



31<sup>st</sup> March, 2017

<p>The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001</p> <p><b><u>SCRIP CODE - 512070</u></b></p>	<p>Listing Department National Stock Exchange of (I) Ltd. Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (East) MUMBAI 400 051</p> <p><b><u>SYMBOL : UPL</u></b></p>
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Dear Sir,

**Sub. : Disclosure of Voting Results of the Extra-Ordinary General Meeting of UPL Limited held on 30<sup>th</sup> March, 2017, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Further to the Notice dated 25<sup>th</sup> February, 2017 of the Extra-Ordinary General Meeting forwarded to you vide our letter dated 28<sup>th</sup> February, 2017, we have to state as under:

As mentioned in the above notice, the Extra-Ordinary General Meeting of the members of the Company was held on Thursday, 30<sup>th</sup> March, 2017 at 9.00 a.m. at Vapi, Gujarat and concluded at 9.50 a.m.. The members of the Company have not voted in favour of both the Special Resolutions with the requisite majority and hence, both these Special Resolutions stand disapproved.

The combined results of the voting i.e. remote e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the Extra-Ordinary General Meeting is attached herewith bearing page nos. 1 to 2 in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith Report of Scrutinizer.

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 &**  
**Compliance Officer**

Encl. : as above

**JAWAHAR M. THACKER**  
B. Com. F.C.A.

To,  
The Chairman of the Extra-Ordinary General Meeting,  
UPL Limited  
3-11, 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 25<sup>th</sup> January, 2017 for the purpose of scrutinizing the votes by the Members of the Company in respect of all resolutions set forth in the Notice of the Extra-ordinary General Meeting (EGM)-

1. through electronic means through the remote e-voting, pursuant to the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, services provided by National Securities Depository Limited (NSDL) and
2. through physical votes through ballot paper, pursuant to the provisions of section 109 of the Companies Act, 2013 and rule 21 of the Companies (Management and Administration) Rules, 2014, at the venue of the EGM of **UPL Limited** held on 30<sup>th</sup> March, 2017 at Vapi, Gujarat.

I submit my report as under:

I reviewed the remote 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.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the EGM for the resolutions contained in the Notice to the EGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the EGM of the Company.

After the time fixed for closing of the physical voting at the EGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

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.





# 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.

-: 2:-

The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the voting i.e. remote e-voting through e-voting services provided by NSDL and physical voting at the EGM is attached herewith bearing page nos. 1 to 2.

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.

The Electronic data and the ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**JAWAHAR M. THACKER**

Chartered Accountants

Membership No. 30646



Place: Vapi

Date: 31/03/2017



EGM DATE: 30TH MARCH, 2017 (EVEN - 106015)

<b>Date of the EGM</b>	30th March, 2017
<b>Total number of shareholders on cut-off date i.e. March 23, 2017</b>	63389
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group :	3
Public :	37
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group :	Not arranged
Public :	Not arranged

Agenda-wise disclosure

1. Approval of UPL Limited - Employees Stock Option Plan 2017.

Resolution required : ( Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution ?		None of the promoters/promoter group has any material interest, direct or indirect, in the resolution except to the extent of their respective shareholdings in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100
Promoter and Promoter Group	E-Voting		136113305	96.79	136113305	0	100.00	0.00
	Poll	140622346	0	0.00	0	0	0.00	0.00
	Total		136113305	96.79	136113305	0	100.00	0.00
Public-Institutions	E-Voting		189695180	70.84	78614887	111080293	41.44	58.56
	Poll	267767254	0	0.00	0	0	0.00	0.00
	Total		189695180	70.84	78614887	111080293	41.44	58.56
Public-Non Institutions	E-Voting		3184244	3.23	3183192	1052	99.97	0.03
	Poll	98627518	2	0.00	1	1	0.00	0.00
	Total		3184246	3.23	3183193	1053	99.97	0.03
<b>Total</b>		507017118	328992731	64.89	217911385	111081346	66.24	33.76





EGM DATE: 30TH MARCH, 2017 (EVEN - 106015)

2. Grant of options to the employees of the Subsidiary Company(ies) of the Company under Employees Stock Option Plan 2017.

Resolution required : (Ordinary / Special)		Special									
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100			
Promoter and Promoter Group	E-Voting		136113305	96.79	136113305		100.00	0.00			
	Poll	140622346	0	0.00	0	0	0.00	0.00			
	Total		136113305	96.79	136113305	0	100.00	0.00			
Public-Institutions	E-Voting		189695180	70.84	78614887	111080293	41.44	58.56			
	Poll	267767254	0	0.00	0	0	0.00	0.00			
	Total		189695180	70.84	78614887	111080293	41.44	58.56			
Public-Non Institutions	E-Voting		3184555	3.23	3182725	1830	99.94	0.06			
	Poll	98627518	2	0.00	1	1	0.00	0.00			
	Total		3184557	3.23	3182726	1831	99.94	0.06			
Total		507017118	328993042	64.89	217910918	111082124	66.24	33.76			

The above Two Special Resolutions have not been voted in favour by requisite majority and therefore, stand disapproved by the members of the Company.

