

CIN NO.: L24224MH1960PLC011856

Read. 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

30th 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, 29th 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

Kistore Kumar Sahoo] empany Secretary

Encl: As Above.

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 58th Annual General Meeting of Ultramarine & Pigments Limited held on 29th July, 2019

Date of the AGM	
or the Adivi	Monday, 29 th July, 2019
Total number of shareholders on cut	10.00
off date, i.e. 22 nd July, 2019	- 10,213
July, 2019	20
No. of shareholders present in the me	eeting either in person or through proxy
The same and the	etting either in person or through proxy
Promoter and Promoter group	4
Public	52
Total	32
No. of shareholders attended the mee	sting through VCL
and the file	ting through video conferencing
Promoter and Promoter group	NA
Public	
Total	NA
	NA

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

Thanking You,

ABAI) Silvens

er ULTRAMARINE & PIGMENTS LIMITED

[Kishore Kumar Sahoo] Company Secretary

Result of Voting of Ultramarine & Pigments Limited:

58th Annual General Meeting held on 29th 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 58th 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						
	Resolution	ed in favour of	Valid and Vot Resolution	ed against the	Invalid	d 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
E-voting(A)	40	10594429	2	2	2111	by them
				2	Nil	Nil
Poll(B)	431	5031985	0			
Total (A)+(B)	471	15626414	0	0	Nil	Nil
. , , ,		10020414	2	2	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		_ voting and vo				
	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	Invalid	l Votes
F. di	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)	421					1,11
Total (A)+(B)	431	5031985	0	0	Nil	Nil .
Total (A)T(D)	471	15626414	2	2	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 reappointed as Director liable to retire by rotation".

Nature of Resolution:

Ordinary

Mode of Voting:

F-Voting and Poll

Mode of Voting		L-voling and Pol				a
	Resolution	ed in favour of	Valid and Vot Resolution	ed against the	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
E-voting (A)	39	10594419	2	2	XI:1	by them
				2	Nil	Nil
Poll (B)	431	5031985	0	0		
Total (A)+(B)	470	15626404		0	Nil	Nil
(/ (-)	410	13020404	2	2	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			,			
	Resolution	ed in favour of	Valid and Vote Resolution	ed against the	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
E-voting (A)	39	10594419	3	12	Nil	by them Nil
Poll (B)	421				- 144	1411
Total (A)+(B)	431	5031985	0	0	Nil	Nil
· • • • • • • • • • • • • • • • • • • •	470	15626404	3	12	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

MUMBAI STATES

"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 Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	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
Dell (D)	121					1411
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. 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

nber of pers cast	No. of Shares held / No. of	Valid and Vote Resolution Number of members cast	No. of Shares held / No. of	No. of Members	No. of
ers cast	held / No. of	Number of	AND AND THE PROPERTY OF THE PARTY OF THE PAR		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Votes	Votes.	their Votes	Votes.	ivieifibers	Shares for Votes Cast by them
40	10594429	2	2	Nil	Nil
			3531		1111
31	5031985	0	0	NH	NU
71			2		Nil Nil
	31	31 5031985	31 5031985 0	31 5031985 0 0	31 5031985 0 0 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 reappointed 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:



Mode of Voting				27		
	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	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
Dell (D)						
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. 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:



Mode of Voting						
	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	Invalid	Votes
5	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. 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 reenactment(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 Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	Invalid	Votes
1	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 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						8
	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	Invalid	l 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)	39	10594419	2	2	Nil	Nil
Poll (B)	431	5031985	0	0	Nil	Nil
Total (A)+(B)	470	15626404	2	2	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 Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	Invalid	l 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)	39	10594419	3	12	Nil	Nil
5 II (5)						
Poll (B)	431	5031985	0	0	Nil	Nil
Total (A)+(B)	470	15626404	3	12	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:



Mode of Voting						
	Valid and Voted in favour of Resolution		f Valid and Voted against the Resolution		Invalid Votes	
5 6 	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 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:



Mode of Voting						
	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	Invalid	l 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 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:



Mode of Voting						
	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	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 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		L voung and v				
5	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	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 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 reenactment 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:

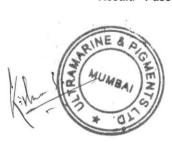
Ordinary

Mode of Voting:

E-Voting and Poll

Mode of Voting			2			
	Valid and Vote Resolution	ed in favour of	Valid and Vote Resolution	ed against the	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 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 58th Annual General Meeting of the Members of the Company held on Monday, July 29, 2019.

We are enclosing herewith the following;

Report of the Scrutinizer on e-voting

Result of Poll at the AGM

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 Voting End 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	Absta	ained
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios	No. of
1	40	10,594,429	2	2	voted	
2	40	10,594,429	2	2	-	-
3	39	10,594,419	2	The second secon	-	-
4	39	10,594,419	3	2	· 1	10
5	40	10,594,429	2	12	-	-
6	40	10,594,429	2	2	-	-
7	40	10,594,429	COMMENTS OF THE PARTY OF THE PA	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	2		1	10
12	40	10,594,429	3	12	-	199
13	40	10,594,429	2	2	-	-
14	40		2	2		
15	40	10,594,429	2	2.	-	-
16		10,594,429	2	2	-	
10	40	10,594,429	2	2		

For R M Mimani & Associates LLP [Company Secretaries]

A Secretaries

Ranjana Mimani Partner

FCS No. 6271

CP No. 4234

Place: Mumbai

Dated: July 30, 2019

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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.: 58th 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 58th 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:
- After the time fixed for closing of the poil 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:

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WIMAN

votes cast by them

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
_		-
Invalid votes:		
Number of members present ar	Number of	shares for

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

voting (in person or by proxy)

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

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
The state of the s		-

Number of members present and	
motion (i	Number of shares for
voting (in person or by proxy)	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

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

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.
(rrr)	AAL V CLAASA	VULCS.

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

(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
•	Nav.	

(iii) Invalid votes:

Number of members present and	Number of shares for		
voting (in person or by proxy)	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:

4	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	Number of shares for
voting (in person or by proxy)	votes cast by them
-	1

(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

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	of Hillingt's process	- T &=		
	Number of members present and voting (in person or by proxy)	E	umber of shares fo otes cast by them	number of
-	Chia		-	· valid votes cas
iii) In	valid votes:			-
-	Number of member	The second second		
	Number of members preser voting (in person or by pre-	it and	Numb	er of shares for
	e ar person or by pr	оху)	votes	cast by them
			1	
	e-appointment of Mr. N. dependent Director of the ed in favour of the resolution	Compan	Ram (DIN: (02410242) as an
P	Number of members present	The second second		
1	and voting (in person or by	Nur	nber of shares for	% of total
	proxy)	VOI	tes cast by them	number of
	431		en e	valid votes cast
			5,031,985	100
Vote	ed against the resolution:			
7.4	uniber of members present	Num	ber of shares for	
а	and voting (in person or by	Vote	es cast by them	% of total
-	proxy)		or case by them	number of
	44		3	valid votes cast
Inva	ulid votes:			
I	Number of memb			
	Number of members present voting (in person or by prox	and	Number	of shares for
	g vi person or by prox	y) .		0110100101
		Ferritary and the second	votes c	ast by them
Con			votes c	ast by them
Voted Nu	tinuance of the Directorsh—Executive Promoter Dir ining the age 75 in favour of the resolution: mber of members present id voting (in person or by	nip of Nector	votes c	DIN: 00092144), y who will be % of total
oted/ Nu	tinuance of the Directorsh Executive Promoter Dir ining the age 75 in favour of the resolution: mber of members present	Numb	Votes c	DIN: 00092144), y who will be
/oted Nu an	tinuance of the Directorsh—Executive Promoter Dir ining the age 75 in favour of the resolution: mber of members present id voting (in person or by proxy) 431	Numb	Ir. R. Sampath (of the Compan	DIN: 00092144), y who will be % of total number of
oted/oted/	tinuance of the Directorsh Executive Promoter Dir ining the age 75 in favour of the resolution: mber of members present id voting (in person or by proxy) 431 against the resolution:	Numb	Votes c	DIN: 00092144), y who will be % of total number of valid votes cast
oted Nu oted Nu	Executive Promoter Diricing the age 75 in favour of the resolution: mber of members present d voting (in person or by proxy) 431 against the resolution: mber of members present	Numb votes	votes c Ir. R. Sampath (of the Compan eer of shares for s cast by them 5,031,985	DIN: 00092144), y who will be % of total number of valid votes cast 100
oted Nu oted Nu	Executive Promoter Dirining the age 75 in favour of the resolution: mber of members present d voting (in person or by proxy) 431 against the resolution: mber of members present d voting (in person or by proxy)	Number Number	votes c Ir. R. Sampath (of the Compan er of shares for s cast by them 5,031,985	DIN: 00092144), y who will be % of total number of valid votes cast 100 % of total
oted Nu oted Nu	tinuance of the Directorsh Executive Promoter Dir ining the age 75 in favour of the resolution: mber of members present id voting (in person or by proxy) 431 against the resolution:	Number Number	votes c Ir. R. Sampath (of the Compan eer of shares for s cast by them 5,031,985	Moreover of total number of valid votes cast 100 % of total number of valid votes cast 100
oted Nu oted	Executive Promoter Dirining the age 75 in favour of the resolution: mber of members present d voting (in person or by proxy) 431 against the resolution: mber of members present d voting (in person or by proxy)	Number Number	votes c Ir. R. Sampath (of the Compan er of shares for s cast by them 5,031,985	DIN: 00092144), y who will be % of total number of valid votes cast 100 % of total
oted Nu an oted Nur and	Executive Promoter Dirining the age 75 in favour of the resolution: mber of members present d voting (in person or by proxy) 431 against the resolution: mber of members present d voting (in person or by proxy)	Number Number	votes c Ir. R. Sampath (of the Compan er of shares for s cast by them 5,031,985	Moreover of total number of valid votes cast 100 % of total number of valid votes cast 100
oted Nur an	Executive Promoter Diricing the age 75 in favour of the resolution: mber of members present id voting (in person or by proxy) 431 against the resolution: mber of members present d voting (in person or by proxy) 431 d voting (in person or by proxy)	Number votes	votes c Ir. R. Sampath (of the Compan er of shares for cast by them 5,031,985 er of shares for cast by them	DIN: 00092144), y who will be % of total number of valid votes cast 100 % of total number of valid votes cast
oted Nur and oted Nur and	Executive Promoter Dirining the age 75 in favour of the resolution: mber of members present d voting (in person or by proxy) 431 against the resolution: mber of members present d voting (in person or by proxy)	Number votes	votes c Ir. R. Sampath (of the Compan er of shares for s cast by them 5,031,985	Most of total number of valid votes cast 100 % of total number of valid votes cast 100 which is total number of valid votes cast 100 which is total

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(9)	Re-appointment of Me	Thomas	5				
	Re-appointment of Ms. Managing Director of the	e Com	Parthasarathy	(DIN:	07121058)	as	Joint

(1) Voted	mi	avour	of	the	resolution:

Number of members present	N	7
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	vand votes cast
	0,001,900	100

(ii) Voted against the resolution:

and voting (in person or by proxy) votes cast by them		3.7	Number of members present
	% of total number of		and voting (in person or by proxy)
· Ve	alid 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 Wholetime 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:

Nambou of 1	
Number of members present and	Number of 1
voting (in person or by proxy)	Number of shares for
JAVAY	votes cast by them
	- Augustus

(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
TUL	5,031,985	100

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Number of members present	Nin	mber of shares for.	A
and voting (in person or by	son or by votes cast by them		% of total
proxy)	1	ics cast by them	number of
			valid votes cas
ii) Invalid votes:			The Sec
	office Advances - The second of the Advances		
Number of members presen	t and	Number	of shares for
voting (in person or by pro	DXY)	votes c	ast by them
		The state of the s	
2) Appointment of Mr. Rajeev Independent Director of the Voted in favour of the resolution	ment fort	dra Pandia (DIN.) ny.	00021730) as an
Number of members present			
and voting (in person or by	Nun	aber of shares for	% of total
proxy)	VOU	es cast by them	number of
431	+	5.021.005	valid votes cast
	-1	5,031,985	100
Voted against the resolution:			
Number of members present	Num	ber of shares for	0/ 6
and voting (in person or by	Vote	es cast by them	% of total
proxy)		The state of the s	number of valid votes cast
			valid votes cast
Towns 11 A		and the same of th	
Invalid votes:			
Number of members present	and	Number o	f shares for
voting (in person or by prox	<u>y)</u>	votes cas	st by them
Number of members present and voting (in person or by proxy) 431	Numb vote	per of shares for s cast by them	% of total number of valid votes cast
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431	Numb vote	per of shares for	% of total number of
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431 Voted against the resolution:	Numb votes	per of shares for s cast by them 5,031,985	% of total number of valid votes cast
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431 Voted against the resolution: Number of members present	Numb vote:	per of shares for s cast by them 5,031,985	% of total number of valid votes cast
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431 Voted against the resolution: Number of members present and voting (in person or by proxy)	Numb vote:	per of shares for s cast by them 5,031,985	% of total number of valid votes cast 100 % of total number of
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431 Voted against the resolution: Number of members present	Numb vote:	per of shares for s cast by them 5,031,985	% of total number of valid votes cast 100
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431 Voted against the resolution: Number of members present and voting (in person or by proxy).	Numb vote:	per of shares for s cast by them 5,031,985	% of total number of valid votes cast 100 % of total number of
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431 Voted against the resolution: Number of members present and voting (in person or by proxy).	Numb votes Numb votes	per of shares for s cast by them 5,031,985 per of shares for s cast by them	% of total number of valid votes cast 100 % of total number of valid votes cast
Voted in favour of the resolution: Number of members present and voting (in person or by proxy) 431 Voted against the resolution: Number of members present and voting (in person or by proxy).	Numb votes	per of shares for s cast by them 5,031,985 per of shares for s cast by them	% of total number of valid votes cast 100 % of total number of

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

(1)	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
i) Voted against the resolution:		100
Number of members present and voting (in person or by	Number of shares for votes cast by them	% of total number of

proxy)	45.0
	es.
	The second secon
iii) Invalid votes:	

Number of members present and

voting (in person or by proxy)

Number of shares for votes cast by them

valid votes cast

(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:

oted 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

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39.	-
Invalid votes: .	
Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
	- Stee Stat by them

- 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.
- 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 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 58th 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 con	tained in	% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985		100.00
Dissent			10,020,414	100.00
Total		-	2	0.00
Total	10,594,431	5,031985	15,626,416	100.00

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	r of votes con	taine d in	% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2		10,020,717	100.00
Total	10 504 405		2	0.00
Iotai	10,594,431	5,031,985	15,626,416	100.00

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 reappointment.

Particulars	Number	of votes cont	tained in	% of valid
	e-votes	Poll	Total	(MI 8 .030
Assent	10,594,419	5,031,985	15,626,404	100/09
	4			munghai)

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15:	The second secon			
Dissent	. 2			
Total	10 504 403		2	0.00
	10,594,421	5,031,985	15,626,406	100.00

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	Numbe	% of valid votes		
***	e-votes	Poll	Total	7000
Assent	10.594.419	50,31,985		100
Dissent	10		15,626,404	100.00
Total	16 400	201	12	0.00
TOTAL	10,594,431	50,31,985	15,626,416	100.00

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	Numbe	r of votes con	tained in	% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	.,002,500	10,020,414	100.00
Total	10 504 404		2	0.00
rotar	10,594,431	5,031,985	15,626,416	100.00

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

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	e-votes	Poll	Total	
Assent	10,594,429	5.031.985		
Dissent		0,001,900	15,626,414	100.00
Total	+ 10 00 00 00 00		2	0.00
IULAI	10,594,431	5,031,985	15,626,416	100.00

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	r of votes con	tained in	% of valid votes
	e-votes	Poll	Total	
Assent	10.594.429	5,031,985		100.00
Dissent		0,001,900	15,626,414	100.00
Total		-	2	0.00
TOTAL	10,594,431	5,031,985	15,626,416	100.00

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	r of votes con	tained in	% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2	0,001,000	10,020,414	100.00
Total	10 00 00 0		2	0.00
IUCAL	10,594,431	5,031,985	15,626,416	100.00

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.

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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
A. C.	e-votes	Poll	Total	Processing and the second seco
Assent	10,594,429	W 674.8		
Dissent	3 2	5,031,985	15,626,414	100.00
Total	40 000	74	2	0.00
A V LGI	10,594,431	5,031,985	15,626,416	100.00

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		The state of the s	
Dissent	10,0071,719	5,031,985	15,626,404	100.00
Total	2	-	2	
rotai	10,594,421	5,031,985	15 606 406	0.00
			15,626,406	100.00

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

Particulars	Number	r of votes con	tained in	% of valid votes
	e-votes	Poli	70 4 1	
Assent	10,594,419	T 001 00=	Total	
Dissent	13,037,719	5,031,985	15,626,404	100.00
	12	-	12	0.00
Total	10,594,431	5,031,985	15 606 416	U.UU
		-,004,500	15,626,416	100,00

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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	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	*	. 0	
Total	10,594,431	5,031,985	15,626,416	0.00 100.00

Accordingly, out of the total 15.626,416 value 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	r of votes con	taine d in	% of valid votes
	e-votes	Poll	Total	*
Assent	10,594,429	5,031,985	15,626,414	100.00
Dissent	2		0	100.00
Total	10,594,431	FOOTOOM	2	0.00
The state of the s	10,094,431	3,031,985	15,626,416	100.00

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

Particulars	Numbe	r of votes con	tained in	% of valid votes
	e-votes	Poll	Total	
Assent	10,594,429	5,031,985	Control of the Contro	
Dissent	7,1,1,2	0,031,983	15,626,414	100.00
Total	2		2	0.00
IOLAI	10,594,431	5,031,985	15,626,416	100.00

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	Numbe	er of votes con	ntained in	% of valid votes
	e-votes	Poli	Total	
Assent	10,594,429	5.001.00=		
Dissent	7 1, 16, 7	5,031,985	15,626,414	100.00
Total	4	_	2	
TOTAL	10,594,431	5.031.985	15,626,416	0.00
		,500	20,020,416	100.00

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	Numbe	Number of votes contained in		
	e-votes	Poll	Total	
Assent	10,594,429	5021000		
Dissent	20,001,129	5031985	15,626,414	100.00
The second secon	2	-	2	0.00
Total	10,594,431	5031985	15,626,416	10000

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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.

Mumbai

For R M Mimani & Associates LLP

[Company Secretaries]

Ranjana Mimani

Partner

FCS No. 6271 CP No. 4234

Place: Mumbai

Dated: July 30, 2019