

MANUFACTURERS OF INORGANIC PIGMENTS

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May 29, 2024

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 Secretarial Compliance report for the FY ended March 31, 2024

Scrip Code- 506685

In accordance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s R M Mimani & Associates, LLP (Firm Reg no. L2015MH008300), Practicing Company Secretaries has issued Secretarial Compliance report for the FY ended March 31, 2024 dated May 16, 2024.

Kindly take the same on record.

For Ultramanine & Pigments Ltd

Kishore Kumar Sahoo Company Secretary

Encl :A/a



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 on 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 Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

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

For R M MIMANI & ASSOCIATES LLP

[Company Secretaries]

Jema,

[Firm Registration No. L2015MH008300]

Ranjana Mimani

(Partner)

FCS No: 6271 CP No: 4234 PR No.: 1065/2021

UDIN: F006271F000384946

Place:Mumbai

Dated: May 16, 2024

Secretarial Compliance Report of

Ultramarine & Pigments Limitedfor the year ended March 31, 2024 [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, 2024 ("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 thereunder, 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 and Sweat Equity) Regulations, 2021; [Not applicable as there was no reportable event during the review period]
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [Not applicable as there was no reportable event during the review period]
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (h) Other regulations as applicable

and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr.	Observation/	Observations	Compliance	Details of violation	Remedial	Comments of the
No		made in the	Requirement	/	actions,	PCS on the
	Practicing	secretarial		deviations	if any,	Actions taken by
	Company	compliance	and actions taken		taken by	the listed
	Secretary in the	report for the		/penalty	the listed	entity
	Previous Report	year ended		imposed, if any, on	entity	
		(the years are		the listed entity		
		to be				
		mentioned)				
1	Some of the	2022-2023	BSE Circular	The Company	NA	NA
	disclosures have		number	has submitted		ii ii
	been submitted		20220801-24	some		
	by the Company,		dated August	disclosures to		

	***	***************************************	01 0000	Ct. al. Tarahaman		
	with manual		01, 2022.	Stock Exchange	3	
	signature instead			with manual		
	of with digital			signature		
	signatures as			instead of with	ŧ.	
	required under			digital		
	SEBI Circular			signature as		
	dated August 01,			required under		
	2022 with effect		<	SEBI Circular		
	from. September		,	dated August		, li ,
	01, 2022.		-	01, 2022 with		
	U.1. j das V das das s		5	effect from.		
	× **			September 01,		
	,			2022.		
-	7	2022-2023	Initial		NA	NA
2	During the	2022-2023		The Company	INA	INV
	review period		Disclosure by	has delayed in		
	2022-23, the		Large	filing Initial		-
	Company has		Corporate	Disclosure by		
	delayed in filing		pursuant to	Large		
	Initial Disclosure	=	SEBI Circular	Corporate as on	,	
	by Large		No.	March 2022.		
	Corporate.		SEBI/HO/DD	*		
			HS/CIR/P/201			
			8/144 dated			
		¥,	November 26,			
			2018.			

(c) During the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Co mpl ianc e Stat us (Yes/ No/N A)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with		
	the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India(ICSI)	Yes	Nil
2.	 Adoption and timely updating of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance	Yes	Nil
	reports under Regulation27(2) are accurate and specific which re-directs to the relevant document(s)/section of the		

	website.		4
	The second company of		
		1	
4.	Disqualification of Director:		
	None of the Director(s) of the Company is/ are disqualified	Voc	Nil
	under Section 164 of Companies Act, 2013 as confirmed by	Yes	1411
	the listed entity.		
5.	Details related to Subsidiaries of listed entities have been		
	examined w.r.t.:		2 7 1 2
	(a) Identification of material subsidiary companies	Yes	Nil
	(b) Disclosure requirement of material as well as other	Yes	Nil
	subsidiaries.		
6.	Preservation of Documents:		
	The listed entity is preserving and maintaining records as		
	prescribed under SEBI Regulations and disposal of records as	Yes	Nil
	per Policy of Preservation of Documents and Archival policy		
	prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation:		¥
	The listed entity has conducted performance evaluation of the	Yes	Nil
	Board, Independent Directors and the Committees at the start		
	of every financial year/during the financial year as prescribed		*
	in SEBI Regulations.		
8.	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit		
	Committee for all related party transactions; or	Yes	Nil
	(b) The listed entity has provided detailed reasons along with		
	confirmation whether the transactions were subsequently	Yes	Nil
	approved/ ratified/ rejected by the Audit Committee, in		
	case no prior approval has been obtained.		*
9.	Disclosure of events or information:		Some of the disclosures have bee
9.	The listed entity has provided all the required disclosure(s)		submitted by the Company wit
	under Regulation 30 along with Schedule III of SEBI LODR	Yes	manual signatures instead of Digital
	Regulations, 2015 within the time limits prescribed	100	Signatures as required under SEI
	thereunder.		circular dated August 1, 2022
	thereunder.		l and the state of
10.	Prohibition of Insider Trading:		N.T.2.T
	The listed entity is in compliance with Regulation 3(5) & 3(6)	Yes	Nil
	SEBI (Prohibition of Insider Trading) Regulations, 2015.	-	
11.	Actions taken by SEBI or Stock Exchange(s),if any:		,
	No action(s) has been taken against the listed entity/its		
	promoters/directors/subsidiaries either by SEBI or by Stock		
	Exchanges (including under the Standard Operating	N.A.	Nil
	Procedures issued by SEBI through various circulars) under		
	SEBI Regulations and circulars/guidelines issued		
	thereunder.(or) The actions taken against the listed entity/its		
	promoters/ directors/ subsidiaries either by SEBI or by Stock		
	Exchanges are specified in the last column.		

12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of	N.A.	Nil
13.	chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities Additional non-compliances/observations, if any Intimation of the Board Meeting in XBRL, as required pursuant to the Regulation 29 of SEBI (LODR), 2015.	No	The Company has not filed intimation of Board Meetings in XBRL format during the review period, as required under SEBI
	• The BSE Limited has imposed a fine of Rs. 2000/- under Regulation 17(1A) of SEBI (LODR) Regulations, 2015 for non-compliance pertaining to appointment or continuation of Non-executive Director who has attained the age of seventy-five years.	Yes	circular dated January 27, 2023. Mrs. Indira Sundararajan (DIN-00092203) has resigned on attaining the age of 75 years on 09.05.2023 and the Company has filed an appeal against the fine imposed by BSE Limited.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

1. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which
have been complied with by the Company up to the date of this Report pertaining to the financial year ended
March 31, 2024.

6. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

For R M MIMANI & ASSOCIATES LLP

[Company Secretaries]

[Firm Registration No. L2015MH008300]

Ranjana Mimani

(Partner)

FCS No: 6271 CP No: 4234 PR No.: 1065/2021

UDIN: F006271F000384946

Place: Mumbai Dated: May 16, 2024