



Atul Limited

Corporate identity number (CIN): L99999GJ1975PLC002859

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

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Contact person: Lalit Patni, Company Secretary and Chief Compliance Officer

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF EQUITY SHAREHOLDERS | BENEFICIAL OWNERS OF EQUITY SHARES OF ATUL LIMITED ("COMPANY") FOR BUY-BACK OF EQUITY SHARES FOR AN AMOUNT NOT EXCEEDING ₹ 70,00,00,000/- (RUPEES SEVENTY CRORES ONLY) FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made in accordance with the provisions of Regulation 16(iv)(b) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buy-back Regulations") and contains the disclosures as specified in Schedule IV read with Schedule I of the Buy-back Regulations.

OFFER FOR BUY-BACK OF FULLY PAID UP EQUITY SHARES OF FACE VALUE ₹10/- EACH FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM.

01. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of Atul Limited (hereinafter referred to as the "Board"), at its meeting held on March 25, 2022 ("Board Meeting") has, pursuant to the provisions of Article 61 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 ("Act") and applicable rules made thereunder and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buy-back Regulations") and subject to such other approvals, permissions and sanctions as may be necessary, approved the Buy-back of fully paid up equity shares having face value of ₹10/- each ("Equity Share(s)") by the Company from open market through stock exchanges (i.e. through National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")), together "Stock Exchanges" prescribed under the Buy-back Regulations and the Act, for an amount not exceeding ₹70,00,00,000/- (Rupees seventy crores only) ("Maximum Buy-back Size") excluding transaction costs viz. brokerage, advisors' fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as tax on distributed income on buy-back, securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses, etc. ("Transaction Costs") at a price not exceeding ₹11,000/- (Rupees eleven thousand only) per Equity Share ("Maximum Buy-back Price") payable in cash which represents 2.16% and 2.10% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements for the financial year ended on March 31, 2021, respectively from the equity shareholders | beneficial owners of the Equity Shares of the Company other than the promoters, members of promoter group and persons in control of the Company ("Buy-back").

1.2. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up equity share capital of the Company as provided under Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") during the Buy-back period and upon completion thereof.

1.3. The Buy-back will be implemented by the Company from its free reserves (including securities premium account) and/or such other sources as permitted in accordance with Regulation 4(ix) and in accordance with Regulation 4(iv)(b)(ii) read with Regulation 16 of the Buy-back Regulations from the open market through the stock exchange mechanism using the electronic trading facility provided by the Stock Exchanges and by using the order matching mechanism except "all or none" order matching system as provided under the Buy-back Regulations.

1.4. The Maximum Buy-back Size of ₹70,00,00,000/- (Rupees seventy crores only) excluding Transaction Costs represents 2.16% and 2.10% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements for the financial year ended on March 31, 2021, respectively. Since the Maximum Buy-back Size is not more than 10% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company, the approval of shareholders of the Company is not required in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buy-back Regulations.

1.5. The Buy-back from non-resident members, Overseas Corporate Bodies ("OCBs") and Foreign Portfolio Investors ("FPIs"), and members of foreign nationality, if any, etc., is subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident members.

1.6. A copy of this Public Announcement will be available on the websites of SEBI (www.sebi.gov.in) as well as on the website of the Company (www.atul.co.in) and website of the stock exchanges (www.nseindia.com and www.bseindia.com).

02. NECESSITY OF THE BUY-BACK

The Buy-back is being undertaken by the Company to return surplus funds to the equity shareholders of the Company. Additionally, the Company believes that the Buy-back will improve earnings per share by reduction in the equity base, thereby leading to long-term increase in the value of shareholders.

03. MAXIMUM AND MINIMUM BUY-BACK SIZE AND MAXIMUM AND MINIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

3.1. The maximum amount to be utilised under the Buy-back will not exceed ₹70,00,00,000/- (Rupees seventy crores only) excluding Transaction Costs which represents 2.16% and 2.10% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements for the financial year ended on March 31, 2021, respectively.

3.2. At the Maximum Buy-back Size and the Maximum Buy-back Price, the indicative maximum number of Equity Shares to be bought back under the Buy-back will be 63,636 Equity Shares ("Maximum Buy-back Shares") which represent 0.22% of the total number of outstanding Equity Shares of the Company. If the Equity Shares are bought back at a price below the Maximum Buy-back Price, the actual number of Equity Shares bought back might exceed the indicative Maximum Buy-back Shares (assuming full deployment of the Maximum Buy-back Size) but will always be subject to the Maximum Buy-back Size. The actual number of Equity Shares bought back under the Buy-back will depend upon the actual price (excluding the Transaction Costs) paid for the Equity Shares bought back and the aggregate consideration paid in the Buy-back, subject to the Maximum Buy-back Size. Further, the number of Equity Shares bought back under the Buy-back will not exceed 25% of the total number of Equity Shares of the Company.

3.3. Further, in accordance with Regulation 15 of the Buy-back Regulations, the Company shall utilise at least 50% of the amount earmarked as the Maximum Buy-back Size for the Buy-back, i.e. ₹35,00,00,000/- (Rupees thirty five crores only) ("Minimum Buy-back Size") and based on the Minimum Buy-back Size and the Maximum Buy-back Price, the Company will purchase indicative minimum of 31,818 Equity Shares ("Minimum Buy-back Shares") in the Buy-back, which represents 0.11% of the total number of outstanding Equity Shares of the Company.

04. MAXIMUM BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

4.1. The Maximum Buy-back Price is ₹11,000/- (Rupees eleven thousand only) per Equity Share. The Maximum Buy-back Price has been arrived at after considering various factors, including but not limited to, the volume weighted average market price of the Equity Shares of the Company on Stock Exchanges during three months and two weeks preceding the date of the Board Meeting, closing market price on the day before the Board Meeting and the potential impact on the net worth and earnings per share of the Company.

4.2. The Maximum Buy-back Price of ₹11,000/- (Rupees eleven thousand only) per Equity Share represents: i) a premium of 15.60% over the volume weighted average market price of the Equity Shares on NSE (the Stock Exchange where the maximum volume of trading in the Equity Shares is recorded) for three months preceding the date of the Board Meeting which was ₹9,515.56 and ii) a premium of 13.49% over the volume weighted average market price of the Equity Shares on NSE (the Stock Exchange where the maximum volume of trading in the Equity Shares is recorded) for two weeks preceding the date of the Board Meeting which was ₹9,692.70. The closing market price of the Equity Shares as on the day before the Board Meeting was ₹10,112.10 on BSE and ₹10,117.80 on NSE.

4.3. The Buy-back is proposed to be completed within a maximum period of six months from the date of opening of the Buy-back. Subject to the Maximum Buy-back Price of ₹11,000/- (Rupees eleven thousand only) per Equity Share for the Buy-back and maximum validity period of six months from the date of opening of the Buy-back and achievement of the Minimum Buy-back Size, the actual time frame and the price for the Buy-back will be determined by the Board and/or authorised representatives of the Board or any committee thereof, at their discretion, in accordance with the Buy-back Regulations.

05. DETAILS OF SHAREHOLDING OF THE PROMOTERS AND PROMOTER GROUP AND OTHER DETAILS

5.1. The aggregate shareholding of the promoters and promoter group of the Company and the persons in control of the Company ("Promoters and Promoter Group") as on the date of the Board Meeting i.e., March 25, 2022 is given below:

Sr. No.	Name of person	No. of Equity Shares held in the Company	% of existing equity share capital
01.	Aagam Holdings Private Limited	66,54,000	22.49
02.	Arvind Farms Private Limited	27,96,208	9.45
03.	Aagam Agencies Private Limited (formerly known as Adhigam Investments Private Limited)	11,95,000	4.04
04.	Aayojan Resources Private Limited	6,14,460	2.08
05.	Akshita Holdings Private Limited	4,64,400	1.57
06.	Adhinami Investments Private Limited	4,55,350	1.54
07.	Anusandhan Investments Limited	2,35,000	0.79
08.	Samvegghai Arvindbhai Lalbhai	2,02,377	0.68
09.	Saumya Samvegghai Lalbhai	1,74,070	0.59
10.	Samvegghai Arvindbhai (On behalf of Samvegghai Arvindbhai Lalbhai HUF)	1,14,943	0.39
11.	Sunil Siddharth Lalbhai	91,772	0.31
12.	Vimla S Lalbhai*	65,982	0.22
13.	Swati S Lalbhai	63,500	0.22
14.	Tara S Lalbhai	50,027	0.17
15.	Anamikaben Samvegghai Lalbhai	47,199	0.16
16.	Sunil Siddharth Lalbhai (On behalf of Sunil Siddharth HUF)	31,544	0.11
17.	Astha Lalbhai	20,500	0.07
18.	Hansa Niranjanbhai (On behalf of Manini Niranjan Trust and BOI)	5,999	0.02
19.	Nishtha Sunilbhai Lalbhai	5,500	0.02
20.	Sanjaybhai Shrenikbhai Lalbhai (On behalf of Arvindbhai Lalbhai Family Trust)	3,653	0.01
21.	Swati Siddharth Lalbhai (On behalf of Sunil Lalbhai Employees Trust 1)	2,000	0.01
22.	Lalbhai Dalpatbhai HUF	1,169	0.00
23.	Sunil Siddharth Lalbhai (On behalf of Vimla Siddharth Family Trust)	1,070	0.00
24.	Sheth Narottambhai Lalbhai (on behalf of Sheth Narottambhai Lalbhai HUF)	495	0.00
	Total shareholding	1,32,96,218	44.94

*Out of 65,982 shares, Vimla S Lalbhai holds 35,620 shares as trustee of Siddharth Family Trust (PAN: AAAA54739D) and 4,612 share as trustee of Vimla Siddharth Trust (PAN: AAATV0622P).

5.2. The aggregate shareholding of the Directors of corporate promoter of the Company, other than covered in paragraph 5.1 above, as on the date of the Board Meeting i.e., March 25, 2022 is given below:

Sr. No.	Name of person	No. of Equity Shares held in the Company	% of existing equity share capital
1	Vishnoi Dadhich Singh Rana	950	0.00
2	Ghanshyam Ranchhoddas Parekh	0	0.00
3	Arvindbhai Dhirubhai Patel	0	0.00
	Total shareholding	950	0.00

5.3. The aggregate number of Equity Shares purchased or sold by persons mentioned in paragraph 5.1 and 5.2 above during a period of 12 months preceding the date of the Board Meeting, being March 25, 2022, is as follows:

Name of shareholder	Aggregate no. of Equity Shares purchased/sold	Nature of transaction	Maximum price (₹)*	Date of maximum price	Minimum price (₹)*	Date of minimum price
Sunil Siddharth Lalbhai (On behalf of Vimla Siddharth Family Trust)	100	Market Purchase	8,850.00	June 11, 2021	8,848.85	June 11, 2021
	100	Market Purchase	9,000.00	November 04, 2021	9,000.00	November 04, 2021
	270	Market Purchase	9,080.00	December 09, 2021	9,078.20	December 09, 2021
	500	Market Purchase	9,000.00	December 10, 2021	8,900.00	December 10, 2021
	100	Market Purchase	8,365.00	December 20, 2021	8,352.45	December 20, 2021

Aagam Agencies Private Limited (formerly known as Adhigam Investments Private Limited)	100	Market Purchase	9,100.00	August 10, 2021	9,100.00	August 10, 2021
	46	Market Purchase	8,869.10	August 11, 2021	8,869.00	August 11, 2021
	100	Market Purchase	9,480.00	September 22, 2021	9,464.90	September 22, 2021
	200	Market Purchase	9,360.00	September 28, 2021	9,350.00	September 28, 2021
	100	Market Purchase	8,990.00	November 02, 2021	8,990.00	November 02, 2021
	50	Market Purchase	8,900.00	November 09, 2021	8,900.00	November 09, 2021
	50	Market Purchase	8,743.45	November 12, 2021	8,742.45	November 12, 2021
	100	Market Purchase	8,450.00	November 22, 2021	8,499.50	November 22, 2021
	Swati Siddharth Lalbhai (On behalf of Sunil Lalbhai Employees Trust 1)	2,000	Inter-se Transfer	Nil*	December 10, 2021	Nil*

*This price indicates the price at which the trade was executed, exclusive of taxes and transaction charges.

*The inter-se transfer from Sunil Lalbhai Employees Trust to Swati Siddharth Lalbhai (On behalf of Sunil Lalbhai Employees Trust 1) on account of expiry of term of Sunil Lalbhai Employees Trust hence there was no consideration involved.

5.4. Except as disclosed above, the Promoters and Promoter Group have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last twelve months prior to the date of the Board Meeting.

06. NON-PARTICIPATION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY IN THE BUY-BACK

6.1. In accordance with Regulation 16(ii) of the Buy-back Regulations, the Buy-back of Equity Shares shall not be made by the Company from the Promoters and Promoter Group of the Company.

6.2. Further, in accordance with the Regulation 24(i)(e) of the Buy-back Regulations, the promoters or their associates shall not deal in the Equity Shares or other specified securities of the Company in the stock exchange or off-market, including inter-se transfer of shares, during the period from the date of Board Meeting till the closing of the Buy-back.

07. NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

08. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company has, at its meeting held on March 25, 2022, confirmed that they have made full enquiry into the affairs and prospects of the Company and that they have formed an opinion-

a) that immediately following the date of the Board Meeting i.e., March 25, 2022 at which the Buy-back of the Equity Shares of the Company is approved, there will be no grounds on which the Company will be found unable to pay its debts;

b) that as regards the prospects of the Company for the year immediately following the date of the Board Meeting held on March 25, 2022 and having regard to the intentions of the Board with respect to the management of the business of the Company during that year and to the amount and character of the financial resources, which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting held on March 25, 2022;

c) that the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

09. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY AUDITORS

The text of the report dated March 25, 2022 received from Deloitte Haskins & Sells LLP (firm registration number -117366W/W-100018) the Statutory Auditors of the Company and the annexed statement of computation of permissible capital payments for the proposed Buy-back of Equity Shares of the Company, addressed to the Board of Directors of the Company are reproduced below:

Quote

To,
The Board of Directors,
Atul Limited
Valsad
Gujarat, India

Dear Sirs / Madam,

Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by Atul Limited (the "Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the Buy-back Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated March 17, 2022.

2. The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its Meeting held on March 25, 2022, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buyback Regulations.

3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment as at March 31, 2021 (Annexure A)" (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initialled for the purposes of identification only.

Management's Responsibility

4. The preparation of the Statement in compliance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations and compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

In the absence of any definition or guideline for "Insolvent" in the Buyback Regulations, the Company has considered a situation for not being able to continue as going concern (as mentioned in Standard on Auditing 570 (Revised) issued by the Institute of Chartered Accountants of India) for a period of one year from March 25, 2022 as "Insolvent".

Auditor's Responsibility

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that:

i. we have inquired into the state of affairs of the Company in relation to the annual audited standalone and consolidated financial statements as at March 31, 2021;

ii. the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the annual audited standalone and consolidated financial statements as at March 31, 2021; in accordance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and

iii. the Board of Directors of the Company, at their Meeting held on March 25, 2022 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date where at the proposed buyback is approved.

6. The annual standalone and consolidated financial statements referred to in paragraph 5 above, have been audited by us, on which we have issued an unmodified audit opinion in our report dated April 30, 2021. We conducted our audit of the annual standalone and consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.

Opinion

9. Based on inquiries conducted and our examination as above, we report that:

i. We have inquired into the state of affairs of the Company in relation to its annual audited standalone and consolidated financial statements as at and for the year ended March 31, 2021, which have been approved by the Board of Directors of the Company on April 30, 2021.

ii. The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations.

iii. The Board of Directors of the Company, at their meeting held on March 25, 2022 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of passing of the Board Resolution dated March 25, 2022.

Restriction on Use

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buyback to be filed with (a) the Registrar of Companies, the Securities and Exchange Board of India, stock exchanges, and any other regulatory authority as per applicable law, (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (c) can be shared with the Merchant Bankers in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Sd/-
Ketan Vora
Partner
(Membership No. 100459)
UDIN: 22100459AFPBLF2972

Place: Mumbai
Date: March 25, 2022

Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 ("the Act") and the proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (buy-back of securities) Regulations, 2018, as amended, based on annual audited Standalone and Consolidated Financial Statements as at and for the year ended March 31, 2021.

Particulars		Standalone (₹ cr)	Consolidated (₹ cr)
Paid up Equity Share Capital as on March 31, 2021	(A)	29.59	29.59
2,95,87,051 equity shares of ₹10 each, fully paid			
Free Reserves as on March 31, 2021			
(i) General reserve		68.72	70.99
(ii) Retained earnings as per Financial Statement		3,143.28	3,230.80
Less: Net unrealised gain / loss		(3.91)	(1.83)
Retained earnings		3,139.37	3,228.97
Total Free Reserves	(B)	3,208.09	3,299.96
Total	C = (A+B)	3,237.68	3,329.55
Maximum amount permissible towards buy back of equity shares in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 read with proviso to Regulation 5(i) (b) of the buy-back Regulations (10% of paid up equity capital and free reserves).	C*10%	323.77	332.95

Note: The amount of paid up equity share capital and free reserves as at March 31, 2021 have been extracted from the annual audited Standalone and Consolidated Financial Statements of the Company as at and for the year ended March 31, 2021.

For and on behalf of Board of Directors of Atul Limited

Sunil S Lalbhai
Chairman and Managing Director
March 25, 2022

Unquote

10. DATE OF BOARD APPROVAL FOR THE BUY-BACK

The Board of Directors of the Company has, at its meeting held on March 25, 2022, approved the Buy-back. Since the Maximum Buy-back Size is not more than 10% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company, the approval of shareholders of the Company is not required in terms of the proviso to Section 68(2)(b) of the Act read with the proviso to Regulation 5(i)(b) of the Buy-back Regulations.

11. SOURCE OF FUNDS AND COST OF FINANCING THE BUY-BACK

The amount required by the Company for the Buy-back (including Transaction Costs) will be met out of the balances in free reserves, current surplus and/or cash and cash equivalents and/or internal accruals and/or liquid resources and/or such other permissible sources of funds of the Company, as per the Act and the Buy-back Regulations.

12. PROPOSED TIMETABLE FOR THE BUY-BACK

Activity	Date
Date of approval of Board of Directors	Friday, March 25, 2022
Date of publication of Public Announcement	Tuesday, March 29, 2022
Date of opening of the Buy-back	Thursday, April 07, 2022
Acceptance of Equity Shares accepted in dematerialised form	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares certificates	The Equity Shares bought back in dematerialised form will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and the bye-laws framed thereunder and within the timeline prescribed under the Buy-back Regulations.
Last date for the completion of the Buy-back	Earlier of: a. Tuesday, October 04, 2022 (i.e., within six months from the date of the opening of the Buy-back); or b. when the Company completes the Buy-back by deploying the amount equivalent to the Maximum Buy-back Size; or c. at such earlier date as may be determined by the Board or its duly authorised Buy-back Committee, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buy-back Size (even if the Maximum Buy-back Size has not been reached or the Maximum Buy-back Shares have not been bought back), however, that all payment obligations relating to the Equity Shares bought back must be completed before the last date for the Buy-back.

13. PROCESS AND METHODOLOGY FOR THE BUY-BACK

13.1. The Buy-back is open to all shareholders | beneficial owners holding

Gujarat, Dadra & Nagar Haveli. The name of the Company was further changed to "Atul Limited" ("ATUL") pursuant to fresh certificate of incorporation consequent upon change of name dated July 22, 1996 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli at Ahmedabad. The CIN of the Company is L99999GJ1975PLC002859.

- 15.2. The registered office of the Company is located at Atul House, G I Patel Marg, Ahmedabad 380 014, Gujarat, India and the manufacturing facilities of the Company are located at Ankleshwar, Atul and Panoli, Gujarat and Tarapur, Maharashtra, India.
- 15.3. Founded by Mr Kasturbhai Lalbhai on September 05, 1947, ATUL is one of the largest integrated chemical companies of India. The Company manufactures about 900 products (such as para-Cresol and derivatives, resorcinol and derivatives, vat dyes, sulphur dyes, herbicides, fungicides, tissue cultured date palms, active pharma ingredients and intermediates, epoxy resins, reactive diluents, etc) and 400 formulations and owns 140 brands. It serves a wide range of customers belonging to over 30 industries in around 90 countries and has established subsidiary companies in Brazil, China, Germany, Ireland, the UAE, the UK and the USA. The Company offers a wide range of products and applications used in Agriculture, Adhesives, Animal Feed, Automobile, Composites, Construction, Cosmetic, Defence, Dyestuff, Electrical and Electronics, Footwear, Food, Fragrance and Flavour, Glass, Home Care, Horticulture, Hospitality, Paint and Coatings, Paper, Personal Care, Pharmaceutical, Rubber, Soap and Detergent, Sport and Leisure, Textile, Tyre and Wind Energy industries.
- 15.4. The Equity Shares of the Company are listed and traded on NSE with Scrip symbol: ATUL and BSE with Scrip code: 500027 since May 06, 1998 and April 28, 1978, respectively. The ISIN of the Equity Shares of the Company is INE100A01010.

16. FINANCIAL INFORMATION ABOUT THE COMPANY

The financial information about the Company on the basis of unaudited limited review standalone financial results and unaudited limited review consolidated financial results for the nine months period ended December 31, 2021 and audited standalone financial statements and audited consolidated financial statements of the Company for the last three financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS is provided hereunder:

STANDALONE FINANCIAL INFORMATION (₹ crores)

Particulars	Financial year ended			
	Nine months ended December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
	(Unaudited)	(Audited)	(Audited)	(Audited)
Total income	3,661.11	3,616.06	3,983.27	3,947.17
Total expenses (excluding finance costs and depreciation and amortisation, tax and exceptional items)	2,939.83	2,666.11	3,061.32	3,179.62
Finance cost	1.15	1.97	2.35	3.66
Depreciation and amortisation expense	109.86	120.23	117.06	111.99
Exceptional items {expense / (income)}	0.00	0.00	0.00	0.00
Profit before tax	610.27	827.75	802.54	651.90
Tax expense	151.25	196.86	162.37	223.26
Profit after tax	459.02	630.89	640.17	428.64
Other comprehensive income (loss) net of tax	130.66	70.20	(66.80)	63.35
Total comprehensive income	589.68	701.09	573.37	491.99
Equity share capital	29.61	29.61	29.68	29.68
Other equity	NA	3,681.74	3,040.70	2,619.88
Net worth (excluding revaluation reserve)	NA	3,711.35	3,070.38	2,649.56
Non-current borrowings	NA	0.00	0.00	0.00
Current portion of long term borrowings	NA	0.00	0.00	0.00
Current borrowings	NA	0.00	0.00	0.00
Total debt *	NA	0.00	0.00	0.00

*total debt = current borrowings + non-current borrowings + current portion of long-term borrowings
The financial ratios of the Company as derived from the financial information about the Company on the basis of unaudited limited review standalone financial results for the nine months period ended December 31, 2021 and audited standalone financial statements of the Company for the last three financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS are set out below:

Particulars	Financial year ended			
	Nine months ended December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
	(Unaudited)	(Audited)	(Audited)	(Audited)
Earnings per share - basic (₹) ⁽¹⁾	155.14*	212.78	215.82	144.51
Earnings per share - diluted (₹) ⁽¹⁾	155.14*	212.78	215.82	144.51
Book value per share (₹) ⁽²⁾	NA	1,254.38	1,035.13	893.26
Return on net worth (%) ⁽³⁾	NA	17.00%	20.85%	16.18%
Debt-equity ratio ⁽⁴⁾	NA	Nil	Nil	Nil

Note: The formulae used for computation of the above ratios are as follows:
⁽¹⁾earnings per share = profit after tax ÷ weightage average number of Equity Shares outstanding during the year
⁽²⁾book value per share = (equity share capital + other equity) ÷ number of Equity Shares outstanding at the end of the year
⁽³⁾return on net worth = profit after tax ÷ net worth excluding revaluation reserve for the relevant period
⁽⁴⁾debt-equity ratio = total debt ÷ net worth excluding revaluation reserve
*not annualised

CONSOLIDATED FINANCIAL INFORMATION (₹ crores)

Particulars	Financial year ended			
	Nine months ended December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
	(Unaudited)	(Audited)	(Audited)	(Audited)
Total income	3,764.25	3,834.45	4,171.10	4,072.67
Total expenses (excluding finance costs and depreciation and amortisation, tax and exceptional items)	3,004.23	2,814.35	3,191.05	3,271.03
Finance cost	5.76	9.35	9.40	7.41
Depreciation and amortisation expense	132.64	136.32	130.21	118.91
Exceptional items {expense (income)}	0.00	0.00	0.00	0.00
Share of profit (loss) of associate	6.33	7.25	4.98	5.02
Profit before tax	627.95	881.68	845.42	680.34
Tax expense	159.77	221.66	174.51	244.32
Profit after tax	468.18	660.02	670.91	436.02
Other comprehensive income (loss), net of tax	131.51	76.04	(63.22)	60.42
Total comprehensive income	599.69	736.04	607.69	496.44
Equity share capital	29.61	29.61	29.68	29.68
Other equity	NA	3,796.91	3,125.22	2,676.03
Net worth (excluding revaluation reserve and non-controlling interest)	NA	3,826.52	3,154.90	2,705.71
Non-current borrowings	NA	98.21	86.58	43.14
Current portion of long-term borrowings	NA	24.95	11.50	2.21
Current borrowings	NA	3.51	10.39	9.32
Total debt*	NA	126.67	108.47	54.67

*total debt = current borrowings + non-current borrowings + current portion of long-term borrowings
The financial ratios of the Company as derived from the financial information about the Company on the basis of unaudited limited review consolidated financial results nine months period ended December 31, 2021 and audited consolidated financial statements of the Company for the last three financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS are set out below:

Particulars	Financial year ended			
	Nine months ended December 31, 2021	March 31, 2021	March 31, 2020	March 31, 2019
	(Unaudited)	(Audited)	(Audited)	(Audited)
Earnings per share - basic (₹) ⁽¹⁾	158.18*	221.17	224.69	145.72
Earnings per share - diluted (₹) ⁽¹⁾	158.18*	221.17	224.69	145.72
Book value per share (₹) ⁽²⁾	NA	1,293.31	1,063.63	912.19
Return on net worth (%) ⁽³⁾	NA	17.25%	21.27%	16.11%
Debt-equity ratio ⁽⁴⁾	NA	0.03	0.03	0.02

Note: The formulae used for computation of the above ratios are as follows:
⁽¹⁾earnings per share = profit after tax ÷ weightage average number of Equity Shares outstanding during the year
⁽²⁾book value per share = (equity share capital + other equity) ÷ number of Equity Shares outstanding at the end of the year
⁽³⁾return on net worth = profit after tax ÷ net worth excluding revaluation reserve for the relevant period
⁽⁴⁾debt-equity ratio = total debt ÷ net worth excluding revaluation reserve
*not annualised

17. DETAILS OF THE ESCROW ACCOUNT

17.1. In accordance with Regulation 20 of the Buy-back Regulations, the Company has appointed State Bank of India as the Escrow Agent for the Buy-back. The Company, the Manager to the Buy-back and the Escrow Agent have entered into an Escrow Agreement dated March 25, 2022 pursuant to which the Escrow Account in the name and style "Atul Limited – Buy-back – Escrow Account 2022" bearing account number 40876992817 has been opened with the Escrow Agent. The Manager has been empowered to

operate the Escrow Account in accordance with the Buy-back Regulations. The Company will deposit the applicable escrow amount in the form of bank guarantee issued in favor of the Manager to the Buy-back for an amount of ₹17,50,00,000/- (Rupees seventeen crores fifty lakhs only) being 25% of the Maximum Buy-back Size and a sum of ₹1,75,00,000 (Rupees one crore seventy five lakhs only) in cash in above Escrow Account, being 2.5% of the Maximum Buy-Back Size ("Escrow Amount") before opening of the Buy-back in accordance with the Buy-back Regulations.

- 17.2. If the Company is not able to complete the Buy-back equivalent to the Minimum Buy-back Size, except for the reasons mentioned in the Buy-back Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buy-back Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by the SEBI in accordance with the Buy-back Regulations.
- 17.3. The amount lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buy-back Regulations

18. LISTING DETAILS AND STOCK MARKET DATA

- 18.1. The Equity Shares of the Company are listed and traded on NSE with Scrip Symbol: ATUL and BSE with Scrip Code: 500027. The ISIN of the Equity Shares of the Company is INE100A01010.
- 18.2. The high, low, average market prices and total volume of Equity Shares traded in the last three financial years (April to March) and the monthly high, low, average market prices and total volume of Equity Shares traded for the six completed calendar months preceding the date of publication of Public Announcement and the corresponding volumes on BSE and NSE are as follows:

BSE (Scrip Code: 500027)

Period	High			Low			Average price (₹)	Total volume traded in the period (No. of shares)
	High price (₹)	Date of high price	No. of shares traded on that date	Low price (₹)	Date of low price	No. of shares traded on that date		
PRECEDING 3 YEARS								
FY 2020-21	7,234.30	March 25, 2021	1,439	3,750.00	April 03, 2020	547	5,704.75	7,44,662
FY 2019-20	5,447.25	March 03, 2020	9,850	3,256.60	March 19, 2020	7,432	4,029.89	6,12,630
FY 2018-19	3,633.25	January 21, 2019	7,079	2,600.00	July 02, 2018	682	3,122.50	7,69,676
PRECEDING 6 MONTHS								
February, 2022	9,852.10	February 02, 2022	1,220	8,627.90	February 24, 2022	3,942	9,361.13	36,046
January, 2022	10,859.00	January 18, 2022	1,836	8,966.80	January 03, 2022	877	9,709.73	1,79,768
December, 2021	9,121.75	December 09, 2021	1,091	8,302.30	December 20, 2021	1,503	8,787.72	45,807
November, 2021	9,292.00	November 01, 2021	4,449	8,166.30	November 29, 2021	2,847	8,738.56	38,558
October, 2021	10,975.40	October 11, 2021	2,470	8,869.80	October 29, 2021	9,850	10,022.23	51,159
September, 2021	9,998.00	September 15, 2021	1,320	9,003.50	September 09, 2021	267	9,452.13	2,50,845

Source: www.bseindia.com
Note: High and low price for the period are based on intraday prices and average price is based on average of closing price.

NSE (Scrip Symbol:ATUL)

Period	High			Low			Average price (₹)	Total volume traded in the period (No. of shares)
	High price (₹)	Date of high price	No. of shares traded on that date	Low price (₹)	Date of low price	No. of shares traded on that date		
PRECEDING 3 YEARS								
FY 2020-21	7,245.00	March 25, 2021	40,117	3,750.00	April 03, 2020	9,201	5,705.41	94,25,228
FY 2019-20	5,445.00	March 03, 2020	64,489	2,923.20	March 25, 2020	30,204	4,030.07	53,83,019
FY 2018-19	3,658.95	March 29, 2019	17,995	2,600.75	June 28, 2018	3,024	3,124.28	42,44,831
PRECEDING 6 MONTHS								
February, 2022	9,899.95	February 02, 2022	28,918	8,622.05	February 24, 2022	41,944	9,359.34	5,81,667
January, 2022	10,856.80	January 18, 2022	55,381	8,964.05	January 03, 2022	11,459	9,714.97	11,17,734
December, 2021	9,124.70	December 09, 2021	69,401	8,313.45	December 20, 2021	89,945	8,784.29	6,17,929
November, 2021	9,300.00	November 01, 2021	37,621	8,162.60	November 29, 2021	39,155	8,740.36	7,23,504
October, 2021	10,969.00	October 11, 2021	25,161	8,860.95	October 29, 2021	1,15,013	10,021.24	8,25,284
September, 2021	9,999.00	September 15, 2021	19,705	9,150.00	September 01, 2021	40,960	9,452.52	4,31,553

Source: www.nseindia.com
Note: High and low price for the period are based on intraday prices and average price is based on average of closing price.

18.3. Intimation of the Board Meeting convened to consider the proposal of the Buy-back was given to BSE and NSE on March 17, 2022. The Board, at its meeting held on March 25, 2022, approved the proposal for the Buy-back. The closing market prices of the Equity Shares on BSE and NSE during this period, are summarised below:

Event	Date	BSE (₹)	NSE (₹)
One trading day prior to Board Meeting Notice	March 16, 2022	9,886.70	9,913.80
Notice of the Board Meeting convened to consider the proposal of the Buyback	March 17, 2022	9,713.15	9,738.90
One trading day post notice of Board Meeting*	March 21, 2022	9,842.80	9,841.90
One trading day prior to Board Meeting	March 24, 2022	9,884.80	9,877.15
Date of Board Meeting	March 25, 2022	10,112.10	10,117.80

Source: www.bseindia.com and www.nseindia.com
*March 18, 2022 was trading holiday therefore March 21, 2022 is considered for share price of One trading day post notice of Board Meeting.

19. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

19.1. The capital structure of the Company as on the date of Public Announcement and post Buy-back indicative capital structure of the Company is set forth below:

Particulars	Pre-Buy-back as on date of PA (₹)	Post-Buy-back (₹)*
Authorised share capital		
8,00,00,000 Equity Shares of ₹ 10/- each	80.00	80.00
80,00,000 cumulative redeemable preference shares of ₹100/- each	80.00	80.00
Total	160.00	160.00
Issued and subscribed equity share capital*		
Pre Buy-back: 2,96,17,098 Equity Shares of ₹10/- each	29.62	-
Post Buy-back: 2,95,53,462 Equity Shares of ₹10/- each*	-	29.55
Fully paid-up equity share capital		
Pre Buy-back: 2,95,87,051 Equity Shares of ₹10/- each	29.59	-
Post Buy-back: 2,95,23,415 Equity Shares of ₹10/- each*	-	29.52

*Assuming the Buy-back of indicative Maximum Buy-back Shares. However, post Buy-back the issued, subscribed and paid-up share capital may defer depending upon the actual number of Equity Shares bought back under the Buy-back. *includes 29,991 Equity Shares forfeited and 56 Equity Shares held in abeyance.

- 19.2. As on the date of this Public Announcement, there are no outstanding Equity Shares which are partly paid (except forfeited shares) or with call in arrears and there are no outstanding securities convertible into Equity Shares of the Company.
- 19.3. As on the date of this Public Announcement, there is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act, 2013.
- 19.4. The shareholding pattern of the Company (a) pre Buy-back i.e., as on March 25,2022 and (b) the post

Buy-back is as follows:

Category of shareholder	Pre Buy-back		Post Buy-back	
	Number of Equity Shares	% to existing equity share capital	Number of Equity Shares	% to post Buy-back equity share capital
Promoters and Promoter Group	1,32,96,218	44.94	1,32,96,218	45.04
Foreign investors (including Non-Resident Indians, FIs and foreign mutual funds)	28,98,733	9.80		
Financial institutions banks and mutual funds promoted by banks institutions	68,67,550	23.21	1,62,27,197	54.96
Others (public, public bodies corporate, etc)	65,24,550	22.05		
Total	2,95,87,051	100.00	2,95,23,415	100.00

*Assuming the Buy-back of indicative Maximum Buy-back Shares. However, post Buy-back the issued, subscribed and paid up share capital may defer depending upon the actual number of Equity Shares bought back under the Buy-back.

19.5. For the aggregate shareholding of the Promoters and Promoter Group of the Company as on the date of commencement of the Board Meeting i.e., March 25, 2022, please refer to paragraph 5.1 and for the details of the transactions undertaken by the Promoters and Promoter Group of the Company during last 12 months from the date of this Public Announcement, please refer to Paragraph 5.3.

20. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

20.1. The Company believes that the Buy-back is not likely to cause any material impact on the profitability | earnings of the Company except to the extent of reduction in the amount available for investment, which the Company might have otherwise deployed towards generating investment income. At the Maximum Buy-back Size, the funds deployed by the Company towards the Buy-back will be ₹ 70,00,00,000/- (Rupees seventy crores only) excluding Transaction Costs.

20.2. In accordance with Regulation 16(ii) of the Buy-back Regulations, the Buy-back shall not be made from the Promoters and Promoter Group of the Company. Accordingly, the percentage of voting rights held by Promoters and Promoter Group will increase. However, total voting rights held by Promoters and Promoter Group post Buy-back will not exceed the maximum permissible non-public shareholding. The exact percentage of voting rights of Promoters and Promoter Group, post Buy-back will be dependent upon the actual number of Equity Shares bought back under the Buy-back. Further, the Promoters of the Company are already having control over the affairs of the Company and therefore any increase in voting rights of the Promoters and Promoter Group consequent to Buy-back, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of the Securities and Exchange of Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and SEBI Listing Regulations.

20.3. The Buy-back of Equity Shares will not affect the existing management structure of the Company.

20.4. Consequent to the Buy-back and depending on the actual number of Equity Shares bought back from the non-resident shareholders, financial institutions, banks, mutual funds and other public shareholders, the shareholding of each such person will undergo a change and the details of such change is given in paragraph 19.4 hereinbefore.