



**ULTRAMARINE &
PIGMENTS LTD.**

MANUFACTURERS OF INORGANIC PIGMENTS

556, Vanagaram Road,
Ambattur, Chennai - 600 053. India.
Phone : 0091-44- 26136700 - 26136704 (5 Lines)
Fax : 0091-44- 26821201
E-Mail : exports@ultramarinepigments.net
Website : www.ultramarinepigments.net
CIN : L24224MH1960PLC011856

29th May, 2019

The Manager – Listing compliance
Department of corporate services,
BSE Limited,
P.J.Towers, 25th floor,
Dalal street, fort,
Mumbai – 400 001

Dear Sirs,

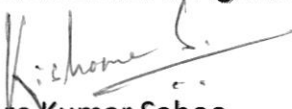
Sub: Submission of Annual Secretarial Compliance report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: 506685

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular no. CIR/CFD/CMD1/27/2019 dated 08.02.2019, we submit herewith the Annual Secretarial Compliance report for the year ended 31st March, 2019 issued by the Practicing Company Secretary.

Kindly take on record the same.

Thanking you
For Ultramarine & Pigments Limited


Kishore Kumar Sahoo
Company Secretary

Certified towards QMS 9001 / ISO 14001 / OHSAS 18001

Regd. Office : THIRUMALAI HOUSE
Road No.29, Sion - East, Mumbai - 400 022.
Phone : 022 - 24035137, 24017834 Fax : 022 - 2401 1699



R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

To,
The Board of Directors
Ultramarine & Pigments Limited
[CIN: L24224MH1960PLC011856]
Thirumalai House, Road No. 29,
Near Sion Hill Fort, Sion (East),
Mumbai - 400022

We have been engaged by **Ultramarine & Pigments Limited** (hereinafter referred to as 'the Company') whose equity shares are listed BSE Limited (Security Code: 506685) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

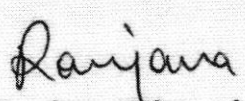
It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report in the format prescribed is enclosed herewith.

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No.: I2001MH250300]


Ranjana Mimani
(Partner)
FCS : 6271
CP No.: 4234



Place: Mumbai
Dated: May 27, 2019

Secretarial Compliance report
of
Ultramarine & Pigments Limited for the year ended March 31, 2019
[Under regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Ultramarine & Pigments Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there-under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable as there was no reportable event during the review period]**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable as there was no reportable event during the review period]**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable as there was no reportable event during the review period]**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable as there was no reportable event during the review period]**



R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable as there was no reportable event during the review period]**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/guidelines issued there-under; and based on the above examination, we hereby report that, during the Review Period;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there-under

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there-under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there-under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter	Observations/ Remarks of the Practicing Company Secretary
Nil				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports **[Not applicable, as this is first review period for which report is being issued]**

For **R M MIMANI & ASSOCIATES LLP**
[Company Secretaries]
[Firm Registration No.: I2001MH250300]

Ranjana Mimani

Ranjana Mimani
(Partner)
FCS No: 6271
CP No.: 4234



Place: Mumbai
Dated: May 27, 2019