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue.

- 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.
 - The relative Explanatory Statement, pursuant to Section 102 of the Act, in respect of the Special Business set out under Item Nos. 3 to 7 of the accompanying Notice are annexed hereto.
 Furthermore, a statement providing additional details of the Director(s)/KMP seeking appointment /



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re-appointment as set out at Item No. 2 & 4 respectively of the Notice dated 06th July, 2024 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').

- 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, 24th July, 2024 to Wednesday, 31st July, 2024 (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 46th Annual General Meeting of the Members of the Company dated July 06, 2024. 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, 28th July, 2024 at 09 : 00 A.M. and ended on Tuesday, 30th July, 2024 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., 24th July, 2024 were entitled to vote on the resolutions as set out in the notice of the 46th 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.



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- 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 31,2024, together with the Report of the Board of Directors and the Auditors thereon.

ltem No. of	Particulars of Resolutions	Votes in favour of the resolution			Votes against the resolution			Invalid votes		
		No. of Member s voted	No. of votes cast by them	%		No. of votes cast by them	%	No. of Member s voted	1.1.1	%
2	Adoption of the Audited Financial Statement of the company as at 31 st March, 2024 and the report of the Board of Directors and Auditors thereon (As Ordinary Resolution)	52	2702142	99.99	2	15	0.01	NIL	NIL	NIL



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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. Bijay Singh Baid (holding DIN-01517268), who retires by rotation and is eligible for re-appointment, be and is hereby reappointed as Director of the Company."

Item No. of	Particulars of Resolutions		n favour of esolution	the		es against t resolution	he	Inv	valid vote	s
Notice		No. of Member s voted	No. of votes cast by them	%		No. of votes cast by them	%	No. of Member s voted	No. of votes cast by them	%
2	Re-Appointment of Mr. Bijay Singh Baid (holding DIN 01517268) Director, retiring by rotation. (As Ordinary Resolution)	52	2702142	99.99	2	15	0.01	NIL	NIL	NIL

SPECIAL BUSINESS:

3. RATIFICATION OF REMUNERATION TO COST AUDITORS:

To ratify the remuneration of the Cost Auditors for the financial year 2024-25 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment 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 2024-25 be and is hereby ratified and confirmed."



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Item No. of	Particulars of Resolutions	Votes in favour of the resolution			Votes against the resolution			Invalid votes		
Notice			No. of votes cast by them	%	No. of Memb ers voted	No. of votes cast by them	%	No. of Membe rs voted		%
	Approval Of Remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co. for the financial year ending 31 st March, 2024 (As Ordinary Resolution)		2702142	99.99	2	15	0.01	NIL	NIL	NIL

4: RE-APPOINTMENT OF WHOLE TIME DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. 2015, consent of the members be and is hereby accorded to the re-appointment of Mr. Hirendra Singh Bayedas the Whole Time Director designated as Executive Director cum Chief Executive Officer (CEO) of the Company for a period of 1 (One) year with effect from 14th August 2024 to 13th August 2025 upon the terms and conditions (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the explanatory statement and contained in the draft Agreement placed before the Meeting, duly initiated by the Company Secretary for the purpose of identification and also recommended by the Nomination and Remuneration Committee of the Board, with liberty to the Board of Directors of the Company, to alter and vary the terms and conditions, including remuneration of the said appointment, if necessary, in such manner as may be agreed between the Board and Mr. Bayed, within such prescribed limit(s) or ceilings specified in the Act read with Schedule V thereto without any further reference to the members of the Company in General Meeting".

The material terms of appointment and remuneration payable to Mr. Bayed is as under:



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a) Tenure: One year commencing from 14th August 2024 to 13th August 2025.

b) Remuneration:

i) Basic Salary & Allowances: ` 82,844 p.m.:- 2024-25

Dearness Allowance: 30% of Basic Salary

House Rent Allowance: 40% of Basic Salary

Perquisites: Contribution to Provident Fund will be the same as stipulated in the service agreement of Auckland International Limited.

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

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

d) Other terms and conditions: Other terms of re-appointment with Mr. Bayed are such as are customarily contained in appointments of a similar nature.

"FURTHER RESOLVED 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	Particulars of Resolutions		n favour of esolution	fthe		es against t resolution	he	Inva	lid votes	
Notice		No. of Member s voted	No. of votes cast by them	%	No. of Member s voted	No. of votes cast by them	%	No. of Member s voted		%
4	Re-appointment Of Mr. Hirendra Singh Bayedas the Whole Time Director designated as Executive Director cum Chief Executive Officer (CEO) of the	52	2702142	99.99	2	15	0.01	NIL	NIL	NII

Passed as a Special Resolution



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Company fo	or a period		
of 1 (One)	year with		
effect from :	14th August		
2024 to 1	3th August		
2025(As	Special		
Resolution)			

5. APPOINTMENT OF MRS. SUSMITA CHOUDHURY AS INDEPENDENT DIRECTOR:

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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. SUSMITA CHOUDHURY (holding DIN-10641808), who was appointed as an additional director designated as Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2029."

or the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2029."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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Notice			No. of votes cast by them	%		No. of votes cast by them	%	No. of Member s voted	votes	%
5	Appointment Of Mrs. Susmita Choudhury As Independent Director Iholding DIN-10641808)	52	2702142	99.99	2	15	0.01	NIL	NIL	NIL

6. APPOINTMENT OF MR. RATAN LAL BUCCHA AS INDEPENDENT DIRECTOR:

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 149, 150 and 152 read with Schedule IV and other Applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. RATAN LAL BUCCHA (holding DIN-10272862), who was appointed as an additional director designated as Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years up to the conclusion of the 51st Annual General Meeting of the Company to be held in the calendar year 2029."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."



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Item No. of	Particulars of Resolutions		n favour of esolution	fthe		es against t resolution	he	Inv	alid vote	s
Notice		No. of Member s voted	No. of votes cast by them	%	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	No. of votes cast by them	%	No. of Member s voted	No. of votes cast by them	%
6	Appointment Of Mr. Ratan Lal Buccha As Independent Director (holding DIN-10272862)	51	2701842	99.98	3	315	0.02	NIL	Nil	NIL

7. CONTINUATION OF MR. BIJAY SINGH BAID AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded for continuation of Mr. Bijay Singh Baid (DIN: 01517268), who has attained the age of more than seventy-five years, as a Non-executive Director of the Company, liable to retire by rotation." "RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is Hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give Effect to this resolution.

Item	Particulars of	Votes in favour of the			Votes against the			Invalid votes		
No. of	Resolutions	r	solution		resolution					
Notice		No. of Member s voted	No. of votes cast by them	%	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	No. of votes cast by them	%	No. of Member s voted	No. of votes cast by them	%
6	Continuation Of Mr. Bijay Singh Baid As A Non- Executive Director Of The Company:	49	2697742	99.83	5	4415	0.17	NIL	NIL	NIL



BAID & BENGANI ASSOCIATES LLP, COMPANY SECRETARIES FIRM REGISTRATION NO. L2021WB010400

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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 August, 2024 Place: Kolkata UDIN: F013071F000873414



For Baid & Bengani Associates LLP

Rishabh Baid

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