

27th July, 2022

**The Manager – Listing compliance
Listing Department,
BSE LIMITED.,
P.J TOWERS, DALAL STREET, FORT
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 61st Annual General Meeting of the Company held on Monday, 25th day of July, 2022 at 4.00 p.m through Video Conferencing (VC) / Other Audio Video Means (OAVM).

Thanking You,

FOR ULTRAMARINE & PIGMENTS LIMITED


[Kishore Kumar Sahoo]

Company Secretary

Encl: As Above.



Submission in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to 61st Annual General Meeting of Ultramarine & Pigments Limited held on 25th July, 2022.

Date of the AGM	Monday, 25 th July, 2022
Total number of shareholders on cut - off date, i.e. 15 th July, 2022	23,311
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter group	Not Applicable
Public	
Total	
No. of shareholders attended the meeting through Video conferencing	
Promoters and Promoter group	9
Public	58
Total	67

Attached result of Remote e –voting and e- voting at the AGM along with Scrutinizer’s Report

Thanking You,

For ULTRAMARINE & PIGMENTS LIMITED

[Kishore Kumar Sahoo]

Company Secretary



Result of e-voting of the Company-61st Annual General Meeting held on July 25, 2022

We wish to inform that the Company has conducted the process of remote e-voting and e- voting for the 61st Annual General Meeting (AGM) held on July 25, 2022 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, Practicing Company Secretaries were appointed as Scrutinizer for conducting remote e-voting and e-voting during the said meeting in fair and transparent manner.

Item No. 1

Consideration and adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Auditors' thereon.

"RESOLVED THAT the Audited standalone and consolidated Financial Statements of the Company as at March 31, 2022 thereto together with the Reports of the Directors and Auditors thereon, circulated to the members be and are hereby received, considered and adopted."

Nature of Resolution: Ordinary

Mode of Voting: Remote e-voting and e -voting

Voted in favour of Resolution		Voted against the Resolution		Invalid Votes		Total	
Number of members	No. of Shares held	Number of members	No. of Shares held	No. of Members	No. of Shares held	No. of members	No. of shares held
77	1,13,86,670	Nil	Nil	Nil	Nil	77	1,13,86,670

Result: Passed as an Ordinary Resolution with requisite majority.

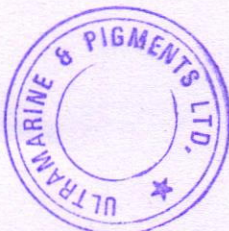
Item No. 2

Declaration of dividend for the financial year ended March 31, 2022

"RESOLVED THAT a dividend of Rs.5 per share of face value of Rs 2/- each on the paid-up equity share capital of the Company as recommended by the Board be and is hereby declared for the financial year ended March 31, 2022"

Nature of Resolution: Ordinary

Mode of Voting: Remote e-voting and e – voting



A handwritten signature in black ink, appearing to be "Kishor L.", written over a horizontal line.

Voted in favour of Resolution		Voted against the Resolution		Invalid Votes		Total	
Number of members	No. of Shares held	Number of members	No. of Shares held	No. of Members	No. of Shares held	No. of members	No. of shares held
76	1,13,86,661	1	9	Nil	Nil	77	1,13,86,670

Result: Passed as an Ordinary resolution with requisite majority.

Item No. 3

Re- appointment of Ms. Tara Parthasarathy (DIN-07121058) who retires by rotation and offers herself for re-appointment

“RESOLVED THAT Ms. Tara Parthasarathy (DIN-07121058) who retires by rotation in accordance with the provisions of Companies Act, 2013 and being eligible and offered herself for re-appointment be and is hereby re-appointed as Director.”

Nature of Resolution: Ordinary

Mode of Voting: Remote E-Voting and E – Voting at AGM

Voted in favour of the Resolution		Voted against the Resolution		Invalid Votes		Total	
Number of members	No. of Shares held	Number of members	No. of Shares held	No. of Members	No. of Shares held	No. of members	No. of votes held
74	1,13,86,418	3	252	Nil	Nil	77	1,13,86,670

Result: Passed as an Ordinary Resolution with requisite majority.

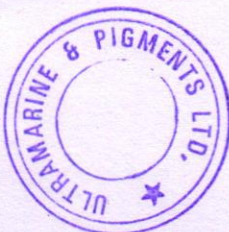
Item No. 4

Ceiling limit of Commission to Ms. Tara Parthasarathy (DIN-07121058). Joint Managing Director

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee, pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, approval of the members is hereby accorded to the enhancement of ceiling limit of commission payable to Ms. Tara Parthasarathy (DIN.07121058), Joint Managing Director from existing 1% to upto 2 % of the Net profits of the company with effect from 01.04.2022.

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.”



Kishore B.

Nature of Resolution: Ordinary

Mode of Voting: Remote e-voting and e – voting

Voted in favour of the Resolution		Voted against the Resolution		Invalid Votes		Total	
Number of members	No. of Shares held	Number of members	No. of Shares held	No. of Members	No. of Shares held	No. of members	No. of shares held
66	1,11,81,931	11	2,04,614	Nil	Nil	77	1,13,86,545

Result: Passed as an Ordinary resolution with requisite majority.

Item No. 5:

Ceiling limit of Commission to Mr. V. Bharathram (DIN-08444583), Whole-time director

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee, pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, approval of the members is hereby accorded to the enhancement of ceiling limit of commission payable to Mr. V. Bharathram (DIN. 08444583), Whole-time Director from existing 1% to upto 2 % of the Net profits of the company with effect from 01.04.2022.

Minimum remuneration:

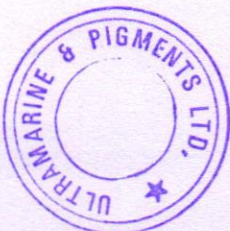
RESOLVED FURTHER THAT notwithstanding anything herein above stated, in the event of absence or inadequacy of profits in any financial year, the Company do pay to Ms. Tara Parthasarathy up to such amount as remuneration as may be permissible under Section II, Part II of Schedule V to the Companies Act, 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”.

Nature of Resolution: Ordinary

Mode of Voting: Remote e-voting and e – voting

Voted in favour of the Resolution		Voted against the Resolution		Invalid Votes		Total	
Number of members	No. of Shares held	Number of members	No. of Shares held	No. of Members	No. of Shares held	No. of members	No. of shares held
65	1,11,81,931	12	2,04,739	Nil	Nil	77	1,13,86,670

Result: Passed as an Ordinary resolution with requisite majority.



Richard L.

Item No. 6:

Approval of material related party transactions for the financial year ended March 31, 2023

“RESOLVED THAT pursuant to Section 188 of the Companies Act , 2013 read with Companies (Meetings of the Board and its Powers) Rule ,2014, Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to be entered into material contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Ultramarine Specialty Chemicals Limited (USCL), a wholly owned subsidiary of Ultramarine & Pigments Limited and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and USCL, for an aggregate value of up to Rs. 5,560 Lakhs, to be entered during FY 2022—23 at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, and confirmed in all respects.”

Nature of Resolution: Ordinary

Mode of Voting: Remote e-voting and e – voting



Kishore C.

Voted in favour of Resolution		Voted against the Resolution		Invalid Votes*		Total	
Number of members	No. of Shares held	Number of members	No. of Shares held	No. of Members	No. of Shares held	No. of members	No. of shares held
55	313,436	2	918	20	1,10,72,191	77	1,13,86,545

Result: Passed as an Ordinary resolution with requisite majority.

*Note: Invalid vote represents votes casted by promoter/promoter group

Item No. 7:

Ratification of remuneration to be paid to the cost auditors of the Company for the financial year ended March 31, 2023

“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), at the meeting held on May 24, 2022 has appointed M/s GSVK & Co., (Firm Regn no. 002371) , Practicing Cost Accountants, Chennai as the Cost auditor of the company to conduct the audit of the cost records for the financial year ending March 31, 2023, 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: Remote e-voting and e -voting

Voted in favour of Resolution		Voted against the Resolution		Invalid Votes*		Total	
Number of members	No. of Shares held	Number of members	No. of Shares held	No. of Members	No. of Shares held	No. of members	No. of shares held
74	1,13,86,319	3	351	Nil	Nil	77	1,13,86,670

Result: Passed as an Ordinary Resolution with requisite majority.



K. Thirumala

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014]

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

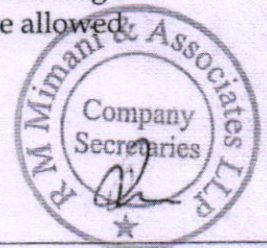
Sub.: Consolidated Results of Remote e-voting and E-voting

Ref.: 61st Annual General Meeting of the Equity Shareholders of Ultramarine &
Pigments Limited held on Monday, July 25, 2022

Dear Sir,

I, Ranjana Mimani, partner of R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the scrutinizing (remote e-voting) and electronic voting (remote e-voting and voting during the meeting) on the below mentioned resolutions at the 61st Annual General Meeting ("AGM") of the Shareholders of **Ultramarine & Pigments Limited** held on Monday, July 25, 2022 at 4.00 p.m. through Video Conferencing ("VC")/Other Audio-visual Mechanism ("OAVM"), submit my report as under:

1. The e-voting facility, both for e-voting prior to the AGM (remote e-voting) and voting at AGM by electronic means (e-voting) was provided by the Central Depository Services Limited (CDSL).
2. The Shareholders of the Company as on the 'cut off' date i.e., July 15, 2022 were entitled to vote on the resolutions stated in the notice dated May 24, 2022 of 61st AGM of the Company.
3. The remote e-voting was opened on July 21, 2022 at 9.00 a.m. and closed on July 24, 2022 at 5.00 p.m.
4. After announcement of voting by the Chairman during the meeting, the shareholders present at the AGM through VC/OAVM and entitled, voted through e-voting facility provided by the CDSL.
5. As informed by the Company, shareholders who were present at the AGM through VC/OAVM and has not exercised their vote by remote e-voting facility were allowed to cast their votes through e-voting at the AGM.



6. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked downloaded from the e-voting website of CDSL.
7. My responsibility as the scrutinizer is to ascertain the voting processes and to submit the report on vote cast in favour or against the resolutions proposed in the notice dated May 24, 2022 of the 61st AGM. The Management is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions proposed in the notice of the 61st AGM.
8. Based on the data downloaded from CDSL e-voting portal, the total votes cast in favour or against are tabulated below;

Ordinary Business:

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended on March 31, 2022, together with the reports of the Board of Directors and the Auditors' thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended on March 31, 2022 together with the report of Auditors' thereon.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	77	11,386,670	100.00%
Voted against the resolution	-	-	0.00%
Invalid votes	-	-	-
Total	77	11,386,670	100%

2. To declare a dividend.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	76	11,386,661	100.00%
Voted against the resolution	1	9	0.00%
Invalid votes	-	-	-
Total	77	11,386,670	100%



R M MIMANI & ASSOCIATES LLP
COMPANY SECRETARIES

3. To appoint a Director in place of Ms. Tara Parthasarathy (DIN: 07121058), who retires by rotation, and being eligible, offers herself for re-appointment.

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	74	11,386,418	100.00%
Voted against the resolution	3	252	0.00%
Invalid votes	-	-	-
Total	77	11,386,670	100%

Special Business:

4. To alter the limit of Commission to Ms. Tara Parthasarathy (DIN.07121058), Joint Managing Director-Ordinary resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	66	11,181,931	98.20%
Voted against the resolution	11	204,614	1.80%
Invalid votes	-	-	-
Total	77	11,386,545	100%

5. To alter the limit of Commission to Mr. Bharathram (DIN.08444583), Whole-time Director-Ordinary resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	65	11,181,931	98.20%
Voted against the resolution	12	204,739	1.80%
Invalid votes	-	-	-
Total	77	11,386,670	100%



6. To approve the Material Related Party Transaction for the financial year 2022-23 - Ordinary resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	55	313,436	99.71%
Voted against the resolution	2	918	0.29%
Invalid votes**	20	11,072,191	-
Total	77	11,386,545	100.00

** Votes casted by promoters and promoter group are considered invalid.

7. To ratify the remuneration to be paid to the Cost Auditor of the Company for the financial year 2022-23 -Ordinary resolution

Particulars	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	74	11,386,319	100.00%
Voted against the resolution	3	351	0.00%
Invalid votes	-	-	-
Total	77	1,13,86,670	100%

The data containing records of the voting by the shareholders of the Company through Remote e-voting and e-voting at AGM has been handed over to the Company Secretary for keeping in for safe record.

For R M Mimani & Associates LLP
[Company Secretaries]
[Firm Registration No. L2015MH008300]

Ranjana Mimani

Ranjana Mimani
(Partner)

FCS No: 6271

CP No: 4234

PR No.: 1065/2021

UDIN: F006271D000688414



For Ultramarine & Pigments Limited

Kishore S.
Company Secretary

Place: Mumbai

Dated: July 26, 2022