



UPL Limited
(Formerly known as United Phosphorus Ltd.)
CIN : L24219GJ1985PLC025132

Tel. : (91-022) 2872 4862, 2875 5486 Fax : (91-022) 2875 3485

Regd. Off. : 3-11, GIDC, Vapi - 396 195, Gujarat, India. Tel. : (91-0260) 2400717, 2401718-19

Corporate Off. : Uniphos House, Madhu Park, 11th Road, Khar (W), Mumbai - 400 052, India.
Tel. : (91-022) 2646 8000 Fax : (91-022) 2604 1010

22nd August, 2014

The Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI - 400 001.

Dear Sir,

REG. : UPL Limited (Formerly United Phosphorus Limited)
SCRIP CODE - 512070

Sub. : Disclosure of Voting Results of the 30th Annual General Meeting of UPL Limited held on 22nd August, 2014, as per the requirements of Clause 35A of the Equity Listing Agreement.

Further to the Notice dated 25th April, 2014 of the 30th Annual General Meeting forwarded to you vide our letter dated 28th July, 2014, we have to state as under:

As mentioned in the above notice, the 30th Annual General Meeting of the members of the Company was held on Friday, 22nd August, 2014 at 9.00 a.m. at Vapi, Gujarat. The members of the Company have accorded their consent to all items of business contained in the said Notice of the 30th Annual General Meeting.

The combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 30th Annual General Meeting is attached herewith bearing page nos. 1 to 8 in the format prescribed under Clause 35A of the Equity Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed.

May we request you to take the same on your record and inform all your constituents accordingly.

Thanking you,

Yours faithfully,
for **UPL Limited**

M. B. Trivedi
Company Secretary

Encl. : as above



UPL Limited

(Formerly known as United Phosphorus Ltd.)

CIN : L24219GJ1985PLC025132

Share Regd. :

6, Udyog Nagar, Off S. V. Road, Goregaon (W), Maharashtra
Tel. : (91-022) 2872 4862, 2875 5486 Fax : (91-022) 2875 3485

Regd. Off. :

3-11, GIDC, Vapi - 396 195, Gujarat, India. Tel. : (91-0260) 2400717, 2401718-19

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Tel. : (91-022) 2646 8000 Fax : (91-022) 2604 1010

Details of Voting Results
(As per Clause 35A of the Equity Listing Agreement)

	22 nd August, 2014
Date of the 30th Annual General Meeting :	55234
Total number of shareholders on record date:	
No. of shareholders present in the meeting either in person or through proxy*: (*Based on shareholders registering attendance)	2
Promoters and Promoter Group:	78
Public :	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not arranged
Public:	Not arranged

The modes of voting for all the resolutions were:

1. E-voting through e-voting services provided by National Securities Depository Limited conducted between 16th August, 2014 to 18th August, 2014.
2. Physical voting conducted at the 30th Annual General Meeting.

The resolution wise combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 30th Annual General Meeting is attached herewith bearing page nos. 1 to 8.

The symbol # is used in the result, which denotes the voting rights of Members in proportion to their shares of the paid up equity share capital of the Company as on July 18, 2014.

for UPL Limited

M. B. Trivedi
Company Secretary

JAWAHAR THACKER & CO.
CHARTERED ACCOUNTANTS

F-305, Manish Park, R. J. Road,
Pump House, Andheri (East),
Mumbai - 400 093.
Phone : 2832 93 56

JAWAHAR M. THACKER

B. Com, F.C.A.

To,
The Chairman,
UPL Limited
11, G.I.D.C, Vapi,
Gujarat - 396 195.

Dear Sir,

REPORT OF SCRUTINIZER

I, Jawahar M. Thacker, Chartered Accountants (Membership No. 30646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of UPL Limited at its meeting held on 25th April, 2014 for the purpose of scrutinizing the votes by the Members of the Company by electronic means through the e-voting services provided by National Securities Depository Limited and physical votes at the 30th Annual General Meeting (AGM) of the Equity Shareholders of UPL Limited held on 22nd August, 2014 at Vapi, Gujarat in respect of all resolutions set forth in the Notice.

I submit my report as under:

1. I reviewed the e-voting process and downloaded the e-votes voted through e-voting services provided by National Securities Depository Limited in the presence of two witnesses not in the employment of the Company.
2. After the time fixed for closing of the physical voting at the 30th AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot 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.
4. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 30th AGM is attached herewith bearing page nos. 1 to 8.
6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

J. Thacker

JAWAHAR M. THACKER
Chartered Accountants
Membership No. 30646

CERTIFIED TRUE COPY.

For UPL Limited

M. R. Thacker

Company Secretary

Place: Vapi
Date: 22/08/2014





AGM DATE: 22ND AUGUST, 2014

Detail of the Agenda

Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes	% of valid Votes against on votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

ORDINARY RESOLUTION
Resolution No.: 1 - Adoption of Financial Statements for the financial year ended 31st March, 2014.

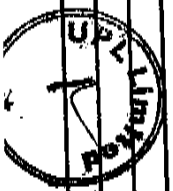
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	65788263	95.76	65788263		100.00	0.00
Public - Others	16748904	16748904	100.00	16748904	12	100.00	0.00
Total (A)	212303136	209390168	98.63	209390156	12	100.00	0.00

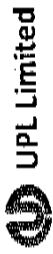
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	445525		100.00	0.00
Public - Others	445525	445525	100.00	445525	0	100.00	0.00
Total (B)	212748661	209835693	98.63	209835681	12	100.00	0.00

ORDINARY RESOLUTION
Resolution No.: 2 - Approval of dividend on equity shares for the financial year ended 31st March, 2014.

Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	66881122	97.35	66881122		100.00	0.00
Public - Others	18954142	18954142	100.00	18953890	252	100.00	0.00
Total (A)	214508374	212688265	99.15	212688013	252	100.00	0.00

Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	445525		100.00	0.00
Public - Others	445525	445525	100.00	445525	0	100.00	0.00
Total (B)	214953899	213133790	99.15	213133538	252	100.00	0.00





AGM DATE: 22ND AUGUST, 2014

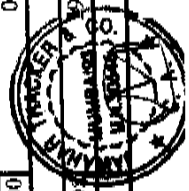
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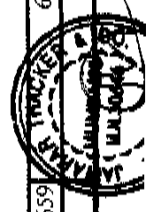
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Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes (6)=[(4)/(2)]*100	% of valid Votes against on votes (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
ORDINARY RESOLUTION							
Resolution No.: 3 - Re-appointment of Mr. Jaidev Rajnikant Shroff, who retires by rotation.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68190231	65870622	96.60	31565448	34305174	47.92	5.08
Public - Others	18954109	18954109	100.00	18953717	392	100.00	0.00
Total (A)	213997341	211677732	98.92	177372166	34305566	83.79	1.21
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	445525		100.00	0.00
Public - Others	445525	445525	100.00	445525	0	100.00	0.00
Total (B)	21442866	212123257	98.92	177817691	34305566	83.83	15.17
Result (A+B)							
ORDINARY RESOLUTION							
Resolution No.: 4 - Re-appointment of Mrs. Sandra Rajnikant Shroff, who retires by rotation.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68190231	65785916	96.47	4264035	61521881	6.48	5.52
Public - Others	18954049	18954049	100.00	18952497	1552	99.99	0.01
Total (A)	213997281	211592966	98.88	150069533	61523433	70.92	29.08
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	445525		100.00	0.00
Public - Others	445525	445525	100.00	445525	0	100.00	0.00
Total (B)	21442806	212038491	98.88	150515058	61523433	70.92	29.02
Result (A+B)							



Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid votes polled (3)=[(2)/(1)]*100	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes (6)=[(4)/(2)]*100	% of valid Votes against on votes (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
ORDINARY RESOLUTION							
Resolution No.: 5 - Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors and fixing their remuneration.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	66881122	97.35	66881122		100.00	0.00
Public - Others	18952634	18952634	100.00	16747591	2205043	88.37	11.63
Total (A)	214506866	212686757	99.15	210481714	2205043	98.96	1.04
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders							
Public - Others	445525	445525	100.00	525	445000	0.12	999.94
Total (B)	445525	445525	100.00	525	445000	0.12	999.94
Result (A+B)	214952391	213132282	99.15	210482239	6660043	98.76	3.12
ORDINARY RESOLUTION							
Resolution No.: 6 - Appointment of Mr. Pradeep Vedprakash Goyal as an Independent Director.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68190231	65785916	96.47	4264035	61521881	6.48	93.52
Public - Others	18952634	18952634	100.00	16746856	2205778	88.36	11.64
Total (A)	213995866	211591551	98.88	147863892	63727659	69.88	30.12
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders							
Public - Others	445525	445525	100.00	525	445000	0.12	999.94
Total (B)	445525	445525	100.00	525	445000	0.12	999.94
Result (A+B)	214441391	212037076	98.88	147864417	68182659	69.74	32.16





Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes (6)=[(4)/(2)]*100	% of valid Votes against on votes (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
ORDINARY RESOLUTION							
Resolution No.: 7 - Appointment of Dr. Venkata Krishna Kameshwarrao Palavajjhala as an Independent Director.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	66381622	96.62	43629699	22751923	65.73	34.27
Public - Others	18951942	18952634	100.00	16746206	2206428	88.36	11.64
Total (A)	214506174	212187257	98.92	187228906	24958351	88.24	11.76
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	525	4455000	0.12	999.94
Public - Others	445525	445525	100.00	525	4455000	0.12	999.94
Total (A+B)	214952391	212632782	98.92	187229431	29413351	88.05	13.83
ORDINARY RESOLUTION							
Resolution No.: 8 - Appointment of Dr. Reesa Ramachandran as an Independent Director.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	66381622	96.62	43629699	22751923	65.73	34.27
Public - Others	18951942	18951942	100.00	16745724	2206218	88.36	11.64
Total (A)	214506174	212186565	98.92	187228424	24958141	88.24	11.76
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	525	4455000	0.12	999.94
Public - Others	445525	445525	100.00	525	4455000	0.12	999.94
Total (A+B)	214951699	212632090	98.92	187228949	29413141	88.05	13.83





UPL Limited

AGM DATE: 22ND AUGUST, 2014

Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes (6)=[(4)/(2)]*100	% of valid Votes against on votes (7)=[(5)/(2)]*100
	-1	-2		-4	-5		

ORDINARY RESOLUTION

Resolution No.: 9 - Appointment of Mr. Pradip Praanjivan Madhavji as an Independent Director.

		Mode of Voting : (E-voting)					
Promoter and Promoter Group	126853001	126853001	100.00	126853001	100.00	100.00	0.00
Public - Institutional holders	68701231	66381622	96.62	43629699	22751923	65.73	34.27
Public - Others	18952344	18952344	100.00	16746466	2205878	88.36	11.64
Total (A)	214506576	212186967	98.92	187229166	24957801	88.24	11.76

Mode of Voting : (Poll)

		Mode of Voting : (Poll)					
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	525	4455000	0.12	999.94
Public - Others	445525	445525	100.00	525	4455000	0.12	999.94
Total (B)	214952101	212632492	98.92	187229691	29412801	88.05	13.83

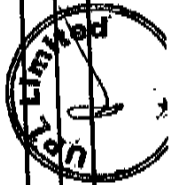
Result (A+B)**ORDINARY RESOLUTION**

Resolution No.: 10 - Appointment of Mr. Vinod Rajindranath Sethi as an Independent Director.

		Mode of Voting : (E-voting)					
Promoter and Promoter Group	126853001	126853001	100.00	126853001	100.00	100.00	0.00
Public - Institutional holders	68701231	66881122	97.35	66813434	67688	99.90	0.10
Public - Others	18952194	18952194	100.00	18951417	777	100.00	0.00
Total (A)	214506426	212686317	99.15	212617852	68465	99.97	0.03

Mode of Voting : (Poll)

		Mode of Voting : (Poll)					
Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	445525	100.00	100.00	0.00
Public - Others	445525	445525	100.00	445525	0	100.00	0.00
Total (B)	214951951	213131842	99.15	213063377	68465	99.97	0.03

Result (A+B)



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Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes (6)=[(4)/(2)]*100	% of valid Votes against on votes (7)=[(5)/(2)]*100
	-1	-2		-4	-5		

ORDINARY RESOLUTION

Resolution No.: 11 - Appointment of Mr. Suresh Prabhakar Prabhu as an Independent Director.

Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68190231	66285416	97.21	36260971	30024445	54.70	45.30
Public - Others	18952614	18952614	100.00	18950647	1967	99.99	0.01
Total (A)	213995846	212091031	99.11	182064619	30026412	85.84	14.16

Mode of Voting : (Poll)

Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	445525	0	100.00	0.00
Public - Others	445525	445525	100.00	445525		100.00	0.00
Total (B)	214441371	212536556	99.11	182510144	30026412	85.37	14.13
Result (A+B)							

ORDINARY RESOLUTION

Resolution No.: 12 - Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2015.

Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	66881122	97.35	66881122		100.00	0.00
Public - Others	18952634	18952634	100.00	18951797	837	100.00	0.00
Total (A)	214506866	212686757	99.15	212685920	837	100.00	0.00

Mode of Voting : (Poll)

Promoter and Promoter Group							
Public - Institutional holders	445525	445525	100.00	445525	0	100.00	0.00
Public - Others	445525	445525	100.00	445525		100.00	0.00
Total (B)	214952391	213132282	99.15	213131445	837	100.00	0.00
Result (A+B)							

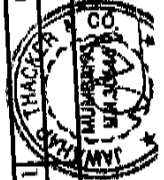
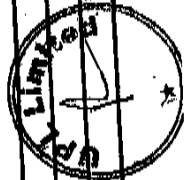




AGM DATE: 22ND AUGUST, 2014

Promoter/Public	No. of shares held	No. of valid votes	% of valid Votes Polled on	No. of valid Votes	No. of valid Votes	% of valid Votes in	% of valid Votes
	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
SPECIAL RESOLUTION							
Resolution No.: 13 - Special Resolution for increase of the limit for investment by Foreign Institutional Investors (FIIs).							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	66881122	97.35	66881122		109.00	0.00
Public - Others	18954114	18954114	100.00	18954102	12	100.00	0.00
Total (A)	214508346	212688237	99.15	212688225	12	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group							0.00
Public - Institutional holders	445525	445525	100.00	445525	0	100.00	0.00
Public - Others	445525	445525	100.00	445525		100.00	0.00
Total (B)	214953871	213133762	99.15	213133750	12	100.00	0.00
Result (A+B)							

SPECIAL RESOLUTION							
Resolution No.: 14 - Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs.10,000 crores which may exceed the aggregate of the paid up share capital							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001		100.00	0.00
Public - Institutional holders	68701231	66881122	97.35	64978745	1902377	97.16	2.84
Public - Others	18953704	18953704	100.00	18950493	3211	99.98	0.02
Total (A)	214507936	212687827	99.15	210782239	1905588	99.10	0.90
Mode of Voting : (Poll)							
Promoter and Promoter Group							0.00
Public - Institutional holders	445525	445525	100.00	445525	0	100.00	0.00
Public - Others	445525	445525	100.00	445525		100.00	0.00
Total (B)	214953461	213133352	99.15	211227764	1905588	99.11	0.89
Result (A+B)							



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