



*Atul*

## Atul Ltd

Atul 396 020, Gujarat, India  
legal@atul.co.in | www.atul.co.in  
(+91 2632) 230000

July 08, 2020

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,

### **Sub: Notice of the 43<sup>rd</sup> Annual General Meeting of the Company**

We are pleased to submit notice of the 43<sup>rd</sup> Annual General Meeting of the Company for the record of the Stock Exchanges.

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



# Notice

NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of Atul Ltd will be held on Friday, July 31, 2020, at 10:30 am through video conferencing | other audio visual means to transact the following business:

## Ordinary business:

1. To receive, consider and adopt:
  - i) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Directors and the Auditors thereon and
  - ii) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon.
2. To confirm the special interim dividend of ₹ 12.50 and interim dividend of ₹ 15 aggregating to ₹ 27.50 per equity share of ₹ 10 each, as dividend paid for the financial year 2019-20.
3. To appoint a Director in place of Mr R A Shah (Director identification number: 00009851) who retires by rotation and being eligible, offers himself for reappointment.

## Special business:

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:
 

“RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3.10 lakhs plus taxes as applicable and reimbursement of actual travel and out of pocket expenses for the financial year ending March 31, 2021 as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be paid to R Nanabhoy & Co, Cost Accountants, (Firm registration number: 000010) for conducting Cost Audit of the applicable products in the category of Bulk Drugs, Chemicals, Insecticides, Inorganic Chemicals, Organic Chemicals and their derivatives and Polymers be and is hereby ratified and confirmed.”

## Notes

01. The 43<sup>rd</sup> Annual General Meeting (AGM) is being held through video conferencing | other audio visual means (VC) in accordance with the procedure prescribed in circular number 20 | 2020 dated May 05, 2020 read with circular number 14 | 2020 dated April 08, 2020 and circular number 17 | 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs and circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (the e-AGM circulars). The Members can attend the AGM through VC by following instructions given in note number 12.3 of the Notice. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company at Atul House, G I Patel Marg, Ahmedabad 380 014, Gujarat, India. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC and do not visit the registered office to attend the AGM.
02. Since the Annual General Meeting (AGM) is being held pursuant to the e-AGM circulars through video conferencing | other audio visual means, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice. However, a Member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and | or vote.
03. Copies of the Balance Sheet, the Statement of Profit and Loss, the Directors' Report, the Auditor's Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2020 are annexed | attached.
04. Unpaid dividend payable to the Members in respect of the 25<sup>th</sup> dividend onwards, that is, from financial year ended March 31, 2013, will be transferred to the Investor Education and Protection Fund (IEPF). Information in respect of such unclaimed dividends as to when they are due for transfer to the said fund is given below:



Dividend	Financial year ended	Date of declaration of dividend	Rate of dividend	Expected date of transfer of unpaid dividend to IEPF
25 <sup>th</sup>	March 31, 2013	July 26, 2013	60%	July 25, 2020
26 <sup>th</sup>	March 31, 2014	July 25, 2014	75%	July 24, 2021
27 <sup>th</sup>	March 31, 2015	August 04, 2015	85%	August 03, 2022
28 <sup>th</sup>	March 31, 2016	July 29, 2016	100%	July 28, 2023
29 <sup>th</sup>	March 31, 2017	July 28, 2017	100%	July 27, 2024
30 <sup>th</sup>	March 31, 2018	July 27, 2018	120%	July 26, 2025
31 <sup>st</sup>	March 31, 2019	July 31, 2019	150%	July 30, 2026
Special interim dividend	March 31, 2020	October 25, 2019	125%	October 24, 2026
Interim dividend	March 31, 2020	March 11, 2020	150%	March 10, 2027

No claim will lie from a Member once the transfer is made to the said fund. The Members who have not encashed their dividend warrants are requested to encash the same before the said transfer in their own interest.

05. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has transferred the equity shares in respect of which dividend has not been claimed | encashed for seven or more consecutive years to the Investor Education and Protection Fund of the Central Government during the financial year 2019-20. The Company regularly sends letters to the shareholders whose dividend has not been claimed | encashed for seven or more consecutive years. The details of such shareholders are posted on the website of the Company at <https://www.atul.co.in/investors/unclaimed-dividends> Please note that the shares transferred to the IEPF can be claimed from the IEPF Authority as per the procedure prescribed under the Rules.
06. Electronic copy of the Annual Report for 2019-20 including the Notice which includes the process and manner of attending the Annual General Meeting through video conferencing | other audio visual means, and e-voting is being sent to all the Members whose e-mail addresses are registered with the Company | Depository Participants.
07. Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the e-AGM circulars.
08. The Members who have not registered their e-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering e-mail address, the Members are requested follow the below steps:
  - i) Members holding shares in physical mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar card through e-mail on [shareholders@atul.co.in](mailto:shareholders@atul.co.in)
  - ii) Members holding shares in dematerialised mode are requested to provide name, Depository participant ID and Client ID, mobile number, e-mail address, scanned copies of self-attested client master or Consolidated Account statement through e-mail on [shareholders@atul.co.in](mailto:shareholders@atul.co.in)
09. The Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019-20 will also be available on the website of the Company, [www.atul.co.in](http://www.atul.co.in), which can be downloaded. The electronic copies of the documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on [shareholders@atul.co.in](mailto:shareholders@atul.co.in) with Depository participant ID and Client ID or Folio number.
10. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an e-mail.
11. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on [shareholders@atul.co.in](mailto:shareholders@atul.co.in) at least seven days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the information ready and provide it at the AGM.
12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the e-AGM circulars, the Company is pleased to provide to the Members facility to attend the Annual General Meeting (AGM) through video conferencing | other audio visual (VC), exercise their right to vote at the AGM by electronic means and the business will be transacted through remote e-voting prior to and during the AGM.

12.1 The instructions for remote e-voting are as under:

12.1.1 Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)

12.1.2 Click on 'Shareholders' tab.

12.1.3 Enter User ID as determined from the following table:

User ID for the Members holding shares in dematerialised (demat) form with Central Depository Services (India) Ltd (CDSL)	the 16-digit beneficiary ID
User ID for the Members holding shares in demat form with National Securities Depository Ltd (NSDL)	the 8-character Depository participant (DP) ID followed by 8-digit client ID
User ID for the Members holding shares in physical form	the folio number of the shares held in the Company

12.1.4 Enter image verification details as displayed on the screen and click on 'Login'.

12.1.5 The Members who are already registered with CDSL and have exercised e-voting through [www.evotingindia.com](http://www.evotingindia.com) earlier may follow the steps given below:

- i) Use the existing password.
- ii) Click on the Electronic Voting Serial Number (200625006) of Atul Ltd to vote.
- iii) 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
- iv) Click on the 'Resolutions file link' to view the details.
- v) After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'.
- vi) After voting on a resolution, the Members will not be allowed to modify their vote.
- vii) A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.
- viii) In case the Members holding shares in demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.

12.1.6 The Members (holding shares in demat | physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:

- i) Register as under:
  - a) The Members who have already submitted their Permanent Account Number (PAN) to the Company | DP may enter their 10-digit alpha-numeric PAN issued by the Income Tax department. Others are requested to use the sequence number in the PAN field. The sequence number is mentioned in the e-communication.
  - b) Enter Date of Birth (DoB) as recorded in demat account or in records of the Company for the said demat account or folio in dd | mm | yyyy format.

or  
Enter the Dividend Bank Details (DBD) as recorded in demat account or in records of the Company for the said demat account or folio.

or  
If the DoB or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

User ID for the Members holding shares in demat form with CDSL	the 16-digit beneficiary ID
User ID for the Members holding shares in demat form with NSDL	the 8-character DP ID followed by 8-digit client ID
User ID for the Members holding shares in physical form	the folio number of the shares held in the Company





- ii) After entering these details appropriately, click on 'Submit'.
- iii) The Members holding shares in physical form will reach the Company selection screen. However, the Members holding shares in demat form will reach 'Password creation' menu and will have to enter login password in the 'new password' field. It is strongly recommended not to share the password with any other person and take utmost care to keep it confidential.
- iv) The Members holding shares in physical form can use login details only for e-voting on the resolutions contained in this Notice.
- v) Click on the Electronic Voting Serial Number (200625006) of Atul Ltd to vote.
- vi) 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
- vii) Click on the 'Resolutions file link' to view the details.
- viii) After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'.
- ix) After voting on a resolution, the Members will not be allowed to modify their vote.
- x) A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.
- xi) In case the Members holding shares in demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.

#### 12.1.7 Note for the non-individual Members and the Custodians:

- i) Non-individual Members (that is, other than individuals, Hindu Undivided Family, Non-Resident Individual) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- ii) A scanned copy of the registration form bearing the stamp and sign of the entity will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- iii) After receiving the login details, a Compliance user will be created using the admin login and password. The Compliance user will be able to link the account(s) for which they wish to vote on.
- iv) The list of accounts will be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, votes can be cast.
- v) A scanned copy of the Board Resolution and Power of Attorney issued in favour of the Custodian, if any, will have to be uploaded in portable document format in the system for verification by the Scrutiniser.

#### 12.1.8 The Members can also use mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.

12.1.9 The remote e-voting period commences on July 28, 2020 (at 9:00 am) and ends on July 30, 2020 (at 5:00 pm). During this period, the Members holding shares either in physical form or in demat form, as on the cut-off date of July 24, 2020, may cast their votes electronically. The remote e-voting module will be disabled by CDSL for voting after the said period. Once the votes on a resolution are cast by the Members, no change will be allowed subsequently. Only the Members who have not cast their votes through remote e-voting may cast their votes during the AGM by attending the AGM through VC by following the aforesaid process.

12.1.10 The voting rights of the Members will be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of July 24, 2020.

12.2 The instructions for e-voting during the AGM are as under:

12.2.1 The facility for voting through ballot | polling paper will not be available. The Members attending the AGM through VC and who have not cast their votes through remote e-voting will be able to exercise their voting rights during the AGM through the e-voting facility. The Members who have already cast their votes through remote e-voting may attend the AGM, but will not be able to cast their votes again.

12.2.2 The procedure for e-voting during the AGM is same as per the instructions mentioned in Note number 12.1 for remote e-voting.

- i) Only those Members who will be present in the AGM through VC and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to vote through e-voting system available in the AGM.

- ii) If any votes are cast by the Members through the e-voting available during the AGM without participating in the meeting through VC, then the votes cast by such Members will be considered invalid as the facility of e-voting during the meeting is available only to the Members participating in the meeting.
- 12.3 The Company has availed services of Cisco Webex to provide VC facility to the Members to attend the AGM in collaboration with CDSL. More than 1,000 Members, excluding promoters, large shareholders, Directors, Key Managerial Personnel, Auditors and the Chairmen of Committees of the Board, can participate in the AGM through VC on first-come-first-serve basis.
- 12.3.1 The instructions for attending the AGM through VC are as under:
- i) Log on to [www.evotingindia.com](http://www.evotingindia.com) during any time starting from 10:15 am on July 31, 2020.
  - ii) Click on 'Shareholders | Members' tab.
  - iii) 'Shareholders | Members' appears, enter user ID | verification code and click on 'Login' tab. If Members are not having remote e-voting login credentials then create the same by following the instructions given in Note number 12.1.6.
  - iv) 'Character validation was successful. Kindly enter other login details to proceed' appears, enter password in the 'Password' tab and click on 'Submit' tab.
  - v) 'Member Voting Screen' appears, click on 'Click Here' tab on Live Streaming column.
  - vi) A message appears 'This is external link, are you sure you want to continue', click on 'OK' tab to proceed.
  - vii) 'Event information' appears, enter first name and last name and click on 'Join Now' tab.
  - viii) 'Meeting room joining confirmation' appears, click on 'Join Event' tab.
- 12.3.2 The Members are encouraged to join the Meeting through laptops for better experience.
- 12.3.3 The Members will be required to ensure high definition web cameras and high speed internet connectivity to avoid any disturbance during the AGM.
- 12.3.4 The participants connecting through mobile devices | tablets | laptops using mobile hotspots may experience audio | video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi | LAN connection to mitigate aforesaid glitches.
- 12.3.5 The Members who wish to express their views | ask questions during the AGM are requested to register themselves as speakers by providing their name, demat account number | folio number, e-mail address, mobile telephone number along with questions, if any, to the Company on [shareholders@atul.co.in](mailto:shareholders@atul.co.in) Such requests need to reach the Company at least seven days before the date of the AGM.
- 12.3.6 Those Members who have registered themselves as speakers may only be allowed to express their views | ask questions during the AGM.
- 12.4 In case of queries or issues regarding e-voting or attending meeting through VC, the Members may refer to the 'frequently asked questions' and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under 'help' section. The Members may also contact Mr Rakesh Dalvi, Manager, Central Depository Services (India) Ltd, 25<sup>th</sup> Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (E), Mumbai 400 013, Maharashtra, India, e-mail address: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), telephone: (+91 22) 23058542 | 43, or Mr Nilesh Dalwadi, Team Member, Link Intime India Pvt Ltd, 506-508 Amarnath Business Centre - 1, Umashankar Joshi Marg, Off C G Road, Ahmedabad 380 006, Gujarat, India, e-mail address: [nilesh.dalwadi@linkintime.co.in](mailto:nilesh.dalwadi@linkintime.co.in), telephone: (+91 79) 26465179 | 86 | 87, or Mr S M Bhavsar, General Manager, Atul Ltd, Atul House, G I Patel Marg, Ahmedabad 380 014, Gujarat, India, e-mail address: [shareholders@atul.co.in](mailto:shareholders@atul.co.in), telephone: (+91 79) 26461294 | 26463706 or Mr Ankit Patadiya, Joint Manager, Atul Ltd, e-mail address: [legal@atul.co.in](mailto:legal@atul.co.in), telephone: (+91 2632) 230400.
- 12.5 SPANJ & Associates, Company Secretaries has been appointed as the Scrutiniser to scrutinise the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- 12.6 The Scrutiniser will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
- 12.7 The results will be declared at or after the AGM. The results declared along with the Scrutiniser's Report will be placed on [www.atul.co.in](http://www.atul.co.in), the website of the Company and on [www.evotingindia.com](http://www.evotingindia.com), the website of CDSL within two days of passing of the resolutions at the AGM and also will be communicated to the BSE Ltd and the National Stock Exchange of India Ltd.



13. At the ensuing Annual General Meeting, Mr R A Shah retires by rotation and being eligible, offers himself for reappointment. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to him are as under:

<b>Name</b>	<b>Mr R A Shah</b>
Date of birth	July 07, 1931
Brief résumé	Mr Rajendra Shah is a Director of the Company since May 1983. He is a Senior Partner of Crawford Bayley & Co., a firm of Solicitors and Advocates. Mr Shah holds a degree in Law from the University of Mumbai and has passed Solicitor exam from the Honourable High Court at Mumbai.
Directorship in other companies	<p><b>Public companies</b></p> <p>BASF India Ltd  Godfrey Phillips India Ltd – Chairman  Lupin Ltd  Pfizer Ltd – Chairman  Procter &amp; Gamble Hygiene and Health Care Ltd – Chairman</p> <p><b>Foreign company</b></p> <p>Jumbo World Holdings Ltd (body incorporated outside India)</p>
Membership in committees of other companies	<p><b>Chairman of committees</b></p> <p>BASF India Ltd – Nomination and Remuneration Committee  Godfrey Phillips India Ltd – Corporate Social Responsibility Committee  Pfizer Ltd – Audit Committee  Procter &amp; Gamble Hygiene and Health Care Ltd – Audit Committee</p> <p><b>Member of committees</b></p> <p>BASF India Ltd – Audit Committee  BASF India Ltd – Corporate Social Responsibility Committee  Godfrey Phillips India Ltd – Audit Committee  Godfrey Phillips India Ltd – Nomination and Remuneration Committee  Lupin Ltd – Nomination and Remuneration Committee  Pfizer Ltd – Nomination and Remuneration Committee  Procter &amp; Gamble Hygiene and Health Care Ltd – Nomination and Remuneration Committee</p>
Relationship with other Directors	None
Number of shares held in the Company	14,960

Registered office:  
Atul House  
G I Patel Marg  
Ahmedabad 380 014, Gujarat  
India  
Corporate identification number: L99999GJ1975PLC002859  
May 14, 2020

By order of the Board of Directors

(L P Patni)

**Company Secretary and Chief Compliance Officer**

### Explanatory statement

The following explanatory statement, as required by Section 102 of the Companies Act, 2013, sets out material facts including the nature and concern or interest of the Directors in relation to the item of Special business under item number 4 mentioned in the accompanying Notice:

#### Item number 4

In pursuance of Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment of the Cost Auditors and their remuneration as recommended by the Audit Committee requires approval by the Board of Directors (Board). The remuneration also requires ratification by the Members.

On the recommendation of the Audit Committee, the Board considered and approved appointment of the Cost Auditors, R Nanabhoy & Co, Cost Accountants, for conducting Cost Audit of the applicable products in the category of Bulk Drugs, Chemicals, Insecticides, Inorganic Chemicals, Organic Chemicals and their derivatives and Polymers at a remuneration of ₹ 3.10 lakhs plus taxes as applicable and reimbursement of actual travel and out of pocket expenses for the financial year ending March 31, 2021.

The Board seeks ratification of the aforesaid remuneration by the Members and accordingly requests their approval of the ordinary resolution.

#### Memorandum of interest

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Registered office:

Atul House  
G I Patel Marg  
Ahmedabad 380 014, Gujarat  
India

Corporate identification number: L99999GJ1975PLC002859

May 14, 2020

By order of the Board of Directors

(L P Patni)

**Company Secretary and Chief Compliance Officer**