

**Date: May 15, 2020**

**To.**  
**BSE Limited**  
**Corporate Relation Department**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai- 400001**

**Subject: Report on Corporate Governance for the fourth quarter ended on March 31, 2020 under Regulation 27(2) of the SEBI (LODR) Regulations, 2015.**

**Scrip Code: 514394**

Dear Sir,

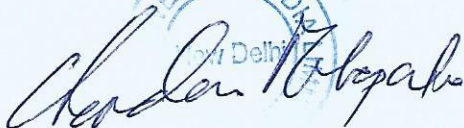
Please find enclosed herewith the fourth quarter ended on 31<sup>st</sup> March, 2020 report on Corporate Governance in the prescribed format in compliance with Regulation 27(2) of the SEBI (LODR) Regulations, 2015.

Kindly take the information on records.

Thanking You

Yours Faithfully,

**For ATLAS Jewellery India Limited**



**(Chandan Mahapatra)**  
**Company Secretary & CFO**

**Encl: As Above**

**ANNEXURE I**
**REPORT ON CORPOATE GOVERNANCE UNDER REGULATION 27(2) OF THE SEBI (LODR) REGULATIONS, 2015 FOR THE  
FOURTH QUARTER ENDED MARCH 31, 2020**

1. Name of Listed Entity: ATLAS Jewellery India Limited
2. Quarter ending: March 31, 2020

**I. COMPOSITION OF BOARD OF DIRECTORS**

Sl. No.	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation		Tenure* (in months)	Number of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
				Appointment	Cessation				
1.	Nanda Kumaran Puthezhath	PAN: ACCPP6546L DIN: 02547619	Non-Executive Chairperson	June 10, 2017		-	2	1	0
2.	Sunil Kumar Gupta	PAN: ACTPG1025G DIN: 00797610	Independent	November 14, 2015	March 18, 2020	60	0	0	0
3.	Mohandas K.	PAN: AAFPM3102N DIN: 07321049	Independent	November 14, 2015		60	1	2	1
4.	Reema Jain	PAN: AGZPJ8875F DIN: 07234917	Independent	April 23, 2016		60	1	2	0
5.	Bashyakar Mattapalli	PAN: AAKPB1937H DIN: 06738582	Independent	March 05, 2017		60	1	2	1
6.	Mandira Mutum	PAN: BCAPM7402B DIN : 07747235	Executive	June 10, 2017		-	1	1	0

\*AN number of any director would not be displayed on the website of Stock Exchange.

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them by hyphen.

\*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity continuously without any cooling off period.

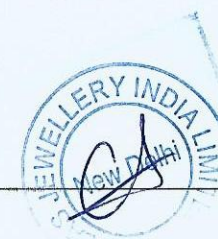




**II. COMPOSITION OF COMMITTEES**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&
Audit Committee	1. Mr. Bashyakar Mattapalli	Chairperson-Independent
	2. Mr. Mohandas K	Independent
	3. Ms. Reema Jain	Independent
	4. Ms. Mandira Mutum	Executive
Nomination & Remuneration Committee	1. Ms. Reema Jain	Chairperson-Independent
	2. Mr. Mohandas K	Independent
	4. Mr. Bashyakar Mattapalli	Independent
Risk Management Committee	N.A.	N.A.
Stakeholders Relationship Committee	1. Mr. Mohandas K	Chairperson-Independent
	2. Mr. Nanda Kumaran Puthezhath	Non-Executive-Non Independent
	4. Mr. Bashyakar Mattapalli	Independent
	5. Ms. Reema Jain	Independent

category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.



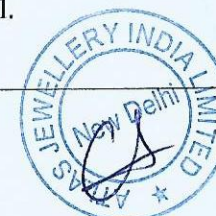
**III. MEETING OF BOARD OF DIRECTORS**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
12-11-19	13-02-2020	92
-	29-03-2020	44

**IV. MEETING OF COMMITTEES**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days*)
Audit Committee	13-02-2020 Yes (3 member were present out of 5)	12-11-19	92
Nomination and Remuneration Committee	13-02-2020 Yes (3 member were present out of 4)	-	-
Shareholders relationship committee	-	-	-

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





**RELATED PARTY TRANSACTIONS**

Subject	Compliance status
Whether prior approval of audit committee obtained.	N.A.
Whether shareholder approval obtained for material RPT.	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee.	N.A.

**. AFFIRMATIONS**

The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

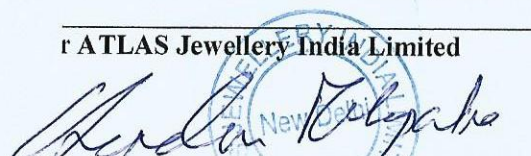
- Audit Committee
- Nomination & remuneration committee
- Stakeholders relationship committee
- Risk Management Committee – Not Applicable

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This report will be placed before the Board of Directors in its upcoming Board Meeting. The report submitted in the previous quarter has been placed before Board of Directors in its Board Meeting held on February 13, 2020 and no comments/observations/advice has been given by the Board of Directors on the same.

For ATLAS Jewellery India Limited

  
 Chandan Mahapatra  
 Company Secretary & Compliance officer

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**ANNEXURE II**

**REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27(2) OF THE SEBI (LODR) REGULATIONS, 2015 FOR THE FINANCIAL YEAR ENDED, 31 MARCH, 2020**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors .	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES





E-mail address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

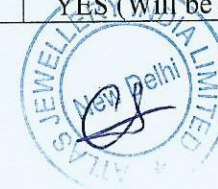
## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES (Will be complied within the prescribed time)





Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	YES (Will be complied within the prescribed time)
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of	26(3)	YES (Will be complied within





Directors and Senior management personnel		the prescribed time)
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

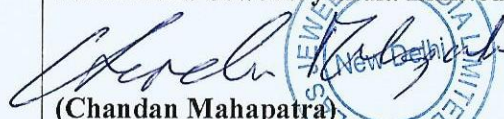
**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

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

For ATLAS Jewellery India Limited

  
(Chandan Mahapatra)

Company Secretary & Compliance Officer