

ULTRAMARINE & PIGMENTS LTD.



57th Annual Report
2017–2018

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Board of Directors

- Mr. R. Sampath - Chairman
Mrs. Indira Sundararajan - Vice Chairperson
Ms. Tara Parthasarathy - Joint Managing Director
Mr. R. Senthil Kumar - Whole-time Director

Independent Directors

- Dr. Gopakumar G. Nair
Mr. Nimish U. Patel
Mr. T. R. Madhavan
Mr. Vinod G. Nehemiah
Mr. Navin M. Ram
Mr. S. Ragothaman

Audit Committee

- Mr. T. R. Madhavan, Chairman
Mr. Nimish U. Patel
Ms. Tara Parthasarathy
Mr. S. Ragothaman

Nomination and Remuneration Committee

- Mr. Vinod G. Nehemiah, Chairman
Dr. Gopakumar G. Nair
Mr. R. Sampath
Mr. Navin M. Ram

Corporate Social Responsibility Committee

- Mr. T. R. Madhavan, Chairman
Mr. Vinod G. Nehemiah
Mr. R. Sampath

Stakeholders Relationship Committee

- Dr. Gopakumar G. Nair, Chairman
Mr. T. R. Madhavan
Mrs. Indira Sundararajan

Chief Financial Officer

- Mr. S. Ramanan

Company Secretary

- Mr. Kishore Kumar Sahoo

Auditors

- Brahmayya & Co.,
Chartered Accountants
48, Masilamani Road,
Balaji Nagar, Royapettah, Chennai - 600014

Factory

Ambattur

- 556, Vanagaram Road
Ambattur, Chennai - 600 053
Tel. : +91-44-66921195/1196/ 1197
Fax: +91-44-6692 1100

Bankers

- Bank of India

Registered Office

- Thirumalai House, Road No.29
Near Sion Hill Fort, Sion (E), Mumbai - 400 022
Tel : +91-22-43686200, 6256
Fax : +91-22-24011699/24014754
E-mail: cs@ultramarinepigments.net
Website: www.ultramarinepigments.net

Registrar & Share Transfer Agent

- Cameo Corporate Services Limited
Subramanian Building, 1, Club House Road,
Anna Salai, Chennai - 600002,
Ph : +91-44-28460390
Fax : +91-44-28460129
E-mail: investor@cameoindia.com

General Information

- (a) Company's Corporate Identification Number (CIN):
L24224MH1960PLC011856
(b) Company's Shares Listed at Bombay Stock Exchange Ltd.
(c) Company's Shares are mandated for trading in demat mode.
(d) ISIN allotted to Company's share is INE405A01021

57th Annual General Meeting

Date & Time

- 6th August, 2018 at 3.00 p.m.

Venue

- The Mysore Association Auditorium,
Mysore Association, 393, Bhaudaji Road,
Matunga – C. Rly, Mumbai - 400019

Dividend declared

- 212.5% (₹ 4.25 per share)

Book closure

- 28th July, 2018 to 6th August, 2018
(both days inclusive)

Ranipet

- 25-B, SIPCOT Industrial Complex ,
Ranipet - 632 403, Tamilnadu
Tel: +91-4172-664401/402/403/404/405
Fax: +91-4172-664400
E-mail: syndet@ultramarinepigments.net

**Members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
A route map to the venue of AGM is appended in Page No. 114**



Board of Directors



Standing L to R : **Mr. Navin Muthu Ram, Mr. R. Senthil Kumar -Whole-time Director,**
Ms. Tara Parthasarathy - Joint Managing Director, Mr. T.R. Madhavan, Mr. Nimish U. Patel

Seated L to R : **Mr. Vinod G. Nehemiah, Mrs. Indira Sundararajan - Vice Chairperson,**
Mr. R. Sampath - Chairman, Dr. Gopakumar G. Nair, Mr. S. Ragothaman



Mr. R. Sampath is the Chairman of Ultramarine & Pigments Limited. He is a Chemistry graduate from University of Bombay and has a Chemical Engineering degree from Washington State University, USA. He started his career in a Multinational Company and possesses more than 50 years of experience in operation, and managing businesses of the Company.



Mrs. Indira Sundararajan is the Vice Chairperson of Ultramarine & Pigments Limited. She is a Technologist with extensive experience of more than 3 decades in Business and Trade. She has a BSc-Tech from University Department of Chemical Technology (now Institute of Chemical Technology), Mumbai.



Ms. Tara Parthasarathy is the Joint Managing Director of Ultramarine & Pigments Limited. She serves as a Trustee of the Thirumalai Charity Trust. Prior to her work with UPL, she worked at the World Resources Institute and the Shakti Sustainable Energy Foundation on sustainable energy policy issues at the national and state levels, specifically on energy efficiency and renewable energy policy measures and industrial applications. She has a B.Tech in Industrial Biotechnology from Anna University and a Masters in Environmental Management from Yale University.



Mr. R. Senthil Kumar is the Whole-time Director of Ultramarine & Pigments Limited. He has been working in the Company since 1988. He is looking after the operation of plants at Ranipet and Ambattur. He has more than 25 years of experience in various areas viz, manufacturing, sales and marketing, Projects, Commercials and day to day plant operations. He is a Science graduate.



Dr. Gopakumar G. Nair is an IP Consultant, managing Gopakumar Nair Associates (Patent & Trademark Attorneys, IPR Consultants & Advisors). Dr. Nair has more than 40 years of rich experience and knowledge in pharmaceutical and chemical industries. He has held positions like Director, Chairman & Managing Director of pharmaceutical Companies as well as Past-President of Indian Drug Manufacturers' Association. He is the Chairman of Stakeholders Relationship Committee of the Board of Ultramarine & Pigments Limited.



Mr. Nimish U. Patel is the Managing Director of Shri Dinesh Mills Limited and Chairman & Managing Director of Dinesh Remedies Ltd. He has more than 27 years of experience in the field of Textile and more than 12 years in the field of Electro Plating and Pharma Industries.



Mr. T.R. Madhavan is the former Executive Chairman of Centrum Capital Limited. Prior to this, he was Managing Director of Dhanlaxmi Bank Limited. He has more than 30 years of rich experience in Banking and Finance. He was with Bank of India for more than 30 years and was General Manager – Credit before he took voluntary retirement to join Dhanlaxmi Bank Limited as its Managing Director. He is the Chairman of Audit Committee and Corporate Social Responsibility Committee of the Board of Ultramarine & Pigments Limited.



Mr. Vinod G. Nehemiah, is an entrepreneur, Director of Snap Natural & Alginate Products Private Limited. SNAP manufactures natural food additives such as Salts of Alginic Acid, Carrageenan. He has worked in Hindustan Lever Limited in various positions: Production Manager, Research Scientist. He is the Chairman of Nomination and Remuneration Committee of the Board of Ultramarine & Pigments Limited.



Mr. Navin Muthu Ram is the Executive Director of Pipe Hangers and Supports Private Limited, a global market leader for supply of spring hangers and supports for thermal movement of hot pipelines (for refineries and power plants) to leading blue chip Companies. Prior to this, Mr. Navin worked with Goldman Sachs in London as an Executive Director with their global products business.



Mr. S. Ragothaman served as Director of ICICI Bank Ltd and ICICI Prudential Asset Management Co Ltd. He has more than four decades of experience in Project Finance, Investment Banking, Leasing, Bill Discounting and Financial Restructuring. He is currently occupies the position of Independent Director as well as membership and Chairmanship of Audit Committees of The Bombay Dyeing and Manufacturing Company Ltd, Xpro India Ltd, Xpro Global Ltd, National Peroxide Ltd, Digjam Limited. He has been a guest faculty for LIBA - Chennai, IFMR - Chennai, and RBI Staff Training College – Chennai.



NOTICE

NOTICE is hereby given that the FIFTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ULTRAMARINE & PIGMENTS LIMITED will be held at THE MYSORE ASSOCIATION AUDITORIUM, Mysore Association, 393, Bhaudaji Road, Matunga – C. Rly, Mumbai – 400019 on Monday, the 6th day of August, 2018 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors' thereon.
2. To declare a dividend.
3. To appoint a Director in place of Ms. Tara Parthasarathy (DIN: 07121058), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members be and is hereby accorded to the payment of revised remuneration to Mr. V. Bharathram, President (a relative of Mr. R. Sampath, Director) with effect from 01.04.2018 on the following terms and conditions:

A.	Salary	Basic salary in the scale of ₹ 3,00,000 – 30,000 per month with a provision to pay multiple increments within the scale.
B.	Allowances / Perquisites / Variable pay	a) Allowances like Leave Travel Allowance, Special Allowance, or any other allowance; b) Perquisites such as furnished / unfurnished accommodation to be provided by the Company or House Rent Allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car and any other perquisites, benefits or amenities. - The allowance and perquisites not exceeding 100% of the Salary; and c) Variable pay: - as may be approved by the Nomination and Remuneration Committee subject to : - Variable pay (at 100% level) not exceeding twelve times of the monthly Basic Salary.
C.	Retirement benefits	- Contributions to Provident Fund, Superannuation Fund and Gratuity as per the Rules of the Fund / Scheme in force from time to time - Encashment of leave as per rules of the Company in force from time to time.

“RESOLVED FURTHER THAT any Whole-time Director or Company Secretary of the Company be and are hereby severally authorized to take all steps as may be deemed necessary, proper or expedient to give effect to this resolution.”



5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded to the payment of revised remuneration to Ms. Meera Parthasarathy, Vice President (a relative of Ms. Tara Parthasarathy, Joint Managing Director) with effect from 01.04.2018 on the following terms and conditions:

A.	Salary	Basic salary in the scale of ₹ 2,00,000 – 20,000 per month with a provision to pay multiple increments within the scale.
B.	Allowances / Perquisites / Variable pay	<p>a) Allowances like Leave Travel Allowance, Special Allowance, or any other allowance;</p> <p>b) Perquisites such as furnished / unfurnished accommodation to be provided by the Company or House Rent Allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car and any other perquisites, benefits or amenities.</p> <p>- The allowance and perquisites not exceeding 100% of the Salary; and</p> <p>c) Variable pay: as may be approved by the Nomination and Remuneration Committee subject to :</p> <p>- Variable pay (at 100% level) not exceeding twelve times of the monthly Basic Salary.</p>
C.	Retirement benefits	<p>- Contributions to Provident Fund, Superannuation Fund and Gratuity as per the Rules of the Fund / Scheme in force from time to time</p> <p>- Encashment of leave as per rules of the Company in force from time to time.</p>

RESOLVED FURTHER THAT any Whole-time Director or Company Secretary of the Company be and are hereby severally authorized to take all steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“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), the Cost Auditor 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, 2019, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

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.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.



3. The Register of Members and the Share Transfer books of the Company will remain closed from 28th July, 2018 to 6th August, 2018 (both days inclusive) for determining the names of members eligible for dividend, if approved. In respect of shares held in electronic form, the dividend will be paid to those shareholders whose names appear at the close of business hours on 27th day of July, 2018 as beneficial owner as per the list furnished by the Depository Participants for the purpose.
4. The Proxy form duly completed and signed should be deposited at the registered office of the Company at least 48 hours before commencement of the meeting.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company/Registrars & Share Agent of the Company.
6. i) Pursuant to the provisions of Section 205A(5) & 205(c) of the erstwhile Companies Act, 1956 and Section 124 & 125 of Companies Act, 2013 the Company has transferred the unpaid or unclaimed dividend, if any, up to 2009-2010 to the Investor Education and Protection Fund (The IEPF) established by the Central Government.
 ii) The shareholders may note that pursuant to the provisions under Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, shares in respect of which dividend were not claimed by the shareholders for seven consecutive years, had been transferred to Investor Education and Protection Fund (IEPF).
80,608 shares were transferred to IEPF on 25.11.2017.
 The details are posted in the Company's website: www.ultramarinepigments.net / investors column for the information of the shareholders.
 iii) Undelivered share certificates for 1,02,800 shares have been transferred to a Dematerialised unclaimed suspense account in compliance with Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015.
7. Details under SEBI Listing Regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 are being sent in the permitted mode.
9. Electronic copy of the Notice of the 57th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 57th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
10. Members may note that the Notice of the 57th Annual General Meeting and the Annual Report for 2017-18 will be available on the Company's website for download.
11. Members desiring any clarification on accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
12. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE405A01021.



13. Members / Proxies are requested to bring attendance-slip along with their copy of Annual Report to the Meeting.

14. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using electronic voting system from a place other than venue of AGM ("remote e – voting") will be provided by Central Depository Services of India Limited (CDSL):
- II. The facility for voting through ballot paper will be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting will be able to exercise their rights at the meeting through ballot paper.
- III. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 2nd August, 2018 at (9.00 a.m.) and ends on 5th August, 2018 at (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th July, 2018 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date are not entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence no. is printed on the address slip of the Annual report cover.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).