



# ULTRAMARINE & PIGMENTS LTD.

CIN NO.: L24224MH1960PLC011856

**Regd. Office :**

"Thirumalai House" Plot No: 101/102,  
Sion-Matunga Estate, Scheme No. 6, Road No. 29,  
Sion East, Mumbai - 400 022. India.  
Phone : + 91 (22) 43686200, 24017861  
Fax : + 91 (22) 24011699  
E-mail : thirumalai@thirumalaichemicals.com  
Visit us at : <http://www.ultramarinepigments.net>

30<sup>th</sup> July, 2019

The Manager – Listing compliance  
DEPARTMENT OF CORPORATE SERVICES,  
BOMBAY STOCK EXCHANGE LIMITED.,  
P.J TOWERS, DALAL STREET,  
MUMBAI- 400001

Dear Sirs,

**Sub:- Submission under Regulation 44(3) of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Scrip Code: 506685**

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith voting results of the 58th Annual General Meeting of the Company held on Monday, 29<sup>th</sup> day of July, 2019 at 3.00 p.m at The Mysore Association Auditorium, Mysore Association, 393, Bhaudaji Road, Matunga – C. Rly, Mumbai-400019.

Thanking You,

**FOR ULTRAMARINE & PIGMENTS LIMITED**



*Kishore Kumar Sahoo*  
[Kishore Kumar Sahoo]

Company Secretary

Encl: As Above.

**MANUFACTURERS OF : ULTRAMARINE BLUE & SYNTHETIC DETERGENT**

**FACTORIES :**

**Blue Division :** 556, Vanagaram Road, Ambattur, Chennai - 600 053.

Phone : +91 - 44 - 26258251, 26257929, 26257964 • Fax : +91 - 44 - 26257611

**Detergent Division :** 25-B, SIPCOT Industrial Complex, Ranipet - 632 403. TAMILNADU.

Phone : + 91 - 04172 - 244441 / 42 • Fax +91-04172-244308



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**Submission in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to 58<sup>th</sup> Annual General Meeting of Ultramarine & Pigments Limited held on 29<sup>th</sup> July, 2019**

Date of the AGM	Monday, 29 <sup>th</sup> July, 2019
Total number of shareholders on cut - off date, i.e. 22 <sup>nd</sup> July, 2019	10,213
No. of shareholders present in the meeting either in person or through proxy	
Promoter and Promoter group	4
Public	52
<b>Total</b>	
No. of shareholders attended the meeting through Video conferencing	
Promoter and Promoter group	NA
Public	NA
<b>Total</b>	NA

**Attached result of e -voting and poll along with Scrutinizer's Report**

Thanking You,

**For ULTRAMARINE & PIGMENTS LIMITED**



**[Kishore Kumar Sahoo]**

Company Secretary

**MANUFACTURERS OF : ULTRAMARINE BLUE & SYNTHETIC DETERGENT**

**FACTORIES :**

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## Result of Voting of Ultramarine & Pigments Limited:

### 58<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> July, 2019 ( e- voting and physical poll)

We wish to inform that the Company has conducted the process of E-Voting and Poll at the 58<sup>th</sup> Annual General Meeting (AGM) held on July 29, 2019 for passing the resolutions as set out in the Notice of AGM sent to the Members of the Company.

M/s. R. M Mimani & Associates LLP, Company Secretaries in practice was appointed as Scrutinizer for conducting E-Voting as well as poll process in fair and transparent manner. Pursuant to the reports submitted by the scrutinizer on the E-Voting and poll, the detailed results of the AGM are declared as under:

#### Item No. 1

**Subject Matter of Resolution: Consideration and adoption of the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors' thereon.**

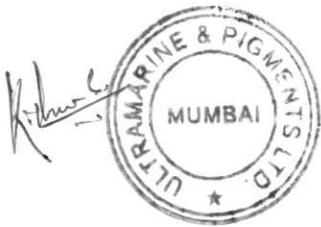
"RESOLVED THAT the Audited Financial Statements of the Company consisting of Balance Sheet as at 31st March, 2019, Statement of Profit and loss, Cash Flow Statement for the year ended on that date including notes thereto together with the Reports of the Directors and Auditors thereon, circulated to the members and now submitted to this meeting be and are hereby considered and adopted."

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll.

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting(A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll(B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**



**Item No. 2**

**Subject Matter of Resolution: Declaration of dividend @Rs.4.50 per share**

"RESOLVED THAT a Dividend @225% (Rs.4.50 per share) for the year ended 31st March, 2019 be paid to all the eligible shareholders".

**Nature of Resolution:** Ordinary  
**Mode of Voting:** E-Voting and Poll.

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as an Ordinary resolution with requisite majority.**

**Item No. 3**

**Subject Matter of Resolution: Re- appointment of Mrs. Indira Sundararajan (DIN: 00092203) who retires by rotation**

"RESOLVED THAT Mrs. Indira Sundararajan, Director (DIN. 00092203) who retires by rotation in accordance with the provisions of Companies Act, 2013 and being eligible, offered herself for re-appointment be and is hereby re-appointed as Director liable to retire by rotation".

**Nature of Resolution:** Ordinary  
**Mode of Voting:** E-Voting and Poll.

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	39	10594419	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>470</b>	<b>15626404</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**



**Item No. 4**

**Subject Matter of Resolution: Re-appointment of Auditors**

"RESOLVED THAT Pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), Brahmayya & Co., Chartered Accountants (ICAI Firm Registration No. 000511S) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting, until the conclusion of 63rd Annual General Meeting of the Company at such fee as shall be fixed by the Board of Directors.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Nature of Resolution:** Ordinary  
**Mode of Voting:** E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	39	10594419	3	12	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>470</b>	<b>15626404</b>	<b>3</b>	<b>12</b>	Nil	Nil

**Result:** Passed as an Ordinary Resolution with requisite majority.

**Item No. 5**

**Subject Matter of Resolution: Alteration of Articles of Association of the Company**

"RESOLVED THAT pursuant to the provisions of Section 5, 14 of the Companies Act, 2013 read with Companies (incorporation) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing Articles 1 to 219 with the new Articles 1 to 210, a copy of which is annexed to the explanatory statement, be and is hereby adopted as new Articles of the Articles of Association of the Company.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. R. Senthil Kumar (DIN:07506927), Whole-time Director of the Company or Mr. Kishore Kumar Sahoo, Company Secretary be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai."

**Nature of Resolution:** Special

**Mode of Voting:** E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result:** Passed as a Special Resolution with requisite majority.

**Item No. 6**

**Subject Matter of Resolution:** Re-appointment of Mr. Nimish U. Patel (DIN. 00039549) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Regulation 16 (1) (b), 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nimish U Patel (DIN. 00039549), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years up to Annual General Meeting for the year 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."



Nature of Resolution: Special

Mode of Voting: E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	40	10594429	2	2	Nil	Nil
Poll (B)	431	5031985	0	0	Nil	Nil
Total (A)+(B)	471	15626414	2	2	Nil	Nil

Result: Passed as a Special Resolution with requisite majority.

Item No. 7

Subject Matter of Resolution: Re-appointment of Mr. Navin M Ram (DIN. 02410242) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Regulation 16 (1) (b), 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Navin M. Ram (DIN. 02410242), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years up to 10.11.2024."

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

Nature of Resolution: Special

Mode of Voting: E-Voting and Poll



Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as a Special Resolution with requisite majority.**

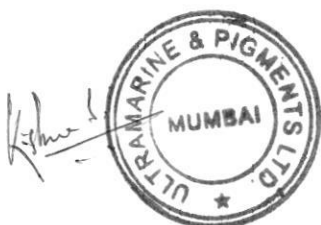
**Item No. 8**

**1. Subject Matter of Resolution: Continuation of Mr. R. Sampath (DIN.00092144) as a Director**

"RESOLVED THAT Pursuant to provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for the continuance of the Directorship of Mr. R. Sampath (DIN: 00092144), Non-Executive Promoter Director of the Company (who will be attaining the age 75 on 11.11.2019) as long as he continues in the Office of Director of the Company subject to the provisions, rules and regulations of Companies Act, 2013 and/ or SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and or any other appropriate authorities, as may be applicable, and as amended from time to time and that Mr. R. Sampath shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard."

**Nature of Resolution:** Special  
**Mode of Voting:** E-Voting and Poll





Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as a Special Resolution with requisite majority.**

**Item No. 9**

**Subject Matter of Resolution: Re-appointment of Ms. Tara Parthasarathy(DIN.07121058) as Joint Managing Director**

RESOLVED THAT Pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force), approval of the members of the company be and is hereby accorded for the re-appointment of Ms. Tara Parthasarathy (DIN.07121058) as Joint Managing Director of the Company for a period of 5 years with effect from 15.03.2020 on the terms and conditions and on the remuneration set out below:

(i) Salary per month Rs. 2,50,000/- (with 10% annual increments and provision to pay multiple increments in any year).

(ii) Commission of up to 1% of the net profits of the company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013.

(iii) In addition to the above remuneration, Ms. Tara Parthasarathy shall be entitled to perquisites like HRA/Unfurnished/furnished accommodation, gas, electricity, water and furnishings, Telephone allowance, provision for Car, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance, group medical insurance and term insurance etc., in accordance with the rules of the Company.

(iv) Company's contribution to Provident fund and Superannuation Fund, Gratuity payment and encashment of leave at the end of the tenure shall not be included in the computation of limits for remuneration or perquisites as aforesaid and Ms. Tara Parthasarathy shall be entitled to the same.  
Minimum remuneration:



RESOLVED FURTHER THAT notwithstanding anything herein above stated, in the event of absence or inadequacy of profits in any financial year, the Company do pay to Ms. Tara Parthasarathy up to such amount as remuneration as may be permissible under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Ms. Tara Parthasarathy."

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result:** Passed as an Ordinary Resolution with requisite majority.

**Item No. 10**

**Subject Matter of Resolution:** Re-appointment of Mr. R. Senthil Kumar ( DIN.07506927) as Whole-time Director

"RESOLVED THAT Pursuant to the provisions of Section 196,197,198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. R. Senthil Kumar (DIN.07506927) as Whole-time Director of the Company for a period of 5 years with effect from 1st August, 2019 on the terms and conditions and on the remuneration set out below and he is liable to retire by rotation

i) Salary per month Rs. 2,00,000/- (with 10% annual increments and provision to pay multiple increments in any year).

(ii) Variable pay as per the recommendation of Nomination and Remuneration Committee and approval of the Board.



(iii) In addition to the above remuneration, Mr. R. Senthil Kumar shall be entitled to perquisites like HRA/Unfurnished/furnished accommodation, gas, electricity, water and furnishings, telephone allowance, provision for Car, medical reimbursement and leave travel concession for self and family, personal accident insurance, group medical insurance and term insurance etc., in accordance with the rules of the Company.

(iv) Company's contribution to Provident fund and Superannuation Fund, Gratuity payment and encashment of leave at the end of the tenure shall not be included in the computation of limits for remuneration or perquisites as aforesaid and Mr. Senthil Kumar shall be entitled to the same.

**Minimum Remuneration**

RESOLVED FURTHER THAT notwithstanding anything herein stated above, in the event of absence or inadequacy of profits in any financial year, the Company do pay to Mr. R. Senthil Kumar up to such amount as remuneration as may be permissible under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Mr. R. Senthil Kumar ."

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	39	10594419	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>470</b>	<b>15626404</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**



**Item No. 11**

**Subject Matter of Resolution:** Appointment of Mr. V. Bharathram (DIN. 08444583) as Whole-time Director

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. V. Bharathram (DIN.08444583) be and is hereby appointed as a Director of the Company with effect from 1st August, 2019 and is liable to retire by rotation.

RESOLVED FURTHER THAT Pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members, be and is hereby accorded for the appointment of Mr. V. Bharathram (DIN.08444583) as Whole-time Director of the Company for a period of 5 years with effect from 01.08.2019 on the terms and conditions and on the remuneration set out below:

i) Salary per month Rs. 4,00,000/- [with 10% annual increments and provision to pay multiple increments in any year].

(ii) Commission of up to 1% of the net profits of the company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013.

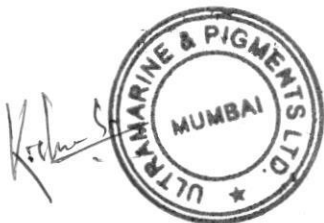
(iii) In addition to the above remuneration, Mr. Bharathram shall be entitled to perquisites like HRA/Unfurnished/furnished accommodation, gas, electricity, water and furnishings, telephone allowance, provision for car, medical reimbursement, leave travel concession for self and family, personal accident insurance, group medical insurance and term insurance etc., in accordance with the rules of the Company.

(iv) Company's contribution to Provident fund and Superannuation Fund, Gratuity payment and encashment of leave at the end of the tenure shall not be included in the computation of limits for remuneration or perquisites as aforesaid and Mr. Bharathram shall be entitled to the same.

Minimum Remuneration

RESOLVED FURTHER THAT notwithstanding anything herein stated above, in the event of absence or inadequacy of profits in any financial year, the Company do pay to Mr. V. Bharathram up to such amount as remuneration as may be permissible under Section II, Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Mr. V. Bharathram."



**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	39	10594419	3	12	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>470</b>	<b>15626404</b>	<b>3</b>	<b>12</b>	Nil	Nil

**Result:** Passed as an Ordinary Resolution with requisite majority

**Item No. 12**

**Subject Matter of Resolution:** Appointment of Mr. Rajeev Mahendra Pandia (DIN.00021730) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Regulation 16 (1) (b), 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Mahendra Pandia (DIN.00021730), who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to Annual General Meeting for the year 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll



Mode of Voting						
	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**

**Item No. 13**

**Subject Matter of Resolution:** Appointment of Mr. C.R. Chandra Bob (DIN. 07384175) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Regulation 16 (1) (b), 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. C.R. Chandra Bob (DIN.07384175), who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to Annual General Meeting for the year 2024."

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll



Mode of Voting						
	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result: Passed as an Ordinary Resolution with requisite majority.**

**Item No. 14**

**Subject Matter of Resolution:** Appointment of Dr. Mrs. P. Arunasree (DIN. 01351504) as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. P. Arunasree ( DIN. 01351504) who has submitted a declaration that she meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to Annual General Meeting for the year 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll



Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result:** Passed as an Ordinary Resolution with requisite majority.

**Item No. 15**

**Subject Matter of Resolution:** Appointment of Mr. Harsh R. Gandhi (DIN.00133091) as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harsh R. Gandhi (DIN. 00133091) who has submitted a declaration that she meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 01.08.2019.

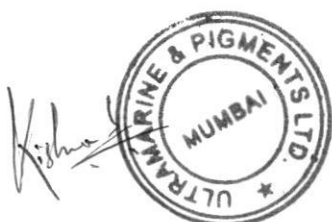
RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result:** Passed as an Ordinary Resolution with requisite majority





**Item No. 16**

**Subject Matter of Resolution:** Ratification of remuneration of Cost Auditors

“RESOLVED THAT Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Nature of Resolution:** Ordinary

**Mode of Voting:** E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	40	10594429	2	2	Nil	Nil
<b>Poll (B)</b>	431	5031985	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>471</b>	<b>15626414</b>	<b>2</b>	<b>2</b>	Nil	Nil

**Result:** Passed as an Ordinary Resolution with requisite majority.



**The Chairman**  
**Ultramarine & Pigments Limited**  
Thirumalai House Road No 29,  
Near Sion Hill Fort, Sion East,  
Mumbai- 400022

Dear Sir,

**Sub: Result of E-voting & Poll**

This is with reference to our appointment to scrutinize the e-voting and voting on poll at the 58<sup>th</sup> Annual General Meeting of the Members of the Company held on Monday, July 29, 2019.


We are enclosing herewith the following:

1. Report of the Scrutinizer on e-voting
2. Result of Poll at the AGM
3. Consolidated Results of e-voting and Poll

Trust you will find the same in order. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,

**For R M Mimani & Associates LLP**  
**[Company Secretaries]**

  
**Ranjana Mimani**  
**Partner**  
FCS No. 6271  
CP No.: 4234



Place: Mumbai  
Dated: July 30, 2019

Encl.: As above

**I - Report on results of e-voting**

**Summary of e-voting Results**

EVSN Reference No.	190614004
Voting Start Date	July 25, 2019 at 9.00 A.M
Voting End Date	July 28, 2019 at 5.00 P.M

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	40	10,594,429	2	2	-	-
2	40	10,594,429	2	2	-	-
3	39	10,594,419	2	2	-	-
4	39	10,594,419	3	12	1	10
5	40	10,594,429	2	2	-	-
6	40	10,594,429	2	2	-	-
7	40	10,594,429	2	2	-	-
8	40	10,594,429	2	2	-	-
9	40	10,594,429	2	2	-	-
10	39	10,594,419	2	2	-	-
11	39	10,594,419	3	12	1	10
12	40	10,594,429	2	2	-	-
13	40	10,594,429	2	2	-	-
14	40	10,594,429	2	2	-	-
15	40	10,594,429	2	2	-	-
16	40	10,594,429	2	2	-	-

For R M Mimani & Associates LLP  
[Company Secretaries]

*Ranjana Mimani*

Ranjana Mimani  
Partner

FCS No. 6271

CP No. 4234



Place: Mumbai

Dated: July 30, 2019

**II: Report of Scrutinizer on Poll**

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

**The Chairman**  
**Ultramarine & Pigments Ltd**  
Thirumalai House Road No 29,  
Near Sion Hill Fort,  
Sion East, Mumbai - 400022

Ref.: **58<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ultramarine & Pigments Ltd. held on Monday, July 29, 2019.**

Dear Sir,

I, Ranjana Mimani, partner of R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 58<sup>th</sup> Annual General Meeting of the Shareholders of **Ultramarine & Pigments Ltd**, held on Monday, July 29, 2019 at 3.00 p.m. at the Mysore Association Auditorium, Mysore Association, 393, Bhaudaji Road, Matunga-C Rly, Mumbai- 400019, and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot boxes was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**(1) Adoption of Financial Statements of the Company for the financial year ended on March 31, 2019.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

(2) **Declaration of dividend on equity shares of the Company for the financial year ended on March 31, 2019.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

(3) **Appointment of a Director in place of Mrs. Indira Sundararajan (DIN: 00092203), who retires by rotation and, being eligible, offers herself for re-appointment**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-



(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(4) Re-appointment of Auditors and to fix their remuneration**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(5) Alteration of Articles of Association of the Company**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

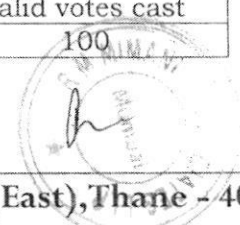
(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(6) Re-appointment of Mr. Nimish U Patel (DIN: 00039549) as an Independent Director of the Company**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(7) Re-appointment of Mr. Navin M Ram (DIN: 02410242) as an Independent Director of the Company**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	--

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(8) Continuance of the Directorship of Mr. R. Sampath (DIN: 00092144), Non-Executive Promoter Director of the Company who will be attaining the age 75**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-



**(9) Re-appointment of Ms. Tara Parthasarathy (DIN: 07121058) as Joint Managing Director of the Company**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(10) Re-appointment of Mr. R. Senthil Kumar (DIN.07506927) as Whole-time Director of the Company**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(11) Appointment of Mr. V. Bharathram (DIN.08444583) as Whole-time Director of the Company.**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	--

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

(12) **Appointment of Mr. Rajeev Mahendra Pandia (DIN.00021730) as an Independent Director of the Company.**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

(13) **Appointment of Mr. C.R. Chandra Bob (DIN.07384175) as an Independent Director of the Company.**

(i) Voted in **favour** of the resolution:

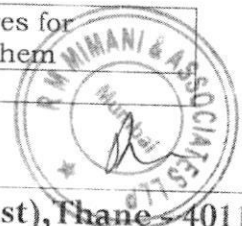
Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-



**(14) Appointment of Dr. P. Arunasree (DIN. 01351504) as an Independent Director of the Company**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(15) Appointment of Mr. Harsh R. Gandhi (DIN. 00133091) as an Independent Director of the Company.**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5,031,985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
-	-

**(16) Approval to the appointment and remuneration of Cost Auditors for the financial year 2019-20.**

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
431	5031985	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
-	-	-

--	--	--

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them

5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company Secretary.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary keeping in safe record.

For R M Mimani & Associates LLP  
[Company Secretaries]

*Ranjana Mimani*

Ranjana Mimani  
Partner  
FCS No. 6271  
CP No. 4234



Place: Mumbai  
Dated: July 30, 2019

**III - Report on consolidated results**

Based on result of e-voting and Poll at the 58<sup>th</sup> Annual General Meeting of the members of the **Ultramarine & Pigments Ltd.** held on Monday, July 29, 2019 at 3.00 p.m., consolidated results of each item of the agenda as set out in the notice of AGM dated May 15, 2019 is narrated here-in-below;

**Item No.1**

**Adoption of Financial Statements of the Company for the financial year ended on March 31, 2019.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the ordinary resolution and 2 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 1 of the notice dated May 15, 2019 is passed with **requisite majority**.

**Item No.2**

**Declaration dividend on equity shares of the Company for the financial year ended 31st March, 2019.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

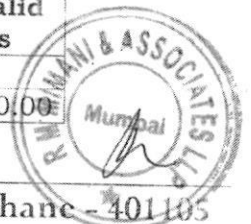
Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the ordinary resolution and 2 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 2 of the notice dated May 15, 2019 is passed with **requisite majority**.

**Item No. 3**

**Appointment of a Director in place of Mrs. Indira Sundararajan (DIN: 00092203), who retires by rotation and, being eligible, offers herself for re-appointment.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,419	5,031,985	15,626,404	100.00



Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,421</b>	<b>5,031,985</b>	<b>15,626,406</b>	<b>100.00</b>

Accordingly, out of the total 15,626,406 valid votes cast via e-voting and poll, 15,626,404 votes were cast **assenting** to the ordinary resolution and 2 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 3 of the notice dated May 15, 2019 is passed with **requisite majority**.

**Item No. 4**

**Re-Appointment of Auditors and to fix their remuneration.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,419	50,31,985	15,626,404	100.00
Dissent	12	-	12	0.00
<b>Total</b>	<b>10,594,431</b>	<b>50,31,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15626404 votes were cast **assenting** to the ordinary resolution and 12 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 4 of the notice dated May 15, 2019 is passed with **requisite majority**.

**Item No. 5**

**Alteration of Articles of Association of the Company.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

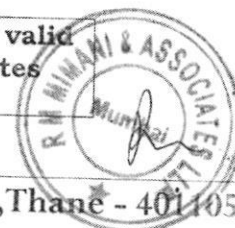
Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Special Resolution and 2 votes were cast **dissenting** to the Special Resolution.

Thus, the Special Resolution as contained in item no. 5 of the notice dated May 15, 2019 is passed with **requisite majority**.

**Item No. 6**

**Re-appointment of Mr. Nimish U Patel (DIN: 00039549) as an Independent Director of the Company.**

Particulars	Number of votes contained in	% of valid votes



	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Special Resolution and 2 votes were cast **dissenting** to the Special Resolution.

Thus, the Special Resolution as contained in item no.6 of the notice dated May 15, 2019 is passed with **requisite majority**.

**Item No. 7**

**Re-appointment of Mr. Navin M Ram (DIN: 02410242) as an Independent Director of the Company.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Special Resolution and 2 votes were cast **dissenting** to the Special Resolution.

Thus, the Special Resolution as contained in item no.7 of the notice dated May 15, 2019 is passed with **requisite majority**.

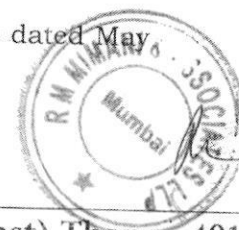
**Item No. 8**

**Continuance of the Directorship of Mr. R. Sampath (DIN: 00092144), Non-Executive Promoter Director of the Company, who will be attaining the age 75.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total 15,626,416 valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Special Resolution and 2 votes were cast **dissenting** to the Special Resolution.

Thus, the Special Resolution as contained in item no.8 of the notice dated May 15, 2019 is passed with **requisite majority**.



Item No. 9

Re-appointment of Ms. Tara Parthasarathy (DIN: 07121058) as Joint Managing Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total 15,626,416 valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Ordinary Resolution and 2 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no. 9 of the notice dated May 15, 2019 is passed with **requisite majority**.

Item No. 10

Re-appointment of Mr. R. Senthil Kumar (DIN: 07506927) as Whole-time Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,419	5,031,985	15,626,404	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,421</b>	<b>5,031,985</b>	<b>15,626,406</b>	<b>100.00</b>

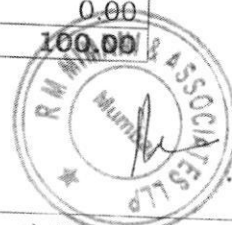
Accordingly, out of the total 15,626,406 valid votes cast via e-voting and poll, 15,626,404 votes were cast **assenting** to the Ordinary Resolution and 2 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.10 of the notice dated May 15, 2019 is passed with **requisite majority**.

Item No. 11

Appointment of Mr. V. Bharathram (DIN.08444583) as Whole-time Director of the Company.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,419	5,031,985	15,626,404	100.00
Dissent	12	-	12	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>



Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,404 votes were cast **assenting** to the Ordinary Resolution and 12 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.11 of the notice dated May 15, 2019 is passed with **requisite majority**.

**Item No. 12**

**Appointment of Mr. Rajeev Mahendra Pandia (DIN.00021730) as an Independent Director of the Company**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Ordinary Resolution and 2 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.12 of the notice dated May 15, 2019 is passed with **requisite majority**.

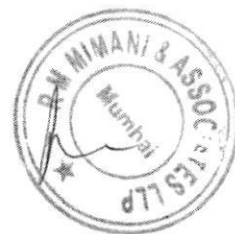
**Item No. 13**

**Appointment of Mr. C.R. Chandra Bob (DIN: 07384175) as an Independent Director of the Company.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Ordinary Resolution and 2 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.13 of the notice dated May 15, 2019 is passed with **requisite majority**.





Item No. 14

Appointment of Dr. P. Arunasree (DIN: 01351504) as an Independent Director of the Company

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Ordinary Resolution and 2 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.14 of the notice dated May 15, 2019 is passed with **requisite majority**.

Item No. 15

Appointment of Mr. Harsh R. Gandhi (DIN: 00133091) as an Independent Director of the Company

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5,031,985</b>	<b>15,626,416</b>	<b>100.00</b>

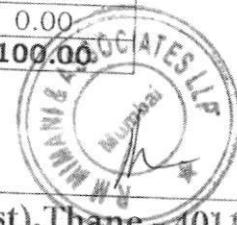
Accordingly, out of the total **15,626,416** valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Ordinary Resolution and 2 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.15 of the notice dated May 15, 2019 is passed with **requisite majority**.

Item No. 16

Approval to the appointment and remuneration of Cost Auditors of the Company for the financial year 2019-20

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5031985	15,626,414	100.00
Dissent	2	-	2	0.00
<b>Total</b>	<b>10,594,431</b>	<b>5031985</b>	<b>15,626,416</b>	<b>100.00</b>



Accordingly, out of the total 15,626,416 valid votes cast via e-voting and poll, 15,626,414 votes were cast **assenting** to the Ordinary Resolution and 2 votes were cast **dissenting** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.16 of the notice dated May 15, 2019 is passed with **requisite majority**.

For R M Mimani & Associates LLP  
[Company Secretaries]

*Ranjana Mimani*

**Ranjana Mimani**  
**Partner**

FCS No. 6271

CP No. 4234



Place: Mumbai

Dated: July 30, 2019