

ATUL LIMITED

PROCEEDINGS OF AGM HELD ON AUGUST 4,2006

Proceedings of the Twenty-Nineth Annual General Meeting of the shareholders of Atul Limited held at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad – 380 006, on Friday, August 04, 2006 at 11.00 a.m. to transact ordinary and special business mentioned in the Notice dated May 26, 2006.

PRESENT :

Directors : Mr Arvind Narottam Lalbhai- Chairman
Mr Sunil S Lalbhai- MD&CEO
Mr Samveg A Lalbhai-MD
Mr J L Shah-Executive Director
Dr S S Bajjal - Audit Committee Chairman
Mr. Hasmukh S Shah- Remuneration Committee Chairman

Members : 45 members were present in person and 100 members through their proxies, representing 1,35,42,601 shares i.e. 45.657% in favour of the Company, attended the meeting.

The Chairman called upon the Company Secretary to read the Notice convening the meeting and Auditors' Report.

At the request of the members and with the permission of the Chairman the Notice convening the meeting was taken as read and Auditors' Report was read. The Chairman then delivered his speech. Mr Sunil S Lalbhai Managing Director & CEO of the Company answered all the questions of the members satisfactorily. The following resolutions were passed and approved :

RESOLUTION NO. 1 (ORDINARY)

Resolution for approval of the Directors' Report and the Profit & Loss Account for the year ended on March 31, 2006 and the Balance sheet was approved by the members.

RESOLUTION NO. 2 (ORDINARY)

Resolution for payment of Dividend of Rs.3.00 per equity share of Rs.10/- each on 2,96,61,733 equity shares aggregating to Rs.889.85 Lacs was approved by the members.

RESOLUTION NO. 3 (ORDINARY)

Resolution for re-appointment of Mr. Hasmukh S Shah as a Director of the Company was approved by the members.

Mr. Hasmukh S Shah, being interested in the resolution abstained from discussions and voting.

RESOLUTION NO. 4 (ORDINARY)

Resolution for re-appointment of Mr. J L Shah as a Director of the Company was approved by the members.

Mr. J L Shah, being interested in the resolution abstained from discussions and voting.

RESOLUTION NO. 5 (ORDINARY)

Resolution for re-appointment of Mr. Nusli N Wadia was approved by the members.

RESOLUTION NO. 6 (ORDINARY)

Resolution for appointment of M/s Dalal & Shah as Auditor on a remuneration of Rs18,00,000/- plus applicable service tax and the reimbursement of expenses incurred by them for attending to the audit work of the Company was approved by the members.

RESOLUTION NO. 7 (ORDINARY)

Resolution for appointment of Dr. K Aparajithan as a Director of the Company was approved by the members.

RESOLUTION NO. 8 (ORDINARY)

Resolution for re-appointment of Mr. Samveg A Lalbhai as Managing Director of the Company for a period of 5 years with effect from December 15, 2006 was approved by the members.

Mr. Samveg A Lalbhai and Mr. Arvind N Lalbhai, a relative of Mr. Samveg A Lalbhai, being interested in the resolution abstained from discussions and voting.

RESOLUTION NO. 9 (SPECIAL)

Resolution for disposal of 29991 forfeited equity shares at the prevailing market price on the date of disposal to any person/firm/ entity subject to approval by the regulatory authority was approved by the members.

Thereafter the meeting was terminated with a vote of thanks to the Chair.