



UPL Limited, UPL House
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28th March, 2024

BSE Limited
Mumbai

National Stock Exchange of India Ltd
Mumbai

SCRIP CODE: 512070

SYMBOL: UPL

Sub: Disclosure of Voting Results of the Extraordinary General Meeting held on Thursday, 28th March, 2024

Dear Sir/Madam,

This is to inform you that Extraordinary General Meeting ('EGM') of the Company was held on Thursday, 28th March, 2024 through video conferencing / other audio-visual means.

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results along with the Scrutinizer's Report in respect of the businesses transacted at the EGM.

We request you to take the above information on records.

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



UPL Limited

EGM Date: Thursday, March 28, 2024

Date of the AGM/EGM:	March 28, 2024
Total number of shareholders on cut-off date for voting purpose i.e. March 21, 2024:	500709
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group : Public :	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group : Public :	12 77

1. To approve material related party transactions of sale/ purchase of material and functional support services by:

- i. UPL Limited and its subsidiaries viz. UPL Mauritius Limited, UPL Management DMCC and Advanta Enterprises Limited to other Subsidiaries/ Associates/ Joint Ventures of UPL Limited; and
- ii. Subsidiaries/ Associates/ Joint Ventures of UPL Limited, *inter-se*.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No #					
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	242,804,041	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	369,288,573	332,380,503	90.01	332,230,253	150,250	99.95	0.05
	Poll		-	-	-	-	-	-
	Total		332,380,503	90.01	332,230,253	150,250	99.95	0.05
Public-Non Institutions	E-Voting	138,515,027	24,904,543	17.98	24,898,200	6,343	99.97	0.03
	Poll		-	-	-	-	-	0.00
	Total		24,904,543	17.98	24,898,200	6,343	99.97	0.03
Total		750,607,641	357,285,046	47.60	357,128,453	156,593	99.96	0.04





UPL Limited

EGM Date: Thursday, March 28, 2024

2. To approve material related party transactions for financial support from:

- i. UPL Limited and its subsidiary UPL Corporation Limited, Mauritius to other Subsidiaries/ Associates/ Joint Ventures of UPL Limited; and
- ii. Subsidiaries/ Associates/ Joint Ventures of UPL Limited, *inter-se*.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No #					
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	242,804,041	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	369,288,573	332,380,503	90.01	332,230,253	150,250	99.95	0.05
	Poll		0	-	0	0	0.00	0.00
	Total		332,380,503	90.01	332,230,253	150,250	99.95	0.05
Public-Non Institutions	E-Voting	138,515,027	24,904,542	17.98	24,898,199	6,343	99.97	0.03
	Poll		-	-	-	-	-	0.00
	Total		24,904,542	17.98	24,898,199	6,343	99.97	0.03
Total		750,607,641	357,285,045	47.60	357,128,452	156,593	99.96	0.04

Note: 1. * Promoter and Promoter Group category includes GDRs having underlying shares.

Promoters and promoter group members are not interested in the resolution. However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, they did not vote on the resolutions.

2. Shareholders holding 3,20,51,021 equity shares and shareholders holding 3,20,51,012 have exercised 'Abstain' option while voting on the resolution at Item No. 1 and 2 respectively.





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Jaidev Shroff
Chairman and Group CEO
UPL Limited

Dear Sir,

1. I, Bhaskar Upadhyay, Partner, N L Bhatia and Associates, Practicing Company Secretaries, (Membership No. FCS 8663/ C. P. No. 9625), have been appointed as the Scrutinizer, by the Board of Directors of UPL Limited ('the Company') for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Extra-Ordinary General Meeting ('EGM'), carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the amendments made thereto, on the businesses contained in the Notice of the EGM of the Members of the Company, held on Thursday, March 28, 2024 through Video Conferencing/ Other Audio-visual means ('VC facility').
2. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and notifications relating to voting through electronic means on the businesses set out in the Notice of the EGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and e-voting during the EGM is to ensure that the voting process both through remote e-Voting and by e-Voting during the EGM are conducted in a fair and transparent manner and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business set out in the Notice, based on the reports generated from the e-Voting system of Link Intime India Pvt. Ltd ('Link Intime'), the authorized agency engaged by the Company, to provide e-Voting facility before and during the EGM.
3. Further to above, I submit my report as under:
 - 3.1. The Company has provided the remote e-Voting facility and e-Voting during the EGM through Link Intime, on their website <https://instavote.linkintime.co.in>. The Company had uploaded the item of businesses to be transacted on the website of the Company (www.upl-ltd.com) and also on the website of Link Intime India Pvt. Ltd. (<https://instavote.linkintime.co.in>) to facilitate the Members to cast their votes through remote e-Voting and e-Voting during the EGM.

- 3.2. The Notice of EGM was sent through email to the Members whose email addresses were registered with the Company / RTA / Depository Participant(s), containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ('MCA').
- 3.3. As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on Thursday, March 07, 2024 in Financial Express (English-All Editions) and Western Times in vernacular language (Gujarati- Ahmedabad) which carried all required information as specified in the said rules and notifications.
- 3.4. The Members of the Company as on the "Cut-off" date i.e. Thursday, March 21, 2024 were entitled to vote on the businesses (item nos. 1 and 2) as set out in the Notice of the EGM.
- 3.5. The remote e-Voting commenced on Monday, March 25, 2024 (9.00 a.m. IST) and ended on Wednesday, March 27, 2024 (5.00 p.m. IST) and the e-Voting platform of Link Intime was blocked thereafter and then reopened during the EGM.
- 3.6. It was announced at the EGM held on Thursday, March 28, 2024 through VC facility, that the Members who have not exercised their votes through remote e-Voting may, if they wish to, can exercise their votes through electronic voting system being provided during the EGM.
- 3.7. After closure of e-Voting at the EGM, the votes cast through remote e-Voting prior to the date of EGM and votes cast through e-Voting during the EGM were unblocked and downloaded from the e-voting website of Link Intime (<https://instavote.linkintime.co.in>) in the presence of two witnesses, who are not in the employment of the Company. The e-Voting data/results downloaded from the e-Voting system of Link Intime were scrutinized and reviewed, the votes were counted, and the results were prepared.
- 3.8. The Company's share capital as on, Thursday, March 21, 2024, cut-off date for e-Voting, was 75,06,07,641 Equity Shares of Rs. 2/- each.
- 3.9. Based on the data downloaded from Link Intime e-Voting system, the total votes cast in favour or against the resolutions proposed in the Notice of the EGM are as under:

Item No. 1 – As an Ordinary Resolution:

To approve material related party transactions of sale/purchase of material and functional support services by:

i. UPL Limited and its subsidiaries viz. UPL Mauritius Limited, UPL Management DMCC and Advanta Enterprises Limited to other Subsidiaries/ Associates/ Joint Ventures of UPL Limited; and

ii. Subsidiaries/ Associates/ Joint Ventures of UPL Limited, *inter-se*.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
1025	35,71,28,453	99.9562

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
24	1,56,593	0.0438

(iii) Shareholders holding 3,20,51,021 equity shares have abstained from voting on the resolution.

Item No. 2 – As an Ordinary Resolution:

To approve material related party transactions for financial support from:

i. UPL Limited and its subsidiary UPL Corporation Limited, Mauritius to other Subsidiaries/ Associates/ Joint Ventures of UPL Limited; and

ii. Subsidiaries/ Associates/ Joint Ventures of UPL Limited, *inter-se*.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
1024	35,71,28,452	99.9562

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
24	1,56,593	0.0438

(iii) Shareholders holding 3,20,51,012 equity shares have abstained from voting on the resolution.

In view of the above scrutiny, I hereby certify that the Resolutions have been passed with requisite majority as on the day of the EGM i.e. Thursday, March 28, 2024.

All the electronic data and relevant records of e-Voting will remain in my custody until the Chairman of the Company considers, approves, and signs the minutes of the EGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

Date: March 28, 2024
Place: Mumbai

For N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020



Bhaskar Upadhyay
Partner
FCS: 8663
CP. No. 9625
UDIN: F008663E003645307

Countersigned
For UPL Limited

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



Date: March 28, 2024
Place: Mumbai