

Quarterly Corporate Governance report filed with the stock exchanges for the period ended March 31, 2023.

ANNEXURE I
Corporate Governance report

1. Name of company
- Atul Ltd
2. Quarter ending
- March 31, 2023

I. Composition of Board of Directors

Name of the Director	PAN ^s & DIN	Category (Chairperson Executive Non-executive Independent Nominee) ^{&}	Initial date of appointment	Date of reappointment	Date of cessation	Tenure in months*	Date of birth	Whether the director is disqualified? If yes, start and end date of disqualification	Whether special resolution passed?	Date of passing special resolution	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	Number of memberships in Audit Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr Sunil Lalbhai	AAFPL0691R00045590	Chairperson Executive	13-Jun-1984	01-Jul-2019	NA	NA	15-Mar-1960	No	NA	NA	5	3	2	3
Mr Samveg Lalbhai	AAFPL5537L00009278	Executive	21-Jan-2000	15-Dec-2021	NA	NA	04-Jun-1961	No	NA	NA	3	0	0	0
Mr Bharathy Mohanan	AEBPM7975B00198716	Executive	01-Jan-2009	01-Jan-2020	NA	NA	26-May-1950	No	NA	NA	1	0	0	0
Mr Gopi Kannan Thirukonda	ABNPT8054F00048645	Executive	17-Oct-2014	17-Oct-2019	NA	NA	30-Mar-1959	No	NA	NA	2	0	4	0
Mr Rajendra Shah	ABIPS1839C00009851	Non-executive	26-Jul-2013	31-Jul-2020	NA	NA	07-Jul-1931	No	Yes	27-Jul-2018	2	1	1	0
Mr Bansil Mehta	AADPM4552A00035019	Independent	01-Jun-2018	01-Jun-2018	NA	58	19-Sep-1935	No	Yes	27-Jul-2018	2	2	0	2
Mr Susim Datta	AAGPD6963M00032812	Independent	01-Apr-2014	01-Apr-2019	NA	108	01-Jul-1936	No	Yes	27-Jul-2018	2	2	1	2
Mr Srinivasa Rangan	ADIPV5480A00030248	Independent	01-Apr-2014	01-Apr-2019	NA	108	13-Feb-1960	No	NA	NA	3	1	5	0
Mr Mukund Chitale	AABPC3022H00101004	Independent	17-Oct-2014	17-Oct-2019	NA	102	16-Nov-1949	No	NA	NA	4	4	2	3
Ms Shubhalakshmi Panse	AFEPPO393L02599310	Independent	27-Mar-2015	27-Mar-2020	NA	96	28-Jan-1954	No	NA	NA	3	3	2	1
Mr Baldev Arora	AAAPA5988R00194168	Independent	01-Apr-2015	01-Apr-2020	NA	96	03-Jun-1944	No	Yes	27-Jul-2018	1	1	1	1
Mr Pradeep Banerjee	AACPB1896P02985965	Independent	01-May-2022	01-May-2022	NA	10	19-Oct-1958	No	NA	NA	5	5	4	2

Whether Regular Chairperson appointed: Yes
Whether Chairperson is related to Managing Director or CEO: Yes
\$ PAN of any director would not be displayed on the website of stock exchange

& 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. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson Executive Non- executive Independent Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr Bansi Mehta Mr Mukund Chitale Mr Srinivasa Rangan Mr Baldev Arora	Chairperson of the Committee Independent Member Independent Member Independent Member Independent	25-Jan-2001 20-Jul-2018 12-Aug-2010 19-Jan-2018	NA NA NA NA
2. Nomination and Remuneration Committee	Yes	Mr Mukund Chitale Mr Rajendra Shah Mr Baldev Arora	Chairperson of the Committee Independent Member Non-executive Member Independent	20-Jul-2018 21-Oct-2016 18-Jan-2019	NA NA NA
3. Risk Management Committee	Yes	Mr Sunil Lalbhai Mr Gopi Kannan Thirukonda Mr Bharathy Mohanan Mr Baldev Arora	Chairperson of the Committee Executive Member Executive Member Executive Member Independent	01-Apr-2019 01-Apr-2019 01-Apr-2019 23-Jul-2021	NA NA NA NA
4. Stakeholders Relationship Committee'	Yes	Mr Baldev Arora Mr Sunil Lalbhai Mr Gopi Kannan Thirukonda	Chairperson of the Committee Independent Member Executive Member Executive	23-Mar-2018 23-Jul-2014 24-Jul-2015	NA NA NA

&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

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	Whether requirement of Quorum met* (yes no)	Total number of directors as on date of the meeting	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
21-Oct-2022	20-Jan-2023	Yes	12	12	7	90 days
-	24-Mar-2023	Yes	12	11	6	62 days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total number of directors as on date of the meeting	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee	19-Jan-2023	Yes	4	3	3	20-Oct-2022	90
2. Nomination and Remuneration Committee							
3. Risk Management Committee	18- Jan -2023	Yes	4	4	1	22-Jul-2022	179
4. Stakeholders Relationship Committee'	19- Jan -2023	Yes	3	3	1	20-Oct-2022	90

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject		Compliance status (Yes No NA) refer note below
	Whether prior approval of the 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 the 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 “NA” 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

a. Audit Committee - **Yes**

b. Nomination and Remuneration Committee - **Yes**

c. Stakeholders Relationship Committee - **Yes**

d. Risk management committee ~~(as applicable)~~- **Yes**
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 the Board of Directors. Any comments | observations | advice of the Board of Directors may be mentioned here.

For Previous Quarter: **Yes**

This report will be placed before the Board Meeting in next Board Meeting.

For Atul Ltd

Lalit Patni
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
a) Details of business	Yes		www.atul.co.in/businesses
b) Terms and conditions of appointment of independent directors	Yes		https://www.atul.co.in/about/directors/
c) Composition of various committees of	Yes		https://www.atul.co.in/about/directors/
d) Code of conduct of board of directors and senior management personnel	Yes		www.atul.co.in/investors/policies
e) Details of establishment of vigil mechanism Whistle Blower policy	Yes		www.atul.co.in/investors/policies
f) Criteria of making payments to non-executive directors	Yes		www.atul.co.in/investors/policies
g) Policy on dealing with related party transactions	Yes		www.atul.co.in/investors/policies
h) Policy for determining 'material' subsidiaries	Yes		www.atul.co.in/investors/policies
i) Details of familiarization programs imparted to independent directors	Yes		www.atul.co.in/about/directors/
j) Email address for grievance redressal and other relevant details	Yes		https://www.atul.co.in/investors/contact
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.atul.co.in/investors/contact
l) Financial results	Yes		www.atul.co.in/investors/quarterly-results
m) Shareholding pattern	Yes		www.atul.co.in/investors/shareholding-pattern
n) Details of agreements entered into with the media companies and or their associates	Not applicable		
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.atul.co.in/investors/presentations
p) New name and the old name of the listed entity	Not applicable		
q) Advertisements as per regulation 47 (1)	Yes		https://www.atul.co.in/investors/announcements
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes		https://www.atul.co.in/investors/announcements
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.atul.co.in/investors/financial-statements
As per other regulations of the LODR:			
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.atul.co.in/investors/
b) Materiality Policy as per Regulation 30	Yes		https://www.atul.co.in/investors/policies
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.atul.co.in/investors/policies
It is certified that these contents on the website of the listed entity are correct.			
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),17 (1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	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	
Recommendation of Board	17(11)	Yes	
Maximum number of Directorships	17 (A)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(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	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
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	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Directorship & Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) (9)	Yes	
Directors and Officers insurance	25(10)	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	

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

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

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year.
Half year ending: March 31, 2023

I. Disclosure of Loans | guarantees | comfort letters | securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	nil	nil
Promoter Group or any other entity controlled by them	nil	nil
Directors (including relatives) or any other entity controlled by them	nil	nil
KMPs or any other entity controlled by them	nil	nil

(B) Any guarantee | comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	nil	nil	
Promoter Group or any other entity controlled by them	nil	nil	
Directors (including relatives) or any other entity controlled by them	nil	nil	
KMPs or any other entity controlled by them	nil	nil	

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	nil	nil	
Promoter Group or any other entity controlled by them	nil	nil	
Directors (including relatives) or any other entity controlled by them	nil	nil	
KMPs or any other entity controlled by them	nil	nil	

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Atul Ltd

Name & Designation
CEO / CFO

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee | comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to | for the Government or government company
 - b) by the listed entity to | for its subsidiary and joint-venture company whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.