

ONE DIRECTION»

**CORPORATE
GOVERNANCE
REPORT**



Atul Auto Limited believes that good corporate governance is essential to achieve long term corporate goals and enhance stakeholders' value. The Company firmly takes Corporate Governance as a culture under which an organization is nurtured and flourishes by using its core values and the means by which it fulfills the public trust and confidence. It is not just a compliance with laws, instead it is important business investment which is not only necessary to preserve your Company's reputation but also crucial for obtaining and retaining the business. We believe that Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all.

Corporate Governance is the application of best management practices, continued compliances of law and adherence to highest ethical standards to achieve the Company's objective of enhancing shareholder value and its image. Adopting high standards with transparency gives comfort to all existing and potential stakeholders including government & regulatory authorities, customers, suppliers, bankers, employees and shareholders.

The Company remains resolute in its commitment to conduct business in accordance with the highest ethical standards and sound Corporate Governance practices. The Company strongly believes that sound and unambiguous system of Corporate Governance practices go a long way in retaining investor trust and preserving the interest of all stakeholders. Its Business Ethics & Code of Conduct provides the overarching philosophy of its Corporate Governance practices.

RIGHTS OF SHAREHOLDERS

Your Company protects and facilitates shareholders' rights, provides adequate and timely information, opportunity to participate effectively in general meeting and ensure equitable treatment to all shareholders. The Company also makes aware the shareholders regarding their rights by uploading the relevant information on website of the Company.

ROLE OF STAKEHOLDERS IN CORPORATE GOVERNANCE

Your Company recognises the rights of stakeholders and encourages co-operation between the Company and stakeholders to enable participation in Corporate Governance process.

DISCLOSURE AND TRANSPERANCY

Your Company ensures timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company.

BOARD OF DIRECTORS

The Company believes that an active, well-informed and independent Board is necessary to ensure highest standards of Corporate Governance. A quality Board, being at the core of its Corporate Governance Practice, plays the most pivotal role in overseeing how the management serves and protects the long-term interests of all our stakeholders.

COMPOSITION OF BOARD

The Company has optimum combination of Executive and Non-Executive Director. As on March 31, 2015, there were nine (9) Directors on the Board of the Company. Out of them, five (5) were Independent Directors of the Company. One (1) is Non-Executive Non-Independent Director of the Company. The remaining three (3) Executive Directors are Promoter/ Part of promoter group. The Chairman of the Company is Executive Director. There is no Nominee or Shareholders' Director on the Board of the Company. The Company also has one Woman Independent Director.

INDEPENDENT DIRECTORS

Your Company has at its last Annual General Meeting (AGM) held on August 12, 2014, re-appointed Mr. Hakubhai Lalakiya, Mr. Hasmukhbhai Adhvaryoo, Mr. Hemant J Bhatt and Mr. S T Shah as Independent Directors pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued thereunder and Clause 49 of the Listing Agreement for the period of two (2) consecutive years upto August 11, 2016. The Independent Directors have submitted declarations that they meet the criteria of Independence as per the provisions of the Companies Act, 2013 and the Listing Agreement.

Further, the Board has appointed Ms. Margie S Parikh as Additional Independent Director of the Company pursuant to section 149, 161 and Schedule IV of the Companies Act, 2013 with effect from January 19, 2015. The said appointment is subject to approval of shareholders at the ensuing Annual General Meeting.

The Independent Directors have confirmed that they do not hold directorship in more than seven listed companies. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

MEETINGS OF BOARD OF DIRECTORS

During the financial year ended on March 31, 2015, eight (8) meetings of Board of Directors held on following dates: May 12, 2014, May 20, 2014, June 16 2014, June 26, 2014, August 04, 2014, August 21, 2014, November 1, 2014, January 19, 2014

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The maximum time gap between two meetings did not exceed more than one hundred and twenty days.

ATTENDANCE AT BOARD MEETINGS AND LAST ANNUAL GENERAL MEETING (AGM) AND DETAILS OF MEMBERSHIPS OF DIRECTORS' IN BOARDS AND BOARD COMMITTEES

The details of Directors' attendance for Board meetings and Annual General Meeting held during the financial year 2014-15 and their Chairmanship/ Membership of Board Committees of other companies are given in table below:

Name of Director	Nature of Directorship	Relationship with other Director	No. of meetings attended	Last AGM attended	No. of outside Directorship of Public Companies as on March 31, 2015	No. of Committee Membership# as on March 31, 2015	No. of Committee Chairpersonship# as on March 31, 2015
J J Chandra	Chairman and Managing Director	Father of Mr. N J Chandra	8	Yes	--	--	--
M J Patel	Who-time Director & CFO	--	8	Yes	--	--	--
Niraj J Chandra	Whole-time Director	Son of Mr. J J Chandra	6	Yes	--	--	--
Vijay K Kedia	Non-Executive Director	--	3	Yes	1	1	--
Hakubhai Lalakiya	Independent Director	--	6	Yes	--	--	--
Hasmukhbhai Adhvaryoo	Independent Director	--	7	Yes	--	--	--
Hemant J Bhatt	Independent Director	--	4	No	1	1	--
*Margie S Parikh	Independent Director (Additional)	--	1	No	--	--	--
@S T Shah	Independent Director	--	4	No	--	--	--

* Appointed as Additional Director of the Company with effect from January 19, 2015

Committee includes Audit Committee and Stakeholders Relationship Committee.

@ Resigned from the Board with effect from May 9, 2015

None of the Directors are members of more than ten board-level committees nor they are chairman of more than five committees in which they are members. Further, all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time director in any listed company, then they do not serve as independent director in more than three listed companies.

INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by CFO is presented in the quarterly Board meeting, encompassing all facets of the Company's

operations during the quarter, including update of key projects, outlook and matters relating to environment, health & safety, corporate social responsibility etc. The following information is regularly provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy
- Minutes of the meetings of the Audit Committee and other Committees of the Board
- Annual business plan
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary

- Expansion projects and its status monitoring
- Fatal or serious accidents, injuries or any material environmental problems
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company
- Any issue involving possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company
- Details of any joint venture or significant collaboration agreement
- Transactions that involve substantial payment and receipt towards goodwill, brand equity or intellectual property
- Significant labour problems and their proposed solutions.
- Any significant development in human resources/industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Sale of material nature like equity investments and fixed assets, which is not in the normal course of business
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material
- Quarterly disclosure of all the investments made
- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer and others
- Quarterly review of compliance status under various laws applicable to the Company
- Notices in respect of (a) Show cause (b) Demand (c) Penalty and (d) Prosecution, which are materially important
- Corporate Social Responsibility activities
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems
- Substantial non-payment of goods sold by company except disputes
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business
- Near term outlook

BOARD EVALUATION

The Nomination and Remuneration Committee of the Company approved the Performance Evaluation Policy during the year, which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and

individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board as a whole, Board Committees and Directors shall be carried out on an annual basis.

The performance evaluation of all the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. Independent Directors are required to evaluate the performance of non-independent directors and Board as a whole. The independent directors of the Company shall hold at least one meeting in a year to exercise the functions as mentioned in Act and its applicable Schedules. Independent directors shall review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors.

During the year, the first Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees, Individual Directors and Chairman. The exercise was led by Mr. Hemant J Bhatt, the Lead Independent Director of the Company. The rating has been assigned after taking inputs of Directors individually on the basis of criteria prescribed in the policy which can be accessed on www.atulauto.co.in. The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on the action plan to improve on the identified parameters.

SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS

During the year, meeting of Independent Directors was held two times without the presence of Non-Independent Directors and members of the management:

Date of Meeting	Total No. of Members	No. of Members Present
March 14, 2015	5	4
March 28, 2015	5	4

They have discussed:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

FAMILIARISATION PROGRAMME

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company.

Your Company follows a structured orientation and familiarization programme for all the Directors including Independent Directors with a view to update them on the Company's policies and procedures on a regular basis.

Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The details of familiarisation programme have been posted on the website of the Company www.atulauto.co.in

AUDIT COMMITTEE

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

Composition

The Audit Committee comprises of Mr. S T Shah, Independent Director as Chairman, Mr. Hemant J Bhatt and Mr. Hakubhai Lalakiya, Independent Directors as Members.

Mr. Hemant J Bhatt has been designated as Chairman of the Audit Committee and Dr. Margie Parikh has been inducted as Member of the Committee on resignation of Mr. S T Shah with effect from May 9, 2015.

All members of the Audit Committee are financially literate and two-third of the members have expertise in accounting/financial management.

Mr. S T Shah, the then Chairman – Audit Committee could not remain present at the Annual General Meeting held on August 12, 2014. Mr. Hakubhai Lalakiya, Members of the Committee remained present in AGM in his place.

The Whole-time Director and CFO, Vice President – Finance, Head – Internal Auditor and the representative of Statutory Auditors are permanent invitees to the Audit Committee Meetings. They have

attended all the Audit Committee meetings held during the year.

Mr. Paras J. Viramgama, Company Secretary and Compliance Officer is the Secretary to the Committee.

Meetings & Attendance

The Audit Committee met four times during the year and the time gap between any two meetings did not exceed more than four months.

Date of Meeting	Total No. of Members	No. of Members Present
May 20, 2014	3	3
August 04, 2014	3	3
November 01, 2014	3	3
January 19, 2015	3	3

The Committee is governed by a charter adopted pursuant to the regulatory requirements and the Committee reviews the mandatory information as per requirement.

Terms of reference in brief

Financials

- Review of the quarterly/ half-yearly/ annual financial statements with reference to changes, if any in accounting policies and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management, adjustments, if any arising out of audit findings.
- Compliance with listing and legal requirements relating to financial statements, qualifications, if any in the draft audit report.

Internal controls and risk management

- Review of internal audit function and discussion on internal audit reports.
- Review of vigil mechanism and above all adequacy of internal control systems.
- Review of risk management policies especially enterprise level risk management.

Compliance and other related aspects

- Disclosure of related party transactions and subsequent modifications, if any.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company.
- Uses/application of funds raised through an issue.
- Review and recommendation of appointment, remuneration and terms of appointment of statutory auditors.

- Review of other services rendered by the statutory auditors.
- Review of the management discussion and analysis of the financial conditions and results of operations, significant related party transactions, management letters issued by statutory auditors, internal audit reports.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Agreement and provisions of Section 177 of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee broadly plays a dual role of determining the composition of the Board based on need and requirements of the Company from time to time and determines the overall compensation framework and policy for Directors, senior management and employees. The Committee further reviews that the human resource practices of the Company are effective in maintaining and retaining a competent workforce.

Composition

The Nomination and Remuneration Committee comprises of Mr. Hasmukh Adhvaryoo, Independent Director as Chairman, Mr. S T Shah and Mr. Hakubhai Lalakiya, Independent Director as Member.

Ms. Margie Parikh has been inducted to the Committee on resignation of Mr. S T Shah, Member of the Committee with effect from May 9, 2015.

Mr. Paras J. Viramgama, Company Secretary and Compliance Officer is the Secretary to the Committee.

The Remuneration Policy is available on company's website.

Details of remuneration paid to all Directors are provided in extract of Annual Return in this report.

Meetings & Attendance

The Nomination and Remuneration Committee met four times during the year:

Date of Meeting	Total No. of Members	No. of Members Present
May 20, 2014	3	3
August 04, 2014	3	3
November 01, 2014	3	3
January 19, 2015	3	3

Terms of reference in brief

- Formulate Remuneration Policy and a policy on Board Diversity. Formulate criteria for evaluation of Directors and the Board.
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is comprised of Mr. Hemant J Bhatt, Independent Director as the Chairman and Mr. S T Shah and Mr. Hasmukh Adhvaryoo, as members of the Committee.

Dr. Margie Parikh has been inducted to the Stakeholders' Relationship Committee on resignation of Mr. S T Shah with effect from May 9, 2015. On becoming Chairman of the Audit Committee, Mr. Hemant J Bhatt has been designated as member of the Stakeholders' Relationship Committee and Ms. Margie Parikh has been designated as Chairperson in place of Mr. Hemant J Bhatt.

Mr. Paras J. Viramgama, Company Secretary and Compliance Officer is the Secretary to the Committee.

The role of Stakeholders' Relationship Committee is as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;

Report on Corporate Governance

- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

Meetings & Attendance

The Stakeholders' Relationship Committee met four times during the year:

Date of Meeting	Total No. of Members	No. of Members Present
May 20, 2014	3	3
August 04, 2014	3	3
November 01, 2014	3	3
January 19, 2015	3	3

DETAILS OF SHAREHOLDERS' / INVESTORS' COMPLAINTS

Mr. Paras J. Viramgama, Company Secretary, is the Compliance Officer for resolution of Shareholder's/ Investor's complaints. During the Financial Year ended March 31, 2015, 14 complaints were received from the shareholders during the year. All complaints have been resolved to the satisfaction of the shareholders and none of them were pending as on March 31, 2015:

Nature of Complaint	Received During the year	Resolved During the year	Pending at the end of the year
Non-Receipt of the Annual Report	1	1	NIL
Non-Receipt of Bonus share certificate	3	3	NIL
Non-Receipt of the split share certificate	10	10	NIL

The Company has sub divided one equity share of the face values of ₹ 10/- each into two equity shares of ₹ 5/- each and the new share certificate on split have been dispatched to the registered address of all the shareholder who were holding shares in the physical form in the month of September-2014. The RTA of the Company received many share certificates as undelivered from postal authority due to non-updation of their registered address in the folio. Such shareholders have been dispatched the undelivered share certificate on their new address on receipt of the complaints from them.

CSR (CORPORATE SOCIAL RESPONSIBILITY) COMMITTEE

Corporate Social Responsibility forms an integral part of the Company's business activities. Societal wellbeing and benefit enjoys a strategic and operational level focus as key indicators. The Company has formed CSR Committee as per requirement of Section 135 of the Companies Act, 2013.

The CSR Committee comprises of Mr. J J Chandra, Chairman and Managing Director as the Chairman and Mr. Hakubhai Lalakiya and Mr. Hasmukhbhai Adhvaryoo as members of the Committee.

Mr. Paras J. Viramgama, Company Secretary and Compliance Officer is the Secretary to the Committee.

Meetings & Attendance

The CSR Committee met three times during the year:

Date of Meeting	Total No. of Members	No. of Members Present
August 04, 2014	3	3
November 01, 2014	3	3
January 19, 2015	3	3

The role of Corporate Social Responsibility Committee is as follows:

- formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- recommending the amount of expenditure to be incurred on CSR activities of the Company;
- reviewing the performance of the Company in area of CSR;
- providing external and independent oversight and guidance on the environmental and social impact of how the Company conducts its business;
- monitoring CSR Policy of the Company from time to time;
- monitoring the implementation of the CSR projects or programs or activities undertaken by the Company;

The report on CSR activities done during the year has been included as an annexure to the Directors report.

SUBSIDIARY COMPANY

The Company does not have any subsidiary Company.

RISK MANAGEMENT

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization. The Audit Committee with Board of Directors has framed the Risk Management Policy. The implementation and monitoring of the same is being reviewed periodically by the Board.

MEANS OF COMMUNICATIONS

Publication of quarterly financial results:

Quarterly, half-yearly, nine-monthly and annual financial results of the Company were published in leading English and vernacular newspaper like Economic Times, Financial Express, Business Standard etc.

Website and News Releases:

A separate section under 'Investors' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, stock quotes, Annual Report, Quarterly, Half-yearly and Annual financial results along with the applicable policies of the Company. The Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.

Stock Exchange:

Your Company makes timely disclosures of necessary information to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) in terms of the Listing Agreement(s) and other Rules and Regulations issued by SEBI.

NEAPS (NSE Electronic Application Processing System):

NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are also filed electronically through NEAPS.

BSE Corporate Compliance & Listing Centre:

BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements are also filed electronically on the Listing Centre.

RELATED PARTY TRANSACTIONS (RPTs)

Your Company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 in its ordinary course of business at arms' length prices. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Clause 49 of the Listing Agreement. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality of RPTs which is uploaded on the website of the Company.

The Company has a robust process for RPTs and the transactions with Related Parties are referred to the Audit Committee for its prior approval at the scheduled quarterly meetings or as may be called upon from time to time along with all relevant and stipulated information of such transaction(s).

During the financial year ended March 31, 2015, there are no transactions with related parties which qualify as a material transaction in terms of the applicable provisions of Clause 49 of the Listing Agreement. The details of the RPTs are set out in the Notes to Financial Statements forming part of this Annual Report.

DISCLOSURES**Related Party Transactions**

The policy on Related Party Transactions is hosted on the website of the Company.

Disclosure of Accounting Treatment

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards.

Remuneration to Directors

Non-Executive Directors including Independent Directors are paid fixed sitting fees for attending Board and Committee meetings, as approved by the Board of Directors within statutory limits. No remuneration by way of salary or perquisites or commission or stock option except dividend paid to any of the Non-Executive Directors during the financial year 2014-15.

The Executive Directors are paid remuneration as approved by the Board and Shareholders of the Company.

The complete details of the remuneration paid to the Directors have been included in the extract of the Annual Report in this Annual Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report comprising of all information as prescribed under Clause 49 (VIII)(D) of the Listing Agreement is attached as Annexure to the Directors' Report.

Disclosures have been made by the Senior Management relating to all material, financial and commercial transactions with personal interests, if any. Based on the declarations made, no transaction was in conflict with the interest of the Company.

Code Of Conduct

Your Company has adopted a Code of Conduct for members of the Board and the Senior Management and Code of Conduct for Independent Directors. The same have been posted on the website. The Codes aim at ensuring consistent standards of conduct and ethical business practices across the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2015. The declaration to this effect signed by Mr. J J Chandra, Chairman and Managing Director of the Company forms part of the report.

Shareholders

The details relating to appointment and re-appointment of Directors as required under Clause 49(VIII)(E) of the Listing Agreement is provided in the Notice of the Annual general Meeting.

Report on Corporate Governance

Vigil Mechanism/ Whistle Blower Policy

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website.

Compliance with Capital Market Regulations

The Company has complied with all the requirements of regulatory authorities and no penalties or strictures were imposed on the Company by stock exchanges or SEBI or any other statutory authority on any matter related to capital market during the last three years.

In compliance with SEBI's regulation on prevention of insider trading, the Company has instituted a comprehensive insider trading code for its management and designated executives, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. No violations have been reported during the year.

Compliance with non-mandatory requirements of clause 49 of the listing agreement

In addition to mandatory requirements of the listing agreement, your Company has also complied with following non-mandatory requirements of the listing agreement:

Audit qualifications:

During the year under review, there was no audit qualification on the Company's financial statements.

Reporting of Internal Auditor:

The Head – Internal Audit reports to CFO and Chairman and Managing Director and he has direct access to the Audit Committee and he participates in the meetings of the Audit Committee of the Board of Directors of the Company and presents his internal audit observations to the Audi Committee.

GENERAL SHAREHOLDER INFORMATION:

ANNUAL GENERAL MEETING:

Date	: Monday, August 31, 2015
Time	: 11:00am
Venue	: Registered Office of the Company 8B National Highway, Near Microwave Tower, Shapar (Veraval), Dist. Rajkot, Gujarat, INDIA 360024

DATE OF BOOK CLOSURE:

From	: Tuesday, August 25, 2015
To	: Monday, August 31, 2015

DIVIDEND PAYMENT DATE:

Interim Dividend for FY 2014-15	
Declared by the Board of Directors	: Saturday, November 1, 2014
Paid on	: Thursday, November 20, 2014
Final Dividend for FY 2014-15	
Recommended by the Board of Directors	: Saturday, May 9, 2015
Subject to declaration in AGM on	: Monday, August 31, 2015
Will be paid by	: Wednesday, September 30, 2015
FINANCIAL YEAR:	: From April 1 to March 31

LISTING DETAILS:

(i)BSE Limited, Mumbai	: BSE Scrip Code: 531795
(ii)National Stock Exchange of India Limited, Mumbai	: NSE Scrip Symbol: ATULAUTO
The Company has paid listing fees of both the stock exchanges for FY 2015-16.	

ISIN

Old ISIN for equity share of ₹ 10/- each	: INE951D01010
New ISIN for equity share of ₹ 5/- each (Effective from 12th September, 2015)	: INE951D01028

MARKET PRICE DATA:

The monthly high and low prices and volumes of the Company's shares at BSE and NSE for the financial year ended March 31, 2015 are as under:

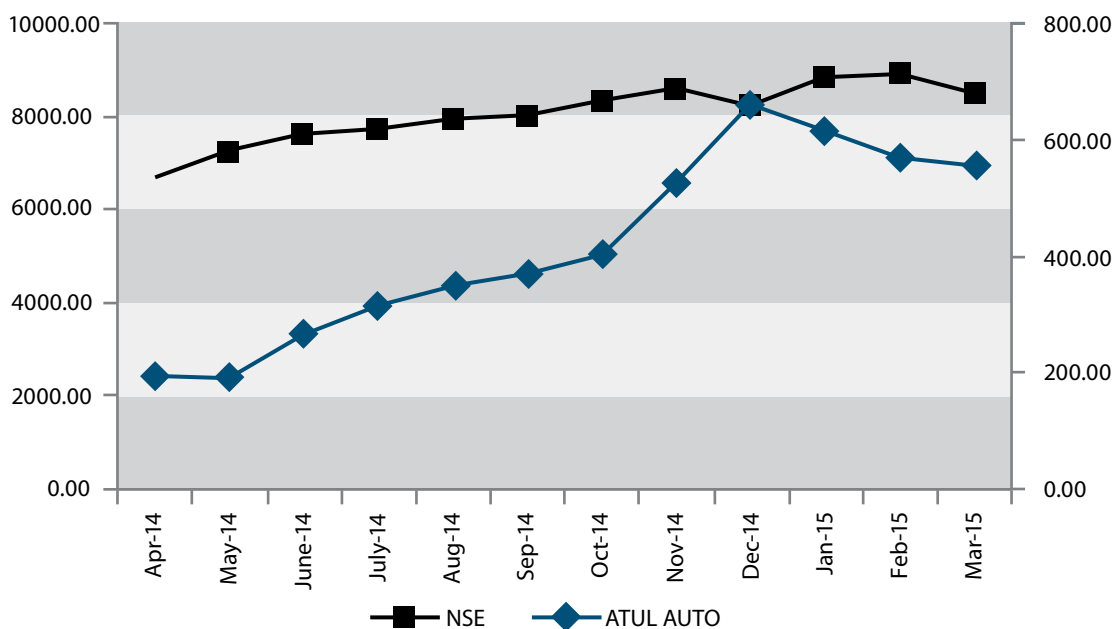
Month	BSE			NSE		
	High ₹	Low ₹	Volume (No. of shares)	High ₹	Low ₹	Volume (No. of shares)
Apr-14	411.80	340.00	185,890	409.00	337.00	748,011
May-14	400.00	364.00	126,900	400.05	361.00	366,555
Jun-14	547.50	382.70	177,822	548.45	384.95	491,611
Jul-14	674.50	483.00	216,841	674.00	480.55	475,810
Aug-14	739.15	609.00	854,671	738.35	607.30	1,316,757
Sep-14	834.80	330.00	505,298	834.70	656.00	1,731,209
Oct-14	408.00	329.85	419,462	409.00	328.35	1,088,846
Nov-14	555.00	375.05	2,049,941	554.40	375.00	5,500,326
Dec-14	687.40	522.25	3,697,795	688.00	526.55	10,780,929
Jan-15	722.00	578.85	1,280,947	721.80	550.10	4,858,455
Feb-15	627.30	535.45	580,932	628.00	536.15	1,845,722
Mar-15	615.00	532.50	451,887	615.00	535.50	1,914,766

* The shares of face value of ₹ 10/- each has been sub-divided into two shares of face value of ₹ 5/- each in the month of September 2014. The ex-date for the same was September 12, 2014.

Source: BSE and NSE website

PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES

The Chart below shows the comparison of your Company's share price movement on NSE vis-à-vis the movement of the NSE Nifty for the financial year ended March 31, 2015 (based on month end closing):



* The above graph demonstrates the market prices of the scrip adjusted to current face value of ₹ 5.00 per share for the purpose of graphical comparison.

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SHARE TRANSFER SYSTEM

The share transfer activities in respect of the shares in physical mode are carried out by the Company's Registrar and Transfer Agent (RTA). The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, etc., as mentioned in Clause 49 (VIII)(E)(5) of the Listing Agreement to the designated officials of the Company. The transactions in respect of issue of duplicate share certificates, split, rematerialisation, consolidation and renewal of share certificates are approved by the designated officials of the Company and reviewed by the Stakeholders' Relationship Committee. The same is placed before the Board of Directors from time to time for their review.

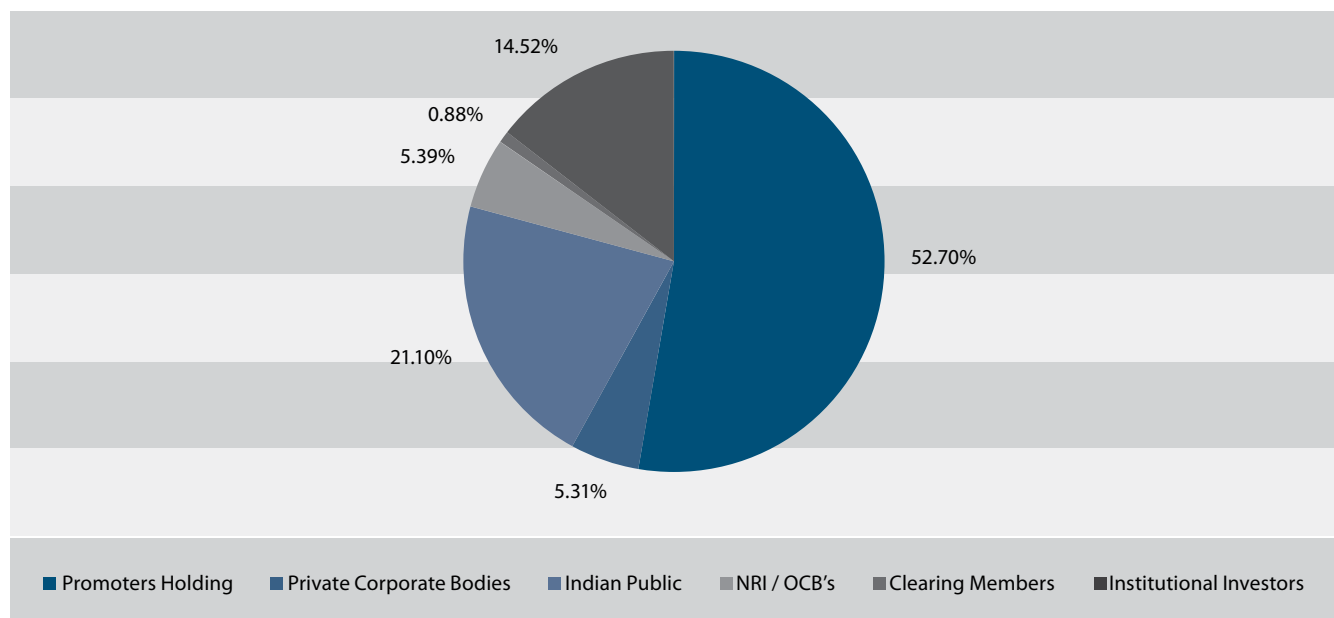
The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Clause 47 (c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

DISTRIBUTION OF SHAREHOLDING

Distribution of shareholding of shares of the Company as on March 31, 2015 is as follows:

Shares of Nominal Value		Shareholders		Shareholding	
From	To	No. of holders	% of holders	Total Amount ₹	% of Amount
-	5000	13,873	93.97%	8,263,660	7.53%
5001	10000	402	2.72%	2,933,035	2.67%
10001	20000	209	1.42%	3,034,105	2.77%
20001	30000	77	0.52%	1,861,740	1.70%
30001	40000	41	0.28%	1,490,065	1.36%
40001	50000	25	0.17%	1,161,995	1.06%
50001	100000	53	0.36%	3,566,400	3.25%
100001	ABOVE	84	0.57%	87,405,000	79.66%
		14,764	100.00%	109,716,000	100.00%

CATEGORY-WISE SHAREHOLDING PATTERN AS ON MARCH 31, 2015



DEMATERIALIZATION AND LIQUIDITY

The break-up of shares in physical and dematerialized form as on March 31, 2015 are as under:

	No. of shares	% of shares
Physical Mode	940,944	4.29%
NSDL Holding	17,260,074	78.66%
CDSL Holding	3,742,182	17.05%
Total	21,943,200	100.00%

The shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialisation form.

The shareholders holding shares in physical form are requested to dematerialize their shares at the earliest and avail various benefits of dealing in securities in electronic/ dematerialized form. For any clarification, assistance or information, please contact the Registrar and Transfer Agent of the Company.

INVESTOR COMMUNICATION DETAILS

For any queries related to the shares of the Company, correspondence may please be addressed to the Company's Registrars & Share Transfer Agent:

Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Ind. Premises,
1st Floor, 44-E, M Vasanti Marg,
Safed Pool, Andheri-Kurla Road,
Andheri (East), Mumbai-400072
Phone : 022-2851 5606/5644
E-Mail : info@sharexindia.com, sharexindia@vsnl.com
Web : www.sharexindia.com

For the benefit of shareholders, documents will continue to be accepted at the following Registered Office of the Company:

Atul Auto Limited

8B National Highway, Near Microwave Tower,
Shapar (Veraval), Dist. Rajkot
Gujarat, INDIA 360024
Phone : 02827 666000
E-Mail : investorrelations@atulauto.co.in
Web : www.atulauto.co.in

Designated Email Address for Investor Services

In terms of Clause 47 (f) of the Listing Agreement, the designated email address for investor complaints is investorrelations@atulauto.co.in

PLANT LOCATION:

Plant: I : Shapar Plant
8B National Highway,
Near Microwave Tower,
Shapar (Veraval), Dist. Rajkot
Gujarat, INDIA 360024

Upcoming Plant : II : Ahmedabad Plant
Rajkot-Ahmedabad Highway,
Near Super Gas Plant,
Village Bhayla, Taluko Bavla, Dist. Ahmedabad
Gujarat, INDIA 382220

ANNEXURE TO REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2015.

Place: Shapar (Dist. Rajkot) Date: 9th May, 2015	J J Chandra Chairman and Managing Director	M J Patel Whole-time Director & CFO
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CEO/CFO CERTIFICATE UNDER CLAUSE 49 (IX) OF THE LISTING AGREEMENT

To,
The Board of Directors,
Atul Auto Limited,
Shapar (Veraval), Dist. Rajkot

We, Mr. J J Chandra, Chairman and Managing Director and Mr. M J Patel, Whole-time Director and CFO of the Company hereby certify that –

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the step we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee that:

1. there are no significant changes in internal control over financial reporting during the year;
2. there are no significant changes in accounting policies during the year and
3. there are no instances of significant fraud of which we have become aware.

Place: Shapar (Dist. Rajkot) Date: 9th May, 2015	J J Chandra Chairman and Managing Director	M J Patel Whole-time Director & CFO
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AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by Atul Auto Limited ('the Company'), for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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 and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For Maharishi & Co.
Chartered Accountants
Firm's Registration No: 124872W

Place : Shapar (Dist. Rajkot)
Date : 9th May, 2015

Prashant Maharishi
Partner
M. No: 41452