Corporate Governance Report

We must grow from the inside out.
There is no other teacher, but our own soul.

-Swami Vivekananda

Corporate Governance Report

1. Philosophy

Transparency and accountability are the two basic tenets of corporate governance. Atul is proud to belong to a Group whose Founder lived his life with eternal Values and built the business enterprises on the foundation of good governance.

The Company is committed to conducting business the right way, which means taking decisions and acting in an ethical way and in compliance with the applicable legal requirements. It endeavours to continuously improve its corporate governance performance to earn the trust and respect of all its stakeholders.

The Board of Directors (Board) is responsible for and is committed to good corporate governance and plays a critical role in overseeing how the Management serves the short and long-term interests of the members and other stakeholders.

2. Board

2.1 Board business

The normal business of the Board comprises:

2.1.1 Approving:

a) appointment of the Cost Auditors

b) capital expenditure and operating budgets

c) commission payable to the Directors within the limit set by the shareholders

d) contracts in which the Director(s) are deemed to be interested

e) cost audit reports

f) creation of charge on assets in favour of lenders

g) declaration of interim dividend

h) joint ventures, collaborations, mergers and acquisitions

i) loans and investments

j) matters requiring statutory | Board consent

k) sale of investments and assets

l) short, medium or long-term borrowings

m) unaudited quarterly financial results and audited annual accounts, both consolidated and on a standalone basis, including segment revenue, results and capital employed

2.1.2 Monitoring:

a) effectiveness of the governance practices and making desirable changes

b) implementation of performance objectives and corporate performance

c) potential conflicts of interest of the Management, the Board Members and the shareholders, including misuse of corporate assets and abuse in related party transactions

d) the Board nomination process such that it is transparent and results in a diversity of experience, gender, knowledge, perspective and thoughts in the Board

e) the Management and providing strategic guidance while ensuring that encouraging positive thinking does not result in over-optimism that either leads to significant risks not being recognised or exposes the Company to excessive risk

2.1.3 Noting:

a) general notices of interest of the Directors

b) minutes of the meetings of the Board and its committees and also the resolution(s) passed by circulation

2.1.4 Recommending:

a) appointment of the Statutory Auditors

b) final dividend

2.1.5 Reviewing:

a) corporate strategy, major plans of action, Risk Policy, annual budgets and business plans

b) default in payment of statutory dues

c) fatal or serious accidents, dangerous occurrences and material environmental matters

d) foreign exchange exposure and exchange rate movement

e) the integrity of the accounting and financial reporting systems and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards

2.1.6 Setting:

a) a well-defined mandate, composition and working procedures of the committees

b) a corporate culture and the Values

2.1.7 Others:

a) Acting on a fully informed basis, in good faith, with due diligence and care and in the best interest of the Company and the shareholders.

b) Aligning remuneration of the key executives and the Board Members with the long-term interests of the Company and the shareholders.

c) Applying high ethical standards.

d) Ensuring that a sufficient number of Non-executive Directors capable of exercising independent judgement are assigned to matters where there is a potential conflict of interest.

e) Assisting the Executive Management by challenging the assumptions underlying strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of focus of the Company.

f) Encouraging training of the Directors on a continuous basis to ensure that the Board Members are kept updated.

g) Exercising objective and independent judgement on corporate affairs.

h) Facilitating the Independent Directors to perform their roles effectively as Board Members and also as Members of Committees.

i) Meeting the expectations of operational transparency of the stakeholders while maintaining the confidentiality of information to foster a culture of good decision-making.

2.2 Appointment and tenure

2|3rd of the Directors (other than the Independent Directors) are rotational Directors. 1|3rd of rotational Directors retire in every Annual General Meeting (AGM) and, if eligible, offer themselves for reappointment.

The Whole-time Directors are appointed by the members for a period of up to five years. The contracts with Whole-time Directors provide a notice period of six months and severance pay as per the provisions of the Companies Act, 2013.

2.3 Composition, name, other directorships | committee memberships

The Board comprises experts drawn from diverse fields | professions. Currently, it consists of 11 members, comprising seven Non-executive Directors (all Independent) and four Executive Directors (including two promoters). The Independent Directors account for 63.64% of the strength of the Board, as against the minimum requirement of 50% as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and 33.33% as per the Companies Act, 2013.

The Independent Directors fulfil the conditions specified in the Regulations and are independent of the Management. The Board has identified certain skills | expertise | competence as required to be possessed by the Board of Directors to ensure the effective functioning of the business(es) and sectors of the Company. The mapping of these skills | expertise | competence among the Directors is as given here:

Skills | expertise | competence	Name of Directors
Commercial	Sunil Lalbhai, Samveg Lalbhai, Vivek Gadre
Domain industry	Sunil Lalbhai, Rangaswamy Iyer, Vivek Gadre
Finance	Rangaswamy Iyer, Sujal Shah, Praveen Kadle, Padmaja Chunduru, Gopi Kannan Thirukonda
General management	Sunil Lalbhai, Pradeep Banerjee, Shantanu Khosla
Legal, including laws related to corporate governance	Sharadchandra Abhyankar, Sujal Shah, Gopi Kannan Thirukonda
Sales and marketing	Sunil Lalbhai, Pradeep Banerjee, Shantanu Khosla, Vivek Gadre
Science and technology	Pradeep Banerjee, Shantanu Khosla, Vivek Gadre

The Non-executive Directors are eminent professionals drawn from the above areas. Relevant details about the Board Members are as under:

No.	Name	Directorship(s) in other company(ies)*	Membership(s) of the Committee(s) of the Board(s)**	Chairpersonship(s) of the Committee(s) of the Board(s)**	Names of other listed company(ies) in which the Director holds a Directorship
	Chairman and Managing Director				
01.	Sunil Lalbhai	6	5	1	Amal Ltd | Non-executive Director Britannia Industries Ltd | Independent Director Navin Fluorine International Ltd | Non-executive Director The Bombay Dyeing and Manufacturing Company Ltd | Independent Director
	Managing Director				
02.	Samveg Lalbhai	3	-	-	Asahi Songwon Colours Ltd | Non-executive Director Bengal Tea and Fabrics Ltd | Non-executive Director The Anup Engineering Ltd | Non-executive Director
	Whole-time Directors				
03.	Gopi Kannan Thirukonda	8	4	-	Amal Ltd | Non-executive Director
04.	Vivek Gadre	6	-	-	-
	Non-executive Directors				
05.	Pradeep Banerjee	7	5	1	Chambal Fertilisers and Chemicals Ltd | Independent Director Jubilant Ingrevia Ltd | Independent Director Whirlpool of India Ltd | Independent Director
06.	Rangaswamy Iyer	1	2	-	-

No.	Name	Directorship(s) in other company(ies)*	Membership(s) of the Committee(s) of the Board(s)**	Chairpersonship(s) of the Committee(s) of the Board(s)**	Names of other listed company(ies) in which the Director holds a Directorship
07.	Sharadchandra Abhyankar	2	4	2	ABM Knowledgeware Ltd | Non-executive Director
08.	Sujal Shah	6	7	3	Deepak Fertilizers and Petrochemicals Corporation Ltd | Independent Director Navin Fluorine International Ltd | Independent Director NOCIL Ltd | Independent Director The Bombay Dyeing and Manufacturing Company Ltd | Independent Director
09.	Praveen Kadle	5	6	4	Divgi Troqtransfer Systems Ltd | Independent Director Persistent Systems Ltd | Independent Director Veedol Corporation Ltd | Independent Director
10.	Padmaja Chunduru	8	9	-	Brigade Enterprises Ltd | Independent Director Mahindra & Mahindra Financial Services Ltd | Independent Director
11.	Shantanu Khosla	2	2	-	JSW Dulux Ltd | Independent Director Orkla India Ltd | Independent Director

*Excludes Directorships in foreign companies and private limited companies

**In compliance with Regulation 27 of the Regulations, Memberships | Chairmanships of only the Audit Committees and the Stakeholders Relationship Committees of all public limited companies, including the Company were considered

Mr Sunil Lalbhai and Mr Samveg Lalbhai are promoter Directors. All Non-executive Directors are Independent. Brief résumés of the Directors are given on page numbers 72 to 73.

2.4 Board meetings

The Board meeting dates and attendance in meetings

Name	Board meetings and attendance								AGM and attendance Friday, July 25, 2025 through video conferencing
	Friday, April 25, 2025 at Mumbai	Friday, July 18, 2025 at Mumbai	Thursday, August 07, 2025 at Mumbai	Friday, October 17, 2025 at Mumbai	Friday, January 23, 2026 at Mumbai	Friday, March 20, 2026 at Mumbai	Saturday, March 21, 2026 at Mumbai	Total attendance	
Sunil Lalbhai	✓	✓	✓	✓	✓	✓	✓	7	✓
Samveg Lalbhai	✓	✓	✓	✓	✓	✓	✓	7	✓
Bharathy Mohanan[1]	✓	NA	NA	NA	NA	NA	NA	1	NA
Gopi Kannan Thirukonda	✓	✓	✓	✓	✓	✓	✓	7	✓
Pradeep Banerjee	✓	✓	A	✓	✓	✓	✓	6	✓
Rangaswamy Iyer	✓	✓	A	✓	✓	✓	✓	6	✓
Sharadchandra Abhyankar	✓	✓	A	✓	✓	✓	✓	6	✓
Sujal Shah	✓	✓	✓	✓	✓	✓	✓	7	✓
Praveen Kadle	A	✓	✓	✓	✓	✓	✓	6	✓
Padmaja Chunduru	✓	✓	✓	A	✓	✓	✓	6	✓

Name	Board meetings and attendance: Friday, April 25, 2025 at Mumbai	Friday, July 18, 2025 at Mumbai	Thursday, August 07, 2025 at Mumbai	Friday, October 17, 2025 at Mumbai	Friday, January 23, 2026 at Mumbai	Friday, March 20, 2026 at Mumbai	Saturday, March 21, 2026 at Mumbai	Total attendance	AGM and attendance Friday, July 25, 2025 through video conferencing
Vivek Gadre	✓	✓	✓	✓	✓	✓	✓	7	✓
Shantanu Khosla[2]	NA	NA	NA	✓	✓	✓	✓	4	NA
Total attendees	10	10	7	10	11	11	11		

[1]up to May 25, 2025 | [2]effective October 17, 2025
✓ - Present | A - Absent | NA - Not applicable

2.5 Appointment | Cessation

2.5.1 Appointed:

a) Mr Shantanu Khosla was appointed as an Independent Director effective October 17, 2025.

2.5.2 Ceased:

a) Mr Bharathy Mohanan ceased to be Whole-time Director effective May 25, 2025 upon his retirement.

2.5.3 Remuneration

No.	Name	Remuneration during the year (₹): Sitting fees	Salary and perquisites	Commission	Total
	Chairman and Managing Director				
01.	Sunil Lalbhai	-	6,24,98,849	7,20,00,000	13,44,98,849
	Managing Director				
02.	Samveg Lalbhai	-	1,49,66,151	1,89,56,580	3,39,22,731
	Whole-time Directors				
03.	Bharathy Mohanan[1, 4]	-	96,99,187	-	96,99,187
04.	Gopi Kannan Thirukonda[2]	-	2,58,14,415	-	2,58,14,415
05.	Vivek Gadre[3]	-	2,45,42,378	-	2,45,42,378
	Non-executive Directors				
06.	Pradeep Banerjee	5,10,000	-	16,25,000	21,35,000
07.	Rangaswamy Iyer	7,10,000	-	21,25,000	28,35,000
08.	Sharadchandra Abhyankar	4,10,000	-	13,75,000	17,85,000
09.	Sujal Shah	6,80,000	-	20,00,000	26,80,000
10.	Praveen Kadle	5,40,000	-	14,41,000	19,81,000
11.	Padmaja Chunduru	3,50,000	-	12,50,000	16,00,000
12.	Shantanu Khosla[4]	2,50,000	-	6,25,000	8,75,000

[1]includes variable pay ₹ 25,41,000
[2]includes variable pay ₹ 19,16,000
[3]includes variable pay ₹ 36,06,000
[4]for a part of the year

Sitting fees of up to ₹ 50,000 per meeting, constitute fees paid to the Non-executive Directors for attending Board, Committee and other meetings.

Commission of up to 1% of the net profit of the Company to the Non-executive Directors was approved by the members of the Company at the AGM held on July 28, 2023, for a period of five years, effective April 01, 2023. The Board approves, within the aforesaid limit as per the Remuneration Policy of the Company, the commission payable to each Non-executive Director. The Remuneration Policy is disclosed on the website of the Company at www.atul.co.in/investors/policies

3. Committees of the Board

The Board has constituted the following Committees:

a) Audit Committee

b) Corporate Social Responsibility Committee

c) Investment Committee

d) Nomination and Remuneration Committee

e) Risk Management Committee

f) Stakeholders Relationship Committee

3.1 Audit Committee

3.1.1 Role

a) Approving:

i) appointment of the Chief Financial Officer

ii) transactions with related parties and subsequent modifications thereof

b) Conducting:

i) pre-audit discussions with the Auditors regarding the nature and scope of the audit and post-audit discussion to ascertain any areas of concern

ii) valuation of undertakings or assets, wherever necessary

c) Formulating:

i) code of conduct and related matters

ii) scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor

d) Reviewing:

i) adequacy of the internal audit function, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit

ii) compliance reports of all applicable laws as well as steps taken to rectify instances of non-compliance periodically

iii) compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively

iv) financial reporting process and the disclosure of financial information to ensure that the Financial Statements are correct, credible and sufficient

v) periodically with the Auditors the internal control systems, and the scope of the audit, including the observations of the Auditors and the Financial Statements before submission to the Board

vi) reasons for substantial defaults, if any, in the payment to the depositors, the debenture holders, the members (in case of non-payment of declared dividends) and creditors

vii) significant transactions and arrangements entered into by the unlisted subsidiary companies

viii) the annual Financial Statements and Auditor's Report with the Management before submission to the Board for approval with particular reference to:

- any change in accounting policies and practices
- compliance with accounting standards
- compliance with the stock exchanges and legal requirements concerning the Financial Statements
- disclosure of any related party transactions
- going concern assumption

- major accounting entries involving estimates based on the exercise of judgement by the Management
- matters required to be included in the Directors' Responsibility Statement for the Directors' Report
- qualifications in the draft Audit Report
- significant adjustments made in the Financial Statements arising out of audit findings

ix) the Auditors' independence, performance and effectiveness of the audit process

x) the Financial Statements, in particular, investments made by unlisted subsidiary companies

xi) the following information mandatorily:

- appointment, removal and terms of remuneration of the Chief Internal Auditor
- Internal Audit Reports relating to weaknesses in the internal control systems
- Management Discussion and Analysis of financial condition and results of operations
- management letters | letters of internal control weaknesses issued by the Statutory Auditors
- statement of related party transactions submitted by the Management

xii) the functioning of the whistleblowing mechanism

xiii) utilisation of loans | advances from the holding company to the subsidiary company or investments by the holding company in the subsidiary company exceeding ₹100 cr or 10% of the asset size of the subsidiary company, whichever is lower

xiv) with the Internal Auditors any significant findings and follow-up thereon, including findings of any internal investigations into matters where there is suspected fraud or irregularity or failure of the internal control systems of material nature and reporting such matters to the Board

xv) with the Management, the statement of uses | applications of funds raised through an issue (public issue, rights issue, preferential issue, etc), the statement of funds utilised for purposes other than those stated and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of such issue

e) Others:

i) Consider and comment on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc on the Company and the shareholders.

ii) Evaluating internal financial controls and risk management systems.

iii) Recommending appointment, remuneration and terms of appointment of the Auditors and payment approval for any other services.

iv) Scrutinising inter-corporate loans and investments.

v) Other functions as mentioned in the terms of reference of the Audit Committee.

3.1.2 Composition, meetings and attendance

The Committee comprises the following members, all having relevant experience in financial matters. During 2025-26, four meetings were held:

No.	Name	Designation	Meetings entitled	Meetings attended
1.	Praveen Kadle	Chairman	4	3
2.	Rangaswamy Iyer	Member	4	4
3.	Sujal Shah	Member	4	4

The Statutory Auditors, the Cost Auditors, the Chairman and Managing Director, the Whole-time Director and Chief Financial Officer (CFO), the Company Secretary, and the heads of Finance, Accounts, Costing and Internal Audit are permanent invitees to the meetings. The Board notes the minutes of the Audit Committee meetings.

3.2 Corporate Social Responsibility Committee

3.2.1 Role

a) Formulating and recommending the Corporate Social Responsibility (CSR) Policy to the Board.

b) Formulating and recommending to the Board the annual action plan, which must include:

   i) the list of CSR projects or programs that are to be undertaken

   ii) the manner of execution

   iii) the modalities of utilisation of funds and implementation schedules

   iv) monitoring and reporting mechanism

   v) details of need and impact assessment

c) Indicating reasons to the Board in case the amount of expenditure is less than 2% of the average net profit in a given year.

d) Monitoring the CSR Policy from time to time.

e) Recommending the amount of expenditure to be incurred on the CSR activities, which may not be less than 2% of the average net profit of the last three years.

3.2.2 Composition, meetings and attendance

The Committee comprises the following members. During 2025-26, one meeting was held:

No.	Name	Designation	Meetings entitled	Meetings attended
1.	Sujal Shah	Chairman	1	1
2.	Sunil Lalbhai	Member	1	1
3.	Bharathy Mohanan[1]	Member	1	1
4.	Vivek Gadre	Member	1	1

[1] up to May 25, 2025

The Board notes the minutes of the CSR Committee meetings.

3.3 Investment Committee

3.3.1 Role

a) Approving capital expenditure proposals exceeding ₹ 5 cr, but not exceeding ₹ 25 cr each.

b) Recommending to the Board for approval of capital expenditure proposals exceeding ₹ 25 cr each.

c) Recommending to the Board acquisition, disinvestment and divestment proposals.

d) Reviewing business strategies.

e) Reviewing the progress of the approved projects.

3.3.2 Composition, meetings and attendance

The Committee comprises the following members. During 2025-26, two meetings were held:

No.	Name	Designation	Meetings entitled	Meetings attended
1.	Pradeep Banerjee	Chairman	2	2
2.	Sunil Lalbhai	Member	2	2
3.	Rangaswamy Iyer	Member	2	2

The Board notes the minutes of the Investment Committee meetings.

3.4 Nomination and Remuneration Committee

3.4.1 Role

a) Devising a policy on Board diversity.

b) Evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.

c) Formulating criteria for evaluation of the Independent Directors and the Board.

d) Formulating criteria for determining qualifications, traits and independence of a Director and recommending to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

e) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out an evaluation of the performance of every Director.

f) Recommending | determining remuneration of the Executive Directors | Senior Management Personnel as per the policy.

3.4.2 Composition, meetings and attendance

The Committee comprises the following members. During 2025-26, two meetings were held:

No.	Name	Designation	Meetings entitled	Meetings attended
1.	Rangaswamy Iyer	Chairman	2	2
2.	Sujal Shah	Member	2	2
3.	Praveen Kadle	Member	2	2

The Board notes the minutes of the Nomination and Remuneration Committee meetings.

3.5 Risk Management Committee

3.5.1 Role

a) Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities.

b) Formulate a detailed risk management policy.

c) Monitor and review risk management plan (including a plan for cyber security).

d) Monitor and review the process and progress of:

   i) risk identification and definition

   ii) risk classification

   iii) risk assessment and prioritisation

   iv) risk mitigation

   v) risk tracking | reporting mechanism

e) Review periodically and suggest changes in the Risk Management Policy to the Board.

3.5.2 Composition, meetings and attendance

The Committee comprises the following members. During 2025-26, two meetings were held:

No.	Name	Designation	Meetings entitled	Meetings attended
1.	Sunil Lalbhai	Chairman	2	2
2.	Gopi Kannan Thirukonda	Member	2	2
3.	Pradeep Banerjee	Member	2	2

The Company Secretary and the Chief Risk Officer are permanent invitees to the meetings. The Board notes the minutes of the Risk Management Committee meetings.

3.6 Stakeholders Relationship Committee

3.6.1 Role

a) Considering and resolving grievances (including complaints related to the non-receipt of annual reports, non-receipt of declared dividends and transfer of shares) of security holders (including the shareholders, debenture holders and other security holders).

b) Resolving the grievances of the security holders related to general meetings, issue of new | duplicate certificates, non-receipt of the annual report, non-receipt of declared dividends and transfer | transmission of shares, etc.

c) Reviewing any other related matter, which the Committee may deem fit in the circumstances of the case, including the following:

   i) adherence to the service standards with respect to various services being rendered by the Registrar and share transfer agent

   ii) change of name(s) of the members on share certificates

   iii) consolidation of share certificates

   iv) deletion of name(s) from share certificates

   v) deletion of name(s) of guardian(s)

   vi) dematerialisation of shares

   vii) issue of duplicate share certificates

   viii) measures and initiatives taken to reduce the quantum of unclaimed dividends and to ensure timely receipt of dividend warrants | annual reports | statutory notices by the shareholder(s) of the Company

   ix) measures taken for the effective exercise of voting rights by the shareholder(s)

   x) rematerialisation of shares

   xi) replacement of shares

   xii) splitting-up of shares

   xiii) transfer of shares

   xiv) transmission of shares

   xv) transposition of names

3.6.2 Composition, meetings and attendance

The Committee comprises the following members. During 2025-26, two meetings were held:

No.	Name	Designation	Meetings entitled	Meetings attended
1.	Sharadchandra Abhyankar	Chairman	2	2
2.	Sunil Lalbhai	Member	2	2
3.	Gopi Kannan Thirukonda	Member	2	2

Mr Lalit Patni, Company Secretary, is the Chief Compliance Officer.

During 2025-26, 24 complaints were received from the investors. All the grievances were solved to the satisfaction of the investors.

No.	Name	Received	Redressed
1.	Non-receipt of dividend warrant	1	1
2.	Non-receipt of share certificates	-	-
3.	Non-receipt of duplicate share certificates	13	13
4.	Others	10	10
	Total	24	24

The Board notes the minutes of the Stakeholders Relationship Committee meetings.

4. Subsidiary companies

As at March 31, 2026, the Company had 33 non-material Indian subsidiary companies:

a) 10 wholly-owned – Aaranyak Urmi Ltd, Atul Bioscience Ltd, Atul Bio Space Ltd, Atul Consumer Products Ltd, Atul Crop Care Ltd, Atul Fin Resources Ltd, Atul Finserv Ltd, Atul Infotech Pvt Ltd, Atul Products Ltd and Osia Infrastructure Ltd

b) 22 others – Aasthan Dates Ltd, Atul Adhesives Pvt Ltd, Atul Aarogya Ltd, Atul Ayurveda Ltd, Atul Clean Energy Ltd, Atul Entertainment Ltd, Atul Healthcare Ltd, Atul Hospitality Ltd, Atul Lifescience Ltd, Atul Natural Dyes Ltd, Atul Natural Foods Ltd, Atul Nivesh Ltd, Atul Paints Ltd, Atul Polymers Products Ltd, Atul Renewable Energy Ltd, Atul (Retail) Brands Ltd, Atul Seeds Ltd, Biyaban Agri Ltd, Jayati Infrastructure Ltd, Osia Dairy Ltd, Raja Dates Ltd and Sehat Foods Ltd

c) one joint venture – Atul Rajasthan Date Palms Ltd

In terms of Regulation 16 (1) (c) of the Regulations, Atul USA Inc was a material subsidiary company of the Company during 2024-25, based on the audited Financial Statements as on March 31, 2025, it no longer met 10% net worth or turnover criteria and hence it ceased to be a material subsidiary during 2025-26.

The Financial Statements of the subsidiary companies were reviewed by the Audit Committee. The minutes of the Board meetings of all the subsidiary companies were placed before the Board.

5. Senior Management

Particulars of Senior Management Personnel and change during 2025-26 are as follows:

No.	Name	Redressed
	Executive Directors and Key Managerial Personnel	
1.	Sunil Lalbhai	Chairman and Managing Director
2.	Samveg Lalbhai	Managing Director
3.	Gopi Kannan Thirukonda	Whole-time Director and Chief Financial Officer
4.	Vivek Gadre	Whole-time Director and Occupier
5.	Lalit Patni	Company Secretary and Chief Compliance Officer
	Business heads	
1.	Parasu Veera Uppara	President
2.	Rajeev Kumar	President
3.	Satish Patil	President
4.	Prabhakar Chebiyyam	President
5.	Praveen Shankar	President
6.	Tejas Shukla	Executive Vice President
7.	Ajitsingh Batra	Executive Vice President
8.	Ujjaval Shah	Executive Vice President
	Function heads	
1.	Dhiraj Asthana	President
2.	G Venugopala Rao	President
3.	Deepak Ahuja	President
4.	Anuj Mittal	President
	Other Senior Management Personnel	
1.	Barun Ghosh	Executive Vice President

During the year, Bharathy Mohanan, Whole-time Director and Occupier and Uday Bapat, President retired and Anuj Mittal joined as President.

6. Company policies

6.1 Compliance

Compliance certificates confirming due compliance with statutory requirements are placed at the Board meeting for review by the Directors. A system of ensuring material compliance with the laws, orders, regulations and other legal requirements concerning the business and affairs of the Company is in place. Instances of non-compliance, if any, are also separately reported to the Board and subsequently rectified.

6.2 Code of Conduct

The Code of Conduct is available on the website of the Company at www.atul.co.in/investors/policies. All the Directors and the Senior Management personnel have affirmed their compliance with the Code of Conduct. A declaration to this effect signed by the Chairman and Managing Director forms a part of this report.

6.3 Prevention of sexual harassment of women at workplace

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has framed a policy on the prevention of sexual harassment of women at the workplace and constituted Internal Complaints Committee. The status of complaints during 2025-26 is as under:

Filed during 2025-26	Nil
Disposed of during 2025-26	Nil
Number of cases pending for more than 90 days	Nil
Pending as at the end of 2025-26	Nil

6.4 **Related party transactions**

The Company has formulated a Related Party Transactions Policy and the same is disclosed on the website of the Company at www.atul.co.in/investors/policies

6.5 **'Material' subsidiary companies**

The Company has formulated a policy for determining 'material' subsidiary companies and the same is disclosed on the website of the Company at www.atul.co.in/investors/policies

6.6 **Familiarisation programs**

The details of familiarisation programs imparted to Independent Directors are disclosed on the website of the Company at www.atul.co.in/about/directors/

6.7 **Whistleblower Policy**

The Company has formulated a vigil mechanism (Whistleblower Policy) and the same is displayed on the website of the Company at www.atul.co.in/investors/policies

6.8 **Commodity price risk or foreign exchange risk and hedging activities**

a) Risk management policy on commodities, including through hedging

The Company has established a comprehensive Risk Management Policy to identify, assess and mitigate potential risks arising from commodity price fluctuations and supply volatility. Key raw materials that are derivatives of various commodities are procured, sourced both domestically and internationally. Although formal hedging instruments are not available for most of the core chemicals procured, the Company mitigates short-term procurement risks through strategic sourcing arrangements. This includes entering into annual or semi-annual contracts linked to published benchmark prices or input cost indices. Further, a de-risking approach is followed by diversifying the supplier base, avoiding dependency on a single source and limiting spot market purchases to manage volatility in pricing and availability.

b) Exposure of the Company to commodity and commodity risks faced throughout the year

The Company continuously monitors its exposure to commodity price volatility and supply chain disruptions. However, during the year under review, commodity markets remained relatively stable for most key inputs, and no significant supply disruptions affected operations. Procurement strategies, including benchmark-linked contracts and diversified sourcing, helped contain the impact of price volatility.

c) Foreign exchange risks are tracked and managed within the risk management framework. Short-term foreign currency asset-liability mismatch is continuously monitored and hedged. The foreign exchange market is highly regulated and the Company ensures compliance with all the regulations.

6.9 **Credit ratings**

CARE Ratings maintained its credit rating at 'AA+' (Double A plus) and stable outlook for long-term bank facilities and 'A1+' (A One plus) for short-term bank facilities.

7. Affirmation and disclosure

There were no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors or the Management and their subsidiary companies or relatives, among others, during 2025-26 that may have a potential conflict with the interests of the Company at large. All details relating to financial and commercial transactions where the Directors may have a pecuniary interest are provided to the Board. The interested Directors neither participate in the discussion nor vote on such matters.

The Company complied with the statutory provisions, rules and regulations, relating to the capital markets during the last three years. The stock exchanges or the Securities and Exchange Board of India (SEBI) or any statutory authority did not impose any penalties or strictures on the Company for the matters related to capital markets for the said period.

8. Shareholders' information

8.1 Last three Annual General Meetings (AGMs)

Year	Location	Date	Time
2022-23	Through video conferencing at the deemed venue: Atul House G I Patel Marg Ahmedabad 380 014, Gujarat, India	July 28, 2023	10:30 am
2023-24	Through video conferencing at the deemed venue: Atul House G I Patel Marg Ahmedabad 380 014, Gujarat, India	July 26, 2024	10:30 am
2024-25	Through video conferencing at the deemed venue: Atul House G I Patel Marg Ahmedabad 380 014, Gujarat, India	July 25, 2025	10:30 am

8.2 Special resolutions passed in the previous three AGMs: yes

8.3 Resolution passed through postal ballot:

During 2025-26, the business mentioned in 8.3.1 was approved by the members of the Company through postal ballot, only by way of remote e-voting process (Postal Ballot process) under Section 110, read with Section 108 of the Companies Act, 2013 (the Act), the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and in accordance with the procedure prescribed in circular number 14/2020 dated April 08, 2020, read with the circular number 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (the MCA Circulars), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

8.3.1 Business and details of voting

Resolution	Type of resolution	Favour		Against	
		No. of votes	% of votes	No. of votes	% of votes
1. Appointment of Mr Shantanu Khosla as an Independent Director for five consecutive years	Special	2,19,78,466	99.99	401	0.01

8.3.2 Mr Ashish Doshi, Partner, SPANJ & Associates, Practicing Company Secretary conducted the postal ballot process for postal ballot Notice dated October 17, 2025. The following procedures were adopted by the Company for the postal ballot process:

a) The Board of Directors at its meeting held on October 17, 2025, approved the postal ballot Notice and authorised Officials of the Company to complete necessary formalities
b) Postal ballot Notice dated October 17, 2025, containing the resolution and the explanatory statement was sent to the members on October 30, 2025, through e-mail along with instructions for the remote e-voting process for consideration
c) The Company availed services of Central Depository Services (India) Ltd (CDSL) for facilitating remote e-voting, to enable the members to cast their votes electronically
d) The postal ballot Notice was dispatched on October 30, 2025, and a newspaper advertisement was published on October 31, 2025
e) Voting commenced on October 31, 2025, and ended on November 29, 2025
f) Results of voting were declared on December 01, 2025
g) The results declared along with the report of the Scrutiniser were placed on the website of the Company and communicated to the BSE Ltd (BSE), National Stock Exchange of India Ltd (NSE) and CDSL.

8.4 Special resolution proposed to be conducted through postal ballot: nil

8.5 Annual General Meeting 2026

Details of the 49th AGM are as under:

Year	Location	Date	Time
2025-26	Through video conferencing at the deemed venue: Atul House G I Patel Marg Ahmedabad 380 014, Gujarat, India	July 31, 2026	10:30 am

As required under Regulation 36(3) of the Regulations, particulars of the Directors seeking reappointment | appointment are given in the Notice of the AGM.

8.6 **Financial year:**

April 01 to March 31

8.7 **Date of book closure:**

July 18, 2026 to July 24, 2026

8.8 **Date of dividend payment:**

August 05, 2026

8.9 **Listing on the stock exchanges**

Equity shares of the Company are listed on the BSE and NSE. The Company has paid listing fees for 2025-26 to the stock exchanges where securities are listed. Pursuant to a circular of the SEBI, custody charges were also paid to the depositories, namely National Securities Depository Ltd and CDSL. The International Securities Identification Number of the equity shares of the Company is INE100A01010. The corporate identity number is L99999GJ1975PLC002859.

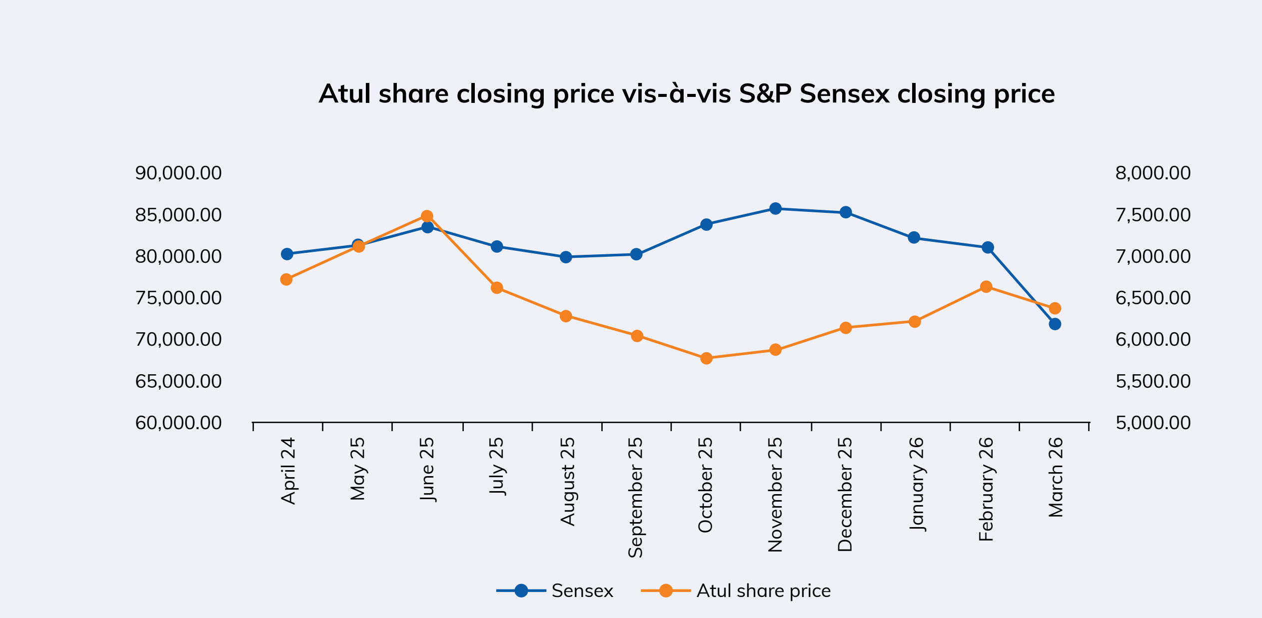
8.10 **Stock code:**

BSE - 500027 and NSE – ATUL

8.11 **Share price data and comparison with the BSE Sensex**

The monthly high and low share prices of the Company in comparison with the BSE Sensex during 2025-26 are as under:

Month	Share price of the Company on BSE		BSE Sensex	
	High ₹	Low ₹	High ₹	Low ₹
April 2025	6,824.95	4,882.00	80,661.31	71,425.01
May 2025	7,289.70	6,509.10	82,718.14	78,968.34
June 2025	7,532.15	6,609.80	84,099.53	80,354.59
July 2025	7,793.00	6,480.00	83,935.01	80,575.45
August 2025	6,823.95	6,216.95	82,231.17	79,741.76
September 2025	6,589.00	5,922.00	83,141.21	79,818.38
October 2025	6,249.45	5,750.00	85,290.06	80,159.90
November 2025	6,419.50	5,661.65	86,055.86	82,670.95
December 2025	6,181.00	5,612.00	86,159.02	84,150.19
January 2026	6,306.50	5,563.00	85,883.50	81,088.59
February 2026	6,833.00	5,875.00	85,871.73	79,899.42
March 2026	6,714.00	5,976.00	80,632.55	71,774.13



8.12 Registrar and transfer agent

MUFG Intime India Pvt Ltd

506-508, Amarnath Business Center - 1, Umashankar Joshi Marg, Off C G Road, Ahmedabad 380 006, Gujarat, India. Telephone: (+91 79) 26465179 | 86 | 87

8.13 Share transfer system

Securities lodged for transfer at the office of the Registrar are processed in permitted cases within the prescribed time if the documents are clear in all respects. All requests for the dematerialisation of securities are processed and the confirmation is given to the depositories within 15 days or the additional time allowed by the SEBI, as the case may be.

Pursuant to Regulation 40(9) of the Regulations, certificates on a yearly basis were issued by the Company Secretary in practice for due compliance with share transfer formalities by the Company. Pursuant to the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, certificates were also received from the Company Secretary in practice for timely dematerialisation of the shares and for conducting the Secretarial Audit every quarter for reconciliation of the share capital of the Company. All the certificates were filed with the stock exchanges where the shares of the Company are listed.

8.14 Distribution of shareholding as on March 31, 2026

8.14.1. Shareholding-wise:

Holding	Shareholders		Shares	
	Numbers	% of total	Numbers	% of total
1 - 10	32,255	54.97	1,36,861	0.46
11 - 50	16,444	28.03	4,14,623	1.41
51 - 100	4,199	7.16	3,31,181	1.12
101 - 500	4,326	7.37	9,89,838	3.36
501 - 1,000	677	1.15	4,91,290	1.67
1,001 - 2,000	323	0.55	4,60,852	1.57
2,001 - 3,000	109	0.19	2,72,296	0.92
3,001 - 4,000	56	0.10	1,98,472	0.67
4,001 - 5,000	41	0.07	1,89,594	0.64
5,001 - 10,000	87	0.15	6,17,669	2.10
10,001 and above	151	0.26	2,53,39,079	86.08
Total	**58,668**	**54.98**	**2,94,41,755**	**100**

8.14.2. Category-wise:

Category	Shares	% of total shares
Promoter group	1,33,13,894	45.22
Indian public	54,82,227	18.63
Mutual funds	42,69,893	14.50
Insurance companies	33,38,672	11.34
Foreign institutional investors	22,08,887	7.50
Bodies corporate	6,36,843	2.16
Non-resident Indians	1,75,381	0.60
Banks	15,622	0.05
State government	336	0.00
Total	**2,94,41,755**	**100**

8.15 Dematerialisation of shares and liquidity

The paid-up share capital of the Company is held by the members as at March 31, 2026, as follows: 99.31% in electronic form and 0.69% in the physical form.

8.16 Outstanding American Depository Receipts | Global Depository Receipts | warrants or any convertible instruments, conversion date and their likely impact on equity

The paid-up share capital of the Company comprises equity shares. It does not have any preference shares, outstanding American Depository Receipts, Global Depository Receipts, warrants or any convertible instruments.

8.17 Equity shares held by the Non-executive Directors

No.	Name	Shares
1.	Pradeep Banerjee	15
2.	Rangaswamy Iyer	Nil
3.	Sharadchandra Abhyankar	Nil
4.	Sujal Shah	Nil
5.	Praveen Kadle	Nil
6.	Padmaja Chunduru	Nil
7.	Shantanu Khosla	Nil

8.18 Location of plants

i) Atul 396 020, Gujarat, India

ii) 297, 291/1 GIDC Industrial Estate, Ankleshwar 393 002, Gujarat, India

iii) Plot number 6 and 7, Panoli 394 116, Gujarat, India

iv) L 92, Tarapur MIDC, Kolwade, Palghar 401 506, Maharashtra, India

8.19 Address for correspondence

Secretarial and Legal department, Atul Ltd, Atul 396 020, Gujarat, India
E-mail address: sec@atul.co.in

8.20 E-mail address of grievance redressal office

shareholders@atul.co.in

8.21 Nomination facility

A member can nominate a person who will have rights to shares and | or amount payable in respect of shares registered in his | her name in the event of his | her death. This facility is available to the members and the nomination form can be downloaded from www.atul.co.in/investors/contact

8.22 Communication

Report | presentation sent to each household of the members	Quarterly, half-yearly, annual investors' presentations and speech delivered by the Chairman and Managing Director during the Annual General Meeting were sent to the members through e-mail.
Results	Quarterly, half-yearly and annual results of the Company were sent to the stock exchanges immediately after approval by the Board and published in The Economic Times (English), Ahmedabad and Mumbai editions and Jai Hind (Gujarati), Ahmedabad edition. The results were published in accordance with the guidelines of the stock exchanges.
Websites where displayed	On the website of the Company: www.atul.co.in On the website of the stock exchanges: 1. www.bseindia.com 2. www.nseindia.com
Presentations made to institutional investors or analysts	Presentation was made to analysts on May 02, 2025, a copy thereof was displayed on the website of the Company and circulated to the members through e-mail.
Management Discussion and Analysis	Management Discussion and Analysis is a part of the annual report.
Official news releases	Official news releases as and when issued are placed on the website of the Company.

8.23 Tentative Board meeting dates for consideration of results for 2026-27

No.	Particulars	Dates
1.	First quarter results	July 24, 2026
2.	Second quarter and half-yearly results	October 23, 2026
3.	Third quarter results	January 22, 2027
4.	Fourth quarter and annual results	April 23, 2027

9. Details of compliance with the mandatory requirements and extent of compliance with non-mandatory requirements

9.1 Compliance with the mandatory requirements

The Company complied with the mandatory requirements of corporate governance as specified in Regulations 17 to 27 and Clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Regulations.

9.2 Extent of compliance with the non-mandatory requirements

The Company complies with the following non-mandatory requirements:

a) Reporting of the Internal Auditor to the Audit Committee

b) Unqualified Financial Statements

10. Payment to Statutory Auditors

During 2025-26, ₹ 1.10 cr was paid by the Company and its subsidiary companies to the Statutory Auditors | entities in network firm | network entity of which the Statutory Auditors are a member.

11. Evaluation by the Independent Directors

The Independent Directors at their meeting held on March 20, 2026, carried out an annual evaluation in accordance with Regulation 25(4) of the Regulations.

12. Role of the Company Secretary in the overall governance process

The Directors have access to the suggestions and services of the Company Secretary | Legal department in ensuring the effective functioning of the Board and its Committees. The Company Secretary administers, attends and prepares minutes of the Board and the Committee proceedings in accordance with the statutory requirements as well as the norms of corporate governance.

13. Certification by the Chief Executive Officer and the Chief Financial Officer

Mr Sunil Lalbhai, Chairman and Managing Director and Mr Gopi Kannan Thirukonda, Whole-time Director and CFO, issued a certificate to the Board as prescribed under Regulation 17(8) of the Regulations.

The said certificate was placed before the Board at the meeting held on April 24, 2026, in which the accounts for the year ended on March 31, 2026, were considered and approved by the Board.

14. Certification by the Practicing Company Secretary

Certificate from RPAP & Co, Practicing Company Secretary, regarding the compliance of conditions of corporate governance as stipulated in Schedule V of the Regulations, and non-disqualification | non-debarment of the Directors of the Company, forms a part of the annual report.

15. Declaration by the Chairman and Managing Director

In accordance with Schedule V of the Regulations, all the Directors and Senior Management Personnel have, respectively, affirmed compliance with the code of conduct as approved and adopted by the Board.

For Atul Ltd

(Sunil Lalbhai)
Chairman and Managing Director
DIN: 00045590

Mumbai
April 24, 2026

Certificate regarding compliance of conditions of corporate governance

To the members of Atul Ltd

We have examined the compliance of conditions of corporate governance by Atul Ltd for the year ended on March 31, 2026, as stipulated in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and Clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as 'SEBI Listing Regulations, 2015').

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination and verification of records were limited to procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the SEBI Listing Regulations, 2015 and that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, the Ministry of Corporate Affairs or any other statutory authority.

We state that such compliance is neither an assurance of the future viability nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For RPAP & Co
Company Secretaries

(Rajesh Parekh)
Partner
Membership number: A8073 Certificate of practice number: 2939
UDIN: A008073H000139424
Peer review certificate number: 4025/2023

Ahmedabad
April 24, 2026