Auckland International Limited

CIN-L36934WB1977PLC031184
Phone : 033-25812038, 25812757, Fax : +91-033-25813795
E-mail : ail@aucklandjute.com Website : www.aucklandjute.com

REGISTERED OFFICE & MILLS
Auckland Jute Mills
Jagatdal - 743125
North 24 Parganas
West Bengal

CSE/32/25-26
15th January, 2026

Scrip Code: 11027

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 (LODR) Regulations, 2015

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Report on Corporate Governance for the third quarter ended on 31st December, 2025.

Kindly acknowledge receipt of the same.

Yours truly,
For AUCKLAND INTERNATIONAL LIMITED,

Sangeeta Ghose

Company Secretary
(Membership No. FCS 9592)

Auckland International Limited Kolkata

Encl: a/a

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REGISTERED OFFICE & MILLS

Corporate Office–5 Middleton Street, Kolkata-700071, West Bengal
Phone : +919903586240 E-mail : sangeeta@jkkankaria.com

A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE THIRD QUARTER ENDED ON 31ST DECEMBER, 2025

NAME OF THE LISTED ENTITY: **AUCKLAND INTERNATIONAL LIMITED**

QUARTER ENDING: **31ST DECEMBER, 2025**

I. Composition of Board of Directors

Title (Mr. - Ms.)	Name of the Director	PAN[$] & DIN	Category (Chairperson - Executive-Non-Executive -independent - Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity [with reference to Regulation 17A]	No of Independent Direetorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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.	PRAYAS DUGAR	PAN-AFGPD1132H DIN-00245893	Executive Director	20-05-2025	30-06-2025	-	20-05-2025-19-05-2030	05-04-1983	1	-	1	-
Mrs.	BABY BOTHRA	PAN-AIFPB0840E DIN- 09032737	Independent Director	10-02-2021	06-09-2021	-	2021-2026	27-10-1981	1	1	4	3
Mr.	BIMAL SINGH RAMPURIA	PAN-ADBPR1457L DIN- 00350906	Non-Executive Director	02-04-2004	-	-	NA	15-02-1952	1	-	-	-
Mr.	BIJAY SINGH BAID	PAN-ADTPB8999D DIN- 01517268	Non-Executive Director	31-07-2014	29-09-2014	-	NA	05-09-1944	1	-	1	1
Mrs.	SUSMITA CHOUDHURY	PAN-AJSPS5685A DIN-10641808	Independent Director	30-05-2024	31-07-2024	-	5 years (upto AGM of Calendar year 2029)	20-06-1972	I	1	1	1
Mr.	RATAN LAL BUCCHA	PAN-ADPPB7477E DIN-10272862	Independent Director	30-05-2024	31-07-2024	-	5 years (upto AGM of Calendar year 2029)	22-01-1974	2	2	4	2

Whether Regular chairperson appointed: No

Whether Chairperson is related to managing director or CEO: No

Auckland International Limited Kolkata

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson -Executive -Non Executive - Independent -Nominee)$	Date of Appointment	Date of Cessation
Audit Committee	Yes	Baby Bothra	Independent Director (Chairperson)	30-05-2024	-
		Susmita Choudhury	Independent Director	30-05-2024	-
		Ratan Lal Buccha	Independent Director	30-05-2024	-
		Prayas Dugar	Executive Director	20-05-2025	-
Nomination & Remuneration Committee	Yes	Ratan Lal Buccha	Independent Director (Chairman)	30-05-2024	-
		Susmita Choudhury	Independent Director	30-05-2024	-
		Baby Bothra	Independent Director	30-05-2024	-
Risk Management Committee	Yes	Susmita Choudhury	Independent Director (Chairperson)	30-05-2024	-
		Ratan Lal Buccha	Independent Director	30-05-2024	-
		Bijay Singh Baid	Non-Executive Director	30-05-2024	-
Stakeholder's Relationship Committee	Yes	Baby Bothra	Independent Director (Chairperson)	30-05-2024	-
		Bijay Singh Baid	Independent Director	30-05-2024	-
		Ratan Lal Buccha	Independent Director	30-05-2024	-
Corporate Social Responsibility Committee	Yes	Ratan Lal Buccha	Independent Director (Chairman)	30-05-2024	-
		Susmita Choudhury	Independent Director	30-05-2024	-
		Bijay Singh Baid	Non-Executive Director	30-05-2024	-

$ 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 relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive (in number of days)
17/10/2025	Yes	4	2	14/07/2025	27 days
12/11/2025		5	3	11/08/2025	26 days
-		-	-	20/09/2025	-

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

A) Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met	Number of Directors present**	Number of independent directors present**	Maximum gap between any two consecutive meetings in number of days**
11/11/2025	11/08/2025	Yes	4	3	92 days

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

**to be filled in only for the current quarter meetings

V. Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
	a. Audit Committee
	b. Nomination & Remuneration committee
	c. Stakeholders Relationship committee
	d. Risk Management committee (applicable to the top 100 listed entities)



	e. Corporate Social Responsibility Committee
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: **Yes**
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: **Yes**
5	This report has been placed before the Board of Directors at its meeting held on 15th January, 2026.

For Auckland International Limited,

Sangeeta Ghosh

Company Secretary & Compliance Officer
(Membership No. F9592)

Auckland International Limited Kolkata

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 the listed entity and instead a statement "same as previous quarter" may be given.

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	Nil
No. of investor complaints received during the Quarter	Nil
No. of investor complaints disposed off during the Quarter	Nil
No. of investor complaints those remaining unresolved at the end of the Quarter	Nil

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
NIL					

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings i.e., 2nd and 4th quarter)

I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate Amount advanced during Six Months		Balance Outstanding at the end of six months
Promoter or any other entity controlled by them	Nil		Nil
Promoter Group or any other entity controlled by them	Nil		Nil
Directors (including relatives) or any other entity controlled by them	Nil		Nil
KMPs or any other entity controlled by them	Nil		Nil
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	None	Nil	Nil
Promoter Group or any other entity controlled by them	None	Nil	Nil
Directors (including relatives) or any other entity controlled by them	None	Nil	Nil
KMPs or any other entity controlled by them	None	Nil	Nil
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type Of Security (guarantee, comfort letter etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	None	Nil	Nil
Promoter Group or any other entity controlled by them	None	Nil	Nil
Directors (including relatives) or any other entity controlled by them	None	Nil	Nil
KMPs or any other entity controlled by them	None	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Auckland International Limited,

Sangeeta Ghose.

Company Secretary & Compliance Officer
(Membership No. F9592)

Auckland International Limited Kolkata

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
a) by a government company to/ for the Government or government company
b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
c) by a banking company or an insurance company; and
d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

G. AFFIRMATIONS ON COMPLIANCE REQUIREMENTS FOR AGM : COMPLIED

H. WEBSITE AFFIRMATIONS (applicable only for Annual Filing i.e., 4th quarter)

I. Disclosure on website in terms of LODR Regulations		
Item	Compliance status (Yes/No/NA)refer note below	If Yes, provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business		
aa) Memorandum of Association and Articles of Association	Yes	http://www.aucklandjute.com/shareholders-information/
ab) Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	http://www.aucklandjute.com/shareholders-information/
b) Terms and conditions of appointment of independent directors	Yes	http://www.aucklandjute.com/other-compliances/
c) Composition of various committees of board of directors	Yes	http://www.aucklandjute.com/other-compliances/
d) Code of conduct of board of directors and senior management personnel	Yes	http://www.aucklandjute.com/board-policies/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.aucklandjute.com/board-policies/
f) Criteria of making payments to non-executive directors	NA	NA
g) Policy on dealing with related party transactions	Yes	http://www.aucklandjute.com/board-policies/
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	http://www.aucklandjute.com/board-policies/
j) email address for grievance redressal and other relevant details	Yes	http://www.aucklandjute.com/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.aucklandjute.com/management/
l) Financial results	Yes	http://www.aucklandjute.com/financial-result/
m) Shareholding pattern	Yes	http://www.aucklandjute.com/shareholding-pattern/
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	NA
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	NA
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47(1)	Yes	http://www.aucklandjute.com/other-compliances/
r) Credit rating or revision in credit rating obtained	Yes	http://www.aucklandjute.com/other-compliances/
s) Separate audited financial statements of each subsidiary of	NA	NA



the listed entity in respect of a relevant financial year		
t) Secretarial Compliance Report	Yes	http://www.aucklandjute.com/other-compliances/
u) Materiality Policy as per Regulation 30(4)	Yes	http://www.aucklandjute.com/board-policies/
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	http://www.aucklandjute.com/management/
w) Disclosures under regulation 30(8)	Yes	http://www.aucklandjute.com/
x) Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	http://www.aucklandjute.com/other-compliances/
y) Dividend distribution policy as specified in regulation 43A(I)	Yes	http://www.aucklandjute.com/other-compliances/
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	http://www.aucklandjute.com/annual-reports/
za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	NA
✓ Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	http://www.aucklandjute.com/other-compliances/
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	http://www.aucklandjute.com/other-compliances/

I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS (applicable only for Annual Filing i.e., 4th quarter)

II Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)** refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	NA
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes

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Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2)and 20(2A)	Yes
Meeting of stakeholder relationship committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5) ,(6),& (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism		Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

Auckland International Limited
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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 LODR 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.

3. *If the Listed Entity would like to provide any other information the same may be indicated here.*

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied-Not Applicable

Sangeeta Ghose

Sangeeta Ghose
Company Secretary & Compliance Officer / ~~Managing Director / CEO / CFO~~
(Membership No. F9592)

Auckland International Limited
Kolkata