UPL

31st July, 2015

Listing Department
National Stock Exchange of (I) Ltd.
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
MUMBAI 400 051

Dear Sir,

REG. : UPL Limited (Formerly United Phosphorus Limited)
SYMBOL : UPL

Sub. : Disclosure of Voting Results of the 31st Annual General Meeting of UPL Limited held on 30th July, 2015, as per the requirements of Clause 35A of the Equity Listing Agreement.

Further to the Notice dated 27th April, 2015 of the 31st Annual General Meeting forwarded to you vide our letter dated 1st July, 2015, we have to state as under:

As mentioned in the above notice, the 31st Annual General Meeting of the members of the Company was held on Thursday, 30th July, 2015 at 10.00 a.m. at Vapi, Gujarat. The members of the Company have accorded their consent to all items of business contained in the said Notice of the 31st Annual General Meeting.

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 31st Annual General Meeting is attached herewith bearing page nos. 1 to 5 in the format prescribed under Clause 35A of the Equity Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed.

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

Thanking you,

Yours faithfully,
for **UPL Limited**

M. B. Trivedi
Company Secretary

Encl. : as above

JAWAHAR THACKER & CO.
CHARTERED ACCOUNTANTS

F-305, Manish Park, R. J. Road,
Pump House, Andheri (East),
Mumbai - 400 093.
Phone : 2832 93 56

JAWAHAR M. THACKER
B. Com. F.C.A.

To,
The Chairman of the 31st Annual General Meeting,
UPL Limited
11, G.I.D.C, Vapi,
Gujarat – 396 195.

Dear Sir,

REPORT OF SCRUTINIZER

I, Jawahar M. Thacker, Chartered Accountants (Membership No. 30646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of **UPL Limited** at its meeting held on 27th April, 2015 for the purpose of scrutinizing the votes by the Members of the Company in respect of all resolutions set forth in the Notice-

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, 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 31st Annual General Meeting (AGM) of **UPL Limited** held on 30th July, 2015 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 relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the AGM for the resolutions contained in the Notice to the 31st AGM 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 AGM of the Company.

After the time fixed for closing of the physical voting at the 31st AGM by the Chairman, 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.





UPL Limited

Detail of the Agenda

AGM DATE: 30TH JULY, 2015 (EVEN - 101820)

Promoter/Public	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
ORDINARY RESOLUTION Resolution No.: 1 - Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2015.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001	0	100.00	0.00
Public – Institutional holders	142811859	141669532	99.20	141669532	0	100.00	0.00
Public – Others	26131107	24747632	94.71	24747556	76	100.00	0.00
Total (A)	295795967	293270165	99.15	293270089	76	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group	0	0		0	0		
Public – Institutional holders	5004678	5004678	100.00	5004678	0	100.00	0.00
Public – Others	105	105	100.00	105	0	100.00	0.00
Total (B)	5004783	5004783	100.00	5004783	0	100.00	0.00
Result (A+B)	300800750	298274948	99.16	298274872	76	100.00	0.00
ORDINARY RESOLUTION Resolution No.: 2 - Approval of dividend on equity shares for the financial year ended 31st March, 2015.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001	0	100.00	0.00
Public – Institutional holders	142811859	142811859	100.00	142811859	0	100.00	0.00
Public – Others	26131167	24747692	94.71	24747680	12	100.00	0.00
Total (A)	295796027	294412552	99.53	294412540	12	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group	0	0		0	0		
Public – Institutional holders	5004678	5004678	100.00	5004678	0	100.00	0.00
Public – Others	105	105	100.00	105	0	100.00	0.00
Total (B)	5004783	5004783	100.00	5004783	0	100.00	0.00
Result (A+B)	300800810	299417335	99.54	299417323	12	100.00	0.00

UPL Limited

AWAHAR THACKER & CO.

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UPL Limited

AGM DATE: 30TH JULY, 2015 (EVEN - 101820)

Promoter/Public	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
ORDINARY RESOLUTION							
Resolution No.: 5 - Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors and fixing their remuneration.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001	0	100.00	0.00
Public – Institutional holders	136648178	136648178	100.00	131137624	5510554	95.97	4.03
Public – Others	25542527	24159052	94.58	24158847	205	100.00	0.00
Total (A)	289043706	287660231	99.52	282149472	5510759	98.08	1.92
Mode of Voting : (Poll)							
Promoter and Promoter Group	0	0		0	0		
Public – Institutional holders	5004678	5004678	100.00	0	5004678	0.00	100.00
Public – Others	105	105	100.00	105	0	100.00	0.00
Total (B)	5004783	5004783	100.00	105	5004678	0.00	100.00
Result (A+B)	294048489	292665014	99.53	282149577	10515437	96.41	3.59
ORDINARY RESOLUTION							
Resolution No.: 6 - Appointment of Mr. Hardeep Singh (DIN: 00088096) as an Independent Director.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001	0	100.00	0.00
Public – Institutional holders	142811859	142811859	100.00	142811859	0	100.00	0.00
Public – Others	26130929	24747454	94.71	24747199	255	100.00	0.00
Total (A)	295795789	294412314	99.53	294412059	255	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group	0	0		0	0		
Public – Institutional holders	5004678	5004678	100.00	5004678	0	100.00	0.00
Public – Others	105	105	100.00	105	0	100.00	0.00
Total (B)	5004783	5004783	100.00	5004783	0	100.00	0.00
Result (A+B)	300800572	299417097	99.54	299416842	255	100.00	0.00

UPL Limited

JAWAHAR THACKER & CO. Bombay-93

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UPL Limited

AGM DATE: 30TH JULY, 2015 (EVEN - 101820]

Promoter/Public	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
ORDINARY RESOLUTION							
Resolution No.: 9 - To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126853001	100.00	126853001	0	100.00	0.00
Public – Institutional holders	142811859	142811859	100.00	132392743	10419116	92.70	7.30
Public – Others	26131009	24747534	94.71	23072725	1674809	93.23	6.77
Total (A)	295796869	294412394	99.53	282318469	12093925	95.89	4.11
Mode of Voting : (Poll)							
Promoter and Promoter Group	0	0		0	0		
Public – Institutional holders	5004678	5004678	100.00	5004678	0	100.00	0.00
Public – Others	105	105	100.00	105	0	100.00	0.00
Total (B)	5004783	5004783	100.00	5004783	0	100.00	0.00
Result (A+B)	300800652	299417177	99.54	287323252	12093925	95.96	4.04
ORDINARY RESOLUTION							
Resolution No.: 10 - Private placement of Non-Convertible Debentures.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	126853001	126855001	100.00	126855001	0	100.00	0.00
Public – Institutional holders	142811859	142811859	100.00	142811859	0	100.00	0.00
Public – Others	26131147	24747672	94.71	24745172	2500	99.99	0.01
Total (A)	295796007	294412532	99.53	294410032	2500	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group	0	0		0	0		
Public – Institutional holders	5004678	5004678	100.00	5004678	0	100.00	0.00
Public – Others	105	105	100.00	105	0	100.00	0.00
Total (B)	5004783	5004783	100.00	5004783	0	100.00	0.00
Result (A+B)	300800790	299417315	99.54	299414815	2500	100.00	0.00

The above Resolutions have, therefore been approved by the members of the Company with the requisite majority.

FOR JAWAHAR THACKER & CO.

PROPRIETOR.

JAWAHAR THACKER & Co.
CHARTERED ACCOUNTANTS.
F 305, Manish Park, Pump House,
R. J. Road, Andheri (East),
Bombay-400 093.

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