

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24224MH1960PLC011856

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACU0718Q

(ii) (a) Name of the company

ULTRAMARINE & PIGMENTS LI

(b) Registered office address

THIRUMALAI HOUSE, ROAD NO. 29 NEAR SION HILL FORT,
SION (EAST),
MUMBAI
Maharashtra
400022

(c) *e-mail ID of the company

cs@uplamb.net

(d) *Telephone number with STD code

04426136700

(e) Website

www.ultramarinepigments.net

(iii) Date of Incorporation

25/10/1960

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Ltd	1

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

21/07/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	90
2	J	Information and communication	J1	Publishing of Newspapers, Books, periodicals, etc. activities	10

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Ultramarine Specialty Chemicals	U24300TN2019PLC133064	Subsidiary	100

2	Ultramarine Fine Chemicals Ltd	U24304TN2022PLC151776	Subsidiary	100
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	29,200,000	29,200,000	29,200,000
Total amount of equity shares (in Rupees)	100,000,000	58,400,000	58,400,000	58,400,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	50,000,000	29,200,000	29,200,000	29,200,000
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	100,000,000	58,400,000	58,400,000	58,400,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	391,556	28,808,444	29200000	58,400,000	58,400,000	
Increase during the year	0	61,402	61402	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Dematerialization of shares	0	61,402	61402			
Decrease during the year	61,402	0	61402	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Dematerialization of shares	61,402		61402			
At the end of the year	330,154	28,869,846	29200000	58,400,000	58,400,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE405A01021

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

5,414,051,783.06

(ii) Net worth of the Company

3,950,114,000.18

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,758,591	12.87	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,108,620	14.07	0	
10.	Others trust	4,506,081	15.43	0	
	Total	12,373,292	42.37	0	0

Total number of shareholders (promoters)

22

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,353,092	45.73	0	
	(ii) Non-resident Indian (NRI)	1,240,618	4.25	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	39,168	0.13	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	232,437	0.8	0	
7.	Mutual funds	4,074	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	898,375	3.08	0	
10.	Others clearing member, IEPF	1,058,944	3.63	0	
	Total	16,826,708	57.63	0	0

Total number of shareholders (other than promoters)

23,013

**Total number of shareholders (Promoters+Public/
Other than promoters)**

23,035

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GYMKHANA PARTNER	CITIBANK N.A. CUSTODY SERVICES		NA	206,400	0.71
INDIA MAX INVESTME	SMS DEPT 1ST FLOOR EMPIRE COM		NA	15,000	0.05
INDIA PREMIUM FUND	SECURITIES SERVICES, 3RD FLOOR		NA	8,014	0.02
TIZIANA GMBH	11TH FLOOR, BLDG 3, NESCO - IT P		NA	3,023	0.02

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	20	22
Members (other than promoters)	21,423	23,013
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year	Number of directors at the end of the year	Percentage of shares held by directors as at the end of year
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	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	2	2	2	0.84	3.67
B. Non-Promoter	1	6	1	6	0	0.27
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0.27
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	3	8	0.84	3.94

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RANGASWAMY SAMPAN	00092144	Director	0	
INDIRA SUNDARARAJ	00092203	Director	1,071,855	09/05/2023
TARA PARTHASARATHI	07121058	Managing Director	204,074	
CALIDAS RAMCHANDRAN	07384175	Director	1,000	
RAMACHANDRA SENTHIL	07506927	Whole-time director	472	
BHARATHRAM VIJAYAN	08444583	Whole-time director	41,050	
RAJEEV MAHENDRA F	00021730	Director	500	
NIMISH PATEL	00039549	Director	76,384	
ARUNASREE PIDURI	01351504	Director	650	18/05/2023
NAVIN MUTHU RAM	02410242	Director	1,050	
HARSH RAJENDRA GAN	00133091	Director	400	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMANAN SWAMINAT	AAAPR4106N	CFO	934	
KISHORE KUMAR SAH	BBXPK9828D	Company Secretar	10	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/07/2022	23,311	67	8.64

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2022	11	10	90.91
2	08/08/2022	11	9	81.82
3	07/11/2022	11	11	100
4	07/02/2023	11	10	90.91
5	28/03/2023	11	10	90.91

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/05/2022	4	4	100
2	Audit Committee	08/08/2022	4	4	100
3	Audit Committee	07/11/2022	4	3	75
4	Audit Committee	07/02/2023	4	4	100
5	Nomination and Remuneration	13/05/2022	3	3	100
6	Nomination and Remuneration	14/11/2022	3	3	100
7	Stakeholders Relationship	23/05/2022	3	3	100
8	CSR Committee	23/05/2022	3	3	100
9	Risk Management	29/10/2022	6	6	100
10	Risk Management	27/03/2023	7	7	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/07/2023
								(Y/N/NA)
1	RANGASWAMI	5	4	80	2	2	100	Yes
2	INDIRA SUNDAR	5	4	80	6	5	83.33	Not Applicable
3	TARA PARTHASARATHY	5	4	80	2	2	100	Yes
4	CALIDAS RAMAN	5	5	100	8	8	100	Yes
5	RAMACHANDRAN	5	5	100	2	2	100	Yes
6	BHARATHRAM	5	5	100	2	2	100	Yes
7	RAJEEV MAHADEVAN	5	5	100	2	2	100	Yes
8	NIMISH PATEL	5	5	100	4	4	100	Yes
9	ARUNASREE	5	4	80	0	0	0	Not Applicable
10	NAVIN MUTHUKRISHNAN	5	5	100	8	8	100	Yes
11	HARSH RAJENDRAN	5	4	80	1	1	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Tara Parthasarathy	Managing Director	9,084,700	10,000,000	0	2,129,875	21,214,575
2	V Bharathram	Whole-time director	13,744,500	10,000,000	0	2,922,148	26,666,648
3	R Senthil Kumar	Whole-time director	5,450,683	3,000,000	0	2,013,480	10,464,163
	Total		28,279,883	23,000,000	0	7,065,503	58,345,386

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S Ramanan	Chief Financial Officer	4,670,302	0	0	704,473	5,374,775
2	Kishore Kumar Sahasrabudhe	Company Secretary	1,947,636	0	0	354,077	2,301,713
	Total		6,617,938	0	0	1,058,550	7,676,488

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rangaswamy Sampath	Non-Executive Director	0	2,080,250	0	360,000	2,440,250
2	Indira Sundararajan	Non-Executive Director	0	2,080,250	0	320,000	2,400,250
3	Nimish Patel	Independent director	0	875,895	0	400,000	1,275,895
4	Navin M Ram	Independent Director	0	875,895	0	520,000	1,395,895
5	Rajeev M Pandia	Independent director	0	583,930	0	360,000	943,930
6	C R Chandra Bobbala	Independent director	0	875,895	0	480,000	1,355,895
7	P Arunashree	Independent director	0	510,939	0	240,000	750,939
8	Harsh Gandhi	Independent director	0	437,947	0	280,000	717,947
	Total		0	8,321,001	0	2,960,000	11,281,001

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ranjana Mimani

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4234

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
BHARATHRAM
VIJAYARAGHA
VAN
Date: 2023.09.20
13:06:02 +05'30'

DIN of the director

08444583

To be digitally signed by

Digitally signed by
KUMAR
SAHOO
KISHORE
Date: 2023.09.20
13:05:17 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

22689

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT-8_2023.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company