



## Atul Ltd

Atul 396 020, Gujarat, India  
E-mail: lalit\_patni@atul.co.in | Website: www.atul.co.in  
Telephone: (+91 2632) 230000 | 3261

April 12, 2018

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, 2018.

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.



Registered office: Atul House, G I Patel Marg, Ahmedabad 380 014, Gujarat, India  
CIN: L99999GJ1975PLC002859



Lalibhai Group

**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity : ATUL LIMITED

2. Quarter ending : March 31, 2018

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/ Non- Executive/ independent / Nominee)</b>	<b>Date of Appointme nt in the current term /cessation</b>	<b>Tenure *</b>	<b>No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of membershi ps in Audit/ Stakeholder Committee( s) including this listed entity  (Refer Regulation 26(1) of Listing</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of</b>
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 Baijal	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	1	Nil	1
Mr	Samveg A Lalbhai	00009278	Executive	21/01/2000	NA	2	Nil	Nil
Mr	Susim M Datta	00032812	Independent	01/04/2014	5	5	4	2
Mr	Bharathy N Mohanan	00198716	Executive	01/01/2009	NA	1	Nil	Nil
Mr	Vedanthachari S Rangan	00030248	Independent	01/04/2014	5	4	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	4	5
Ms	Shubhalakshmi A Panse	02599310	Independent	27/03/2015	5	6	5	Nil
Mr	Baldev R Arora	00194168	Independent	01/04/2015	5	2	4	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) <sup>\$</sup>
1. Audit Committee	Dr Satguru S Bajjal	Chairperson
	Mr Bansi S Mehta	Member
	Mr Vedanthachari S Rangan	Member
	Mr Baldev R Arora	Member
2. Nomination & Remuneration Committee	Mr Hasmukh S Shah	Chairperson
	Dr Satguru S Bajjal	Member
	Mr Rajendra A Shah	Member
	Mr Mukund M Chitale	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
	Mr Baldev R Arora	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



<b>III. Meeting of Board of Directors</b>			
<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 17, 2017	January 19, 2018 March 23, 2018	62 days	
<b>IV. Meeting of Committees ( Audit Committee)</b>			
<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 18, 2018	Quorum was present throughout the Meeting. 3 out of 3 members were present.	October 16, 2017	93 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
		refer note below	
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
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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.

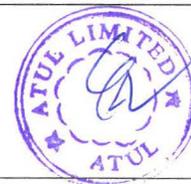
**VI. Affirmations**

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 April 27, 2018.

**Name & Designation**  
**Lalit Patni**  
**Company Secretary and**  
**Chief Compliance Officer**

## Report on Corporate Government at the end of the financial year 2017-18

1. Name of Listed Entity : ATUL LIMITED

2. Half year ending : March 31, 2018

<b>I Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> 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 familiarisatoin 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	
<b>II Annual Affirmation</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
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
Familiarisatoin 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



**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**

