



Atul Ltd

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April 14, 2017

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

SCRIP CODE: 500027
BSE Listing portal

The Manager
Listing Department
National Stock Exchange of India Limited
“Exchange Plaza” C – 1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

SYMBOL: ATUL
NEAPS portal

Dear Sirs,


Compliance of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith a statement showing the quarterly and yearly compliance report on Corporate Governance for the period ended March 31, 2017.

Kindly acknowledge the receipt of the above.

Thank you,

Yours faithfully
For Atul Ltd


Lalit Patni
Company Secretary and
Chief Compliance Officer

Encl.: as above.



Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : ATUL LIMITED

2. Quarter ending : March 31, 2017

| I. Composition of Board of Directors | | | | | | | | |
|---|---------------------------------|------------|---|---|---------------------|--|--|---|
| Title (Mr./ Ms.) | Name of the Director | DIN | Category (Chairperson/ Executive/ Non- Executive/ independent / Nominee) | Date of Appointme nt in the current term / cessation | Tenur e* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of membershi ps in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of |
| Mr | Sunil S Lalbhai | 00045590 | Chairperson- Executive | 13/06/1984 | NA | 4 | 3 | Nil |
| Mr | Rajendra A Shah | 00009851 | Non-Executive | 26/05/1983 | NA | 10 | 4 | 4 |
| Dr | Satguru S Bajjal | 00027961 | Independent | 01/04/2014 | 5 | 2 | Nil | 2 |
| Mr | Bansi S Mehta | 00035019 | Non-Executive | 16/04/1992 | NA | 8 | 5 | 3 |
| Mr | Hasmukh S Shah | 00152195 | Independent | 01/04/2014 | 5 | 2 | 1 | 2 |
| Mr | Samveg A Lalbhai | 00009278 | Executive | 21/01/2000 | NA | 2 | Nil | Nil |
| Mr | Susim M Datta | 00032812 | Independent | 01/04/2014 | 5 | 5 | 7 | 2 |
| Mr | Bharathy N Mohanan | 00198716 | Executive | 01/01/2009 | NA | 1 | Nil | Nil |
| Mr | Vedanthachari S Rangan | 00030248 | Independent | 01/04/2014 | 5 | 3 | 8 | Nil |
| Mr | T R Gopi Kannan | 00048645 | Executive | 17/10/2014 | NA | 2 | 4 | Nil |
| Mr | Mukund M Chitale | 00101004 | Independent | 17/10/2014 | 5 | 5 | 1 | 3 |

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|----|-----------------------|----------|-------------|------------|---|---|---|-----|
| Ms | Shubhalakshmi A Panse | 02599310 | Independent | 27/03/2015 | 5 | 4 | 3 | Nil |
| Mr | Baldev R Arora | 00194168 | Independent | 01/04/2015 | 5 | 2 | 2 | Nil |

&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.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non- Executive / independent/Nominee) ^{\$} |
|---|---------------------------|---|
| 1. Audit Committee | Dr Satguru S Bajjal | Chairperson |
| | Mr Bansi S Mehta | Member |
| | Mr Vedanthachari S Rangan | Member |
| 2. Nomination & Remuneration Committee | Mr Hasmukh S Shah | Chairperson |
| | Dr Satguru S Bajjal | Member |
| | Mr Rajendra A Shah | Member |
| 3. Risk Management Committee(if applicable) | NA | |
| 4. Stakeholders Relationship Committee' | Mr Hasmukh S Shah | Chairperson |
| | Mr Sunil S Lalbhai | Member |
| | Mr T R Gopi Kannan | Member |

&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

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| III. Meeting of Board of Directors | | | |
|---|---|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant Quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> | |
| October 21, 2016 December 09, 2016 | 1. January 20, 2017 2. March 24, 2017 | 62 days | |
| IV. Meeting of Committees (Audit Committee) | | | |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| January 19, 2017 | Quorum was present throughout the Meeting. 3 out of 3 members were present. | October 20, 2016 | 90 days |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions | | | |
| Subject | | Compliance status (Yes/No/NA) | |
| Whether prior approval of audit committee obtained | | Yes | |
| Whether shareholder approval obtained for material RPT | | NA | |

| | |
|--|----|
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |
|--|----|

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. - **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) **Not applicable**
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 and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Previous Quarter – **Yes**

This report will be placed before the Board Meeting scheduled on May 05, 2017.

Name & Designation

Lalit Patni

**Company Secretary and
Chief Compliance Officer**

Report on Corporate Government at the end of the financial year 2016-17

1. Name of Listed Entity : ATUL LIMITED

2. Half year ending : March 31, 2017

| I Disclosure on website in terms of Listing Regulations | | |
|---|---|--|
| Item | Compliance status (Yes/No/NA) refer note below | |
| Detail of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism Whistle Blower policy | Yes | |
| Criteria for making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarisation programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| Email address for grievance redressal and other details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreement entered into with media companies and or their associates | NA | |
| New name and the old name of the listed entity | NA | |
| II Annual Affirmation | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of Directors | 17(2) | Yes |

| | | |
|---|-------------------------|-----|
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| 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 |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for related party transaction | 23(1),(5),(6),(7) & (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 |
| 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) | Yes |
| Maximum Directorship & Tenure | 25 (1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarisation of Independent directors | 25(7) | Yes |
| Membership 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 |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) and 26(5) | Yes |

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

III Affirmation:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Name & Designation
Lalit Patni
Company Secretary and
Chief Compliance Officer