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21<sup>st</sup> October 2022

BSE Limited  
Mumbai

National Stock Exchange of India Ltd  
Mumbai

**SCRIP CODE: 512070**

**SYMBOL: UPL**

**Sub: UPL Limited – Board of Directors approve**

- 1. Realignment of existing businesses to create ‘distinct pure-play platforms’ under subsidiaries (Simplification of structure); and**
- 2. Investment by PE investors in subsidiaries**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') read with SEBI Circular No. CIR/CFO/CMD/4/2015 dated 9<sup>th</sup> September, 2015, we hereby inform that the Board of Directors of the Company at its meeting held on 20<sup>th</sup> October 2022 has approved:

1. Transfer of 'Crop Protection' business on a slump sale basis as a going concern to UPL Sustainable Agri Solutions Ltd (wholly-owned subsidiary).
2. Transfer of 'Advanta Seeds' business on a slump sale basis as a going concern to Advanta Enterprises Ltd. (wholly-owned subsidiary).
3. Transfer of 'Adarsh Farm Services' business on a slump sale basis as a going concern to Nurture AgTech Pvt. Ltd. (wholly-owned subsidiary).

The Board of Directors has also approved investment in UPL Sustainable Agri Solutions Ltd and Advanta Enterprises Ltd. by PE investors, subject to closing conditions under respective agreements, statutory and other approvals.

In this context we provide herewith -

1. Detailed presentation to the investor's titled "Corporate Realignment" explaining the slump sale and investment by PE investors (Annexure 1)
2. Additional information on slump sale as per the aforesaid SEBI circular. (Annexure 2A, 2B and 2C)

We request you to take the same on record.

Thanking you,

Yours faithfully,  
For UPL Limited

Sandeep Deshmukh  
Company Secretary and  
Compliance Officer  
(ACS-10946)

Encl: As above

Cc: 1. London Stock Exchange  
2. Singapore Stock Exchange

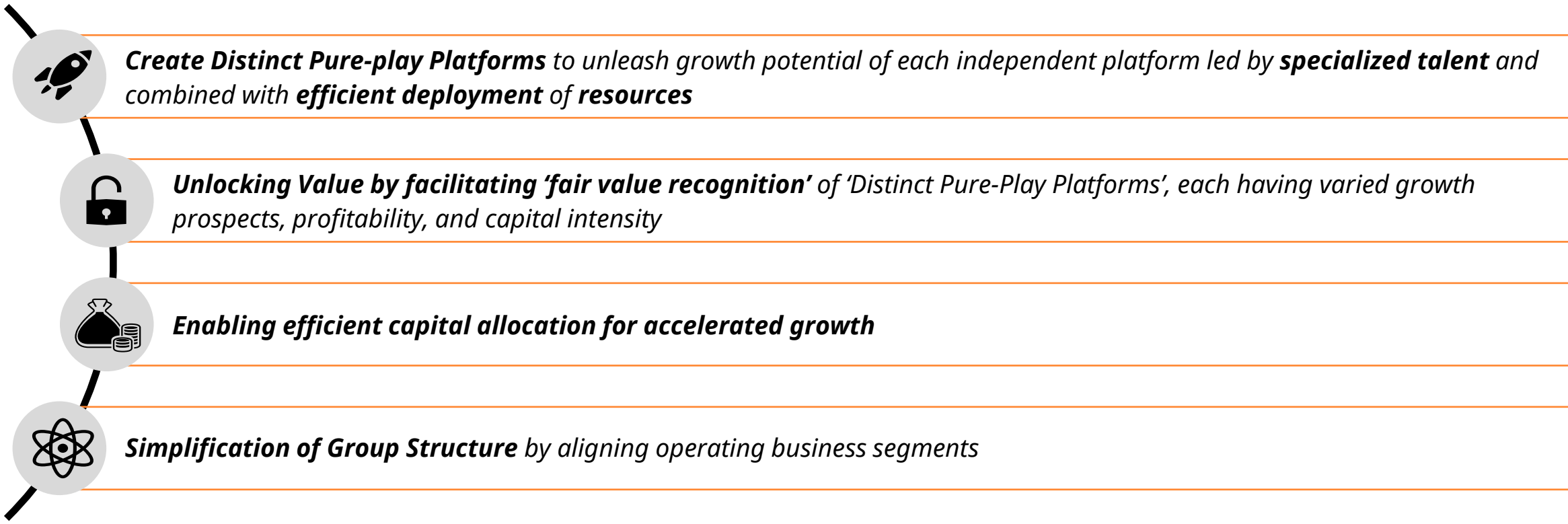


## **Corporate Realignment**

*Creating Distinct Pure-Play Platforms to Unleash  
Growth Potential and Unlock Value*

**October 2022**

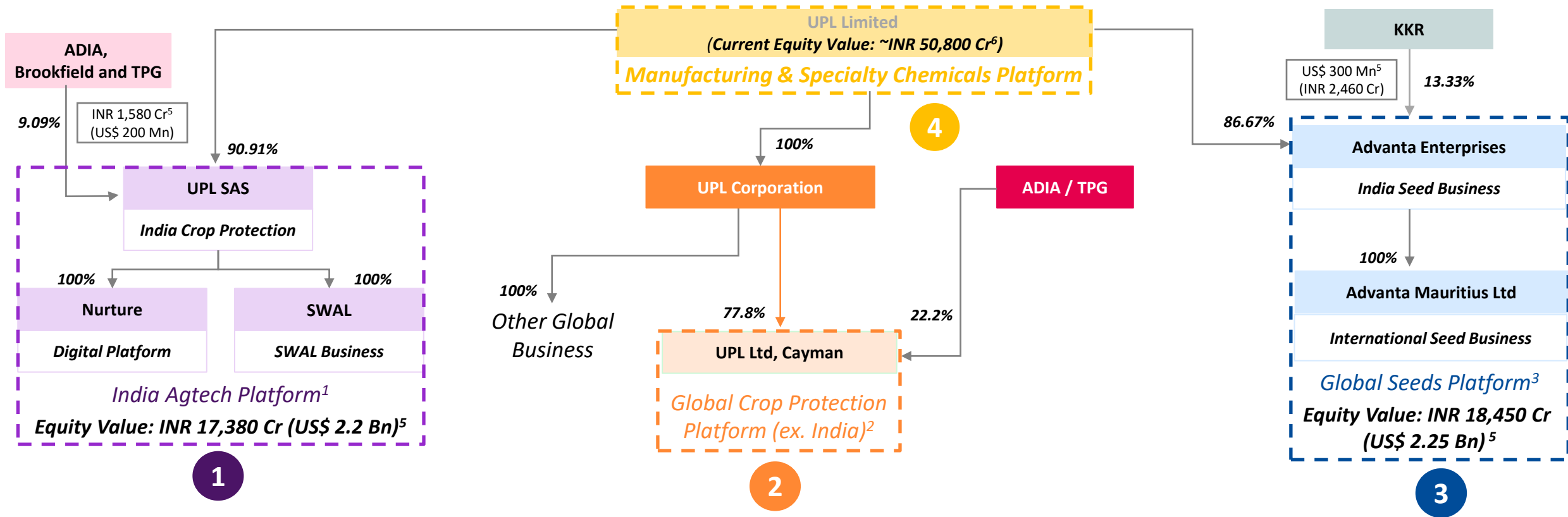
# Corporate Realignment Rationale – Unleashing Growth Potential and Unlocking Value



## Creating Pure-play Platforms

- 1** India Agtech (Crop Protection + Digital)
- 2** Global Crop Protection (ex-India)
- 3** Global Seeds
- 4** Manufacturing and Specialty Chemical + Others

# New Company Structure - Distinct Pureplay Growth Platforms



**Fair value recognition of distinct pure-play platforms by marquee investors – unlocking value and accelerating growth**

**Note:**

<sup>1</sup>India Agtech Platform is housed under UPL SAS (India Crop Protection, Adarsh Farm Services (AFS), SWAL and Nurture).

<sup>2</sup>Global Crop Protection Platform (excluding India) is housed under UPL Ltd. Cayman.

<sup>3</sup>Global Seeds Platform is housed under Advanta Enterprises.

<sup>4</sup>Other Global Business includes Decco (post-harvest solutions), Animal Health and Health & Nutrition businesses

<sup>5</sup>Based on recent equity raise of ~US\$ 300 Mn (~ INR 2,460 crore) by Advanta Enterprises for 13.33% stake to KKR and ~ INR 1,580 crore (~ US\$ 200 Mn) raised by UPL SAS for 9.09% stake to ADIA, Brookfield and TPG

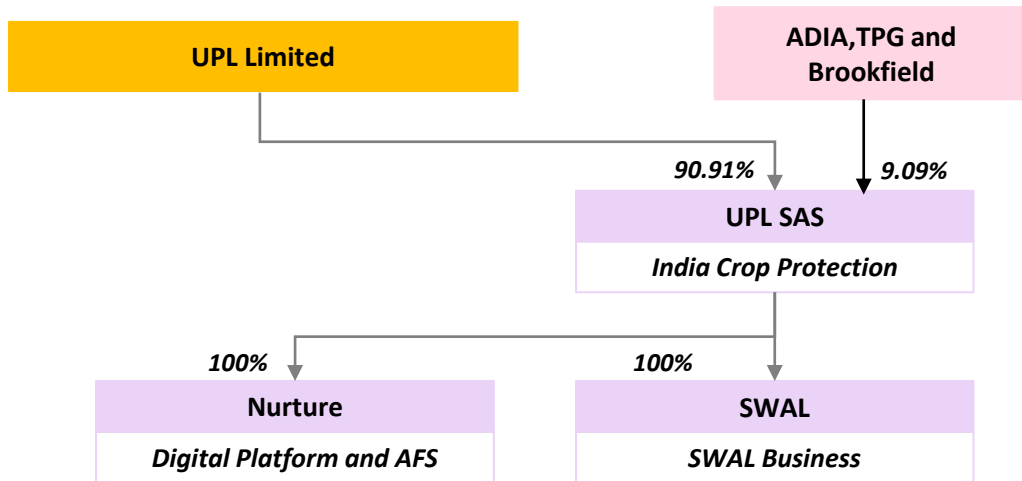
<sup>6</sup>Based on closing price as on 19<sup>th</sup> October 2022

**Business Platforms**

# 1 India's Largest Integrated Agtech Platform

## India Agtech Platform (UPL SAS)

Final Structure post Realignment



Key Financial Highlights – FY22

INR Crore

Particulars	UPL SAS
Revenue	3,894
Adjusted EBITDA	649 <sup>1</sup>

Note:

<sup>1</sup> Adjusted EBITDA excluding expenses (investment) of INR 282 crore in 'Nurture'.

### Transaction Overview

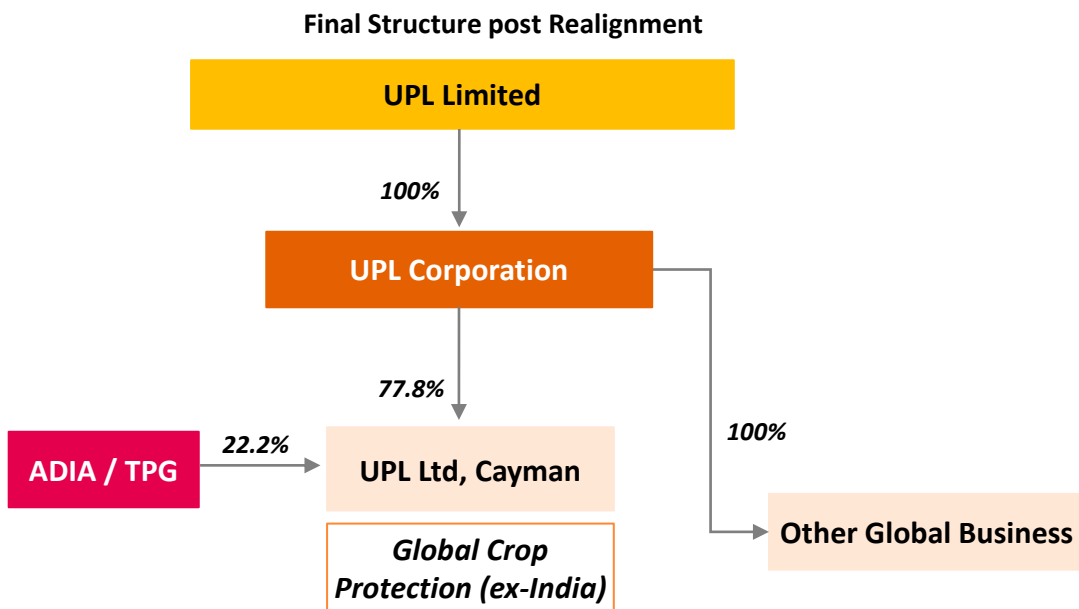
- UPL Sustainable Agriculture Solutions (UPL SAS) to house 'India Agtech Platform' comprising of 'India Crop Protection, SWAL, AFS and Nurture'
- A wholly owned subsidiary of the Abu Dhabi Investment Authority ("ADIA"), Brookfield and TPG to invest ~INR 1,580 crore (US\$ 200 Mn) in 'UPL SAS' for 9.09% stake at equity valuation of ~INR 17,380 crore (~US\$ 2.2 Bn)

### India Agtech Platform - Key Drivers

- #1 crop protection player in India with a strong portfolio covering all crops
- Transforming Indian Agriculture and focusing on building economic resilience of farmers -
  - Robust launch pipeline and forming new technology/ product collaborations
  - Offering 'end-to-end solution package to growers' leveraging expertise across 'crop protection & nutrition, seed treatment, soil nutrition, agri and digital services'
  - Strong pan-India distribution further bolstered by the 'Nurture' digital platform, with its extensive and rapidly growing retailer base (>100,000) and farmer reach (~2.4 Mn)
  - Expanding services portfolio to increase wallet share while enabling farmers to adopt sustainable practices

## 2 Pure Play Crop Protection & BioSolutions Platform

### Global Crop Protection Platform (ex-India) - UPL Limited, Cayman



#### Transaction Overview

- **Global Crop Protection business (ex India)** will be housed under ‘UPL Ltd, Cayman’
- As a part of the realignment,
  - **ADIA & TPG’s 22.2% holding** to be **moved from UPL Corporation to UPL Ltd, Cayman**; and
  - **ADIA / TPG to exit the non-crop business** (International Seeds and other global business) **for a consideration of US\$ 241 Mn for their 22.2% holding**
- UPL Corp to divest ‘international seeds business’ to Advanta Enterprises, while it continues to own 100% of the ‘other global business’

*Note: Other Global Business includes Decco (post-harvest solutions), Animal Health and Health & Nutrition businesses*



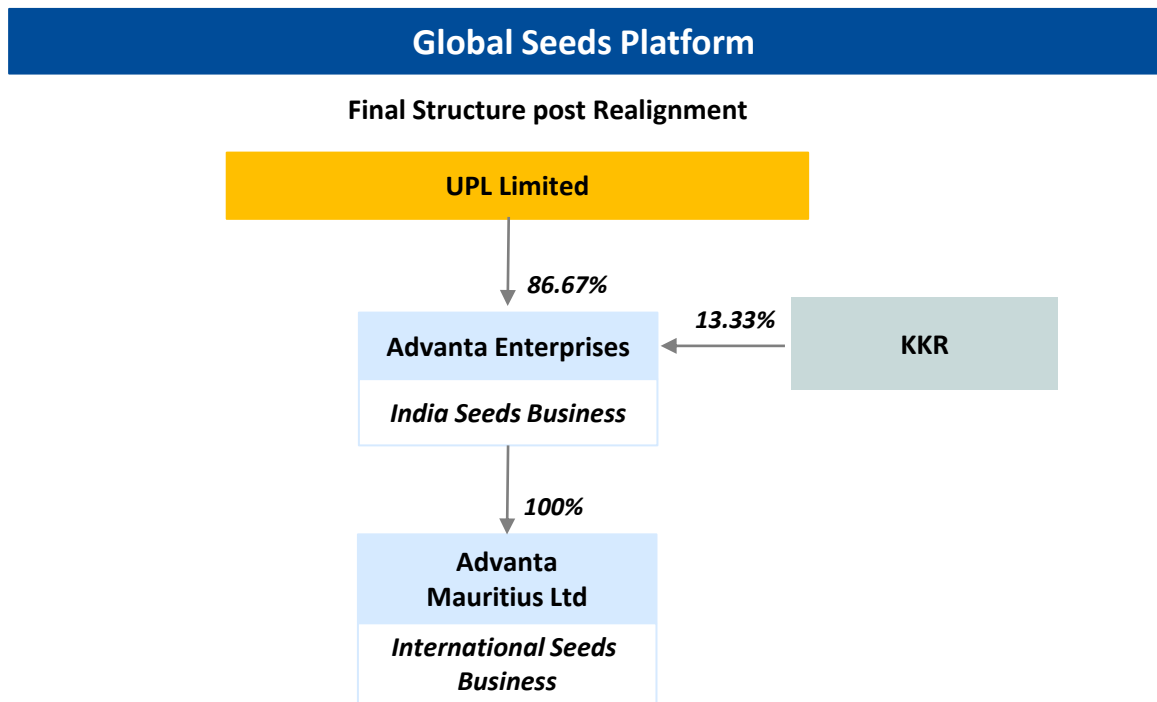
#### Key Financial Highlights – FY22

Particulars	UPL Cayman
Revenue	US\$ 5,118 Mn
EBITDA	US\$ 1,009 Mn

#### Global Crop Protection (ex-India) Platform - Key Drivers

- **#1 Post Patent** and **#5 crop protection company** globally with presence in 138 countries
- **#1 Player in BioSolutions** (fastest growing segment of the agrochemical market)
- Focused on **continuing strong growth momentum** going ahead through –
  - **Robust R&D Pipeline** (US\$ 2.0-2.5 Bn by FY27)
  - **Collaboration** with agchem and BioSolution players - access to innovative products
- **Stronger go-to-market approach** - a) collaborations, JVs and small add-on acquisitions, and b) adopting innovative marketing strategies such as Pronutiva, among others

### 3 Advanta Enterprises – Pure Play Seeds Platform



Key Financial Highlights – FY22

INR Crore

Particulars	Advanta Enterprises
Revenue	2,832
EBITDA	699

#### Transaction Overview

- A new company ‘**Advanta Enterprises Ltd**’ incorporated in India as wholly-owned subsidiary of UPL Limited, **to house the India and International Seeds Business to create a 'global seeds platform'**
- KKR to invest ~US\$ 300 Mn (~INR 2,460 crore) in ‘**Advanta Enterprises**’ for 13.33% stake issued by the company at equity valuation of ~INR 18,450 crore (~US\$ 2.25 Bn)

#### Advanta Enterprises - Key Drivers

- **Focus on Product Innovation through -**
  - Developing **climate smart crops / technologies** across products
  - **Smart R&D** - leveraging presence across ‘**lab-to -field**’ chain
  - **Unique germplasm** with focus on **non-GMO traits**
- **Increasing penetration across geographies and crops**

## 4 Integrated Manufacturing and Fast-Growing Specialty Chemicals Platform

### Manufacturing and Specialty Chemicals Platform - UPL Limited

#### Realignment Overview

- The **India Manufacturing Operations and the Global Specialty Chemicals business** shall remain with UPL Limited, post the realignment
- **Other global non-crop business** of Decco, Animal Health and Health & Nutrition will continue to be owned by UPL Corp, 100% subsidiary of UPL Ltd.
- Inflow received from sale of minority stakes in UPL SAS and Advanta Enterprises will be partly used to repay debt

#### Key Financial Highlights – FY22

INR Crore

Particulars	Manufacturing and Specialty Chemicals Platform (UPL Ltd.)
Revenue	14,574
EBITDA	1,310

#### Manufacturing and Specialty Chemicals Platform - Key Drivers

- **Integrated and cost competitive manufacturing provides a solid growth launchpad - India and Global Crop Protection Platforms, and pursuing B2B collaborations with other global agrochemical players**
- **Robust Demand Prospects for specialty chemicals -**
  - **Growing demand for intermediates, semi-intermediates** for agrochemicals (including growing base captive business) and other specialty chemicals
  - **Scaling-up rapidly** by entering into **new product chemistries** and **expanding presence in existing products**
  - Capitalizing on the **China+1 Opportunity**



## Timeline and Approvals

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***The 'Corporate Realignment' is 'envisaged to complete over the course of next 45-90 days', subject to customary closing conditions and required approvals (shareholder, regulatory and lender approvals)***

# Proforma Consolidated Financials of UPL - Post Realignment

## Prior to Realignment

All Figures are in INR crore for FY22

Key metrics	UPL Ltd (Consolidated)
Revenue	46,240 <sup>1</sup>
EBITDA	10,165
<b>Current Equity Valuation (as on 19<sup>th</sup> Oct 2022)</b>	<b>~50,800</b>

## Post Realignment

Proforma Financials, All Figures are in INR crore for FY22

Key metrics	UPL Ltd (Manufacturing & Specialty Chemicals)	UPL SAS (India Crop Protection and Digital)	Advanta Enterprises (Seeds Business)	UPL Ltd, Cayman (Global ex-India Crop Protection)	Other Global Businesses
Revenue	14,574	3,894	2,832	38,037	1,315
EBITDA	1,310	367	699	7,499	290
<b>Equity Valuation (post investment)</b>		<b>~17,380<sup>2</sup> (~US\$ 2.2 Bn)</b>	<b>~18,450<sup>3</sup> (~US\$ 2.25 Bn)</b>		

Businesses included within UPL Limited
Businesses included within UPL Corp

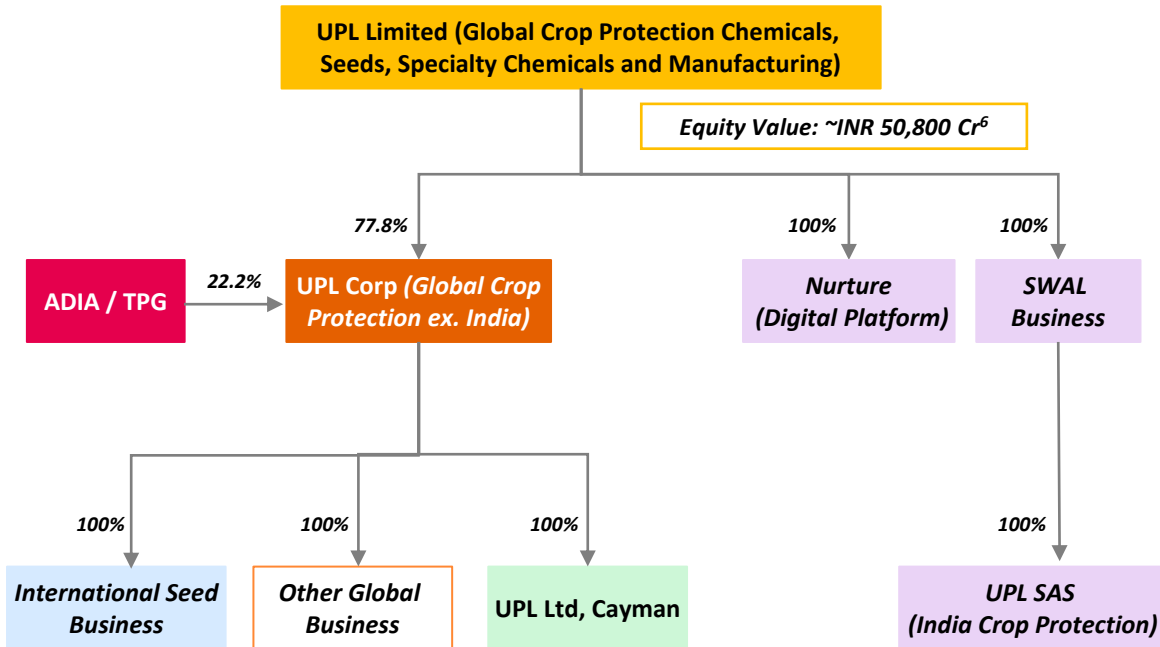
### Note:

- <sup>1</sup>Revenue of different platforms does not add up to the figures on left as it includes intercompany transactions.
- <sup>2</sup>Based on recent equity capital raise of INR 1,580 crore (US\$ 200 Mn) by UPL SAS for sale of 9.09% stake to ADIA, TPG and Brookfield
- <sup>3</sup>Based on recent equity capital raise of US\$ 300 Mn (INR 2,460 crore) by Advanta Enterprises for sale of 13.33% stake to KKR

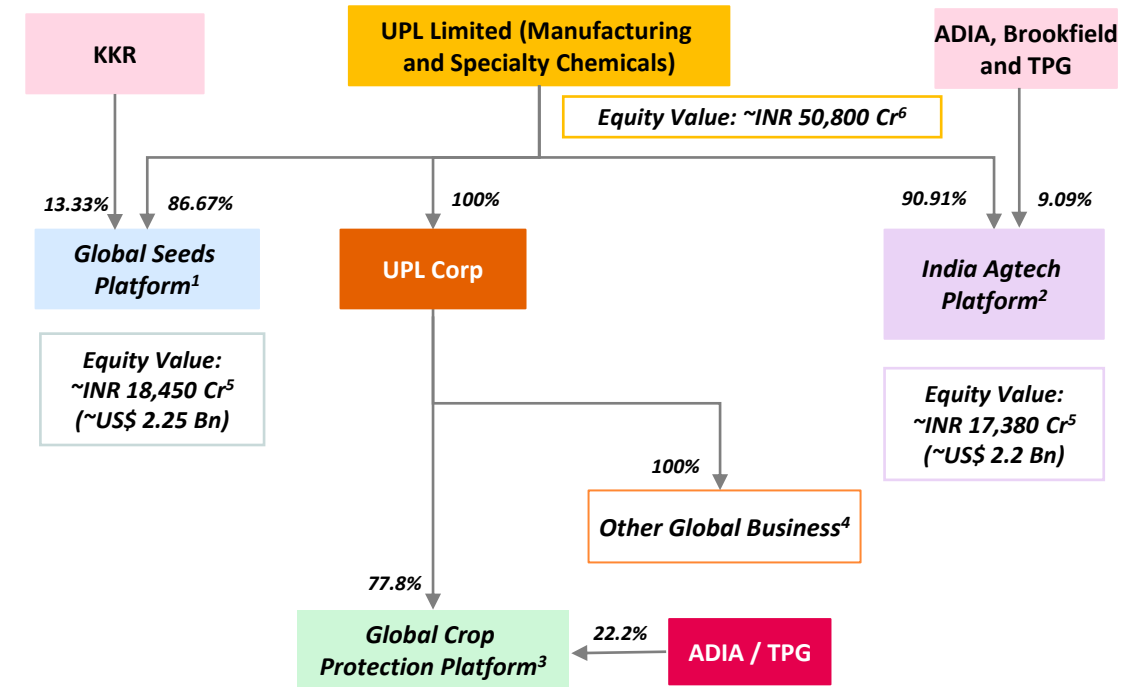
# Annexure

# Change in Structure Post Corporate Realignment

## Pre-realignment



## Post-realignment



### Note:

<sup>1</sup>Global Seeds Platform is housed under Advanta Enterprises.

<sup>2</sup>India Agtech Platform is housed under UPL SAS (India Crop Protection, Adarsh Farm Services (AFS), SWAL and Nurture).

<sup>3</sup>Global Crop Protection Platform (excluding India) is housed under UPL Ltd. Cayman

<sup>4</sup>Other Global Business includes Decco (post-harvest solutions), Animal Health and Health & Nutrition businesses

<sup>5</sup>Based on recent equity capital raise of ~US\$ 300 Mn (~ INR 2,460 crore) by Advanta Enterprises for sale of 13.33% stake to KKR and ~ INR 1,580 crore (~ US\$ 200 Mn) raised by UPL SAS for sale of 9.09% stake to ADIA, Brookfield and TPG

<sup>6</sup>Based on closing price as on 19<sup>th</sup> October 2022



**Thank You**



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## **Annexure 2A**

### **Transfer of Crop Protection business on 'slump sale' basis as a going concern to UPL Sustainable Agri Solutions Ltd (wholly owned subsidiary)**

<b>SN</b>	<b>Particulars</b>	<b>Details</b>
1.	Brief details of buyers and, details in brief such as size, turnover etc. and area of activity	UPL Sustainable Agri Solutions Ltd ("UPL SAS") (wholly-owned subsidiary of UPL Ltd). The Company is into the business of manufacturing and sale of crop protection products.  Standalone turnover of UPL SAS in FY21-22 was Rs.276 crores.
2.	Whether any of the buyers belong to the promoter/ promoter group / group companies.  Whether transaction would fall within related party transactions? If yes, details thereof including arm's length pricing	UPL SAS is a wholly-owned subsidiary and a related party of UPL. The transaction is a related party transaction which is being done on arm's length basis and will be consummated upon receipt of relevant shareholder approvals.  There is no direct interest of promoter / promoter group / group companies in UPL SAS / proposed slump sale.
3.	<ul style="list-style-type: none"> <li>Brief background of business of the undertaking / unit, amount</li> <li>Percentage of the turnover or revenue or income and net assets contributed by such unit or division of the listed entity during the last financial year</li> </ul>	Crop Protection business relates to providing crop protection products to farmers.  Financial details of the division of the Crop Protection business are:  Revenue for FY21-22 – Rs.2772 crores (17%) Net assets for FY21-22 – Rs.1221 crores (15%)
4.	Objects and effects of slump sale (rationale of slump sale)	Consolidation of Crop Protection business under UPL SAS Ltd. to create distinct pure play Agtech platform.
5.	Date on which agreement for sale has been entered into	It is proposed that the business transfer agreement will be executed shortly after receipt of board approval.  Closing of the proposed transfer will be subject to fulfilment of certain conditions (including approval of shareholders of UPL Limited).
6.	Expected date of completion of sale	45 – 90 days as per current estimates
7.	Consideration received from sale	Slump Sale is proposed to be done at a value arrived under Section 11UAE of Income Tax Act, by a third-party valuer. The same is Rs.1448 crores, subject to adjustments on closing.
8.	Change in shareholding pattern, if any of the listed entity	There is no change in the shareholding pattern of UPL Limited on account of the transaction.



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## **Annexure 2B**

### **Transfer of Advanta Seeds business on 'slump sale' basis as a going concern to Advanta Enterprises Ltd. (wholly owned subsidiary)**

<b>SN</b>	<b>Particulars</b>	<b>Details</b>
1.	Brief details of buyers and, details in brief such as size, turnover etc. and area of activity	Advanta Enterprises Limited ("AEL"). (wholly-owned subsidiary of UPL Limited)  Newly incorporated company in current FY and does not conduct any activity presently.
2.	Whether any of the buyers belong to the promoter/ promoter group / group companies.  Whether transaction would fall within related party transactions? If yes, details thereof including arm's length pricing	AEL is a wholly-owned subsidiary and a related party of UPL. The transaction is a related party transaction which is being done on arm's length basis and will be consummated upon receipt of relevant shareholder approvals.  There is no direct interest of promoter / promoter group / group companies in AEL / proposed slump sale.
3.	<ul style="list-style-type: none"> <li>Brief background of business of the undertaking / unit, amount</li> <li>Percentage of the turnover or revenue or income and net assets contributed by such unit or division of the listed entity during the last financial year</li> </ul>	Advanta Seeds division of UPL Ltd.  Financial details of division of Advanta Seeds business are:  Revenue FY21-22 – Rs.865 crores (5%) Net assets FY21-22 – Rs.1453 crores (17%)
4.	Objects and effects of slump sale (rationale of slump sale)	Consolidation of seeds business of UPL under AEL to create distinct pure play platform.
5.	Date on which agreement for sale has been entered into	It is proposed that the business transfer agreement will be executed shortly after receipt of board approval.  Closing of the proposed transfer will be subject to fulfilment of certain conditions (including approval of shareholders of UPL Limited).
6.	Expected date of completion of sale	45 – 90 days as per current estimates
7.	Consideration received from sale	Slump Sale is proposed to be done at a value arrived under Section 11UAE of Income Tax Act, by a third-party valuer. The same is Rs.773 crores, subject to adjustments on closing.
8.	Change in shareholding pattern, if any of the listed entity	There is no change in the shareholding pattern of UPL Limited on account of the transaction.



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## **Annexure 2C**

### **Transfer of Adarsh Farm Services business on 'slump sale' basis as a going concern to Nurture AgTech Pvt. Ltd. (wholly owned subsidiary)**

<b>SN</b>	<b>Particulars</b>	<b>Details</b>
1.	Brief details of buyers and, details in brief such as size, turnover etc. and area of activity	Nurture AgTech Pvt. Ltd. ("Nurture") (wholly-owned subsidiary of UPL Ltd.) The Company is into the business of providing sustainable farming, crop management solutions and allied activities through the use of digital technologies.  Standalone turnover of Nurture for FY21-22 – was Rs.77 crores.
2.	Whether any of the buyers belong to the promoter/ promoter group / group companies.  Whether transaction would fall within related party transactions? If yes, details thereof including arm's length pricing	Nurture is a wholly-owned subsidiary and a related party of UPL. The transaction is a related party transaction which is being done on arm's length basis and will be consummated upon receipt of relevant shareholder approvals.  There is no direct interest of promoter / promoter group / group companies in Nurture / proposed slump sale.
3.	<ul style="list-style-type: none"> <li>Brief background of business of the undertaking / unit, amount</li> <li>Percentage of the turnover or revenue or income and net assets contributed by such unit or division of the listed entity during the last financial year</li> </ul>	Adarsh Farms Services pertains to providing spraying and allied services to the farmers.  Financial details of AFS business are:  Revenue – FY21-22 – Rs.44 crores Net assets – FY21-22 – Rs.233 crores (3%)
4.	Objects and effects of slump sale (rationale of slump sale)	To bring Nurture within the India Agtech platform
5.	Date on which agreement for sale has been entered into	It is proposed that the business transfer agreement will be executed shortly after receipt of board approval.  Closing of the proposed transfer will be subject to fulfilment of certain conditions (including approval of shareholders of UPL Limited).
6.	Expected date of completion of sale	45 – 90 days as per current estimates
7.	Consideration received form sale	Slump Sale is proposed to be done at a value arrived at under Section 11UAE of Income Tax Act, by a third-party valuer. The same is Rs.280 crores, subject to adjustments on closing.
8.	Change in shareholding pattern, if any of the listed entity	There is no change in the direct shareholding pattern of UPL Limited.