



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

w: www.upl-ltd.com
t: +91 22 7152 8000

12th August, 2022

BSE Limited Mumbai SCRIP CODE: 512070	National Stock Exchange of India Ltd Mumbai SYMBOL: UPL
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Sub: Proceedings of 38th Annual General Meeting held on Friday, 12th August, 2022

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 38th Annual General Meeting of the Company held on Friday, 12th August, 2022.

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



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SUMMARY OF PROCEEDINGS OF 38TH ANNUAL GENERAL MEETING

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

The 38th Annual General Meeting ("AGM" or "Meeting") of the Company was held on Friday, 12th August, 2022 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Meeting commenced at 12:30 p.m. (IST) and concluded at 2.20 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, 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 video conferencing 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 38th AGM and the Annual Report for the financial year ended 31st March 2022 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.
- Thereafter, the Chairman introduced the Directors, CFO and Company Secretary present at the meeting. All the Directors were present at the AGM.
- The Chairman welcomed all the shareholders, auditors and other invitees present at the meeting.
- The Chairman addressed the members on the financial and operational performance of the Company in FY2021-22 including business performance, Company's response to Covid-19, buy-back of shares by the Company and the Company's initiatives and recognition on sustainability front.
- Mr. Jai Shroff, Global CEO addressed the members on financial performance, OpenAg strategy and sustainability related initiatives.
- The Company has appointed Mr. Bhaskar Upadhyay, 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 38th 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 queries raised by the members.





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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, 2022 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, 2022 and the report of the Auditor thereon.	Ordinary Resolution
3.	To declare dividend on equity shares.	Ordinary Resolution
4.	To re-appoint Mr. Vikram Shroff (DIN: 00191472) as Director.	Ordinary Resolution
5.	To re-appoint Statutory Auditor and fix their remuneration.	Ordinary Resolution
SPECIAL BUSINESS		
6.	To approve remuneration of the Cost Auditor for the financial year ending March 31, 2023.	Ordinary 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.
- 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 14th August, 2022 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




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