

**The Chairman & Managing Director
Ultramarine & Pigments Limited**

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 scrutinize the e-voting and voting on poll at the 56th Annual General Meeting of the Members of the Company held on August 11, 2017.

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

**Ranjana Mimani
Partner**

FCS No. 6271
CP No.: 4234



Place: Mumbai
Dated: August 12, 2017

Encl.; As above

I - Report on results of e-voting

Summary of e-voting Results

EVSN Reference No.	170630004
Voting Start Date	August 08, 2017 at 9.00 A M
Voting End Date	August 10, 2017 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	43	9,765,989	2	2	Nil	Nil
2	43	9,765,989	2	2	Nil	Nil
3	43	9,765,989	2	2	Nil	Nil
4	43	9,765,989	2	2	Nil	Nil
5	43	9,765,989	2	2	Nil	Nil

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

Ranjana Mimani

**Ranjana Mimani
Partner**

FCS No. 6271
CP No. 4234



Place: Mumbai

Dated: August 12, 2017

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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.: **56th Annual General Meeting of the Equity Shareholders of Ultramarine & Pigments Ltd. held on August 11, 2017**

Dear Sir,

I, Ranjana Mimani, partner of 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 56th Annual General Meeting of the Shareholders of **Ultramarine & Pigments Ltd**, held on August 11, 2017 at 3.00 p.m. at 2nd Floor, Matusree Ratanbai Palan Hall, Sri Naranji Shamji Mahajanwadi, 452-453, Bhaudaji Road, Matunga - C. Rly, Mumbai - 400019, and submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was 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, 2017.

(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
110	1,567,820	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
1	1	0.00%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
6	394



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(2) To declare dividend on per equity share for the financial year ended 31st March, 2017.

(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
110	1,567,820	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
1	1	0.00%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
6	394

(3) To appoint a Director in place of Mrs. Indira Sundararajan (DIN: 00092203), who retires by rotation and, being eligible, offers herself 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
110	1,567,820	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
1	1	0.00%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
6	394

(4) Ratification of appointment of statutory auditors for the financial year 2017-18 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
110	1,567,820	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
1	1	0.00%



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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
6	394

(5) Ratification of the appointment of Cost auditors and to fix remuneration for the financial year 2017-18.

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
110	1,567,820	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
1	1	0.00%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of shares for votes cast by them
6	394

- 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.
- 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]

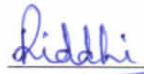

Ranjana Mimani
Partner
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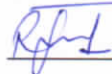


Place: Mumbai
Dated: August 12, 2017

In the Presence of:

- Riddhi Rathod
- Ritu Sharma





III - Report on consolidated results

Based on result of e-voting and Poll at the 56th Annual General Meeting of the members of the **Ultramarine & Pigments Ltd.** held on Friday, August 11, 2017 at 3.00 p.m., consolidated results of each item of the agenda as set out in the notice of AGM dated May 26, 2017 is narrated here-in-below;

Item No.1

Adoption of Financial Statements of the Company for the financial year ended on March 31, 2017.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,765,989	1,567,820	11,333,809	100.00
Dissent	2	1	3	0.00
Total	9,765,991	1,567,821	11,333,812	100%

Accordingly, out of the total **11,333,812** valid votes cast via e-voting and poll, 11,333,809 votes were cast **assenting** to the ordinary resolution and 03 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 1 of the notice dated May 26, 2017 is passed with **requisite majority**.

Item No.2

To declare dividend on per equity share for the financial year ended 31st March, 2017.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,765,989	1,567,820	11,333,809	100.00
Dissent	2	1	3	0.00
Total	9,765,991	1,567,821	11,333,812	100%

Accordingly, out of the total **11,333,812** valid votes cast via e-voting and poll, 11,333,809 votes were cast **assenting** to the ordinary resolution and 03 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 2 of the notice dated May 26, 2017 is passed with **requisite majority**.

Item No. 3

To appoint a Director in place of Mrs. Indira Sundararajan (DIN: 00092203), who retires by rotation and, being eligible, offers herself for re-appointment.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,765,989	1,567,820	11,333,809	100.00
Dissent	2	1	3	0.00
Total	9,765,991	1,567,821	11,333,812	100%



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Accordingly, out of the total **11,333,812** valid votes cast via e-voting and poll, 11,333,809 votes were cast **assenting** to the ordinary resolution and 03 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 3 of the notice dated May 26, 2017 is passed with **requisite majority**.

Item No. 4

Ratification for the appointment of statutory auditors for the financial year 2017-18 and fix their remuneration.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,765,989	1,567,820	11,333,809	100.00
Dissent	2	1	3	0.00
Total	9,765,991	1,567,821	11,333,812	100%

Accordingly, out of the total **11,333,812** valid votes cast via e-voting and poll, 11,333,809 votes were cast **assenting** to the ordinary resolution and 03 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 4 of the notice dated May 26, 2017 is passed with **requisite majority**.

Item No. 5


Ratification of the appointment of Cost auditors and to fix remuneration for the financial year 2017-18.

Particulars	Number of votes contained in			% of valid votes
	e-votes	Poll	Total	
Assent	9,765,989	1,567,820	11,333,809	100.00
Dissent	2	1	3	0.00
Total	9,765,991	1,567,821	11,333,812	100%

Accordingly, out of the total **11,333,812** valid votes cast via e-voting and poll, 11,333,809 votes were cast **assenting** to the ordinary resolution and 03 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no.5 of the notice dated May 26, 2017 is passed with **requisite majority**.

For R M Mimani & Associates LLP
[Company Secretaries]


Ranjana Mimani
Partner

FCS No. 6271
CP No. 4234



Place: Mumbai

Dated: August 12, 2017