

ANNEXURE I

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity - Atul Limited
2. Quarter ending - March 31, 2019

i. Composition of Board of Directors

Sr. no.	Name of the Director	DIN	PAN	Category (Chairman Executive Non-executive Independent Nominee)	Sub category	Date of appointment	Date of cessation	Tenure (Months)	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit Stakeholders Committee(s) including this listed entity	No. of post of Chairman in Audit Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
01	Mr Sunil Lalbhai	00045590		C & ED	MD	July 01, 2014			5	3	0	SC	
02	Mr Samveg Lalbhai	00009278		ED	MD	December 15, 2016			2	0	0	NA	
03	Mr Bharathy Mohanan	00198716		ED		January 01, 2017			1	0	0	NA	
04	Mr Gopi Kannan Thirukonda	00048645		ED		October 17, 2014			2	4	0	SC	
05	Mr Rajendra Shah	00009851		NED		July 26, 2013			8	5	3	NRC	
06	Dr Satguru Baijal	00027961		ID		April 01, 2014	March 31, 2019	60	2	0	2	AC, NRC	Ceased to be a Director of the Company effective March 31, 2019
07	Mr Bansi Mehta	00035019		ID		June 01, -2018	May 31, 2023	60	6	3	3	AC	Appointed Chairman of Audit Committee effective April 01, 2019
08	Mr Hasmukh Shah	00152195		ID		April 01, 2014	March 31, 2019	60	1	0	1	SC, NRC	Ceased to be a Director of the Company effective March 31, 2019
09	Mr Susim Datta	00032812		ID		April 01, 2014	March 31, 2019	60	4	5	2	NA	Reappointed as an Independent Director for second term of 5 years effective April 01, 2019
10	Mr Srinivasa Rangan	00030248		ID		April 01, 2014	March 31, 2019	60	2	7	0	AC	Reappointed as an Independent Director for

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													second term of 5 years effective April 01, 2019
11	Mr Mukund Chitale	00101004		ID		October 17, 2014	October 16, 2019	60	5	4	4	AC, NRC	
12	Mrs Shubhalakshmi Panse	02599310		ID		March 27, 2015	March 26, 2020	60	6	2	3	NA	
13	Mr Baldev Arora	00194168		ID		April 01, 2015	March 31, 2020	60	2	4	1	AC, SC, NRC	

C: Chairman, MD: Managing Director, ED: Executive Directors, NED: Non-executive Director, ID: Independent Director
AC: Audit Committee, SC: Stakeholders Relationship Committee, NRC: Nomination and Remuneration Committee, NA: Not applicable

Company remarks	
Whether permanent chairman appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairman Membership	Appointment date	Cessation date
1	Dr Satguru Bajjal	ID	Chairman	January 25, 2001	March 31, 2019
2	Mr Bansi Mehta	ID	Member	January 25, 2001	
3	Mr Srinivasa Rangan	ID	Member	August 12, 2010	
4	Mr Baldev Arora	ID	Member	January 19, 2018	
5	Mr Mukund Chitale	ID	Member	July 20, 2018	

Company remarks	The Committee has appointed Mr Bansi Mehta as the Chairman of the Committee effective April 01, 2019
Whether permanent chairman appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairman Membership	Appointment date	Cessation date
1	Mr Hasmukh Shah	ID	Chairman	January 23, 2015	March 31, 2019
2	Mr Sunil Lalbhai	C & ED	Member	July 23, 2014	
3	Mr Gopi Kannan Thirukonda	ED	Member	July 24, 2015	
4	Mr Baldev Arora	ID	Member	March 23, 2018	

Company remarks	The Committee has appointed Mr Baldev Arora as the Chairman of the Committee effective April 01, 2019
Whether permanent chairman appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairman Membership	Appointment date	Cessation date
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Company remarks	The Company has constituted Risk Management Committee effective April 01, 2019.
Whether permanent chairman appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairman Membership	Appointment date	Cessation date
1	Mr Hasmukh Shah	ID	Chairman	October 27, 2002	March 31, 2019
2	Dr Satguru Bajjal	ID	Member	December 14, 2001	March 31, 2019
3	Mr Rajendra Shah	NED	Member	October 21, 2016	
4	Mr Mukund Chitale	ID	Member	July 20, 2018	
5	Mr Baldev Arora	ID	Member	January 18, 2019	

Company Remarks	The Committee has appointed Mr Mukund Chitale as Chairman of the Committee effective April 01, 2019
Whether Permanent chairman appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter
October 26, 2018	January 18, 2019
	March 15, 2019

Company remarks	
Maximum gap between any two consecutive (in number of days)	83

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes No)
Audit Committee	October 25, 2018	January 17, 2019	5	Yes

Company remarks	Quorum was present throughout the Meeting.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

v. **Related Party Transactions**

Subject	Compliance status (Yes No NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. 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 26, 2019.
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Name : Lalit Patni
Designation : Company Secretary and Chief Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company remark	Website
Details of business	Yes		www.atul.co.in/businesses
Terms and conditions of appointment of independent directors	Yes		www.atul.co.in/pdf/investors/bod/Letter-of-Appointment-of-Independent-Director.pdf
Composition of various committees of board of	Yes		www.atul.co.in/investors/annual-reports
Code of conduct of board of directors and	Yes		www.atul.co.in/investors/policies
Details of establishment of vigil mechanism/	Yes		www.atul.co.in/investors/policies
Criteria of making payments to non-executive	Yes		www.atul.co.in/investors/annual-reports
Policy on dealing with related party	Yes		www.atul.co.in/investors/policies
Policy for determining 'material' subsidiaries	Yes		www.atul.co.in/investors/policies
Details of familiarization programs imparted to	Yes		www.atul.co.in/about/directors/
Contact information of the designated officials of the listed entity who are	Yes		www.atul.co.in/investors/contact
email address for grievance redressal and	Yes		www.atul.co.in/investors/contact
Financial results	Yes		www.atul.co.in/investors/quarterly-results
Shareholding pattern	Yes		www.atul.co.in/investors/shareholding-pattern
Details of agreements entered into with the media companies and/or their	Not Applicable		
New name and the old name of the listed	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes No NA)	Company remark
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)	Not Applicable	
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)	Not Applicable	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
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	
Familiarization of independent directors	25(7)	Yes	
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	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

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

Other Information	
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Name : Lalit Patni
Designation : Company Secretary and Chief Compliance Officer