



2nd April, 2019

<p>The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001</p> <p><u>SECURITY ID - 512070</u></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><u>SYMBOL : UPL</u></p>
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Sir/Madam,

SUB.: MINUTES OF EXTRA-ORDINARY GENERAL MEETING

Pursuant to Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 13 of Para A of Part A of Schedule III of the said Regulations, we are enclosing herewith a certified true copy of the Minutes of the Extraordinary General Meeting held on 22nd March, 2019, which we trust you will find in order.

Thanking you,

Yours faithfully,
for **UPL Limited**



Rajnikant Devidas Shroff
Chairman and Managing Director
(DIN: 00180810)

Encl. : as above

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UPL LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 3-11, G.I.D.C., VAPI - 396 195, ON FRIDAY, 22ND MARCH, 2019.

TIME OF COMMENCEMENT OF THE MEETING 9.30 A. M.
TIME OF CONCLUSION OF THE MEETING 9.55 A. M.

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:
2ND APRIL, 2019

DIRECTORS PRESENT

MR. RAJNIKANT DEVIDAS SHROFF – CHAIRMAN
MRS. SANDRA RAJNIKANT SHROFF
MR. ARUN CHANDRASEN ASHAR

MEMBERS PRESENT

THIRTY SIX MEMBERS WERE PRESENT IN PERSON (INCLUDING ONE PROMOTER)

TWO MEMBERS WERE PRESENT AS REPRESENTATIVE OF BODIES CORPORATE BELONGING TO PROMOTER GROUP

TWENTY SIX MEMBER WAS PRESENT IN PROXY

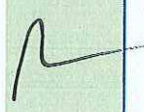
1. Mr. R.D. Shroff, Chairman of the meeting occupied the chair.
2. The Chairman then announced that since the quorum, as per Section 103 of the Companies Act, 2013, for the meeting was present, and the meeting duly constituted, the formal proceedings of the meeting could commence.
3. The Chairman welcomed all his colleagues on the dais and Shareholders of the Company at the Extra-ordinary General Meeting.
4. The Chairman informed that other Directors who were absent and could not attend the Extra-ordinary General Meeting due to their other engagements / business tour.
5. With the permission of the members, the notice convening the meeting was taken as read.
6. Thereafter, the Chairman briefed the members that this meeting was convened to consider and if thought fit to approve, the special resolutions for according the consent of the members of the Company for continuation of Directorship of Directors as under, who have completed the age of seventy-five years:
 - (i) Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation and
 - (ii) Dr. Reena Ramachandran (DIN: 00212371) as an Independent Non-Executive Woman Director of the Company.

**CERTIFIED TRUE COPY,
For UPL LIMITED**

DIRECTOR AUTH. SIGNATORIES

CHAIRMAN'S
INITIAL

7. The Chairman invited the members to ask questions or seek clarification on the subject matter of the resolutions. There upon one shareholder spoke at the meeting and appreciated the significant contribution of the Directors to the overall growth of the Company. He also asked few questions. The Chairman suitably answered all the questions raised by the shareholder.
8. The Chairman appraised the members with regard to voting by the members on the resolutions at the general meetings by permitting members to cast their votes by electronic means, through the e-voting platform provided by the Depositories. In order to comply with this, the Company has signed the agreement with the National Securities Depository Limited ("NSDL") to avail e-voting services for the members to cast their votes on all the resolutions set forth in the notice of the Extra-ordinary General Meeting. The shareholders of the Company, as on the cut-off date i.e., 15th March, 2019 were entitled to cast their votes through the e-voting platform. The voting period commenced on 19th March, 2019 at 9.00 a.m. and ended on 21st March, 2019 at 5.00 p.m. Mr. Jawahar Thacker, Chartered Accountant was appointed by the Board of Directors as the scrutinizer for the purpose of scrutinizing the votes by the members of the Company in respect of all the resolutions set forth in the Notice convening the Extra-ordinary General Meeting in a fair and transparent manner.
9. The Chairman thereafter informed that some members have already casted their votes electronically. He thereafter requested those members who have not voted electronically to cast their votes physically and for this purpose the Scrutinizer distributed ballot paper to such shareholders present at the meeting. Some of the members present and who had not voted electronically earlier voted physically and the ballot paper were placed in ballot box which was locked. The entire process of physical voting was monitored and supervised by Mr. Jawahar Thacker, the scrutinizer.
10. After this physical voting at the Extra-ordinary General Meeting completed, the Chairman instructed Mr. Jawahar Thacker, the scrutinizer to submit his final report showing the votes in favour and against the resolutions proposed to be passed as detailed in the notice of the meeting. The Chairman also instructed to place the results of voting on the website of the Company.
11. The Chairman thereafter, informed the Members that the details of the above combined voting results along with the scrutinizer report will be placed on the website of the Company and will also be submitted, not later than forty eight hours of the conclusion of the Extra-ordinary General Meeting, to BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed and also to NSDL.
12. There being no other business the meeting terminated with a vote of thanks to the Chair.
13. Subsequently, on 23rd March, 2019, the scrutinizer, Mr. Jawahar Thacker, Chartered Accountant, scrutinized the ballot papers diligently and the ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company and accordingly prepared and submitted to the Chairman, a combined results of the voting i.e. remote e-voting and physical voting at the Extra-ordinary General Meeting showing number of votes polled in favour and against the resolutions.
14. The Chairman thereafter declared that both these Special Resolutions stand approved with the requisite majority as per the combined results submitted by the scrutinizer as under:



Resolution No.: 1 – Special Resolution for continuation of Directorship by Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation.

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mrs. Sandra Rajnikant Shroff (DIN 00189012), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Director of the Company up to the next date of retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

Resolution required : (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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	142004509	140613255	99.02	140613255	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		140613255	99.02	140613255	0	100.00	0.00
Public-Institutions	E-Voting	266432452	213418499	80.10	184732452	28686047	86.56	13.44
	Poll		0	0.00	0	0	0.00	0.00
	Total		213418499	80.10	184732452	28686047	86.56	13.44
Public-Non Institutions	E-Voting	100905709	34130085	33.82	32136151	1993934	94.16	5.84
	Poll		2252049	2.23	2252049	0	100.00	0.00
	Total		36382134	36.06	34388200	1993934	94.52	5.48
Total		509342670	390413888	76.65	359733907	30679981	92.14	7.86

Resolution No.: 2 – Special Resolution continuation of Directorship by Dr. Reena Ramachandran (DIN: 00212371) as an Independent Non-Executive Woman Director of the Company.

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Dr. Reena Ramachandran (DIN 00212371), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Woman Director of the Company up to the expiry of her current term of office which is up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2019.

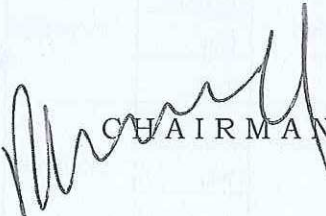
CHAIRMAN'S
INITIAL



RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

Resolution required : (Ordinary / Special)			Special					
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	142004509	140613255	99.02	140613255	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		140613255	99.02	140613255	0	100.00	0.00
Public-Institutions	E-Voting	266432452	213449776	80.11	190105382	23344394	89.06	10.94
	Poll		0	0.00	0	0	0.00	0.00
	Total		213449776	80.11	190105382	23344394	89.06	10.94
Public-Non Institutions	E-Voting	100905709	34130085	33.82	33783525	346560	98.98	1.02
	Poll		2252049	2.23	2252049	0	100.00	0.00
	Total		36382134	36.06	36035574	346560	99.05	0.95
Total		509342670	390445165	76.66	366754211	23690954	93.93	6.07

Date: 2nd April, 2019


CHAIRMAN

CHAIRMAN'S
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