



23<sup>rd</sup> March, 2019

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

**Sub. : Disclosure of Voting Results of the Extra-ordinary General Meeting of UPL Limited held on 22<sup>nd</sup> March, 2019, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Further to the gist of proceedings of the Extra-ordinary General Meeting submitted to you vide our letter dated 22<sup>nd</sup> March, 2019, we have to state that the members of the Company have accorded their consent to all items of business contained in the Notice of the Extra-ordinary General Meeting of the Company.

The 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 Extra-ordinary General Meeting bearing page nos. 1 and 2 and Report of Jawahar Thacker, Scrutinizer are attached herewith in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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)**

Encl. : as above

**JAWAHAR M. THACKER**

B. Com. F.C.A.

To,  
The Chairman of the Extra-ordinary General Meeting,  
UPL Limited  
3-11, G.I.D.C, Vapi,  
Gujarat – 396 195.

Dear Sir,

**REPORT OF SCRUTINIZER**

I, Jawahar M. Thacker, Chartered Accountant (Membership No. 030646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of **UPL Limited** at its meeting held on 31<sup>st</sup> January, 2019 for the purpose of scrutinizing the votes by the Members of the Company in respect of all resolutions set forth in the Notice of the Extra-ordinary General Meeting (EGM)-

1. through electronic means through the remote e-voting, pursuant to the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, services provided by National Securities Depository Limited (NSDL) and
2. through physical votes through ballot paper, pursuant to the provisions of section 109 of the Companies Act, 2013 and rule 21 of the Companies (Management and Administration) Rules, 2014, at the venue of the EGM of **UPL Limited** held on 22<sup>nd</sup> March, 2019 at Vapi, Gujarat.

I submit my report as under:

I reviewed the remote e-voting process and downloaded the e-votes voted through e-voting services provided by National Securities Depository Limited in the presence of two witnesses not in the employment of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the EGM for the resolutions contained in the Notice of the EGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the EGM of the Company.

Before the commencement of the physical voting at the EGM, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



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**JAWAHAR M. THACKER**

B. Com. F.C.A.

-: 2:-

I did not find any ballot papers invalid.

The combined results of the voting i.e. remote e-voting through e-voting services provided by NSDL and physical voting at the EGM is attached herewith bearing page nos. 1 and 2.

A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The Electronic data and the ballot papers and all other relevant records were sealed and handed over to the Chairman and Managing Director of the Company for safe keeping.

Thanking you,

Yours faithfully,



**JAWAHAR M. THACKER**

Chartered Accountant

Membership No. 030646

Place: Vapi

Date: 23/03/2019

**EGM DATE: 22ND MARCH, 2019 (EVEN - 110487)**

<b>Date of the AGM/EGM</b>	22nd March, 2019
<b>Total number of shareholders on cut-off date i.e. March 15, 2019</b>	87777
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group :	3
Public :	61
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group :	Not arranged
Public :	Not arranged

**Agenda-wise disclosure**

1. Continuation of Directorship by Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation.

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	Resolution required : (Ordinary / Special)
									Special
Promoter and Promoter Group	E-Voting		140613255	99.02	140613255	0	100.00	0.00	
	Poll	142004509	0	0.00	0	0	0.00	0.00	
	Total		140613255	99.02	140613255	0	100.00	0.00	
Public-Institutions	E-Voting		213418499	80.10	184732452	28686047	86.56	13.44	
	Poll	266432452	0	0.00	0	0	0.00	0.00	
	Total		213418499	80.10	184732452	28686047	86.56	13.44	
Public-Non Institutions	E-Voting		34130085	33.82	32136151	1993934	94.16	5.84	
	Poll	100905709	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	

The above Resolution has, therefore been approved by the members of the Company with the requisite majority.



**EGM DATE: 22ND MARCH, 2019 (EVEN - 110487)**

2. Continuation of Directorship by Dr. Reena Ramachandran (DIN: 00212371) as an Independent Non-Executive Woman Director of the Company.

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		140613255	99.02	140613255	0	100.00	0.00			
	Poll	142004509	0	0.00	0	0	0.00	0.00			
	Total		140613255	99.02	140613255	0	100.00	0.00			
Public-Institutions	E-Voting		213449776	80.11	190105382	23344394	89.06	10.94			
	Poll	266432452	0	0.00	0	0	0.00	0.00			
	Total		213449776	80.11	190105382	23344394	89.06	10.94			
Public-Non Institutions	E-Voting		34130085	33.82	33783525	346560	98.98	1.02			
	Poll	100905709	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			

The above Resolution has, therefore been approved by the members of the Company with the requisite majority.

