



**ULTRAMARINE &
PIGMENTS LTD.**

**MANUFACTURERS OF ULTRAMARINE BLUE
AND SURFACTANTS**

556, Vanagaram Road,
Ambattur, Chennai - 600 053. India.
Phone : 0091-44- 66921195 - 66921199 (5 Lines)
Fax : 0091-44- 26821201
E-Mail : exports@uplamb.net
Website : www.ultramarinepigments.net
CIN : L24224MH1960PLC011856

29-07-2015

**DEPARTMENT OF CORPORATE SERVICES,
BOMBAY STOCK EXCHANGE LIMITED,
P.J.TOWERS, 25TH FLOOR, DALAL STREET, FORT,
MUMBAI – 400 001**

Dear Sir/ Madam,

Sub: Intimation of notice under clause 31 of the Listing agreement

In compliance with clause 31 of the listing agreement, Please find enclosed a Notice.

The Notice is under Rule 13 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Rule 23 of Companies (Management & Administration) Rules, 2014 in terms of special notice received from a shareholder, Mr. R. Sundar Rajan (Folio No.IN301151 – 13101498 holding 6,16,789 shares constituting 2.11% of the paid up capital of the Company) under Section 115 read with Section 169 of the Companies Act 2013 and notice under Section 160 of the Companies Act, 2013 that he proposes to move 2 (two) resolution(s) as an ordinary resolution in the 54th Annual General Meeting of the Company proposed to be held on Friday, 7th August, 2015 at Mysore Association Auditorium, 393, Bhaudaji Road, Matunga – C Rly, Mumbai – 400019 at 3.30. p.m.

Copy of the special notice of Shareholder is enclosed.

Kindly take the same on record.

Thanking you
For Ultramarine & Pigments Limited.,

Kishore Kumar Sahoo
Company Secretary

QMS Certified to ISO 9001 : 2008 - EMS Certified to ISO 14001 : 2004



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





Ultramarine & Pigments Limited

CIN: L24224MH1960PLC011856

Registered Office: "Thirumalai House", Road No.29, Sion-East, Mumbai – 400 022

Ph: 022 – 43686200, Fax: 022 – 24011699, E – mail: cs@uplamb.net

Website: www.ultramarinepigments.net

Notice

Notice is hereby given that Mr R Sundar Rajan Folio No.IN301151 – 13101498 holding 6,16,789 shares constituting 2.11% of the paid up capital of the Company has given a special notice under Section 115 read with Section 169 of the Companies Act 2013 and notice under Section 160 of the Companies Act, 2013 that he proposes to move the following resolution(s) as an ordinary resolution in the 54th Annual General Meeting of the Company proposed to be held on Friday, 7th August, 2015 at Mysore Association Auditorium, 393, Bhaudaji Road, Matunga – C Rly, Mumbai – 400019 at 3.30. p.m. The same is intimated in terms of Rule 13 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and Rule 23 of Companies (Management and Administration) Rules, 2014

Special business:

1. **"Resolved that pursuant to the provisions of section 169 and other applicable provisions, if any of the Companies Act, 2013, and rules made there under, Mr. Rangaswamy Sampath (DIN: 00092144) be and is hereby removed from the office of director of the Company and consequently also from the office of Chairman and Managing Director with effect from the conclusion of this meeting."**
2. **"Resolved that pursuant to the provisions of sections 149, 152 and any other applicable provisions of Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013, Mr. Ramesh Vangal (DIN: 00064018), who has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of 5 years with effect from 7th August, 2015 and that he shall not be liable to retire by rotation."**



By order of the Board


Kishore Kumar Sahoo
Company Secretary

Notes:

1. A proxy form is enclosed and the proxy form duly completed and signed should be deposited at the registered office of the company at least 48 hours before the commencement of the meeting.
2. The proposing shareholder has not furnished any explanatory statement in respect of Resolution no.1 and the proposing shareholder has not brought out any grounds or reason for proposing the removal of the Director.
3. In respect of Item No.2, the Explanatory statement as provided by the proposing shareholder is enclosed

EXPLANATORY STATEMENT AS PROVIDED BY THE PROPOSING SHAREHOLDER PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the above resolution is as under:

Mr. Ramesh Vangal is a reputed professional who was invited on the Board of Infosys Limited as its first ever Independent Director in 1997. He also led PepsiCo's entry into India. Currently, he serves as the Chairman of the Katra Group. The Katra Group has built a strategic presence across diverse sectors including wellness, technology, infrastructure & marine logistics, agri businesses, leisure and lifestyle products and services. He is also the Non-Executive Chairman of the Board of Kerala Ayurveda Limited, a BSE-listed company of the Katra Group.

Mr. Ramesh Vangal started his career with Procter & Gamble in Geneva, Switzerland. He was President, Asia Pacific for PepsiCo Foods and also a Member of PepsiCo's Worldwide Executive Council. He led PepsiCo's entry into India, an initiative that became the basis of a Harvard Business School case study and led to his being the first recipient of Pepsi-Cola International's High Performance Leadership Award in 1992.

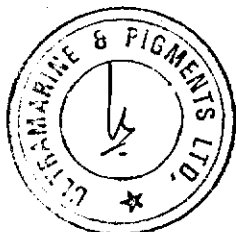
He was invited to serve on the Board of Infosys Technologies Ltd as its first Independent Director in 1997. Prior to founding the Scandent Group, now Cambridge Solutions, he was the Chairman of Seagram Asia Pacific (now Pernod Ricard) and part of its global executive board.

Mr. Ramesh Vangal received his engineering degree from the Indian Institute of Technology, Mumbai and his MBA from the London Business School and became the first Asian to be awarded the school's "Alumni of the Year" honor in 1996 and currently serves on the Global Advisory Board of London Business School. He received the ultimate accolade from the Indian Institute of Technology, Mumbai by being honoured as its Distinguished Alumnus in 2007.

Mr. Ramesh Vangal is an avid outdoor enthusiast and has a strong interest in wellness, charity and spirituality.

Neither Mr. Ramesh Vangal nor his relatives own any equity shares of the Company.


Details of his Directorships in Indian Companies are provided below:



Sl.	Name of the Company	Type
1.	Segrow Bio – Technics (India) Private Limited	Private
2.	Arudrama Developments Private Limited	Private
3.	Katra Phytochem (India) Private Limited	Private
4.	Global Agri System Private Limited	Private
5.	Apollo Asha Bioelectro Private Limited	Private
6.	Katra Marine Private Limited	Private
7.	Katra Wilhelmsen Logistics Private Limited.	Private
8.	Katra holding Private Limited	Private
9.	Mason and Summers Alcobev Private Limited	Private
10.	Kerala Ayurveda Limited	Public listed
11.	Ayurvedagram Heritage Wellness Centre Private Limited.	Private
12.	Mason and Summers Leisure Private Limited	Private
13.	Mason and Summers Marketing Service Private Limited	Private
14.	Global Nutrifood Private Limited	Private

We believe his candidature reflects true independence considering his experience, the appointment will be in the best interest of the Company.

It is the opinion of the Board that Mr. Sampath has made significant contributions to the development of the Company and that his continuance is in the best interest of the Company. The Board does not believe that there is any reason for prematurely removing Mr. Sampath from the office of CMD and that he should complete his term on 31 July 2017. The proposing shareholder has not mentioned any grounds or reason for the removal of Mr. Sampath as Director. The Board also notes that the Independent Directors already make up more than 50% of the Board, and that Mr. Vangal or any other candidate be considered when a seat becomes vacant in the future.

By order of the Board

Kishore Kumar Sahoo
Company Secretary

Date: 29.07.2015 / Place: Chennai





ULTRAMARINE & PIGMENTS LIMITED

[CIN: L24224MH1960PLC011856]

Registered office: 'Thirumalai House', Road no.29, Near Sion Hill Fort, SION (East), Mumbai- 400022

Tel: 022 – 43686200, Fax: 022- 24011699, Email:cs@uplamb.net

www.ultramarinepigments.net

54th Annual General Meeting – August 7, 2015

Proxy Form

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of member(s)	<input type="text"/>															
Registered address	<input type="text"/>															
Email	<input type="text"/>															
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I / We, being the member(s) of shares of the above named Company, hereby appoint

Name: Email

Address:

..... Signature:

Or failing him / her

Name: Email

Address:

..... Signature:

Or failing him / her

Name: Email

Address:

..... Signature :

(contd.....)

as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 54th Annual General Meeting of the Company, to be held on the Friday of 7th August, 2015 at 3.30 p.m at THE MYSORE ASSOCIATION AUDITORIUM, Mysore Association, 393, Bhaudaji Road, Matunga- C.Rly. Mumbai – 400 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution under special notice	Vote (Optional see Note 2*) Please mention no. of shares	
		For	Against
Special Business			
1.	Removal of Mr. Rangaswamy Sampath (DIN: 00092144) from the office of Director and consequently from the office of Chairman and Managing Director		
2.	Appointment of Mr. Ramesh Vangal (DIN: 00064018) as an Independent Director		

Signed this Day of.....,20

.....
Signature of the member

.....
Signature of Proxy holder(s)

Affix Revenue Stamp here

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

*2. It is optional to indicate your preference. If you leave the for or against column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.

3. Please complete all details including details of member(s) in above box before submission.