



22nd March, 2019

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

SUB. : GIST OF PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF UPL LIMITED HELD ON 22ND MARCH, 2019.

Further to the Notice dated 31st January, 2019 of the Extra-ordinary General Meeting (“EGM”) of UPL Limited (“the Company”) forwarded to you, this is to inform you that the EGM of the Company was held on Friday, 22nd March, 2019 at 9.30 a.m. at the Registered Office of the Company at 3-11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195, and the businesses, as mentioned in the notice dated 31st January, 2019 convening the EGM, were transacted thereat.

In this regard, please find here below, pursuant to Regulation 30 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements), 2015, the gist of proceedings of the EGM of the Company.

Mr. Rajnikant Devidas Shroff, Chairman and Managing Director of the Company chaired the meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman informed that he, Mrs. Sandra Rajnikant Shroff, Non-Executive Vice Chairman and Mr. Arun Chandrasen Ashar, Director-Finance were present at the EGM. The other Directors could not attend the meeting due to their other engagements/ business tour.

The Chairman welcomed all his colleagues on the dais and Shareholders of the Company at the EGM. 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 by (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.

The Chairman then invited the Shareholders to seek any clarifications on the Agenda items as set out in the aforesaid Notice. Thereafter, Mr. R. D. Shroff- Chairman and Managing Director and Mr. Arun C Ashar, Director- Finance suitably answered all the queries raised by the shareholders.

The Chairman informed that Mr. Jawahar M. Thacker, practicing Chartered Accountant (Membership No. FCA 030646) was the Scrutinizer appointed by the Board to Scrutinize the remote e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the EGM.



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The Chairman informed the Members that the facility of remote e-voting was made available from 19th March, 2019 to 21st March, 2019 to cast their vote electronically. The Members who were present at the EGM and had not cast their vote through remote e-voting platform were provided with an opportunity to cast their vote at the venue through Ballot Paper.

The Chairman thereafter thanked all the Members for attending the EGM and for their words of appreciation and suggestions made by them.

The following items of business, as per the Notice convening the aforesaid EGM were transacted at the Meeting:

SPECIAL BUSINESS:

1. Continuation of Directorship by Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation.
2. Continuation of Directorship by Dr. Reena Ramachandran (DIN: 00212371) as an Independent Non-Executive Woman Director of the Company.

The Chairman informed the Members that 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 EGM and Report of Jawahar Thacker, Scrutinizer will be sent within 48 hours of the conclusion of EGM and also will be made available on the website of the Company.

The EGM concluded at 9.55 a. m.

May we request you to take the same on your record and inform all your constituents accordingly.

Thanking you,

Yours faithfully,
for UPL Limited

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