



27th July, 2024

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

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 63<sup>rd</sup> Annual General Meeting of the Company held on Thursday, 25<sup>th</sup> day of July ,2024 at 3.00 p.m. at The Mysore Association Auditorium, Mysore Association, 393, Bhaudaji Road, Matunga – C. Rly, Mumbai-400019.

Date of the AGM	Thursday, 25 <sup>th</sup> July, 2024
Total number of shareholders on cut - off date, i.e. 18 <sup>th</sup> July, 2024	20,379
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter group	6
Public	65
<b>Total</b>	<b>71</b>
No. of shareholders attended the meeting through Video conferencing / Other Audio Visual Means	
Promoters and Promoter group	Not Applicable
Public	
<b>Total</b>	

**Enclosed result of e voting and poll along with the Scrutinizers report.**

Thanking You,

**FOR ULTRAMARINE & PIGMENTS LIMITED**

**[Kishore Kumar Sahoo]**

Company Secretary

Encl: As Above.



## Result of Voting of Ultramarine & Pigments Limited:

### 63<sup>rd</sup> Annual General Meeting held on 25<sup>th</sup> July, 2024 ( e- voting and physical poll)

We wish to inform that the Company has conducted the process of remote E-Voting, E- Voting and Poll at the 63<sup>rd</sup> Annual General Meeting (AGM) held on July 25, 2024 for passing the resolutions as set out in the Notice of AGM dated 16<sup>th</sup> May, 2024 sent to the Members of the Company.

M/s. R. M Mimani & Associates LLP, Company Secretaries in practice was appointed as Scrutinizer for conducting remote 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 standalone and consolidated audited financial statement of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors' thereon.

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Directors' report and the Auditors reports thereon as circulated to the members and now submitted to this meeting be and are hereby considered and adopted."

**Nature of Resolution:** Ordinary

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting(A)</b>	452	1,13,87,690	0	0	Nil	Nil
<b>Poll(B)</b>	2	5,484	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>454</b>	<b>1,13,93,174</b>	<b>0</b>	<b>0</b>	Nil	Nil

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



**Item No. 2**

**Subject Matter of Resolution: Declaration of dividend @Rs.5.00 per share**

"RESOLVED THAT a Dividend @250% (Rs.5.00 per share) for the year ended 31st March, 2024 be paid to all the eligible shareholders".

**Nature of Resolution:** Ordinary

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	452	1,13,87,690	0	0	Nil	Nil
<b>Poll (B)</b>	2	5,484	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>454</b>	<b>1,13,93,174</b>	<b>0</b>	<b>0</b>	Nil	Nil

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

**Item No. 3**

**Subject Matter of Resolution: Re- appointment of Mr. V. Bharathram (DIN: 08444583) who retires by rotation**

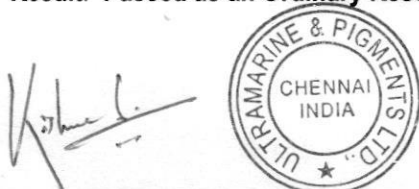
"RESOLVED THAT Mr. V. Bharathram (DIN: 08444583), Director (DIN. 08444583) who retires by rotation in accordance with the provisions of Companies Act, 2013 and being eligible, offered himself for re-appointment be and is hereby re-appointed as Director liable to retire by rotation".

**Nature of Resolution:** Ordinary

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	452	1,13,87,690	0	0	Nil	Nil
<b>Poll (B)</b>	1	5,483	0	0	1	1
<b>Total (A)+(B)</b>	<b>453</b>	<b>1,13,93,173</b>	<b>0</b>	<b>0</b>	1	1

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



**Item No. 4**

**Subject Matter of Resolution: 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), Sundaram & Srinivasan (Firm Registration No. 004207S), Chartered Accountants, Chennai be and are hereby 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 68th Annual General Meeting of the Company at such fee as shall be fixed by the Board of Directors.

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

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	451	1,13,87,689	1	1	Nil	Nil
<b>Poll (B)</b>	2	5,484	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>453</b>	<b>1,13,93,173</b>	<b>1</b>	<b>1</b>	Nil	Nil

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



**Special Business:**

**Item No. 5**

**Subject Matter of Resolution: Re-appointment of Mr. V. Bharathram (DIN.08444583) as Managing Director**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) and as recommended by Nomination and Remuneration Committee and Board of Directors, 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. V. Bharathram (DIN.08444583) as Managing Director of the Company for a period of 3 years with effect from 01.08.2024 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.8,25,000/- [with 10% annual increments and provision to pay multiple increments in any year].

(ii) Commission of up to 2% 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, provision for car, medical reimbursement, leave travel concession for self and family, Special allowances 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) and as per the provisions of Regulation 17 (6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, upto Rs. 5.00 Crores as minimum remuneration in excess of the individual and overall limits prescribed under Section 197(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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:** Special

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





Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	450	1,13,73,907	2	13,783	Nil	Nil
<b>Poll (B)</b>	1	5,483	0	0	1	1
<b>Total (A)+(B)</b>	<b>451</b>	<b>1,13,79,390</b>	<b>2</b>	<b>13,783</b>	<b>1</b>	<b>1</b>

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

**Item No. 6**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) and as recommended by Nomination and Remuneration Committee and Board of Directors, 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 Managing Director of the Company for a period of 3 years with effect from 15.03.2025 on the terms and conditions and on the remuneration set out below and she is liable to retire by rotation.

- (i) Salary per month Rs. 5,53,000/- applicable from 01.04.2024 (with 10% annual increments and provision to pay multiple annual increments in any year).
- (ii) Commission of up to 2% 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, provision for car, medical reimbursement, leave travel concession for self and family, Special allowances 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.

*K. S. S. S.*



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) and as per the provisions of Regulation 17 (6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, upto Rs. 5.00 Crores as minimum remuneration in excess of the individual and overall limits prescribed under Section 197(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and is 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: Special

Mode of Voting: E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	449	1,13,73,707	3	13,983	Nil	Nil
Poll (B)	1	5,483	0	0	1	1
Total (A)+(B)	450	1,13,79,190	3	13,983	1	1

Result: Passed as Special Resolution with requisite majority.

**Item No. 7**

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, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) and as recommended by Nomination and Remuneration Committee and Board of Directors, 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 3 years with effect from 1st August, 2024 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.3,60,000/- (with 10% annual increments and provision to pay multiple increments in any year).

ii) Commission of up to 0.5% 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. R. Senthil Kumar shall be entitled to perquisites like HRA/Unfurnished/furnished accommodation, provision for car, medical reimbursement,

leave travel concession for self and family, Special allowances 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 in excess of the individual and overall limits prescribed under Section 197(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and is 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: Special

Mode of Voting: E-Voting and Poll

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	451	1,13,87,689	1	1	Nil	Nil
Poll (B)	1	5,483	1	1	Nil	Nil
Total (A)+(B)	452	1,13,93,172	2	2	Nil	Nil

Result: Passed as Special Resolution with requisite majority.





**Item No. 8**

**Subject Matter of Resolution: Continuation of the Directorship of Mr. R. Sampath (DIN: 00092144) as Non-Executive Promoter Director - approval under Regulation 17 (1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

“RESOLVED THAT pursuant to provisions of Regulation 17 (1D) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023, 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 continuation of the Directorship of Mr. R. Sampath (DIN: 00092144) as Non-Executive Promoter Director of the Company and that Mr. R. Sampath shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the any of the Whole – time Directors / Company Secretary 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:** Ordinary

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	451	1,13,87,689	1	1	Nil	Nil
<b>Poll (B)</b>	2	5,484	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>453</b>	<b>1,13,93,173</b>	<b>1</b>	<b>1</b>	Nil	Nil

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


**Item No. 9**

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

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee and Board of Directors, 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), 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 second term of 5 (five) consecutive years up to Annual General Meeting for the year 2029.

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

**Nature of Resolution:** Special

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	451	1,13,87,689	1	1	Nil	Nil
Poll (B)	1	5,483	0	0	1	1
Total (A)+(B)	452	1,13,93,172	1	1	1	1

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



**Item No. 10**

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

"RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee and Board of Directors, 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. Harsh R. Gandhi (DIN. 00133091), 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 second term of 5 (five) consecutive years from 1st August, 2024."

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

**Nature of Resolution:** Special

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	452	1,13,87,690	0	0	Nil	Nil
<b>Poll (B)</b>	1	5,483	0	0	1	1
<b>Total (A)+(B)</b>	<b>453</b>	<b>1,13,93,173</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>1</b>

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


**Item No. 11**

**Subject Matter of Resolution: Appointment of Mr. R. Ravi Shankar (DIN.01224361) as an Independent Director**

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee and Board of Directors, pursuant to the provisions of Sections 149, 150, 152, 161(1) 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. R. Ravi Shankar (DIN.01224361), who was appointed as an additional Independent Director of the Company by the Board of Directors with effect from 16.05.2024 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 from 16.05.2024.

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

**Nature of Resolution:** Special

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
E-voting (A)	451	1,13,87,689	1	1	Nil	Nil
Poll (B)	1	5,483	1	1	1	1
Total (A)+(B)	452	1,13,93,172	1	1	1	1

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



**Item No. 12**

**Subject Matter of Resolution: Payment of Commission at 2% of the net profits of the Company to Non –Executive Directors.**

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions if any, of the Companies Act, 2013 or any statutory modifications or re-enactment thereof and as recommended by Nomination and Remuneration Committee and Board of Directors, the consent of the members be and is hereby accorded to the payment of commission not exceeding 2% of net profit of the Company as computed in the manner prescribed under Section 198 of the Companies Act, 2013, to the Non- Executive Directors of the Company with effect from 1st April, 2024.

RESOLVED FURTHER THAT the payment of above mentioned commission, taking together the remuneration to Managing Director(s) / Whole-time Director may exceed the overall limit prescribed under Section 197(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board shall have authority to determine the manner and proportion in which the above mentioned commission be distributed to the Non – Executive Directors. ”

**Nature of Resolution:** Special

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting (A)</b>	450	1,13,73,907	2	13,783	Nil	Nil
<b>Poll (B)</b>	1	5,483	1	1	Nil	Nil
<b>Total (A)+(B)</b>	<b>451</b>	<b>1,13,79,390</b>	<b>3</b>	<b>13,784</b>	Nil	Nil

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


**Item No. 13**

**Subject Matter of Resolution: Ratification of audit fees to be paid to Cost Auditors of the Company for the financial year 2024 -25.**

"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), GSVK & Co., (Firm Regn. no. 002371), Practicing Cost accountants, Chennai, the Cost Auditors 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, 2025, be paid the fee at Rs. 1,00,000/- (inclusive of travel and out of pocket expenses).

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

**Nature of Resolution:** Ordinary

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

Mode of Voting	Valid and Voted in favour of Resolution		Valid and Voted against the Resolution		Invalid Votes	
	Number of members cast their Votes	No. of Shares held / No. of Votes.	Number of members cast their Votes	No. of Shares held / No. of Votes.	No. of Members	No. of Shares for Votes Cast by them
<b>E-voting(A)</b>	452	1,13,87,690	0	0	Nil	Nil
<b>Poll(B)</b>	2	5,484	0	0	Nil	Nil
<b>Total (A)+(B)</b>	<b>454</b>	<b>1,13,93,174</b>	<b>0</b>	<b>0</b>	Nil	Nil

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

# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

### 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 voting at the Annual General Meeting

Ref.: 63<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Ultramarine & Pigments Limited held on Thursday, July 25, 2024

Dear Sir,

I, Ranjana Mimani, partner of R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer at the Meeting of Board of Directors held on May 16, 2024 for the purpose of the scrutinizing (remote e-voting and voting during the meeting) on the below mentioned resolutions at the 63<sup>rd</sup> Annual General Meeting ("AGM") of the Shareholders of **Ultramarine & Pigments Limited** held on Thursday, July 25, 2024 at 3.00 p.m. at 'The Mysore Association Auditorium', 393, Bhaudaji Road, Matunga C- Rly, Mumbai -400019, submit my report as under:

1. The e-voting facility, prior to the AGM (remote 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 18, 2024 were entitled to vote on the resolutions stated in the notice dated May 16, 2024 of 63<sup>rd</sup> AGM of the Company.
3. The remote e-voting was opened on Sunday, July 21, 2024 at 9.00 a.m. and closed on Wednesday, July 24, 2024 at 5.00 p.m.
4. As informed by the Company, Shareholders who were present at the AGM and had not exercised their vote by remote e-voting facility were allowed to cast their votes at the AGM.
5. After announcement of voting by the Chairman during the Meeting, the shareholders present at the AGM and entitled, voted through ballot facility provided by the Company at the AGM venue. To facilitate the voting, one ballot box was kept for polling at the meeting which was locked in my presence with due identification mark placed by me.
6. After closure of voting at the AGM, the locked ballot box was 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.
7. After closure of voting at the AGM, the votes cast through remote e-voting prior to the date of AGM were unblocked downloaded from the e-voting website of CDSL.

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A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 9136702774; Email: [mmimani@csrma.in](mailto:mmimani@csrma.in).

8. 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 16, 2024 of the 63<sup>rd</sup> 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 63<sup>rd</sup> AGM.
9. Based on the records of the ballot papers and 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, 2024, 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, 2024 together with the report of Auditors' thereon - Ordinary Resolution.

Particulars	Number of members voted (in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	454	1,13,93,174	100%
Voted against the resolution	Nil	Nil	Nil
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,174 votes were cast assenting to the Ordinary Resolution and Nil votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.1 of the Notice dated May 16, 2024 is passed with requisite majority.

2. To declare a dividend for the Financial Year ended on March 31, 2024: Ordinary Resolution

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	454	1,13,93,174	100%
Voted against the resolution	Nil	Nil	Nil
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,174 votes were cast assenting to the Ordinary Resolution and Nil votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.2 of the Notice dated May 16, 2024 is passed with requisite majority.



3. **To approve re-appointment of Director Mr. V. Bharathram (DIN: 08444583), who retires by rotation and, being eligible, offers himself for reappointment - Ordinary Resolution**

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	453	1,13,93,173	100%
Voted against the resolution	Nil	Nil	Nil
Invalid votes	1	1	0.00%
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,173 valid votes cast via e-voting and remote e-voting, 1,13,93,173 votes were cast assenting to the Ordinary Resolution and Nil votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.3 of the Notice dated May 16, 2024, is passed with requisite majority.

4. **To appoint auditors and to fix their remuneration: 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	453	1,13,93,173	100%
Voted against the resolution	1	1	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,173 votes were cast assenting to the Ordinary Resolution and 01 vote were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.4 of the Notice dated May 16, 2024 is passed with requisite majority.

**Special Business:**

5. **To approve re-appointment of Mr. V. Bharathram (DIN.08444583) as Managing Director of the Company :Special resolution**

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	451	1,13,79,390	99.88%
Voted against the resolution	2	13,783	0.12%

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**COMPANY SECRETARIES**

Invalid votes	1	1	0.00%
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,173 valid votes cast via e-voting and remote e-voting, 1,13,79,390 votes were cast assenting to the Special Resolution and 13783 votes were cast dissenting to the Special Resolution.

Thus, the Special Resolution as contained in item no.5 of the Notice dated May 16, 2024 is passed with requisite majority.

**6. To approve re-appointment of Ms. Tara Parthasarathy (DIN.07121058) as Managing Director of the Company :Special resolution**

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	450	1,13,79,190	99.88%
Voted against the resolution	3	13,983	0.12%
Invalid votes**	1	1	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100.00</b>

Accordingly, out of the total 1,13,93,173 valid votes cast via e-voting and remote e-voting, 1,13,79,190 votes were cast assenting to the Special Resolution and 13,983 votes were cast dissenting to the Special Resolution.

Thus, the Special Resolution as contained in item no.6 of the Notice dated May 16, 2024 is passed with requisite majority.

**7. To approve re-appointment of Mr. R. Senthil Kumar (DIN.07506927) as Whole-time Director of the Company: Special resolution**

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	452	1,13,93,172	100%
Voted against the resolution	2	2	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,172 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 16, 2024 is passed with requisite majority.

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8. To approve continuation of the Directorship of Mr. R. Sampath (DIN: 00092144) as Non-Executive Promoter Director of the Company : Ordinary Resolution:

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	453	1,13,93,173	100%
Voted against the resolution	1	1	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,173 votes were cast assenting to the Ordinary Resolution and 1 votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.8 of the Notice dated June 01, 2024 is passed with requisite majority.

9. To approve re-appointment of t Mr. C.R. Chandra Bob (DIN. 07384175),as Independent Director of the Company : Special Resolution

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	452	1,13,93,172	100%
Voted against the resolution	1	1	0.00%
Invalid votes	1	1	0.00%
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,173 valid votes cast via e-voting and remote e-voting, 11,39,33,172 votes were cast assenting to the Special Resolution and 01 vote was cast dissenting to the Special Resolution.

Thus, the Special Resolution as contained in item no.9 of the Notice dated May 16, 2024 is passed with requisite majority.

10. To approve re-appointment of Mr. Harsh R. Gandhi (DIN. 00133091), as Independent Director of the Company : Special Resolution

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	453	1,13,93,173	100%
Voted against the resolution	Nil	Nil	Nil

Invalid votes	1	1	0.00
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,173 valid votes cast via e-voting and remote e-voting, 1,13,93,174 votes were cast assenting to the Special Resolution and Nil votes were cast dissenting to the Special Resolution.

Thus, the Special Resolution as contained in item no.10 of the Notice dated May 16, 2024 is passed with requisite majority.

**11. To approve appointment of Mr. R. Ravi Shankar (DIN.01224361), as Independent Director of the Company : Special Resolution**

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	452	1,13,93,172	100%
Voted against the resolution	2	2	0.00%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,172 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.11 of the Notice dated May 16, 2024 is passed with requisite majority.

**12. To approve payment of Commission at 2% of the net profits of the Company to Non-Executive Directors : Special Resolution**

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	451	1,13,79,390	99.88%
Voted against the resolution	3	13,784	0.12%
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,174 votes were cast assenting to the Special Resolution and 13,784 votes were cast dissenting to the Special Resolution.

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Thus, the Special Resolution as contained in item no.12 of the Notice dated May 16, 2024 is passed with requisite majority.

**13. To ratify the remuneration to be paid to the Cost Auditor of the Company for the financial year 2024-25: Ordinary resolution**

Particulars	Number of members voted(in person/proxy and remote e-voting)	Number of shares for votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	454	1,13,93,174	100%
Voted against the resolution	Nil	Nil	Nil
Invalid votes	Nil	Nil	Nil
<b>Total</b>	<b>454</b>	<b>1,13,93,174</b>	<b>100%</b>

Accordingly, out of the total 1,13,93,174 valid votes cast via e-voting and remote e-voting, 1,13,93,174 votes were cast assenting to the Ordinary Resolution and Nil votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in item no.13 of the Notice dated May 16, 2024 is passed with requisite majority.

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]

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**Ranjana Mimani**  
(Partner)  
FCS No: 6271  
CP No: 4234  
PR No.: 1065/2021

UDIN: F006271F000839171

Place: Mumbai  
Dated: July 27, 2024