



# ATN International Limited

**Dated: 14.10.2016**

The Secretary  
The Calcutta Stock Exchange Asso. Ltd.  
7, Lyons Range  
Kolkata – 700 001

The Asst. General Manager – Listing  
The National Stock Exchange of India Ltd  
Plot No. C/1, Block-G  
Bandra Kurla Complex  
Bandra (E)  
Mumbai – 400 051

The Asst. General Manager  
Department of Corporate Services  
Bombay Stock Exchange Ltd.  
25<sup>th</sup> Floor, Phiroz Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

Dear Sir/Madam

**Sub: Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2016 and at the end of 6 months after end of financial year 31<sup>st</sup> March, 2016**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2016 and at the end of 6 months after end of financial year 31<sup>st</sup> March, 2016 in prescribed format in Annexure- I and Annexure- III respectively.

This is for your information and record.

Thanking You.

Yours faithfully,

For ATN International Limited

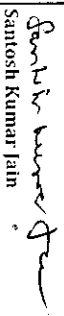
**Santosh Kumar Jain**  
**(Managing Director)**  
DIN: 00174235

**Annexure- I**

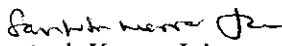
**1. Name of the Listed Entity: ATN International Ltd.**  
**2. Quarter Ending: 30th September, 2016**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in Listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Santosh Kumar Jain	PAN: ACQPJ823E DIN: 00174235	Executive	6/8/1996	-	3	6	-
Mr.	Tarak Nath Datta	PAN: ACYD291JR DIN: 0318581	Non-Executive/Independent	25/06/2007	5 Years w.e.f 22nd September, 2014	1	2	-
Mr.	Pranab Chakraborty	PAN: AHURC3183F DIN: 03568360	Non-Executive/Independent	17/04/2013	5 Years w.e.f 22nd September, 2014	2	2	2
Mrs.	Krishna Banerjee	PAN: APJBS357M DIN: 06997186	Non-Executive	30/09/2014	-	7	1	-
Mrs.	Madhu Bannwal	PAN: AQPP1684L DIN: 07150790	Non-Executive/Independent	13/08/2015	2 Years w.e.f 24th September, 2015	2	-	-
Mr.	Niladri Bihari Barik	PAN: ANJPS868K DIN: 08073797	Non-Executive	13/08/2015	-	1	-	-
II. Composition of Committees								
Name of Committee		Name of Committee Members						Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee		Mr. Pranab Chakraborty						Non-Executive/Independent
		Mr. Tarak Nath Datta						Non-Executive/Independent
		Mr. Santosh Kumar Jain						Executive
		Mr. Tarak Nath Datta						Non-Executive/Independent
		Mr. Pranab Chakraborty						Non-Executive/Independent
2. Nomination & Remuneration Committee		Ms. Krishna Banerjee						Non-Executive
		Mr. Pranab Chakraborty						Non-Executive/Independent
		Mr. Santosh Kumar Jain						Executive
3. Stakeholders Relationship Committee		Mr. Pranab Chakraborty						Non-Executive/Independent
		Mr. Tarak Nath Datta						Non-Executive/Independent

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)	
30th May, 2016	11th August, 2016	72 Days	
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 (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee- 10th August, 2016	Yes, Total Strength - 3 Directors, Present - 3 Directors	28th May, 2016	73 Days
V. Related Party Transactions			
Subject	Compliance Status (Yes/No/NA) refer note below		
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	Yes		
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & Remuneration Committee			
c. Stakeholders Relationship Committee			
d. Risk Management Committee (applicable to the top 100 listed entities)			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
4. The meeting of board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL			

  
 Santosh Kumar Jain  
 Managing Director  
 DIN: 00174235

**Annexure III to be submitted by listed entity for six months ended 30th September, 2016 after end of financial year 31st March, 2016**

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination & Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1. In the Column " Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>  <b>Santosh Kumar Jain</b>  <b>Managing Director</b>  DIN: 00174235</p>		