

CIN-L36934WB1977PLC031184

**Auckland International Limited**

**UNIT : AUCKLAND JUTE MILLS**

TELEPHONES : 2287-2607 / 40060331 / 40073219

*etc*

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Website : www.aucklandjute.com

**Scrip Code: 11027**

12<sup>th</sup> April, 2016

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

Dear Sir/Madam,

**Sub: Corporate Governance Report pursuant to Regulation 27 (2) of the SEBI Listing Regulations, 2015 (LODR)**

Pursuant to Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), please find enclosed the Report on Corporate Governance for the fourth quarter ended March 31, 2016.

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

Yours truly,

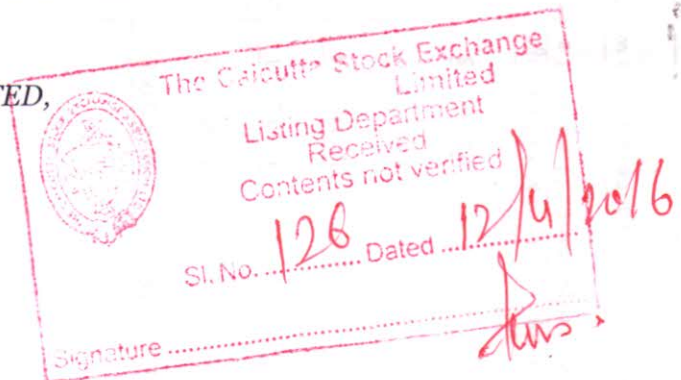
For AUCKLAND INTERNATIONAL LIMITED,

AUCKLAND INTERNATIONAL LIMITED  
*Sangeeta Ghose*

COMPANY SECRETARY

Company Secretary

Encl: a/a



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FOURTH QUARTER ENDED 31<sup>ST</sup> MARCH, 2016**

NAME OF THE LISTED ENTITY: AUCKLAND INTERNATIONAL LIMITED  
QUARTER ENDING: 31<sup>ST</sup> MARCH, 2016

**I. Composition of Board of Directors**

| Title (Mr./Ms.) | Name of the Director | PAN <sup>§</sup> & DIN           | Category (Chairperson /Executive/Non-Executive /independent /Nominee) <sup>¶</sup> | Date of Appointment in the current term /cessation | Tenure*                   | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------|----------------------|----------------------------------|--|--|---------------------------|--|---|--|
| Mr.             | HIRENDRA SINGH BAYED | PAN-ACXPB4951C<br>DIN- 00425481  | Executive Director   | 31/07/2008   | NA                        | 1  | 1   | -  |
| Mr.             | HRISHIKESH TAPADAR   | PAN-ABQPT4298N<br>DIN- 00409477  | Independent Director   | 01/08/2012   | 29.09.2014-<br>28.09.2019 | 1  | 1   | 1  |
| Mr.             | MOOL CHAND SINGHI    | PAN-ALLPS6638L<br>DIN- 00407278  | Independent Director   | 31/10/2003   | 29.09.2014-<br>28.09.2019 | 1  | 1   | 1  |
| Mr.             | BIMAL SINGH RAMPURIA | PAN- ADBPR1457L<br>DIN- 00350906 | Non Executive Director   | 02/04/2004   | NA                        | 1  | 1   | -  |
| Mr.             | BIJAY SINGH BAID     | PAN-ADTPB8999D<br>DIN- 01517268  | Non Executive Director   | 31/07/2014   | NA                        | 1  | 1   | -  |
| Mrs.            | BIMLA DEVI BAID      | PAN-AMJPB5769N<br>DIN- 07165411  | Non Executive Director   | 30/03/2015   | NA                        | 1  | 1   | -  |

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>¶</sup>Category of directors means executive / non-executive /independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen

\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.





| II. Composition of Committees |   |                           |  |
|-------------------------------|---|---------------------------|--|
| S.No.                         | Name of Committee                         | Name of Committee members | Category (Chairperson / Executive / Non Executive / independent / Nominee) |
| 1.                            | Audit Committee                           | Shri M C Singhi           | Independent Director   |
|                               |   | Shri B S Rampuria         | Non-Executive Independent Director   |
|                               |   | Shri H S Bayed            | Executive Director   |
|                               |   | Shri H Tapadar            | Independent Director   |
| 2.                            | Nomination & Remuneration Committee       | Shri M.C Singhi           | Independent Director   |
|                               |   | Shri B.S Baid             | Non-executive Independent Director   |
|                               |   | Shri H.Tapadar            | Independent Director   |
| 3.                            | Risk Management Committee (if applicable) | Shri B S Baid             | Non-executive Independent Director   |
|                               |   | Shri H Tapadar            | Independent Director   |
|                               |   | Shri M C Singhi           | Independent Director   |
| 4.                            | Stakeholder's Relationship Committee      | Shri H Tapadar            | Independent Director   |
|                               |   | Shri B S Baid             | Non-Executive Independent Director   |
|                               |   | Shri M C Singhi           | Independent Director   |

&-Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with Hyphen

| III. Meeting of Board of Directors                  |   |   |
|---|---|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 14 <sup>th</sup> November, 2015                     | 14 <sup>th</sup> January, 2016                      | 60 days   |
|   | 15 <sup>th</sup> February, 2016                     | 30 days   |
|   | 26 <sup>th</sup> February, 2016                     | 10 days   |
|   | 18 <sup>th</sup> March, 2016                        | 20 days   |

| IV. Meeting of Committees                               |   |   |   |
|---|---|---|---|
| Date(s) of meeting of the committee in relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 4th February, 2016 (Audit Committee)                    | Yes   | 4th November, 2015 (Audit Committee)                        | 90 days   |

This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

| V. Related Party Transactions  |  |
|--|--|
| Subject  | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained   | Yes  |
| Whether shareholder approval obtained for material RPT   | N.A.   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes  |



Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.  
For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is 'No' details of non-compliance may be given here.

| VI. Affirmations   |   |
|--|---|
| 1.   | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  |
| 2.   | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; remuneration committee</li><li>c. Stakeholders relationship committee</li><li>d. Risk management committee (applicable to the top 100 listed entities)</li></ol> |
| 3.   | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |
| 4.   | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |
| 5.   | This report has been placed before Board of Directors at its meeting held on 12 <sup>th</sup> April, 2016.  |
| Name & Designation- <i>Ms. S. Ghose,</i><br><i>Company secretary</i><br><br><br>Company Secretary / Compliance Officer / Managing Director / CEO |   |

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.