



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

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10<sup>th</sup> May 2023

BSE Limited  
Mumbai

National Stock Exchange of India Ltd.  
Mumbai

**SCRIP CODE – 512070**

**SYMBOL: UPL**

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2023**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2023 issued by M/s. N. L. Bhatia & Associates, Practising Company Secretaries.

We request you to take the above report on record.

Thanking you,

Yours faithfully,  
For **UPL Limited**

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

Encl.: As above



**N L BHATIA & ASSOCIATES**  
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718  
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To,  
**The Board of Directors,**  
**UPL Limited,**  
CIN: L24219GJ1985PLC025132  
3-11, G.I.D.C., VAPI, VALSAD-396195,  
GUJARAT

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for the financial year 2022-23**

We have been engaged by **UPL Limited**, (hereinafter referred to as the Company') bearing CIN: L24219GJ1985PLC025132, whose equity shares were listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 along with the circulars issued by BSE & NSE vide Notice no. 20230315-41 and Circular Reference No. NSE/CML/ 2023/21 dated March 16, 2023, respectively, and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable regulations, circulars and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and to ensure that the systems are adequate and effective.

Our responsibility is to verify compliances by the Company with provisions of all applicable regulations, circulars and guidelines issued by SEBI from time to time and issue a report thereon.

Our audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" and "Auditing Standards" issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

Date: May 2<sup>nd</sup>, 2023

Place: Mumbai

For N. L. Bhatia & Associates  
Practising Company Secretaries

UIN: P1996MH055800

P/R No.: 700/2020



*U. Karthik*

Bhaskar Upadhyay

Partner

FCS: 8663

CP. No. 9625

UDIN: F008663E000241445

AnnexureAnnual Secretarial Compliance Report of UPL Limited for the year ended March 31, 2023

We, N L Bhatia & Associates, Practising Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **UPL Limited. ("the Company")**;
- b) the filings/ submissions made by the Company to the stock exchanges;
- c) website (<https://www.upl-ltd.com>) of the Company;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification
- e) books, papers, minute books, forms and returns filed

For the year ended March 31, 2023 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars and guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- c) The Depositories Act, 1996 and the Regulations and bye-laws framed there under

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes: -

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **to the extent applicable on the Company**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;





- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; to the extent applicable on the Company
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; **Not Applicable**
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **to the extent applicable on the Company**

and based on the above examination, I/ We hereby report that, during the review period:

- a) The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulation s/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
NA										

- b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulation s/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
NA										

Additional affirmations to be given by Practising Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) pursuant to the Circular of BSE vide no. 20230410-41 & of NSE vide no. NSE/CML/ 2023/30 and Circular Reference No. NSE/CML/ 2023/21 dated April 10, 2023 are provided below:

Sr No.	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS
1.	<p><b><u>Secretarial Standard</u></b> The compliances of listed entities are in accordance with the Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Company have duly complied with the SS issued by ICSI.
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the <b>approval</b> of board of directors of the listed entities</li> <li>• All the policies are in <b>conformity</b> with SEBI Regulations and has been <b>reviewed</b> &amp; timely <b>updated</b> as per the regulations / circulars / guidelines issued by SEBI</li> </ul>	Yes	The Company have updated All applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a <b>functional</b> website</li> <li>• Timely <b>dissemination</b> of the <b>documents/ information</b> under a separate section on the website</li> <li>• <b>Web-links</b> provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website.</li> </ul>	Yes	The Company have maintained fully functional website at www.upl-ltd.com.
4.	<p><b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.
5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) <b>Identification</b> of material subsidiary companies.</p> <p>(b) <b>Requirements</b> with respect to <b>disclosure</b> of material as well as other subsidiaries.</p>	Yes	The Company has appropriately identified material subsidiaries and proper disclosures were made with respect to disclosure of material as well as other subsidiaries.





6.	<p><b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	The Company has complied with the SEBI Regulations for preserving and maintaining records as prescribed and has duly in place the said policy.
7.	<p><b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the <b>start</b> of every financial year as prescribed in SEBI Regulations.</p>	Yes	The Company has duly conducted performance evaluation of the Board, Independent Directors and the Committees in every financial year.
8.	<p><b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained <b>prior approval</b> of Audit Committee for all Related party transactions  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently <b>approved/ ratified/ rejected</b> by the Audit committee.</p>	Yes	The Company has obtained prior approval of Audit Committee for all Related party transactions
9.	<p><b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.</p>	Yes	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10.	<p><b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The Company has duly complied with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	NA	The Company is not in receipt of any such notices from SEBI or Stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.
12.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	The company does not have any additional non compliances.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr No.	Particulars	Compliance status (Yes/No/ NA)	Observation / Remarks by PCS
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. if the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or  ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or  iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There is no instance of resignation of statutory auditor from the Company and its material subsidiaries. Hence, disclosures in such respect are not applicable to the Company.





2.	Other conditions relating to resignation of statutory auditor:		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There is no instance of resignation of statutory auditor from the Company and its material subsidiaries. Hence, disclosures in such respect are not applicable to the Company.





3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	There is no instance of resignation of statutory auditor from the Company and its material subsidiaries. Hence, disclosures in such respect are not applicable to the Company.
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Date: May 2<sup>nd</sup>, 2023

Place: Mumbai

For N. L. Bhatia & Associates  
Practising Company Secretaries

UIN: P1996MH055800

P/R No.: 700/2020



*[Handwritten Signature]*

Bhaskar Upadhyay

Partner

FCS: 8663

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