



ULTRAMARINE & PIGMENTS LTD.

The background features a complex arrangement of overlapping triangles in shades of orange, teal, and blue. A white square frame with a thin orange border is centered over the composition. The text is contained within this frame.

58<sup>th</sup>  
ANNUAL  
REPORT  
— • —  
2018–2019

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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 (upto 31-03-2019)  
Mr. Nimish U. Patel  
Mr. T. R. Madhavan  
Mr. Vinod G. Nehemiah  
Mr. Navin M. Ram  
Mr. S. Ragothaman  
Mr. Rajeev Mahendra Pandia  
Mr. C.R. Chandra Bob  
Dr. Mrs. P. Arunasree

### Audit Committee

Mr. T. R. Madhavan, Chairman  
Mr. Nimish U. Patel  
Mrs. Indira Sundararajan  
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  
Mrs. Indira Sundararajan

### 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. : +91-44-26136700 -704  
Fax: +91-44-26821201

### Bankers

Bank of India  
The Hongkong and Shanghai Banking Corporation Limited (HSBC)

### 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

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

### 58<sup>th</sup> Annual General Meeting

#### Date & Time

29th July, 2019 at 3.00 p.m.

#### Venue

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

#### Dividend declared

225% (₹ 4.50 per share)

#### Book closure

23rd July, 2019 to 29th July, 2019  
(both days inclusive)

### Ranipet

25-B, SIPCOT Industrial Complex ,  
Ranipet - 632 403, Tamilnadu  
Tel: +91-4172-278500-504  
Fax: +91-4172-664400  
E-mail: syndet@ultramarinepigments.net

## Board of Directors

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**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.

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**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.

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**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.

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**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 28 years of experience in various areas viz, manufacturing, sales and marketing, Projects, Commercials and day to day plant operations. He is a Science graduate.

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**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.

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**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 28 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 M. Ram 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.



**Mr. Rajeev M. Pandia** is a graduate in Chemical Engineering from Indian Institute of Technology (IIT), Bombay and holds the Master's degree in the same field from Stanford University, California. A Distinguished Alumnus of IIT Bombay and a Rotary International scholar; he is a fellow of Indian National Academy of Engineering and of Indian Institute of Chemical Engineers. He has more than 45 years of experience in strategic planning, project evaluation and management, technology transfer, international marketing, safety, health and environmental issues, Government policies and general management. He advises several Indian and international companies in the areas of Strategy, Project execution and operational excellence.

In 2009, Mr. Pandia received the ICC Lifetime Achievement Award from Indian Chemical Council for his contribution to the Indian chemical industry. He is currently occupies the position of Independent Director as well as membership and chairmanship of Audit Committees and Stakeholders Relationship Committees of GRP Limited, Excel Industries Ltd, The Supreme Industries Ltd.



**Mr. C. R. Chandra Bob** is a fellow member of Institute of Chartered Accountants of India. He has more than 30 years of experience in Audit, Assurance and Taxation. He has worked as Regional Finance Controller (Southern Region) and Plant Manager of Praxair India Pvt. Ltd, a well-known MNC, where he was heading the complete operations and business of the Unit as a Profit Centre. Since then he has set up a professional Auditing Firm with the base in South India performing Audit, Assurance, Taxation, Compliance and related matters. He has extensive experience in these areas and provides the services to well-known Companies.

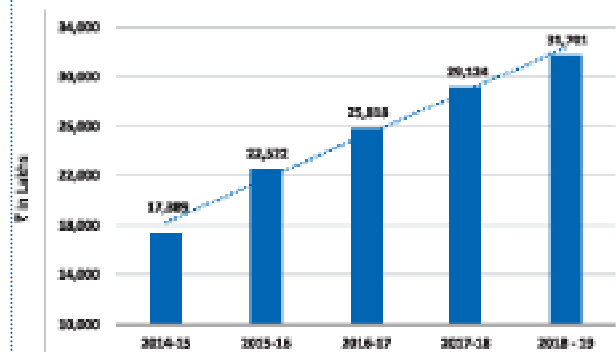


**Dr. P. Arunasree** is a Doctorate in Organic Chemistry and Bachelor of Law. She has more than 16 years of experience in the field of Intellectual Property Rights. She is the Director of Gnanlex Hermenueticus Pvt. Ltd., a Knowledge & Technology based firm providing services in Intellectual Property, regulatory linkages, technology development, licensing & contracts of IP related areas within India and Globally.

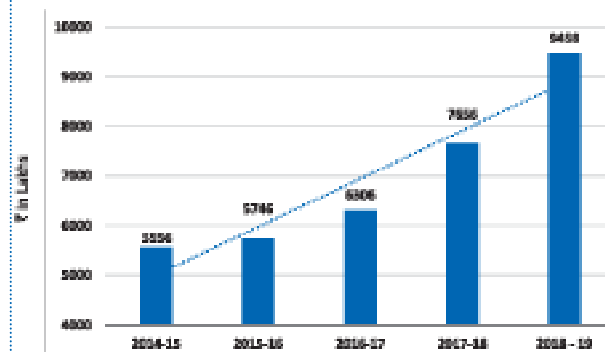


## Financial Snapshot

### REVENUE

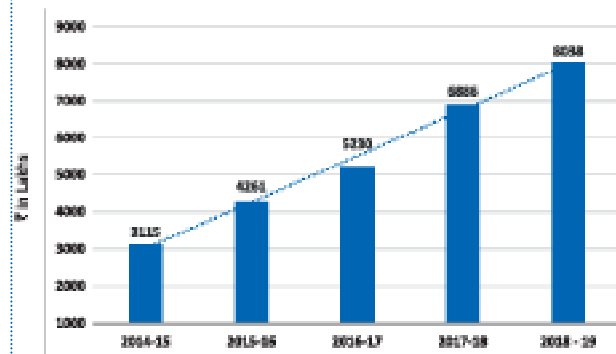


### EXPORT - REVENUE



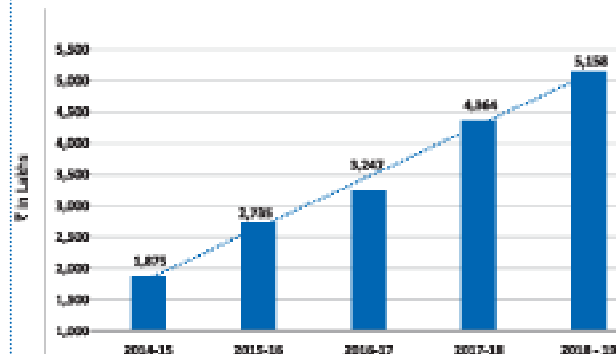
FY 18-19 EBITDA excludes exceptional item

### EBITDA

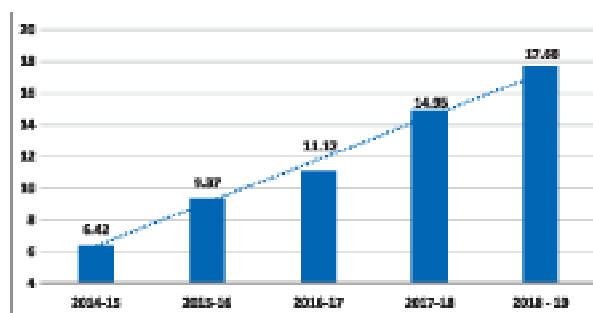


FY 18-19 EBITDA excludes exceptional item of Rs. 581 cr.

### PROFIT AFTER TAX

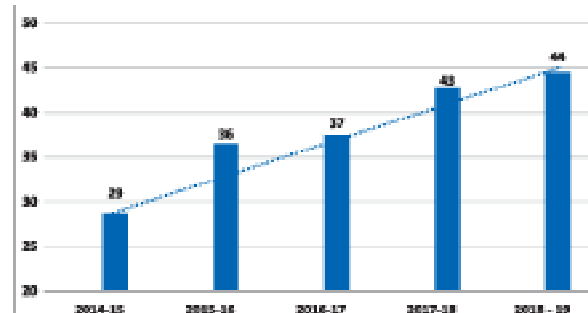


### EARNINGS PER SHARE (₹)



FY 18-19 EPS calculated without exceptional item.

### RETURN ON CAPITAL EMPLOYED





## FINANCIAL HIGHLIGHTS for 10 YEARS

₹ in Lakhs

Sl. No.	Particulars	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
		IndAS			IGAAP						
1	Share capital	584	584	584	584	584	584	584	584	584	584
2	Reserves & surplus	37905	50,524	30,771	10,869	9,364	8,633	8,048	7,604	7,253	6,573
3	Net Worth	38489	51,108	31,355	11,453	9,948	9,217	8,632	8,188	7,837	7,157
4	Fixed Assets (Net)	8110	7,082	6,054	5,454	3,969	4,215	4,296	4,526	4,072	2,973
5	Sales/ Other Income*	31701	28,607	25,818	22,522	17,389	15,328	14,394	13,825	12,372	10,839
6	Profit before Tax **	8,037	6,342	4,818	3,904	2,752	2,159	1,737	1,827	2,412	1,600
7	Tax Expenses	(2,389)	(1,978)	(1,571)	(1,169)	(877)	(719)	(524)	(457)	(711)	(522)
8	Net Profit after Tax	5,648	4,364	3,247	2,735	1,875	1,440	1,213	1,370	1,701	1,078
9	Dividend (incl. Dividend Tax)	1582	1,494	1,406	1,230	1,054	854	769	1,018	1,021	1,021
10	Dividend (%)	225	212.50	200.00	175.00	150.00	125.00	112.50	150.00	150.00	150.00
11	Earnings Per share (Rs)	19.34	14.95	11.12	9.37	6.42	4.93	4.15	4.69	5.83	3.69

\* Sales and other income of previous financial year 2017-18 includes excise duty of ₹. 516.91 lakhs.

\*\* For FY 18-19. Figures of EBIDT, PAT & EPS are inclusive exceptional income.



**NOTICE**

NOTICE is hereby given that the FIFTY EIGHTH 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 29th day of July, 2019 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, 2019, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
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.
4. To appoint auditors and to fix their remuneration and in this regard, 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 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), Brahmayya & Co., Chartered Accountants (ICAI Firm Registration No. 000511S) be and is hereby re-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 63rd 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.”

**SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14 of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing Articles 1 to 219 with the new Articles 1 to 210, a copy of which is annexed to the explanatory statement, be and is hereby adopted as new Articles of the Articles of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. R. Senthil Kumar (DIN:07506927), Whole-time Director of the Company or Mr. Kishore Kumar Sahoo, Company Secretary be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai.”

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

“RESOLVED THAT 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. Nimish U Patel (DIN. 00039549), 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 a second term of 5 (five) consecutive years upto Annual General Meeting for the year 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."

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

"RESOLVED THAT 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. Navin M Ram (DIN. 02410242), 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 a second term of 5 (five) consecutive years upto 10.11.2024."

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."

**8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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 continuance of the Directorship of Mr. R. Sampath (DIN: 00092144), Non-Executive Promoter Director of the Company (who will be attaining the age 75 on 11.11.2019) as long as he continues in the Office of Director of the Company subject to the provisions, rules and regulations of Companies Act, 2013 and/ or SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and or any other appropriate authorities, as may be applicable, and as amended from time to time and that Mr. R. Sampath shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard."

**9. 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 196, 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) 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