31 March 2016

To, Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001 BSE Scrip Code: 512070	To, Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) , Mumbai – 400 051 NSE Scrip Code: UPL

Sub.: Disclosure of voting results of the Court Convened Meeting, Postal Ballot and E-voting of the equity shareholders of the Company.

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that at the Court Convened meeting of the members of the Company held on March 30, 2016 to consider and approve Scheme of Amalgamation of Advanta Limited and UPL Limited, the Equity shareholders of the Company have duly approved the Scheme with requisite majority, based on scrutinizer's report on the voting by way of poll at the meeting and scrutinizer's report on the voting through postal ballot and e-voting.

Details of the voting results along with copy of the Scrutinizer's Report are enclosed for your information and record.

Thanking you,

Yours faithfully,

For UPL Limited

Company Secretary

Encl: as above

UPL Limited

Date of the Court Convened Meeting	**March 30 , 2016**
Total number of equity shareholders as on Cut-off date, **19th February 2016**	**59,854**
No. of shareholders present in the meeting either in person or through proxy	45
Promoters and Promoter Group	2
Public	43
No. of shareholders attended through Video Conferencing:	**NA**
Promoters and Promoter Group	**NA**
Public	**NA**

Details of Agenda:
To consider and if thought fit, approve with or without modification (s), the resolution under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) for approval of Scheme of Amalgamation of Advanta Limited ("Transferor Company") and UPL Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme)

Resolution Required: Majority in number representing three-fourths in value of members as required under section 391 of the Companies Act, 1956

Whether promoter/ promoter group are interested in the resolution: None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Poll	12,48,55,500	12,39,70,160	99.29	12,39,70,160	0	100	NA
	Total	**12,48,55,500**	**12,39,70,160**	**99.29**	**12,39,70,160**	**0**	**100**	**NA**
Public Institutional Holders	E-Voting	24,39,67,218	16,88,48,054	69.21	16,75,76,250	12,71,804	99.25	0.75
	Postal Ballot		5,14,000	0.21	5,14,000	0	100	NA
	Poll		-*	-	-	-	-	-
	Total	**24,39,67,218**	**16,93,62,054**	**69.42**	**16,80,90,250**	**12,71,804**	**99.25**	**0.75**
Public-Non Institutions	E-Voting	5,97,81,556	50,81,719	8.50	50,75,518	6,201	99.88	0.12
	Postal Ballot		1,40,771	0.24	1,38,911	1,860	98.68	1.32
	Poll		869	0.0015	869	0	100	NA
	Total	**5,97,81,556**	**52,23,359**	**0.24**	**52,15,298**	**8,061**	**98.69**	**1.31**
Total(A)		**42,86,04,274**	**29,85,55,573**	**69.66**	**29,72,75,708**	**12,79,865**	**99.57**	**0.43**

* 27 votes representing 4,322,648 equity shares have not been considered on account of voting already done through e-voting.

Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the Ordinary majority of public shareholders as under:

Resolution Required	Majority of Public shareholders of the Company
Whether promoter/ promoter group are interested in the resolution	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	Promoter and promoter Group holding 12, 48, 55,500 Equity Shares of the Company have not been considered in voting Process.						
	Postal Ballot							
	Total							
Public Institutional Holders	E-Voting	24,39,67,218	16,88,48,054	69.21	16,75,76,250	12,71,804	99.25	0.75
	Postal Ballot		5,14,000	0.21	5,14,000	0	100	0
	Total	**24,39,67,218**	**16,93,62,054**	**69.42**	**16,80,90,250**	**12,71,804**	**99.25**	**0.75**
Public- Non Institutions	E-Voting	5,97,81,556	50,81,719	8.50	50,75,518	6,201	99.88	0.12
	Postal Ballot		1,40,771	0.24	1,38,911	1,860	98.68	1.32
	Total	**5,97,81,556**	**52,22,490**	**8.74**	**52,14,429**	**8,061**	**99.85**	**0.15**
Total(A)		**30,37,48,774**	**17,45,84,544**	**57.48**	**17,33,04,679**	**12,79,865**	**99.27**	**0.73**

For UPL Limited

M.B. Trivedi
Company Secretary

N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2506 3310
Tel. : 91-022-2506 0321
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

SCRUTINIZER'S CONSOLIDATEDREPORT

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with SEBI Circulars bearing Nos. ClR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India]

To,
Mr. Rajju D Shroff
Chairman
UPL LIMITED
Regd. Office: 3-11, G.I.D.C.,
VAPI, DISTT. VALSAD
Gujarat-396195.

1. The Board of Directors of the Company appointed Mr. N. L. Bhatia, a Practising Company Secretary in practice, as a scrutinizer:

   (i) To scrutinize the e-voting and Postal Ballot process for the item to be transacted at the Court Convened Meeting held on March 30, 2016 under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and

   (ii) To scrutinize with Mr. Jawahar Thacker, Equity Shareholder; Scrutiniser appointed by the Chairman, the physical poll voting process at Court Convened Meeting (CCM)under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) held on 30th March 2016 at 10.00 a.m. on the resolution contained in the Notice dated 22nd February, 2016 (the Notice) for business to be transacted in the matter of Scheme of Amalgamation of Advanta Limited ("Transferor Company") and UPL Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under the provisions of Section 109 of the Act read with Rule 21 of the Rules.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Postal Ballot, e-voting means and Poll on the resolution contained in the Notice of the Meeting.

3. My responsibility as a scrutinizer for the voting process (by Postal Ballot, e-voting and Poll at the Meeting), was restricted to scrutinize the Postal Ballot, e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system provided by NSDL and based on the Poll taken at the Meeting.

4. The Company has appointed M/s. National Securities Depository Ltd ("NSDL"), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 29th February, 2016 (Monday) to 5:00 P.M. on 29th March, 2016 (Tuesday).The voting by Postal Ballot commenced on Monday, the 29th February 2016 at 9.00 a.m. and ended on Tuesday, the 29th March 2016 at 5.00 p.m.

5. In terms of the Notice for Court Convened Meeting dated 22nd day of February 2016, the shareholders who have already voted through postal ballot or E-voting were not entitled to vote at the Court Convened Meeting. Accordingly, shareholders who have exercised their right to vote either through postal ballot or E-Voting and also subsequently voted through poll papers at CCM meeting, then such voting through poll papers was not considered and counted.

6. The percentage of votes in favour and against is calculated on the total number of valid votes cast

7. To ascertain the number of shareholders, shareholders holding multiple Member IDs were treated as one Shareholder.

8. Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the Ordinary majority of public shareholders as under:



Resolution Required	Majority of Public shareholders of the Company
Whether promoter/ promoter group are interested in the resolution	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	**E-Voting** / **Postal Ballot** / **Total**	Promoter and promoter Group holding 12, 48, 55,500 Equity Shares of the Company have not been considered in voting Process.						
Public Institutional Holders	**E-Voting**	24,39,67,218	16,88,48,054	69.21	16,75,76,250	12,71,804	99.25	0.75
	Postal Ballot		5,14,000	0.21	5,14,000	0	100	0
	Total	**24,39,67,218**	**16,93,62,054**	**69.42**	**16,80,90,250**	**12,71,804**	**99.25**	**0.75**
Public-Non Institutions	**E-Voting**	5,97,81,556	50,81,719	8.50	50,75,518	6,201	99.88	0.12
	Postal Ballot		1,40,771	0.24	1,38,911	1,860	98.68	1.32
	Total	**5,97,81,556**	**52,22,490**	**8.74**	**52,14,429**	**8,061**	**99.85**	**0.15**
Total(A)		**30,37,48,774**	**17,45,84,544**	**57.48**	**17,33,04,679**	**12,79,865**	**99.27**	**0.73**

9. Based on the report on results of voting by members at Court Convened Meeting as required under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) the resolution is passed with the requisite majority of members present in person or though proxy or through authorized representatives as under:

a) Present at the meeting:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them
34	128,293,677

b) Voted **in favour** of the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (number of equity shares)	% of total number of members present and voting
7	12,39,71,029	100%	100%

c) Voted **against** the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast (number of equity shares)	% of total number of members present and voting
NIL	0	NA	NA

d) **Invalid** Votes:

Total number of Equity shareholders (in person or by proxy) whose votes were declared as invalid as they have already voted through E-voting	Total number of votes cast by them
27	4,322,648

10. Based on the above reports, I submit a consolidated Scrutinizer's report on the results of voting by Postal Ballot, e-voting and Poll taken at the Meetingon the resolution contained in the Notice of the Meeting as under :-

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Poll	12,48,55,500	12,39,70,160	99.29	12,39,70,160	0	100	NA
	Total	**12,48,55,500**	**12,39,70,160**	**99.29**	**12,39,70,160**	**0**	**100**	**NA**
Public Institutional Holders	E-Voting	24,39,67,218	16,88,48,054	69.21	16,75,76,250	12,71,804	99.25	0.75
	Postal Ballot		5,14,000	0.21	5,14,000	0	100	NA
	Poll		-*	-	-	-	-	-
	Total	**24,39,67,218**	**16,93,62,054**	**69.42**	**16,80,90,250**	**12,71,804**	**99.25**	**0.75**
Public - Non Institutions	E-Voting	5,97,81,556	50,81,719	8.50	50,75,518	6,201	99.88	0.12
	Postal Ballot		1,40,771	0.24	1,38,911	1,860	98.68	1.32
	Poll		869	0.0015	869	0	100	NA
	Total	**5,97,81,556**	**52,23,359**	**0.24**	**52,15,298**	**8,061**	**98.69**	**1.31**
Total (A)		**42,86,04,274**	**29,85,55,573**	**69.66**	**29,72,75,708**	**12,79,865**	**99.57**	**0.43**

* 27 votes representing 4,322,648 equity shares have not been considered on account of voting already done through e-voting.

11. A Compact Disc containing Electronic data and other relevant records relating to postal Ballot, e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Court Convened Meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

Navnithlal Bhatia

Signature
(N.L. Bhatia)
Practicing Company Secretary
M. No. FCS 1176, C. P No: 422
Place: Mumbai
Date: March 30, 2016

N.L. BHATIA & ASSOCIATES CS