

REPORT ON CORPORATE GOVERNANCE FOR THE FIRST QUARTER ENDED 30th June, 2015Name of the Company: **AUCKLAND INTERNATIONAL LIMITED**Quarter ended on: **30th June, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The Board of Directors has an optimum combination of executive, non-executive and Independent directors. The Board comprised of 6 Directors as on 30th June, 2015.
(B) Independent Directors	49 (IIB)	Yes	The Board comprises of two Independent Directors i.e one-third of the Board comprises of independent directors as on 30th June, 2015.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Will be complied in the Annual Report for the year 2014-15
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Will be complied in the Annual Report for the year 2014-15
(E) Code of Conduct	49 (IIE)	Yes	Declaration affirming code of conduct by Board and senior management will be complied in the Annual Report for the year 2014-15.
(F) Whistle Blower Policy	49 (IIF)	Yes	Will be complied in the Annual Report for the year 2014-15
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The Audit Committee consists of four directors, who are qualified and experienced professionals.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	The Audit Committee met once during the quarter.
(C) Powers of Audit Committee	49 (IIIC)	Yes	Will be complied in the Annual Report for the year 2014-15
(D) Role of Audit Committee	49 (IIID)	Yes	Will be complied in the Annual Report for the year 2014-15
(E) Review of Information by Audit Committee	49 (IIIE)	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.



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Will be complied in the Annual Report for the year 2014-15
V. Subsidiary Companies	49 (V)	N.A.	The Company has no Subsidiary Company.
VI. Risk Management	49 (VI)	Yes	Will be complied in the Annual Report for the year 2014-15
VII. Related Party Transactions	49 (VII)	Yes	Will be complied in the Annual Report for the year 2014-15
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Will be complied in the Annual Report for the year 2014-15
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Will be complied in the Annual Report for the year 2014-15
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied in the Annual Report for the year 2014-15
(D) Management	49 (VIII D)	Yes	Will be complied in the Annual Report for the year 2014-15
(E) Shareholders	49 (VIII E)	Yes	Will be complied in the Annual Report for the year 2014-15
(F) Disclosure of resignation of directors	49 (VIII F)	N.A.	No Director resigned from office during the reporting period.
(G) Disclosure of formal letter of appointment	49 (VIII G)	N.A.	No Director was appointed during the reporting period.
(H) Disclosures in the Annual report	49 (VIII H)	Yes	Will be complied in the Annual Report for the year 2014-15
(I) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	N.A.	The Company has not raised any money from Public issue, Right issue, Preferential issues etc. during this quarter.
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied in the Annual Report for the year 2014-15
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the Annual Report for the year 2014-15
XI. Compliance	49 (XI)	Yes	Complied with in the Annual Report for the year 2014-15

Registered Office: -
P O Jagatdal, 24 Parganas (North),
West Bengal- 743125
DATED: 10th July, 2015

FOR AND ON BEHALF OF THE BOARD

AUCKLAND INTERNATIONAL LIMITED

Sangeeta Ghose
COMPANY SECRETARY



COMPANY SECRETARY