

REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 30th June, 2014

Name of the Company: **AUCKLAND INTERNATIONAL LIMITED**
 Quarter ended on: **30th June, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49(I)		
(A) Composition of Board	49 (IA)	Yes	The Board of Directors have an optimum combination of executive and non-executive directors. The Board comprised of 4 Directors as on 30 th June, 2014.
(B) Non-executive Directors' compensation & disclosures.	49 (IB)	Yes	To be reported in the Annual report for the year 2013-14.
(C) Other provisions as to Board and Committees.	49 (IC)	Yes	To be reported in the Annual report for the year 2013-14.
(D) Code of Conduct	49 (ID)	Yes	Declaration affirming code of conduct by Board and senior management to be given in the Annual Report for the year 2013-14.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Audit Committee consists of four directors, who are qualified and experienced professionals.
(B) Meeting of Audit Committee	49 (IIB)	Yes	The Audit Committee met once during the quarter.
(C) Powers of Audit Committee	49 (IIC)	Yes	To be reported in the Annual report for the year 2013-14.
(D) Role of Audit Committee	49 (IID)	Yes	To be reported in the Annual report for the year 2013-14.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	All the important information as per the provisions of clause 49 of the Listing Agreement was placed before the Audit Committee for its review at its meeting.
III. Subsidiary Companies	49 (III)	N/A	The Company has no Subsidiary Company.

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	To be reported in the Annual report for the year 2013-14.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	To be reported in the Annual report for the year 2013-14.
(C) Board Disclosures	49 (IV C)	Yes	To be reported in the Annual report for the year 2013-14.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	The Company has not raised any money from Public issue, Right issue, Preferential issues etc. during this quarter.
(E) Remuneration of Directors	49 (IV E)	Yes	To be reported in the Annual report for the year 2013-14.
(F) Management	49 (IV F)	Yes	To be reported in the Annual report for the year 2013-14.
(G) Shareholders	49 (IV G)	Yes	To be reported in the Annual report for the year 2013-14.
V. CEO/CFO Certification	49 (V)	Yes	To be complied with in the Annual Report for the year 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	To be complied with in the Annual Report for the year 2013-14
VII. Compliance	49 (VII)	Yes	To be complied with in the Annual Report for the year 2013-14

Registered Office: -
Jagatdal, 24 Parganas (North),
West Bengal- 743125

FOR AND ON BEHALF OF THE BOARD

Sangeeta Ghose

SANGEETA GHOSE
COMPANY SECRETARY

DATED: 8th July, 2014.