



UPL Limited, UPL House
610 B/2, Bandra Village
Off Western Express Highway
Bandra (East), Mumbai 400 051, India

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31st August 2020

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 001 SCRIP CODE: 512070	National Stock Exchange of India Ltd Exchange Plaza, C/1, Block G Bandra Kurla Complex, Bandra East Mumbai – 400 051 SYMBOL: UPL
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Sub: Proceedings of 36th Annual General Meeting held on 31st August, 2020

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of the 36th Annual General Meeting of the Company held on 31st August 2020.

We request you to take the above on record.

Thank you.

Yours faithfully,

For **UPL Limited**

A handwritten signature in black ink, appearing to read 'Sandeep Deshmukh', written over a light blue circular stamp.

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

Encl: As above



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SUMMARY OF PROCEEDINGS OF 36TH ANNUAL GENERAL MEETING

A. Date, time and venue of the Annual General Meeting (Meeting):

The 36th Annual General Meeting (AGM) of the Company was held on Monday, 31st August, 2020 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Meeting commenced at 3:00 p.m. (IST) and concluded at 5.30 p.m. (IST) (including time allowed for e-voting at AGM).

B. Proceedings in brief:

- Mr. Rajnikant D Shroff, Chairman & Managing Director, chaired the Meeting.
- The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman requested Mr. Arun Ashar to assist in conduct of meeting.
- Thereafter, Mr. Arun Ashar, informed that due to the Covid-19 pandemic situation, the AGM was convened using Audio-visual means in compliance with the circulars issued by 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 AGM either through video conferencing facility or watch the live webcast of the AGM proceedings and also vote on the resolutions.
- Mr. Arun Ashar introduced the Directors present at the meeting. All the Directors were present at the AGM.
- Mr. Arun Ashar introduced and welcomed the newly inducted independent director Ms. Usha Rao-Monari and the Company Secretary Mr. Sandeep Deshmukh.
- Mr. Arun Ashar informed the Members that owing to her personal commitments, Mrs. Sandra Shroff has tendered her resignation as Director of the Company. He informed the Members that in view of this development, Resolution no. 4 contained in the Notice dated 22nd May, 2020 pertaining to re-appointment of Mrs. Sandra Shroff (DIN: 00189012) as Director liable to retire by rotation, proposed to be passed at this AGM has become infructuous.
- Mr. Arun Ashar further informed that the Board has noted the said resignation and placed on record its sincere appreciation for the wise counsel and enormous contributions made by Mrs. Sandra Shroff and the unstinting support and guidance provided by her during her long association as Director of the Company.
- Mr. Arun Ashar welcomed all the shareholders, auditors and other invitees present at the meeting.
- Mr. Arun Ashar addressed the members on the financial and operational performance of the Company in FY2019-20 including business performance, Arysta integration, Company's response to COVID-19 and Company's contribution on social front.



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- Mr. Arun Ashar informed that remote e-voting commenced at 9:00 a.m. (IST) on Friday, 28th August, 2020 and concluded at 5:00 p.m. (IST) on Sunday, 30th August, 2020.
- Mr. Arun Ashar informed the Members that the Notice convening the 36th AGM and the Annual Report for the financial year ended 31st March 2020 was circulated electronically to the members of the Company and were taken as read. The Reports of the Statutory Auditor on the standalone and consolidated financial statements did not contain any qualification or adverse remarks and hence were not required to be read.
- The Company had appointed Mr. N. L. Bhatia, Practicing Company Secretary as the Scrutiniser to scrutinize the remote e-voting and e-voting at AGM process in a fair and transparent manner.
- The following items of business, as set out in the Notice convening the 36th AGM were put to vote in the meeting. Shareholders were provided opportunity to ask questions or express their views through VC / OAVM and also through chat. Clarifications were provided to the queries raised by the members.

SN	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	To consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditor thereon.	Ordinary Resolution
2.	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of the Auditor thereon.	Ordinary Resolution
3.	To declare dividend on equity shares.	Ordinary Resolution
SPECIAL BUSINESS		
4.	To approve remuneration of the Cost Auditors for the financial year ending March 31, 2021.	Ordinary Resolution
5.	To approve commission payable to Non-Executive Directors.	Ordinary Resolution
6.	To appoint Ms. Usha Rao-Monari (DIN: 08652684) as an Independent Director of the Company.	Ordinary Resolution
7.	To re-appoint Mr. Hardeep Singh (DIN: 00088096) as an Independent Director of the Company.	Special Resolution
8.	To re-appoint Dr. Vasant Gandhi (DIN: 00863653) as an Independent Director of the Company.	Special Resolution

Note: Resolution at Item No. 4 of the AGM Notice pertaining to re-appointment of Mrs. Sandra Shroff, as Director liable to retire by rotation, has become infructuous.



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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 all items of business as set out in the Notice.
- The facility to vote on 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.
- The e-voting results along with the consolidated Scrutiniser's Report shall be disseminated to the Stock Exchanges and also be placed on the website of the Company and National Securities Depository Limited.

We request you to take the above information on records.

Thanking you,

Yours faithfully,

For **UPL Limited**

A handwritten signature in black ink, appearing to read 'Sandeep Deshmukh', is written over a light grey rectangular background.

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