



UPL Limited, Uniphos House,
C.D. Marg, 11th Road, Madhu Park,
Khar (West), Mumbai – 400052, India

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31st March 2025

BSE Limited
Mumbai

National Stock Exchange of India Ltd
Mumbai

SCRIP CODE: 512070 / 890209

SYMBOL: UPL / UPLPP1

Sub: Summary of Proceedings of the Extraordinary General Meeting held on 31st March, 2025

Dear Sir / Madam,

This is to inform you that an Extraordinary General Meeting (EGM) of the Company was held today i.e Monday, 31st March, 2025 through Video Conferencing / Other Audio Visual Means (VC Facility) at 3.30 p.m. (IST).

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of the Extraordinary General Meeting of the Company.

We request you to take the above on record.

Thank you.

Yours faithfully,
For **UPL Limited**

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

Encl.: As above



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SUMMARY OF PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING

A. Date, time and venue of the Extraordinary General Meeting:

The Extraordinary General Meeting (“EGM” or “Meeting”) of the Company was held on Monday, 31st March, 2025 through Video Conferencing (“VC facility”) to transact the businesses as set out in the EGM Notice dated 5th March, 2025.

The Meeting commenced at 03:30 p.m. (IST) and concluded at 04:15 p.m. (IST) (including time allowed for e-voting at EGM).

B. Proceedings in brief:

- Mr. Jai R. Shroff, Chairman & Group CEO, chaired the Meeting.
- The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman welcomed all the shareholders, directors, auditors, key managerial personnel and other invitees present at the meeting. He welcomed the new Board members, namely Ms. M V Bhanumathi and Mr. Santosh Kumar Mohanty on the Board who were proposed to be appointed as Independent Directors for the first term of five years. All the Directors were present at the EGM.
- Thereafter, Mr. Sandeep Deshmukh, informed the members that the EGM was convened using audio-visual means in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company had taken all possible steps to ensure that the shareholders were provided an opportunity to participate in the EGM either through VC facility or watch the live webcast of the EGM proceedings and also vote on the resolutions. The Company has appointed Mr. Bharat R. Upadhyay or failing him Mr. Bhaskar Upadhyay, Partners, M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM process in a fair and transparent manner.
- He informed the Members that the Notice convening the EGM was circulated electronically to the members of the Company whose email addresses were registered with the Company / RTA / Depository Participant(s). Thereafter, the Notice of the EGM and the explanatory statement were taken as read.
- Mr. Jai R Shroff then briefed the Members on agenda containing Item Nos. 1 to 3 of the EGM Notice pertaining to appointment of Ms. M V Bhanumathi and Mr. S K Mohanty as Independent Directors and Mr. Hardeep Singh as a Non-Executive Non-Independent Director.
- Thereafter, he informed that other resolutions at Item Nos. 5 to 19 were regular annual approvals pertaining to material related party transactions. He mentioned that the transactions proposed to be entered were with the subsidiaries/associates to facilitate growth of business, worldwide. None of the transactions had any conflict of interest with Promoters, Key Managerial Personnels or Directors. He also clarified that he being interested in Resolution at Item No. 4, hence would refrain from participating in any discussion on this item.



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- The following items of business as set out in the Notice convening the EGM were put to vote at the meeting. Shareholders were provided opportunity to ask questions or express their views through VC facility. Clarifications were provided to the queries raised by the members.

SN.	Particulars	Type of Resolution
1.	To appoint Mr. Hardeep Singh (DIN: 00088096) as a Director (Non-Executive, Non-Independent) of the Company.	Ordinary Resolution
2.	To appoint Ms. M V Bhanumathi (DIN: 10172983) as an Independent Director of the Company.	Special Resolution
3.	To appoint Mr. Santosh Kumar Mohanty (DIN: 06690879) as an Independent Director of the Company.	Special Resolution
4.	To approve material related party transaction in the nature of holding office/place of profit by Mr. Varun Shroff (relative of Director) in a subsidiary company.	Ordinary Resolution
5.	To approve material related party transactions pertaining to sale of materials and functional support services by UPL Limited to its subsidiaries.	Ordinary Resolution
6.	To approve material related party transactions pertaining to sale of materials by UPL Mauritius Limited to its subsidiaries.	Ordinary Resolution
7.	To approve material related party transactions pertaining to sale of materials by UPL Corporation Limited, Mauritius to UPL Crop Protection Holdings Limited.	Ordinary Resolution
8.	To approve material related party transactions pertaining to sale of materials by United Phosphorus (India) LLP to fellow subsidiaries.	Ordinary Resolution
9.	To approve material related party transactions pertaining to sale of materials by United Phosphorus Cayman Limited to fellow subsidiaries.	Ordinary Resolution
10.	To approve material related party transactions pertaining to sale of materials and functional support services by Arysta LifeScience Benelux SRL to UPL Europe Supply Chain GmbH.	Ordinary Resolution
11.	To approve material related party transactions pertaining to sale of materials by UPL Europe Supply Chain GMBH to UPL France.	Ordinary Resolution
12.	To approve material related party transactions pertaining to sale of materials by UPL Agricultural Product Trading FZE to UPL Do Brasil – Industria e Comércio de Insumos Agropecuários S.A.	Ordinary Resolution
13.	To approve material related party transactions pertaining to sale of materials by UPL Management DMCC to UPL Do Brasil – Industria e Comércio de Insumos Agropecuários S.A.	Ordinary Resolution
14.	To approve material related party transactions pertaining to sale of materials by Superform Chemistries Limited to fellow subsidiaries.	Ordinary Resolution
15.	To approve material related party transactions pertaining to sale of materials and functional support services by Cerexagri S.A.S. to UPL Europe Supply Chain GmbH.	Ordinary Resolution
16.	To approve material related party transactions pertaining to sale of materials by UPL Do Brasil – Industria e Comércio de Insumos Agropecuários S.A. to Associates.	Ordinary Resolution
17.	To approve material related party transactions pertaining to issuance of Corporate Guarantee by UPL Corporation Limited, Cayman on behalf of UPL Corporation Limited, Mauritius.	Ordinary Resolution
18.	To approve material related party transactions for providing financial support by subsidiaries of the Company to fellow subsidiaries (centralised Treasury Operations).	Ordinary Resolution
19.	To approve material related party transactions in connection with the investments by subsidiaries of the Company in fellow subsidiaries (centralised Treasury Operations).	Ordinary Resolution



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Voting by members and results:

It was informed that:

- The Company had provided remote e-voting facility to its members to cast votes electronically on the item of businesses as set out in the Notice.
- The facility to vote on the resolutions through electronic voting system at the meeting was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.