



UPL Limited, Uniphos House,
C.D. Marg, 11th Road, Madhu Park,
Khar (West), Mumbai – 400052,
India

w: www.upl-ltd.com
e: contact@upl-ltd.com
t: +91 22 6856 8000

27th August, 2024

BSE Limited
Mumbai

National Stock Exchange of India Ltd
Mumbai

SCRIP CODE: 512070

SYMBOL: UPL

Sub: Summary of the proceedings of 40th Annual General Meeting of the Company for the Financial Year 2023-24 held on Tuesday, 27th August, 2024

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 40th Annual General Meeting of the Company held on Tuesday, 27th August, 2024.

We request you to take the above on record.

Thank you.

Yours faithfully,
For **UPL Limited**

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

Encl.: As above



UPL Limited, Uniphos House,
C.D. Marg, 11th Road, Madhu Park,
Khar (West), Mumbai – 400052,
India

w: www.upl-ltd.com
e: contact@upl-ltd.com
t: +91 22 6856 8000

SUMMARY OF PROCEEDINGS OF 40TH ANNUAL GENERAL MEETING

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

The 40th Annual General Meeting (“AGM” or “Meeting”) of the Company was held on Tuesday, 27th August, 2024 through Video Conferencing / Other Audio-Visual Means (“VC Facility”) to transact the business as set out in the AGM Notice dated 13th May, 2024.

The Meeting commenced at 03:00 p.m. (IST) and concluded at 04:18 p.m. (IST) (including time allowed for e-voting at AGM).

B. Proceedings in brief:

- Mr. Jai R Shroff, Chairman & Group CEO, chaired the Meeting.
- The requisite quorum being present, Mr. Sandeep Deshmukh, Company Secretary, with the permission of the Chairman, called the Meeting to Order.
- Thereafter, the Company Secretary, informed that the AGM was convened using audio-visual means in compliance with the applicable 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 VC facility or watch the live webcast of the AGM proceedings and also vote on the resolutions.
- The Company Secretary informed the Members that the Notice convening the 40th AGM and the Annual Report for the financial year ended 31st March 2024 were 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 or observations and hence were not required to be read.
- Thereafter, the Chairman introduced the Directors, Vice-Chairman – UPL Group, Chief Financial Officer, and Company Secretary present at the meeting. All the Directors were present at the AGM. Representatives of the Statutory Auditor, Secretarial Auditor and Cost Auditor were present at the meeting.
- The Chairman welcomed all the shareholders, auditors and other invitees present at the meeting. He informed the members that Mr. Hardeep Singh would be completing his term as an Independent Director in February 2025. He then placed on record sincere appreciation for the valuable contribution provided by Mr. Hardeep Singh during his long association with the Company.
- The Chairman thereafter addressed the members on the financial and operational performance of the Company during FY2023-24 affected by supply chain disruptions, challenges faced during the year, etc and Company’s overall strategy to be on track.
- It was informed that the Company had appointed Mr. Bhaskar Upadhyay, Practising 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 businesses as set out in the Notice convening the 40th AGM were put to vote in the meeting. Shareholders were provided opportunity to ask questions or express their views through VC facility. Clarifications were provided to the information asked by the members, in the meeting and on e-mail.



UPL Limited, Uniphos House,
C.D. Marg, 11th Road, Madhu Park,
Khar (West), Mumbai – 400052,
India

w: www.upl-ltd.com
e: contact@upl-ltd.com
t: +91 22 6856 8000

SN	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditor thereon.	Ordinary Resolution
2.	To consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of the Auditor thereon.	Ordinary Resolution
3.	To declare dividend on equity shares.	Ordinary Resolution
4.	To re-appoint Mr. Mr. Vikram R. Shroff (DIN: 00191472) as Director.	Ordinary Resolution
SPECIAL BUSINESS		
5.	To approve remuneration of the Cost Auditor for the financial year ending March 31, 2025.	Ordinary Resolution
6.	Approve investing in and/or providing loans/ guarantees/ securities to certain subsidiaries of the Company.	Special Resolution

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 from Saturday 24th August, 2024 at 09.00 a.m (IST) to Monday, 26th August, 2024 at 05.00 p.m. (IST).
- 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 on or before 29th August, 2024 and also be placed on the website of the Company and Link Intime India Pvt. Ltd.

The Chairman thanked the Members for attending and participating in the meeting.