**UPL Limited**
(Formerly known as United Phosphorus Ltd.)
CIN : L24219GJ1985PLC025132

**Share Dept.** : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Raheja Solitaire, 6, Udyog Nagar, Off S. V. Road, Goregaon (W), Mumbai - 400 062, India. Tel. : (91-022) 2872 4862, 2875 5486 Fax : (91-022) 2875 3485
**Regd. Off.** : 3-11, GIDC, Vapi - 396 195, Gujarat, India. Tel. : (91-0260) 2400717, 2401718-19
**Corporate Off.** : Uniphos House, Madhu Park, 11th Road, Khar (W), Mumbai - 400 052, India. Tel. : (91-022) 2646 8000 Fax : (91-022) 2604 1010

22nd August, 2014

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 30th Annual General Meeting of UPL Limited held on 22nd August, 2014, as per the requirements of Clause 35A of the Equity Listing Agreement.**

Further to the Notice dated 25th April, 2014 of the 30th Annual General Meeting forwarded to you vide our letter dated 28th July, 2014, we have to state as under:

As mentioned in the above notice, the 30th Annual General Meeting of the members of the Company was held on Friday, 22nd August, 2014 at 9.00 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 30th Annual General Meeting.

The combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 30th Annual General Meeting is attached herewith bearing page nos. 1 to 8 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

**UPL Limited**
(Formerly known as United Phosphorus Ltd.)
CIN : L24219GJ1985PLC025132

**Share Dept.** : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Raheja Solitaire, 6, Udyog Nagar, Off S. V. Road, Goregaon (W), Mumbai - 400 062, India. Tel. : (91-022) 2872 4862, 2875 5486 Fax : (91-022) 2875 3485
**Regd. Off.** : 3-11, GIDC, Vapi - 396 195, Gujarat, India. Tel. : (91-0260) 2400717, 2401718-19
**Corporate Off.** : Uniphos House, Madhu Park, 11th Road, Khar (W), Mumbai - 400 052, India. Tel. : (91-022) 2646 8000 Fax : (91-022) 2604 1010

## Details of Voting Results
## (As per Clause 35A of the Equity Listing Agreement)

| | |
|---|---|
| **Date of the 30th Annual General Meeting :** | **22nd August, 2014** |
| **Total number of shareholders on record date:** | **55234** |
| **No. of shareholders present in the meeting either in person or through proxy*:**<br>**(*Based on shareholders registering attendance)** | |
| **Promoters and Promoter Group:** | **2** |
| **Public :** | **78** |
| **No. of Shareholders attended the meeting through Video Conferencing** | |
| **Promoters and Promoter Group:** | Not arranged |
| **Public:** | Not arranged |

The modes of voting for all the resolutions were:

1. E-voting through e-voting services provided by National Securities Depository Limited conducted between 16th August, 2014 to 18th August, 2014.
2. Physical voting conducted at the 30th Annual General Meeting.

The resolution wise combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 30th Annual General Meeting is attached herewith bearing page nos. 1 to 8.

The symbol # is used in the result, which denotes the voting rights of Members in proportion to their shares of the paid up equity share capital of the Company as on July 18, 2014.

for **UPL Limited**

**M. B. Trivedi**
**Company Secretary**

**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,
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 25th April, 2014 for the purpose of scrutinizing the votes by the Members of the Company by electronic means through the e-voting services provided by National Securities Depository Limited and physical votes at the 30th Annual General Meeting (AGM) of the Equity Shareholders of UPL Limited held on 22nd August, 2014 at Vapi, Gujarat in respect of all resolutions set forth in the Notice.

I submit my report as under:

1. I reviewed the 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.

2. After the time fixed for closing of the physical voting at the 30th AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

3. 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.

4. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

5. The combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 30th AGM is attached herewith bearing page nos. 1 to 8.

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

CERTIFIED TRUE COPY.

For UPL Limited

Company Secretary

Yours faithfully,

JAWAHAR M. THACKER
Chartered Accountants
Membership No. 30646

JAWAHAR THACKER MUMBAI/93 M.N.30646 C. A.

Place: Vapi
Date: 22/08/2014

Detail of the Agenda

AGM DATE: 22ND AUGUST, 2014

| 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 (6)=[(4) / (2)]*100 | % of valid Votes against on votes (7)=[(5) / (2)]*100 |
|---|---|---|---|---|---|---|---|
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 1 - Adoption of Financial Statements for the financial year ended 31st March, 2014.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 65788263 | 95.76 | 65788263 | | 100.00 | 0.00 |
| Public – Others | 16748904 | 16748904 | 100.00 | 16748892 | 12 | 100.00 | 0.00 |
| **Total (A)** | 212303136 | 209390168 | 98.63 | 209390156 | 12 | 100.00 | 0.00 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 21274866 | 209835693 | 98.63 | 209835681 | 12 | 100.00 | 0.00 |
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 2 - Approval of dividend on equity shares for the financial year ended 31st March, 2014.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66881122 | 97.35 | 66881122 | | 100.00 | 0.00 |
| Public – Others | 18954142 | 18954142 | 100.00 | 18953890 | 252 | 100.00 | 0.00 |
| **Total (A)** | 214508374 | 212688265 | 99.15 | 212688013 | 252 | 100.00 | 0.00 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 214953899 | 213133790 | 99.15 | 213133538 | 252 | 100.00 | 0.00 |

UPL Limited

MUMBAI

AGM DATE: 22ND AUGUST, 2014

| 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 (6)=[(4) / (2)]*100 | % of valid Votes against on votes (7)=[(5) / (2)]*100 |
|---|---|---|---|---|---|---|---|
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 3 - Re-appointment of Mr. Jaidev Rajnikant Shroff, who retires by rotation.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68190231 | 65870622 | 96.60 | 31565448 | 34305174 | 47.92 | 52.08 |
| Public – Others | 18954109 | 18954109 | 100.00 | 18953717 | 392 | 100.00 | 0.00 |
| **Total (A)** | 213997341 | 211677732 | 98.92 | 177372166 | 34305566 | 83.79 | 16.21 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 214442866 | 212123257 | 98.92 | 177817691 | 34305566 | 83.83 | 16.17 |
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 4 - Re-appointment of Mrs. Samdra Rajnikant Shroff, who retires by rotation.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68190231 | 65785916 | 96.47 | 4264035 | 61521881 | 6.48 | 93.52 |
| Public – Others | 18954049 | 18954049 | 100.00 | 18952497 | 1552 | 99.99 | 0.01 |
| **Total (A)** | 213997281 | 211592966 | 98.88 | 150069533 | 61523433 | 70.92 | 29.08 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 214442806 | 212038491 | 98.88 | 150515058 | 61523433 | 70.9[illegible] | 29.02 |

AGM DATE: 22ND AUGUST, 2014

| 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 (6)=[(4) / (2)]*100 | % of valid Votes against on votes (7)=[(5) / (2)]*100 |
|---|---|---|---|---|---|---|---|
| **ORDINARY RESOLUTION**<br>**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 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66881122 | 97.35 | 66881122 | | 100.00 | 0.00 |
| Public – Others | 18952634 | 18952634 | 100.00 | 16747591 | 2205043 | 88.37 | 11.63 |
| **Total (A)** | 214506866 | 212686757 | 99.15 | 210481714 | 2205043 | 98.96 | 1.04 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Total (B)** | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Result (A+B)** | 214952391 | 213132282 | 99.15 | 210482239 | 6660043 | 98.76 | 3.12 |
| **ORDINARY RESOLUTION**<br>**Resolution No.: 6 - Appointment of Mr. Pradeep Vedprakash Goyal as an Independent Director.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68190231 | 65785916 | 96.47 | 4264035 | 61521881 | 6.48 | 93.52 |
| Public – Others | 18952634 | 18952634 | 100.00 | 16746856 | 2205778 | 88.36 | 11.64 |
| **Total (A)** | 213995866 | 211591551 | 98.88 | 147863892 | 63727659 | 69.88 | 30.12 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Total (B)** | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Result (A+B)** | 214441391 | 212037076 | 98.88 | 147864417 | 68182659 | 69.74 | 32.16 |

UPL Limited

JAYAMAR THACKER M.N.30644

AGM DATE: 22ND AUGUST, 2014

| 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 (6)=[(4) / (2)]*100 | % of valid Votes against on votes (7)=[(5) / (2)]*100 |
|---|---|---|---|---|---|---|---|
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 7 - Appointment of Dr. Venkata Krishna Kameshwarrao Palavajjhala as an Independent Director.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66381622 | 96.62 | 43629699 | 22751923 | 65.73 | 34.27 |
| Public – Others | 18952634 | 18952634 | 100.00 | 16746206 | 2206428 | 88.36 | 11.64 |
| **Total (A)** | 214506866 | 212187257 | 98.92 | 187228906 | 24958351 | 88.24 | 11.76 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Total (B)** | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Result (A+B)** | 214952391 | 212632782 | 98.92 | 187229431 | 29413351 | 88.05 | 13.83 |
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 8 - Appointment of Dr. Reena Ramachandran as an Independent Director.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66381622 | 96.62 | 43629699 | 22751923 | 65.73 | 34.27 |
| Public – Others | 18951942 | 18951942 | 100.00 | 16745724 | 2206218 | 88.36 | 11.64 |
| **Total (A)** | 214506174 | 212186565 | 98.92 | 187228424 | 24958141 | 88.24 | 11.76 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Total (B)** | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Result (A+B)** | 214951699 | 212632090 | 98.92 | 187228949 | 29413141 | 88.05 | 13.83 |

AGM DATE: 22ND AUGUST, 2014

| 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 (6)=[(4) / (2)]*100 | % of valid Votes against on votes (7)=[(5) / (2)]*100 |
|---|---|---|---|---|---|---|---|
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 9 - Appointment of Mr. Pradip Pranjivan Madhavji as an Independent Director.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66381622 | 96.62 | 43629699 | 22751923 | 65.73 | 34.27 |
| Public – Others | 18952344 | 18952344 | 100.00 | 16746466 | 2205878 | 88.36 | 11.64 |
| **Total (A)** | 214506576 | 212186967 | 98.92 | 187229166 | 24957801 | 88.24 | 11.76 |
| | | | | | | | |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| **Total (B)** | 445525 | 445525 | 100.00 | 525 | 4455000 | 0.12 | 999.94 |
| | | | | | | | |
| **Result (A+B)** | 214952101 | 212632492 | 98.92 | 187229691 | 29412801 | 88.05 | 13.83 |
| | | | | | | | |
| **ORDINARY RESOLUTION** | | | | | | | |
| **Resolution No.: 10 - Appointment of Mr. Vinod Rajindranath Sethi as an Independent Director.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66881122 | 97.35 | 66813434 | 67688 | 99.90 | 0.10 |
| Public – Others | 18952194 | 18952194 | 100.00 | 18951417 | 777 | 100.00 | 0.00 |
| **Total (A)** | 214506426 | 212686317 | 99.15 | 212617852 | 68465 | 99.97 | 0.03 |
| | | | | | | | |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| | | | | | | | |
| **Result (A+B)** | 214951951 | 213131842 | 99.15 | 213063377 | 68465 | 99.97 | 0.03 |

UPL Limited

AGM DATE: 22ND AUGUST, 2014

| 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 (6)=[(4) / (2)]*100 | % of valid Votes against on votes (7)=[(5) / (2)]*100 |
|---|---|---|---|---|---|---|---|
| **ORDINARY RESOLUTION** **Resolution No.: 11 - Appointment of Mr. Suresh Prabhakar Prabhu as an Independent Director.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 6819023 | 66285416 | 97.21 | 36260971 | 30024445 | 54.70 | 45.30 |
| Public – Others | 18952614 | 18952614 | 100.00 | 18950647 | 1967 | 99.99 | 0.01 |
| **Total (A)** | 213995846 | 212091031 | 99.11 | 182064619 | 30026412 | 85.84 | 14.16 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 214441371 | 212536556 | 99.11 | 182510144 | 30026412 | 85.87 | 14.13 |
| **ORDINARY RESOLUTION** **Resolution No.: 12 - Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2015.** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66881122 | 97.35 | 66881122 | | 100.00 | 0.00 |
| Public – Others | 18952634 | 18952634 | 100.00 | 18951797 | 837 | 100.00 | 0.00 |
| **Total (A)** | 214506866 | 212686757 | 99.15 | 212685920 | 837 | 100.00 | 0.00 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 214952391 | 213132282 | 99.15 | 213131445 | 837 | 100.00 | 0.00 |

UPL Limited

JAYANT THACKER

AGM DATE: 22ND AUGUST, 2014

| Promoter/Public | No. of shares held -1 | No. of valid votes -2 | % of valid Votes Polled on (3)=[(2) / (1)]*100 | No. of valid Votes -4 | No. of valid Votes -5 | % of valid Votes in (6)=[(4) / (2)]*100 | % of valid Votes (7)=[(5) / (2)]*100 |
|---|---|---|---|---|---|---|---|
| **SPECIAL RESOLUTION** | | | | | | | |
| **Resolution No.: 13 - Special Resolution for increase of the limit for investment by Foreign Institutional Investors (FIIs).** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66881122 | 97.35 | 66881122 | | 100.00 | 0.00 |
| Public – Others | 18954114 | 18954114 | 100.00 | 18954102 | 12 | 100.00 | 0.00 |
| **Total (A)** | 214508346 | 212688237 | 99.15 | 212688225 | 12 | 100.00 | 0.00 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 214953871 | 213133762 | 99.15 | 213133750 | 12 | 100.00 | 0.00 |
| **SPECIAL RESOLUTION** | | | | | | | |
| **Resolution No.: 14 - Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs.10,000 crores which may exceed the aggregate of the paid up share capital** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66881122 | 97.35 | 64978745 | 1902377 | 97.16 | 2.84 |
| Public – Others | 18953704 | 18953704 | 100.00 | 18950493 | 3211 | 99.98 | 0.02 |
| **Total (A)** | 214507936 | 212687827 | 99.15 | 210782239 | 1905588 | 99.10 | 0.90 |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| **Result (A+B)** | 214953461 | 213133352 | 99.15 | 211227764 | 1905588 | 99.11 | 0.89 |

UPL Limited

JAMNADAR THACKER & CO. MUMBAI193 M.N.30644

AGM DATE: 22ND AUGUST, 2014

| 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 |
|---|---|---|---|---|---|---|---|
| **SPECIAL RESOLUTION** | | | | | | | |
| **Resolution No.: 15 - Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for mortgage and/or charge on all or any of the moveable and/or immoveable properties of the** | | | | | | | |
| **Mode of Voting : (E-voting)** | | | | | | | |
| Promoter and Promoter Group | 126853001 | 126853001 | 100.00 | 126853001 | | 100.00 | 0.00 |
| Public – Institutional holders | 68701231 | 66881122 | 97.35 | 61706397 | 5174725 | 92.26 | 7.74 |
| Public – Others | 18954154 | 18954154 | 100.00 | 18950769 | 3385 | 99.98 | 0.02 |
| **Total (A)** | 214508386 | 212688277 | 99.15 | 207510167 | 5178110 | 97.57 | 2.43 |
| | | | | | | | |
| **Mode of Voting : (Poll)** | | | | | | | |
| Promoter and Promoter Group | | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public – Others | 445525 | 445525 | 100.00 | 445525 | | 100.00 | 0.00 |
| **Total (B)** | 445525 | 445525 | 100.00 | 445525 | 0 | 100.00 | 0.00 |
| | | | | | | | |
| **Result (A+B)** | 214953911 | 213133802 | 99.15 | 207955692 | 5178110 | 97.57 | 2.43 |
| | | | | | | | |

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

UPL Limited

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

FOR JAWAHAR THACKER & CO.

PROPRIETOR

JAWAHAR THACKER & CO. MUMBAI M.N.30648 C. A.