



**ULTRAMARINE &  
PIGMENTS LTD.**

**MANUFACTURERS OF INORGANIC PIGMENTS**

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

**10<sup>th</sup> August, 2016**

**The Manager – Listing compliance  
DEPARTMENT OF CORPORATE SERVICES,  
BOMBAY STOCK EXCHANGE LIMITED.,  
P.J TOWERS, DALAL STREET,  
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 55th Annual General Meeting of the Company held on Monday, 8<sup>th</sup> day of August, 2016 at 3.30 p.m at The Mysore Association Auditorium, Mysore Association, 393, Bhaudaji Road, Matunga- C, RLY, Mumbai-400019.

Thanking You,

**FOR ULTRAMARINE & PIGMENTS LIMITED**

**[Kishore Kumar Sahoo]  
Company Secretary**

Encl: As Above.

Certified towards QMS 9001 : 2008 / EMS 14001:2004 / OHSAS 18001 : 2007

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



**ULTRAMARINE &  
PIGMENTS LTD.**

**MANUFACTURERS OF INORGANIC PIGMENTS**

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

**Submission in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to 55<sup>th</sup> Annual General Meeting of Ultramarine & Pigments Limited held on 8<sup>th</sup> August, 2016**

Date of the AGM	Monday, 8 <sup>th</sup> August, 2016
Total number of shareholders on cut-off date, i.e. 1 <sup>st</sup> August, 2016	7323
No. of shareholders present in the meeting either in person or through proxy	
Promoter and Promoter group	7
Public	58
Total	65
No. of shareholders attended the meeting through Video conferencing	
Promoter and Promoter group	NA
Public	NA
Total	NA

**Attached result of e-voting and poll along with Scrutinizer's Report**

Thanking You,

**For ULTRAMARINE & PIGMENTS LIMITED**

**[Kishore Kumar Sahoo]**  
Company Secretary

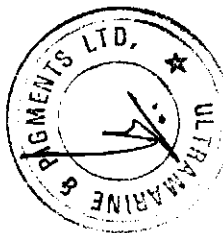
Certified towards QMS 9001 : 2008 / EMS 14001:2004 / OHSAS 18001 : 2007

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

**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**1. Consider and adopt audited financial statement for the financial year ended 31.03.2016, Reports of the Board of Directors and Auditors**

Resolution Required:(Ordinary/Special)		Ordinary									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	15340391	15339763	100	15339763	0	100	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	15340391	15339763	100	15339763	0	100	0			
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	75324	0	0	0	0	0	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698834	26.83	1617158	2081676	43.72	56.28			
	POLL		3051977	22.14	3051937	40	100.00	0.00			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	13784285	6750811	49.09	4669095	2081716	69.16	30.84			
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090574</b>	<b>75.65</b>	<b>20008868</b>	<b>2081716</b>	<b>90.58</b>	<b>9.42</b>			

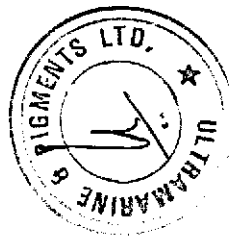


For Ultramarine & Pigments Ltd.  
*[Signature]*  
 Company Secretary.

**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**2. Confirm and approve payment of interim dividend as final**  
**Resolution Required: (Ordinary/Special)**

PARTICULARS	MODE OF VOTING	Whether promoter/ promoter groups are interested in the agenda/resolution?		Ordinary						
		NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100		
PROMOTER AND PROMOTER-GROUP	E-VOTING	15340391	15339763	100	15339763	0	100	0		
	POLL		0	0	0	0	0	0		
	POSTAL BALLOT		0	0	0	0	0	0		
	<b>SUB TOTAL</b>	<b>15340391</b>	<b>15339763</b>	<b>100</b>	<b>15339763</b>	<b>0</b>	<b>100</b>	<b>0</b>		
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0		
	POLL		0	0	0	0	0	0		
	POSTAL BALLOT		0	0	0	0	0	0		
	<b>SUB TOTAL</b>	<b>75324</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698834	26.83	2918947	779887	78.92	21.08		
	POLL		3051977	22.14	3051977	0	100.00	0		
	POSTAL BALLOT		0	0	0	0	0	0		
	<b>SUB TOTAL</b>	<b>13784285</b>	<b>6750811</b>	<b>48.975</b>	<b>5970924</b>	<b>779887</b>	<b>88.45</b>	<b>11.55</b>		
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090574</b>	<b>75.65</b>	<b>21310687</b>	<b>779887</b>	<b>96.47</b>	<b>3.53</b>		

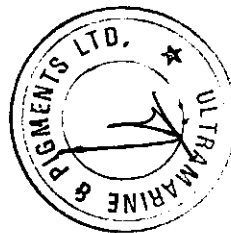


For Ultramarine & Pigments Ltd.  
*Kishore*  
 Company Secretary.

**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**3.Re-appointment of Mr. S. Santhanam, who retires by rotation**

Resolution Required:(Ordinary/Special)		Ordinary									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	15340391	15339763	100	5918174	9421589	38.58	61.42			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	<b>SUB TOTAL</b>	<b>15340391</b>	<b>15339763</b>	<b>100</b>	<b>5918174</b>	<b>9421589</b>	<b>38.58</b>	<b>61.42</b>			
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	<b>SUB TOTAL</b>	<b>75324</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698834	26.83	3467650	231184	93.75	6.25			
	POLL		3051977	22.14	1717	3050260	0.06	99.94			
	POSTAL BALLOT		0	0	0	0	0	0			
	<b>SUB TOTAL</b>	<b>13784285</b>	<b>6750811</b>	<b>48.97</b>	<b>3469367</b>	<b>3281444</b>	<b>51.39</b>	<b>48.61</b>			
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090574</b>	<b>75.65</b>	<b>9387641</b>	<b>12703033</b>	<b>42.50</b>	<b>57.50</b>			

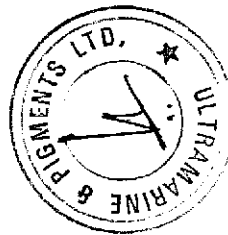


For Ultramarine & Pigments Ltd.  
*[Signature]*  
 Company Secretary.

**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**4.Appointment of Auditors and fixing their remuneration**  
**Resolution Required:(Ordinary/Special)**

PARTICULARS	MODE OF VOTING	Whether promoter/ promoter groups are interested in the agenda/resolution?		Ordinary						
		NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100		
PROMOTER AND PROMOTER~GROUP	E-VOTING	15340391	15339763	100	15339763	0	100	0		
	POLL		0	0	0	0	0	0		
	POSTAL BALLOT		0	0	0	0	0	0		
	<b>SUB TOTAL</b>	<b>15340391</b>	<b>15339763</b>	<b>100</b>	<b>15339763</b>	<b>0</b>	<b>100</b>	<b>0</b>		
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0		
	POLL		0	0	0	0	0	0		
	POSTAL BALLOT		0	0	0	0	0	0		
	<b>SUB TOTAL</b>	<b>75324</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698834	26.83	1185286	2513548	32.04	67.96		
	POLL		3051977	22.14	3051977	0	100.00	0.00		
	POSTAL BALLOT		0	0	0	0	0.00	0.00		
	<b>SUB TOTAL</b>	<b>13784285</b>	<b>6750811</b>	<b>48.975</b>	<b>4237263</b>	<b>2513548</b>	<b>62.77</b>	<b>37.23</b>		
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090574</b>	<b>75.65</b>	<b>19677026</b>	<b>2513548</b>	<b>88.62</b>	<b>11.38</b>		



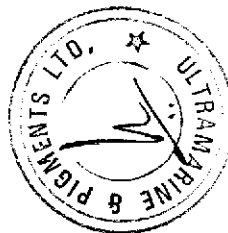
For Ultramarine & Pigments Ltd.  
 Company Secretary.

**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**5.Appointment of Mr. R. Senthil Kumar, as Whole Time Director for a term of 3 years.**

**Resolution Required:(Ordinary/Special)**

Ordinary		Whether promoter/ promoter groups are interested in the agenda/resolution?						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	15340391	15339763	100	9421589	5918174	61.42	38.58
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>15340391</b>	<b>15339763</b>	<b>100</b>	<b>9421589</b>	<b>5918174</b>	<b>61.42</b>	<b>38.58</b>
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>75324</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698834	26.83	234847	3463987	6.35	93.65
	POLL		3051977	22.14	3051937	40	100.00	0
	POSTAL BALLOT			0.00		0	0.00	0
	<b>SUB TOTAL</b>	<b>13784285</b>	<b>6750811</b>	<b>48.97</b>	<b>3286784</b>	<b>3464027</b>	<b>51.31</b>	<b>51.31</b>
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090574</b>	<b>75.65</b>	<b>12708373</b>	<b>9382201</b>	<b>57.53</b>	<b>42.47</b>



For Ultramarine & Pigments Ltd.  
 Company Secretary.

**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**6. Payment of Commission to Non-Executive Directors**  
**Resolution Required:(Ordinary/Special)**

		Ordinary									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	15340391	15339763	100	15339763	0	100	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	<b>SUB TOTAL</b>	<b>15340391</b>	<b>15339763</b>	<b>100</b>	<b>15339763</b>	<b>0</b>	<b>100</b>	<b>0</b>			
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	<b>SUB TOTAL</b>	<b>75324</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698834	26.83	1039391	2659443	28.10	71.90			
	POLL		3051977	0	3051937	40	100.00	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	<b>SUB TOTAL</b>	<b>13784285</b>	<b>6750811</b>	<b>49.09</b>	<b>4091328</b>	<b>2659483</b>	<b>60.60</b>	<b>39.40</b>			
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090574</b>	<b>75.65</b>	<b>19431091</b>	<b>2659483</b>	<b>87.96</b>	<b>12.04</b>			



For Ultramarine & Pigments Ltd.

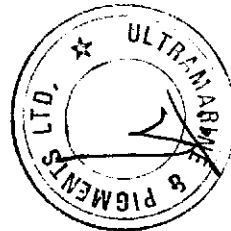
Company Secretary.



**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**7. Approval for the remuneration of the Cost Auditor  
Resolution Required:(Ordinary/Special)**

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	Ordinary		NO OF VOTES AGAINST (5)	% OF VOTES FAVOUR ON VOTES POLLED $(6) = (4/2) * 100$	% OF VOTES AGAINST ON VOTE POLLED $(7) = (5/2) * 100$
				% OF SHARES POLLED ON OUTSTANDING $(3) = (2/1) * 100$	NO OF VOTES IN FAVOUR (4)			
PROMOTER AND PROMOTER-GROUP	E-VOTING	15340391	15339763	100	15339763	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>15340391</b>	<b>15339763</b>	<b>100</b>	<b>15339763</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>75324</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698834	26.83	3698834	0	100	0
	POLL		3051977	0	3051977	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>13784285</b>	<b>6750811</b>	<b>49.09</b>	<b>6750811</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090574</b>	<b>75.65</b>	<b>22090574</b>	<b>0</b>	<b>100</b>	<b>0</b>

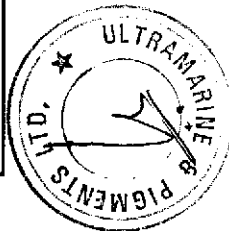


For Ultramarine & Pigments Ltd  
 Company Secretary

**NAME OF THE COMPANY: UPL - ULTRAMARINE AND PIGMENTS LTD**  
**Result of E- voting and Poll relating to AGM held on 8th August, 2016**

**8. Removal of Mr. Sridhar Sundararajan (DIN: 00091424) from the office of Director of the Company with effect from the conclusion of this Annual General Meeting.**

Resolution Required:(Ordinary/Special)		Ordinary									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	15340391	15339763	100	9421589	5918174	61.42	38.58			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	15340391	15339763	100	9421589	5918174	61.42	38.58			
PUBLIC-INSTITUTIONS	E-VOTING	75324	0	0	0	0	0	0			
	POLL		0	0	0	0	0	0			
	POSTAL BALLOT		0	0	0	0	0	0			
	SUB TOTAL	75324	0	0	0	0	0	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	13784285	3698824	26.83	234837	3463987	6.35	93.65			
	POLL		3051977	0	3050377	1600	99.95	0.05			
	POSTAL BALLOT		0	0	0	0	100	0			
	SUB TOTAL	13784285	6750801	49.09	3285214	3465587	48.66	51.34			
<b>GRAND TOTAL</b>		<b>29200000</b>	<b>22090564</b>	<b>75.65</b>	<b>12706803</b>	<b>9383761</b>	<b>57.52</b>	<b>42.48</b>			



For Ultramarine & Pigments Ltd.  
*[Signature]*  
 Company Secretary.

**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

**The Chairman & Managing Director**  
**Ultramarine & Pigments Ltd.**  
Thirumalai House Road No 29,  
Near Sion Hill Fort, Sion East,  
Mumbai- 400022

Dear Sir,

**Sub: Result of E-voting & Poll**

This is with reference to our appointment to scrutinizing the e-voting and voting on poll at the 55<sup>th</sup> Annual General Meeting of the Members of the Company held on August 08, 2016.


We are enclosing herewith the following;

1. Report of the Scrutinizer on e-voting
2. Result of Poll at the AGM
3. Consolidated Results of e-voting and Poll

Trust you will find the same in order. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,

**For R M Mimani & Associates LLP**  
**[Company Secretaries]**

  
**Ranjana Mimani**  
**Partner**  
FCS No. 6271  
CP No. 4234



Place: Mumbai  
Dated: August 10, 2016  
Encl.; As above

**A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105**  
**Ph. No. 022-69999914; Email:rmimani222@gmail.com**

**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

**I - Report on results of e-voting**

**Summary of e-voting Results**

EVSN Reference No.	160702009
Voting Start Date	August 05, 2016 at 9.00 A M
Voting End Date	August 07, 2016 at 5.00 P M

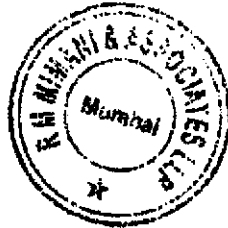
Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	66	16,956,921	06	2,081,676	Nil	Nil
2	69	18,258,710	03	779,887	Nil	Nil
3	46	9,385,824	26	9,652,773	Nil	Nil
4	65	16,525,049	07	2,513,548	Nil	Nil
5	38	9,656,436	34	9,382,161	Nil	Nil
6	63	16,379,154	09	2,659,443	Nil	Nil
7	72	19,038,597	Nil	Nil	Nil	Nil
8	38	9,656,426	34	9,382,161	01	10

For R M Mimani & Associates LLP  
[Company Secretaries]

*Ranjana Mimani*

**Ranjana Mimani**  
Partner  
FCS No. 6271  
CP No. 4234

Place: Mumbai  
Dated: August 10, 2016



A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 022-69999914; Email: [rmimani222@gmail.com](mailto:rmimani222@gmail.com)

# R M MIMANI & ASSOCIATES LLP COMPANY SECRETARIES

## II: Report of Scrutinizer on Poll

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

**The Chairman**  
**Ultramarine & Pigments Ltd**  
Thirumalai House Road No 29,  
Near Sion Hill Fort, Sion East, Mumbai- 400022

Ref.: **55<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ultramarine & Pigments Ltd. held on August 08, 2016**

Dear Sir,

I, Ranjana Mimani, partner of M/s R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 55<sup>th</sup> Annual General Meeting of the Shareholders of **Ultramarine & Pigments Ltd**, held on August 08, 2016 at 3.30 p.m. at Mysore Auditorium, Matunga (East), Mumbai, and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2(two) ballot boxes kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**(1) Adoption of Financial Statements of the Company for the financial year ended on March 31, 2016**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
424	3,051,937	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
01	40	0.001

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203

A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105

Ph. No. 022-69999914; Email:rmimani222@gmail.com



**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

**(2) To confirm and approve the payment of interim dividend of Rs. 3.50 per equity share (175%) for the year ended 31st March, 2016, as final dividend.**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
425	3,051,977	100.00

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203

**(3) To appoint a Director in place of Mr. S. Santhanam (DIN: 00092016), who retires by rotation and, being eligible, offers himself for re-appointment.**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
7	1717	0.056

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
418	3,050,260	99.944

**(iii) Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203

**(4) Ratification of appointment of statutory auditors for the financial year 2016-17 and fix their remuneration**

**(i) Voted in favour of the resolution:**

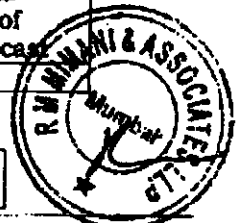
Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
425	3,051,977	100.00

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203



A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 022-69999914; Email:rmimani222@gmail.com

**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

03	12,203
----	--------

- (5) **Appointment of Mr. R. Senthil Kumar (holding DIN. 0007506927) as Whole-time Director of the Company for a period of 3 years with effect from 1st August, 2016**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
424	3,051,937	99.999

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
01	40	0.001

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203

- (6) **To approve payment of commission to the Non- Executive Directors of the Company**

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
424	3,051,937	99.999

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
01	40	0.001

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203



# R M MIMANI & ASSOCIATES LLP COMPANY SECRETARIES

**(7) Ratification of the appointment and remuneration of Cost auditors for the financial year 2016-17**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
425	3,051,977	100.00

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203

**(8) Removal of Mr. Sridhar Sunderarajan (DIN: 00091424) from the office of Director of the Company with effect from the conclusion of this Annual General Meeting.**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
424	3,050,377	99.947

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them	% of total number of valid votes cast
01	1600	0.053

**(iii) Invalid votes:**

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
03	12,203

5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company Secretary.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary keeping in safe record.

For R M Mimani & Associates LLP  
[Company Secretaries]

*Ranjana Mimani*  
Ranjana Mimani  
Partner

FCS No. 6271  
CP No. 4234  
Place: Mumbai  
Dated: August 10, 2016



A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 022-69999914; Email:rmimani222@gmail.com



**III - Report on consolidated results**

Based on result of e-voting and Poll at the 55<sup>th</sup> Annual General Meeting of the members of the **Ultramarine & Pigments Ltd.** held on Monday, August 08, 2016 at 3.30 p.m., consolidated results of each item of the agenda as set out in the notice of AGM dated May 27, 2016 is narrated here-in-below;

**Item No.1**

**Adoption of Financial Statements of the Company for the financial year on ended March 31, 2016**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	16,956,921	3,051,937	20,008,858	90.58
Dissent	2,081,676	40	2,081,716	9.42
Total	19,038,597	3,051,977	22,090,574	100.00

Accordingly, out of the total 22,090,574 valid votes cast via e-voting and poll, 20,008,858 votes were cast assenting to the ordinary resolution and 2,081,716 votes were cast dissenting to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 1 of the notice dated May 27, 2016 is passed with requisite majority.

**Item No.2**

**To confirm and approve the payment of interim dividend of Rs. 3.50 per equity share (175%) for the year ended 31st March, 2016, as final dividend.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	18,258,710	3,051,977	21,310,687	96.47
Dissent	779,887	Nil	779,887	3.53
Total	19,038,597	3,051,977	22,090,574	100.00

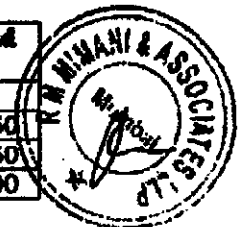
Accordingly, out of the total 22,090,574 valid votes cast via e-voting and poll, 21,310,687 votes were cast assenting to the ordinary resolution and 779,887 votes were cast dissenting to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 2 of the notice dated May 27, 2016 is passed with requisite majority.

**Item No. 3**

**To appoint a Director in place of Mr. S. Senthnam (DIN: 00092016), who retires by rotation and, being eligible, offers himself for re-appointment.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,385,824	1,717	9,387,541	42.50
Dissent	9,652,773	3,050,260	12,703,033	57.50
Total	19,038,597	3,051,977	22,090,574	100.00



# R M MIMANI & ASSOCIATES LLP COMPANY SECRETARIES

Accordingly, out of the total 22,090,574 valid votes cast via e-voting and poll, 9,387,541 votes were cast **assenting** to the ordinary resolution and 12,703,033 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 3 of the notice dated May 27, 2016 is not passed.

**Item No. 4**

**Ratification for the appointment of statutory auditors for the financial year 2016-17 and fix their remuneration.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	16,525,049	3,051,977	19,577,026	88.62
Dissent	2,513,548	Nil	2,513,548	11.38
Total	19,038,597	3,051,977	22,090,574	100.00

Accordingly, out of the total 22,090,574 valid votes cast via e-voting and poll, 19,577,026 votes were cast **assenting** to the ordinary resolution and 2,513,548 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 4 of the notice dated May 27, 2016 is passed with  **requisite majority**.

**Item No. 5**

**Appointment of Mr. R. Senthil Kumar (holding DIN. 0007506927) as Whole-time Director of the Company for a period of 3 years with effect from 1st August, 2016**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,656,436	3,051,937	12,708,373	57.53
Dissent	9,382,161	40	9,382,201	42.47
Total	19,038,597	3,051,977	22,090,574	100.00

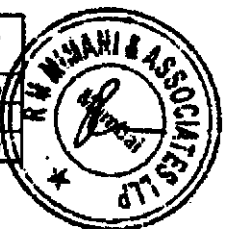
Accordingly, out of the total 22,090,574 valid votes cast via e-voting and poll, 12,708,373 votes were cast **assenting** to the ordinary resolution and 9,382,201 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 5 of the notice dated May 27, 2016 is passed with  **requisite majority**.

**Item No. 6**

**To approve payment of commission to the Non- Executive Directors of the Company**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	16,379,154	3,051,937	19,431,091	87.96
Dissent	2,659,443	40	2,659,483	12.04
Total	19,038,597	3,051,977	22,090,574	100.00



**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

Accordingly, out of the total **22,090,574** valid votes cast via e-voting and poll, **19,431,091** votes were cast **assenting** to the ordinary resolution and **2,659,483** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 6 of the notice dated May 27, 2016 is passed with requisite majority

**Item No. 7**

**Ratification of the appointment and remuneration of Cost auditors for the financial year 2016-17**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	19,038,597	3,051,977	22,090,574	100.00
Dissent	Nil	Nil	Nil	Nil
Total	19,038,597	3,051,977	22,090,574	100.00

Accordingly, out of the total **22,090,574** valid votes cast via e-voting and poll, **22,090,574** 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.7 of the notice dated May 27, 2016 is passed with requisite majority.

**Item No. 8**

**Removal of Mr. Sridhar Sundararajan (DIN: 00091424) from the office of Director of the Company with effect from the conclusion of this Annual General Meeting.**

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,656,426	3,050,377	12,706,803	57.53
Dissent	9,382,161	1,600	9,383,761	42.47
Total	19,038,597	3,051,977	22,090,564	100.00

Accordingly, out of the total **22,090,564** valid votes cast via e-voting and poll, **12,706,803** votes were cast **assenting** to the ordinary resolution and **9,383,761** votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in the special notice dated July 5, 2016 is passed with requisite majority.

For R M Mimani & Associates LLP  
[Company Secretaries]

*Ranjana Mimani*  
Ranjana Mimani  
Partner  
FCS No. 6271  
CP No. 4234  
Place: Mumbai  
Dated: August 10, 2016



A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 022-69999914; Email:rmimani222@gmail.com