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14th August 2023

BSE Limited
Mumbai

National Stock Exchange of India Ltd.
Mumbai

SCRIP CODE – 512070

SYMBOL: UPL

Sub: Corrigendum to the Annual Report for FY 2022-23

Re.: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is further to our letter dated 27th July 2023 wherein the Company had submitted its Annual Report along with the Notice of the 39th Annual General Meeting to be held on Friday, 18th August 2023 at 3:00 p.m. (IST) through video conference / other audio-visual means.

This is to inform you that there was an inadvertent typographical error on printed page no. 143 of the Annual Report with respect to the remuneration of Mr. Jaidev Shroff and Mr. Vikram Shroff. The words 'in addition to the above' should be read as 'included in the above' in the paragraph related to "Details of the remuneration of Directors".

We are enclosing herewith the Annual Report of the Company along with the Notice of the 39th AGM after incorporating the above change and the same is also available on the website of the Company at UPL-Annual-Report_2022-23.pdf (upl-ltd.com).

This is for your information and records.

Thanking you,

Yours faithfully,
For **UPL Limited**

SANDEEP MOHAN DESHMUKH
Digitally signed by SANDEEP MOHAN DESHMUKH
Date: 2023.08.14 17:22:00 +05'30'

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

UPL Limited
ANNUAL REPORT 2022-23

Reimagining Sustainability

Expanding value horizons

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Reimagining Sustainability

Expanding value horizons

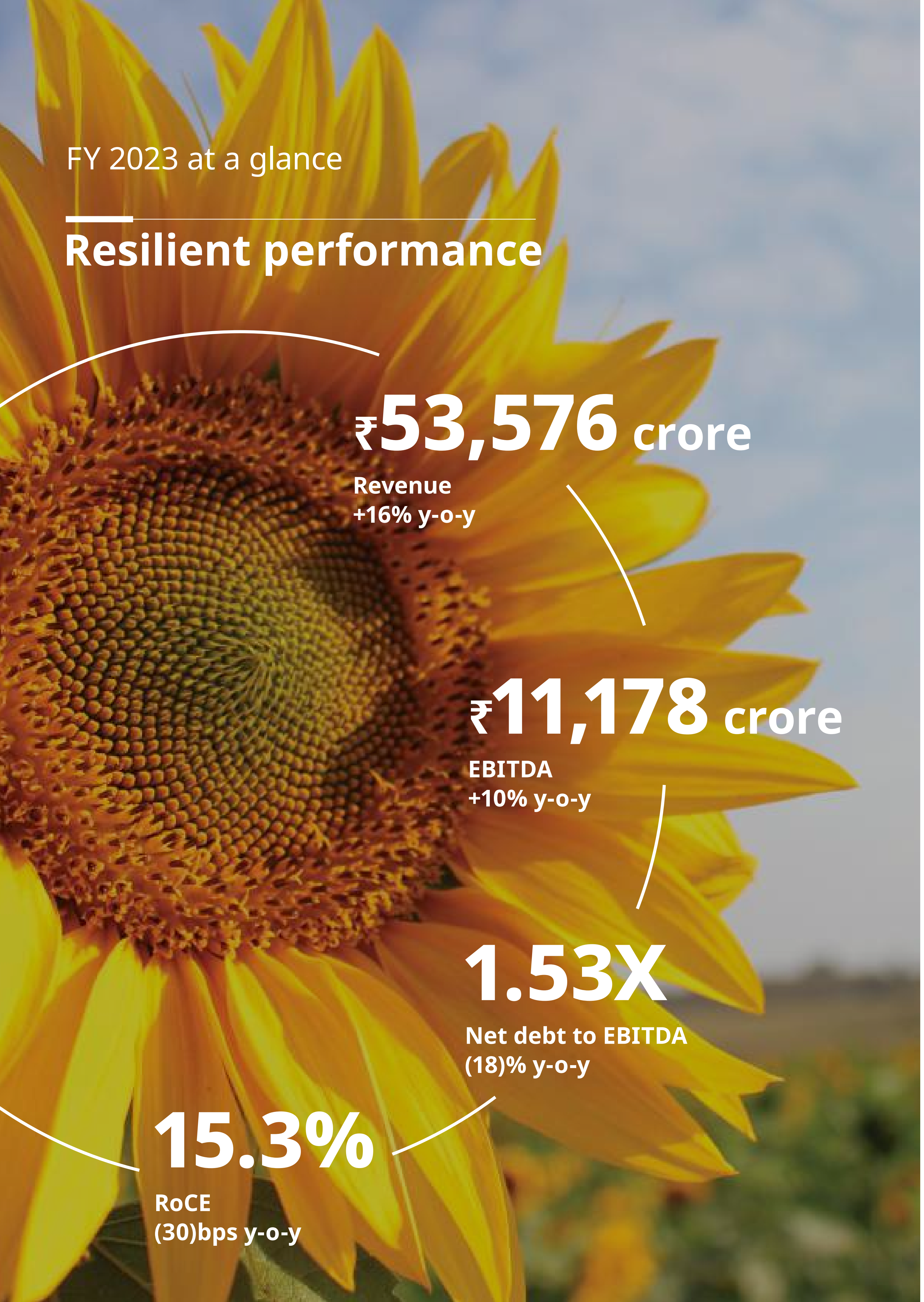
UPL, a visionary leader in the agriculture solutions space, is reimagining sustainability in the global agriculture sector and spearheading a transformative journey. By embracing this ethos, we seek to expand our value horizon across three key pillars: growing shareholder value, increasing farmer incomes, and fostering sustainable agriculture. Through innovative approaches and strategic partnerships, we aim to strike a harmonious balance between profitability and environmental stewardship. By intertwining economic prosperity with social responsibility, we are paving the way for a brighter future, where agriculture thrives, farmers prosper, and shareholder value reaches new heights. This holistic approach sets a powerful precedent for industry-wide change, demonstrating that sustainable practices can drive long-term success for all stakeholders involved.

Our three focus areas:

Realigning businesses to unlock shareholder value
Read page 26

Creating value for farmers through innovative solutions
Read page 30

Making the food systems more sustainable
Read page 36



FY 2023 at a glance

Resilient performance

₹53,576 crore
Revenue
+16% y-o-y

₹11,178 crore
EBITDA
+10% y-o-y

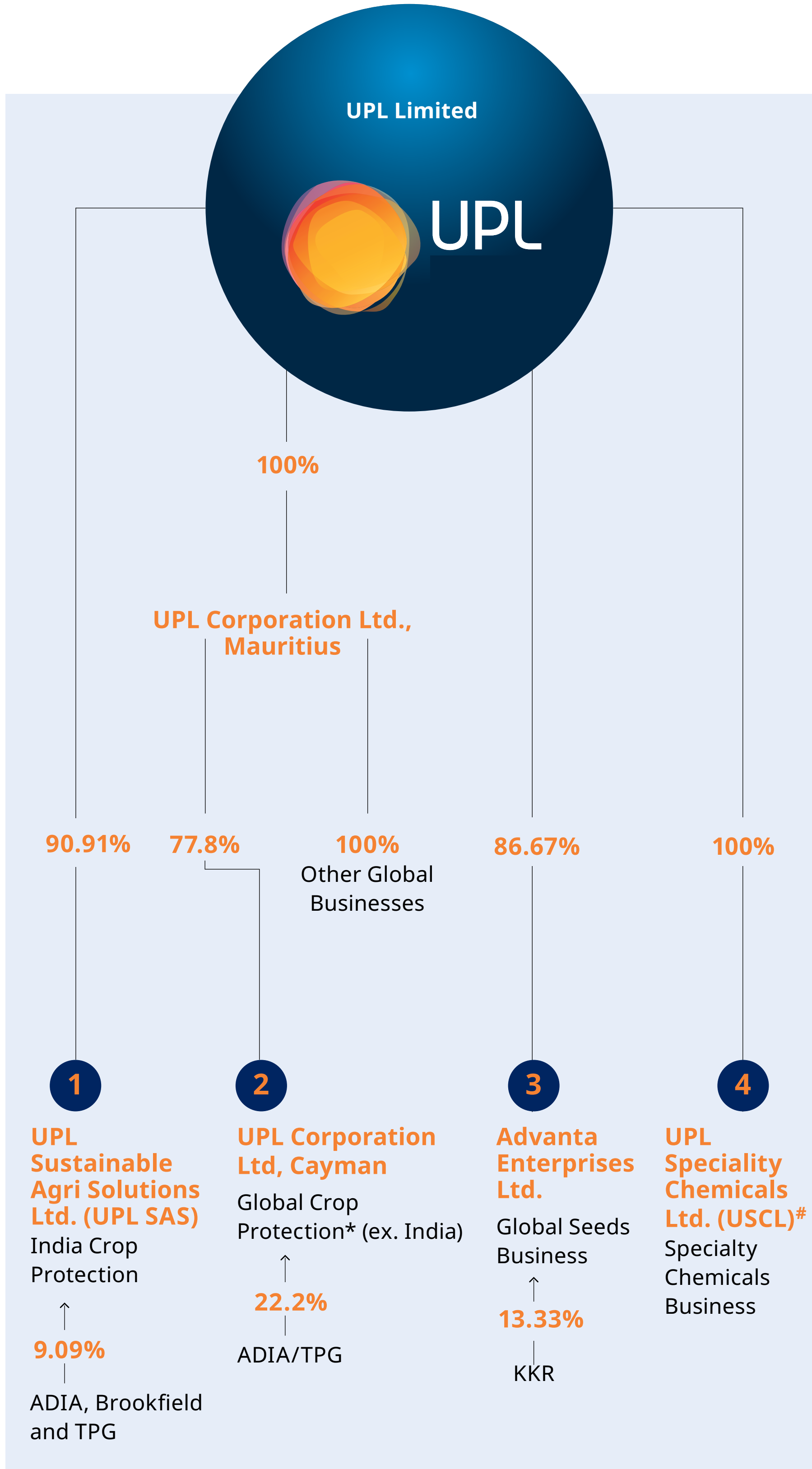
1.53X
Net debt to EBITDA
(18)% y-o-y

15.3%
RoCE
(30)bps y-o-y

Created platforms to drive the next phase of growth

During the year, we have realigned our businesses to create pure-play platforms to deliver accelerated growth. These pureplay platforms are International Crop Protection, India Crop Protection, Global Seeds, and Specialty Chemicals. Further, we brought onboard marquee investors in the Global Seeds Platform and the India Crop Protection platform. Ergo, the realignment unlocks value for UPL shareholders by facilitating 'fair value recognition' of the 'distinct pure-play platforms.'

- 'A wholly-owned subsidiary of the Abu Dhabi Investment Authority (ADIA), Brookfield and TPG' invested ₹ 1,580 crore (~US$ 200 million) for 9.09% stake in UPL Sustainable Agri Solutions Ltd. (UPL SAS) – the India Crop Protection Platform at an equity valuation of ~₹ 17,380 crore (~US$ 2.2 billion)
- KKR invested US$ 300 million (~₹ 2,460 crore) for 13.33% stake in Advanta Enterprises Ltd. – the Global Seeds Platform at an equity valuation of ~US$ 2.25 billion (~₹ 18,450 crore)
- A wholly-owned subsidiary of the Abu Dhabi Investment Authority (ADIA) & TPG holds 22.2% stake in UPL Corporation Ltd, Cayman, which is the Global Crop Protection Platform (ex-India) i.e., International Crop Protection Platform
- Specialty Chemicals Business (incl. AI manufacturing) is proposed to be transferred to a wholly-owned subsidiary of UPL Ltd. at a consideration of ₹ 3,572 crore. The new entity is called as UPL Speciality Chemicals Ltd. (USCL)



*International Crop Protection Platform

#Shareholders of UPL Ltd. have approved the proposed transfer of Specialty Chemicals business (incl. AI manufacturing) to USCL at the shareholder meeting on July 20, 2023. The transaction is expected to be completed in the current FY.

FY 2023 at a glance

Sound financials

REVENUES (₹ crore) ↑16% ↑14%

FY 2019	31,616
FY 2020	35,756
FY 2021	38,694
FY 2022	46,240
FY 2023	53,576

EBITDA (₹ crore) ↑10% ↑15%

FY 2019	6,312
FY 2020	7,452
FY 2021	8,559
FY 2022	10,165
FY 2023	11,178

CASH FROM OPERATIONS (₹ crore) ↑19% ↑35%

FY 2019	2,356
FY 2020	8,739
FY 2021	7,212
FY 2022	6,496
FY 2023	7,751

EBITDA MARGIN (%) ↓112bps ↑90bps

FY 2019	20.0
FY 2020	20.8
FY 2021	22.1
FY 2022	22.0
FY 2023	20.9

PROFIT AFTER TAX (₹ crore) ↓ 4% ↑19%

FY 2019	2,026
FY 2020	2,798
FY 2021	3,692
FY 2022	4,627
FY 2023	4,427

EPS (in ₹/per share) ↓0.2 % ↑24%

FY 2019	19.52
FY 2020	23.24
FY 2021	36.40
FY 2022	45.87
FY 2023	45.79

Environment

20%
Power from renewable sources at two of our largest manufacturing plants in FY 2023

61 MW
Renewable Energy Capacity installation with 33 MW for wind energy and 28 MW for solar energy

28%
Revenue from differentiated and sustainable products (% of crop protection revenues)

10%
Reduction in per tonne water consumption FY 2023 vs. FY 2022

1%
Reduction in per tonne CO_2 emissions FY 2023 vs. FY 2022

20%
Reduction in per tonne waste generation in FY 2023 vs. FY 2022

Strong balance sheet

NET WORTH (₹ crore) ↑24% ↑16%

FY 2019	14,715
FY 2020	19,282
FY 2021	20,887
FY 2022	21,675
FY 2023	26,858

FIXED ASSETS (₹ crore) ↑6% ↑5%

FY 2019	17,376
FY 2020	18,512
FY 2021	18,499
FY 2022	19,538
FY 2023	20,727

NET DEBT TO EBITDA (X) ↓18%

FY 2019	4.2
FY 2020	3.0
FY 2021	2.2
FY 2022	1.9
FY 2023	1.5

RETURN ON CAPITAL EMPLOYED (%) ↓(30)bps

FY 2019	7.6
FY 2020	11.2
FY 2021	13.9
FY 2022	15.6
FY 2023	15.3

Notes: EBITDA and EBITDA margin for FY 2020 before adjustment of purchase price allocation impact of Arysta acquisition.
Profit after Tax refers to Profit after tax before minority interest, exceptional items and share of profit of associates
Net worth for FY 2022 and FY 2023 does not include the amount pertaining to perpetual bonds

REVENUE MIX BY REGION (%)

Latin America	41
North America	16
Europe	14
India	12
RoW	17

EMPLOYEE COUNT BY REGION* (%)

Latin America	10
North America	02
Europe	10
India	52
RoW	26

Social

₹30.8 crore
CSR spend#

1.5 million
CSR beneficiaries

13,000+
Employees*

↑ y-o-y growth
↑ 5-year CAGR

For UPL Ltd. Standalone

* For UPL Group

Corporate profile

Pioneering sustainable agriculture

We are a leading company in the agri-solutions sector, offering an integrated portfolio of agriculture solutions encompassing everything from seeds and conventional crop protection products to BioSolutions and post-harvest products, as well as physical and digital services. Being present across the agri-value chain, we strive to promote the development of sustainable food systems through our range of solutions which helps farmers improve their yields, strengthens their resilience to climate change, and increases their profitability by reducing production costs.

We provide a comprehensive range of solutions for various row and speciality crops across the globe, covering the entire crop lifecycle. Our product portfolio includes patented and post-patent agricultural solutions such as crop protection, BioSolutions and seed treatment. Our offerings also include post-harvest products and agronomic services for farmers. With our diverse portfolio, we aim to create value for farmers throughout the lifecycle of their crops.

OUR PHILOSOPHY

Our **vision** is to be an icon for growth, technology, and innovation.

Our **mission** is to change the game – to make every single food product more sustainable.

OUR PURPOSE: OpenAg

OpenAg is an agriculture network that strives to revolutionise agriculture with the vision of sustainable growth for all, operating under the guiding principle of "No limits, no borders". The very basis of the network is Collaboration and-it aims to drive change in agriculture by creating a sustainable growth network which transcends boundaries and unlocks opportunities for all stakeholders.

VALUES

ALWAYS HUMAN
We are all about connecting with people, in a human way – showing respect, demonstrating trust, celebrating diversity. For us, technology is an enabler, not the endgame. We see the value in human connectivity and how it creates new opportunities for everyone. With this, comes our promise to protect people's safety in every way we can.

NOTHING'S IMPOSSIBLE
There isn't any limit to our ambition or our ability to grow. We are not afraid to run with new ideas, work with new partners, anticipate new needs, push ourselves beyond our comfort zones or simply ask 'Why not?'. We dare to change the game and create a new food economy for the world.

WIN-WIN-WIN
We serve a cause bigger than ourselves – sustainability of global food systems. We win when we create sustainable solutions based on responsible choices, when everyone we serve and partner with grows too, and when together we achieve sustainable growth for society as a whole – the biggest win of all.

ONE TEAM, ONE FOCUS
We are one team, for maximum impact. One team with shared goals. We all play for the team and no one plays against the team. We have a laser-like focus on what our customers need, anticipating their future needs and on how we can create innovative solutions and experiences for them.

AGILE
No one is faster or more efficient. We thrive on targets and challenges that, while possibly daunting at first glance, only excite and energise us. Wherever we operate, speed and agility are in our DNA. The world needs our urgency.

KEEP IT SIMPLE, MAKE IT FUN
Food systems are highly complex and present huge challenges. We cut through this by keeping it simple. People value simplicity, customers especially. And everyone likes fun, so let's have some, doing that we love to do.

Our offerings

Providing diverse solutions

UPL's strategic shift towards establishing four pure-play platforms, executed during the year, marks a significant transformation that will streamline operations and unleash the potential of each platform, having varied growth prospects, profitability, and capital intensity. This strategy will enable the generation of value for all our stakeholders. This new approach is designed to optimise our market presence across various segments, continuously elevate the quality of our products and services and enable us to respond swiftly to market dynamics and seize emerging opportunities across all segments of the crop value chain.

Crop protection

As a leading player in the crop protection industry, our primary objective is to enhance crop adaptability and contribute to global food security. We prioritise the customisation of cutting-edge formulation technology to meet the specific needs of our customers. Our extensive portfolio of products covers all the stages of the crop lifecycle providing comprehensive solutions. By closely understanding farmers' challenges, we develop tailored solutions that effectively address farmer pain points, resulting in more impactful outcomes. Our commitment to excellence drives us to continually innovate and deliver solutions that empower farmers and promote sustainable agriculture.

As part of our strategic realignment, we have restructured our Crop Protection business into two distinct entities: International Crop Protection (UPL Corporation, Cayman) and India Crop Protection (UPL SAS). This strategic division allows us to streamline our operations and effectively address each region's unique challenges and opportunities. By adopting this approach, we aim to enhance our focus on specific market dynamics and tailor our solutions to the needs of our customers in different regions. This division enables us to optimise our resources, leverage local expertise, and drive growth in a targeted and efficient manner.

UPL Corp., Cayman

In our international crop protection platform, we aim to offer cutting-edge crop protection solutions, including biosolutions to address the evolving needs of farmers across 130+ countries. We also foster collaborations with other global agrochemical companies and companies across the agri value chain as a part of our OpenAg approach. By leveraging partnerships and collaborations, we enhance our ability to develop and deliver advanced technologies and solutions that promote crop health and productivity.

UPL SAS

We established UPL Sustainable Agri Solutions Limited (UPL SAS) with a vision of revolutionising Indian agriculture and empowering farmers to build economic resilience. We undertook this strategic initiative to drive sustainable agricultural practices and provide innovative solutions tailored to the unique challenges and opportunities of the Indian farming community. Through developing and deploying cutting-edge agricultural solutions, we seek to support farmers in optimising their yields, reducing environmental impact, and achieving long-term economic viability.

Offerings

- Herbicides
- Fungicides
- Insecticides and acaricides
- Seed treatment
- Adjuvants
- Biosolutions (Natural Plant Protection)
- ProNutiva

Advanta Enterprises

Through Advanta, we deliver innovative and top-notch seeds that foster sustainable crop production and profitability for farmers. We leverage our biotech and research stations to develop highly tolerant, climate smart and high-yielding seed varieties. Our key competitive advantages stem from our superior germplasm and expertise in technology and bioscience. This winning combination has propelled us to a prominent position in the market, offering a wide range of best-in-class seeds. We remain committed to providing farmers with the necessary resources to thrive and succeed in their agriculture endeavours.

Key brands

Field corn

ADVANTA, Pacific Seeds, PACIFIC SEEDS

Grain and forage sorghum

EMPYR

Vegetables and fresh corn

ADVANTA GOLDEN SEEDS

Sunflower and canola

HYOLA

Key technology brands

igrowth: World's first imidazoline-tolerant technology for sorghum

Vertix: Helps overcome early-stage growth challenges driving superior yields in corn and sorghum

aphix SCA Tolerance: Offers high level of tolerance to aphid pressure in sugarcane

AIC: Technology transfer ground centres

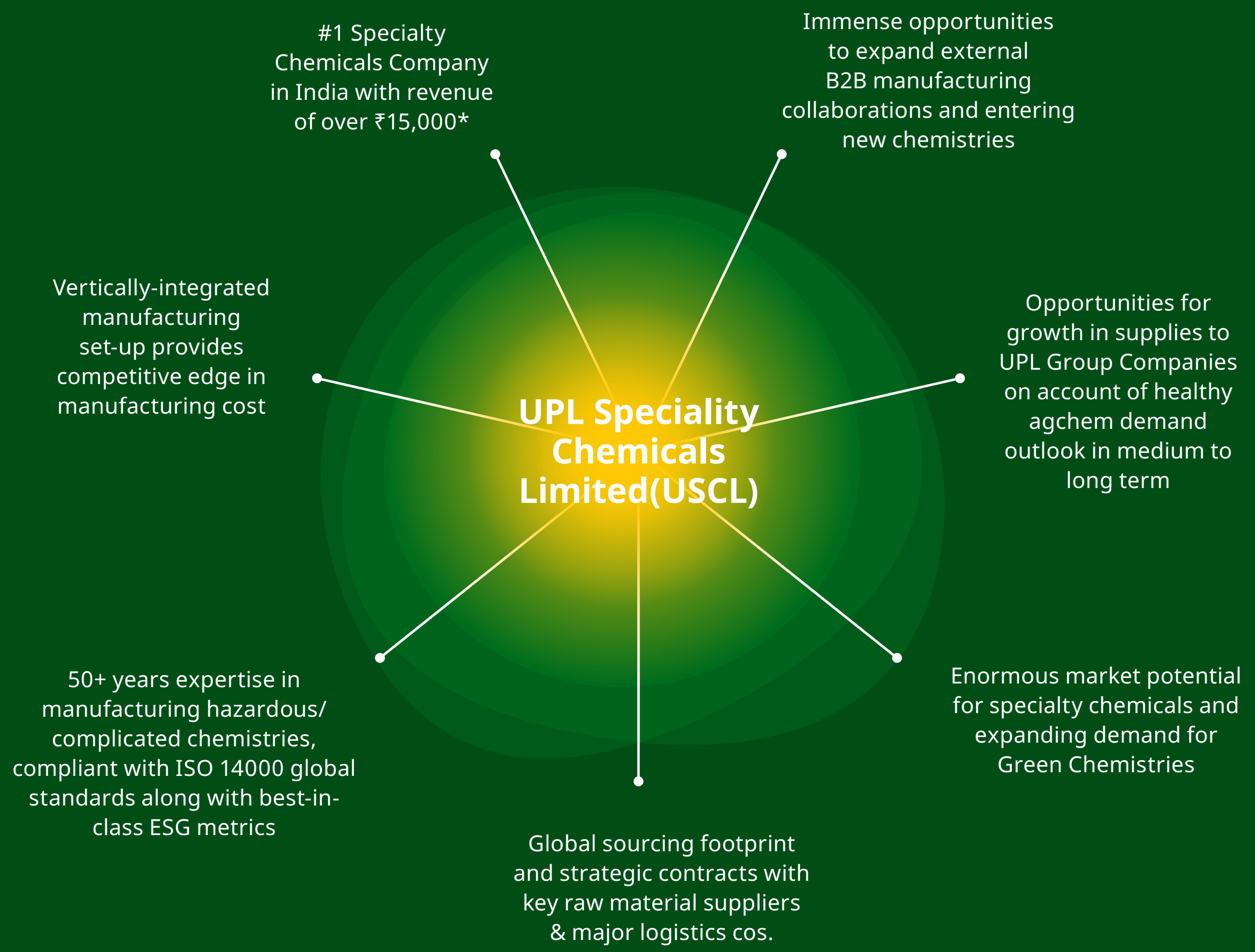
Our offerings

UPL Speciality Chemicals Ltd[1]

The platform will be housed under 'UPL Speciality Chemicals Ltd.' (USCL). The platform supplies high-quality agchem active ingredients and specialty chemicals to the UPL Group companies (UPL Corporation and UPL SAS) and 600+ other external B2B clients.

Our major chemistries:

- Grignard reaction
- Nitration
- Phosphorus and sulphur derivatives
- Chlorination
- Hydrogenation
- Phosgenation
- Cyanation



*Frost & Sullivan

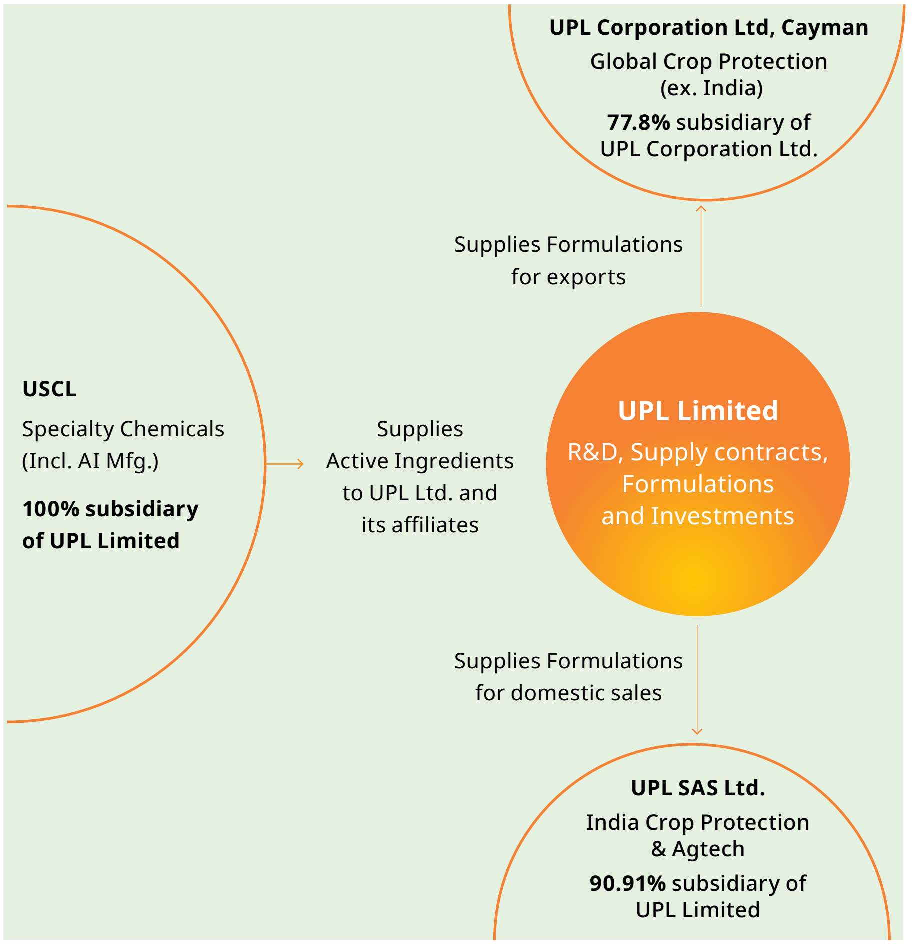
[1] Shareholders of UPL Ltd. have approved the proposed transfer of Specialty Chemical business (including AI manufacturing) to USCL at the shareholder meeting on 20th July, 2023. The transaction is expected to be completed in the current FY

Supply agrochemical active ingredients to UPL Group companies (UPL Corporation and UPL SAS)

With over fifty years of expertise in manufacturing complex chemicals through vertically integrated operations, including 12 technical plants, the specialty chemicals platform is well-positioned **to support the growth and diversification of the UPL Group over the forthcoming years.**

Supplying specialty chemicals to 600+ external B2B clients across sectors

By leveraging our extensive experience, expertise, state-of-the-art manufacturing facilities, and stringent quality standards, we aim to consistently deliver superior speciality chemicals that **meet the evolving needs of our customers across high-growth sectors like agrochemicals, pharmaceuticals, and paints, among others, both in India and in the export markets.**



Other key offerings

Post Harvest - Decco

With a steadfast focus on innovation, this business segment strives to develop smarter and safer technologies that safeguard the food's freshness, flavour, and nutritional value, all while minimising wastage across the entire food system. By continuously pushing the boundaries of research and development, we aim to deliver cutting-edge solutions that optimise food preservation, reduce spoilage, and enhance overall sustainability. Our unwavering commitment to advancing food technology enables us to tackle the pressing challenges of food waste, ensure efficient utilisation of precious resources and provide consumers with high-quality, nutritious food for extended periods. Decco's main categories of solutions:

Decco FullCover

An innovative electrostatic application system that permits the application of very low volumes of fruit coatings.

DeccoNaturCover

A formula that contains a base of natural extracts that protects fruit against dehydration and maintains its natural appearance for a long time.

DeccoArcAqua

A patented technology for the release of ozone in water-based solutions.

Soil and water technologies

Recognising the pivotal role of soil health in crop development, UPL has developed Zeba. This is an innovative, patented, granular technology that effectively manages soil and water, fostering comprehensive enhancements in various soil health aspects. With UPL Zeba, growers can directly enhance water efficiency and enrich soil nutrition, empowering them to achieve optimal crop growth. Moreover, UPL Zeba is environmentally friendly and leaves no residues throughout its diverse applications, ensuring a sustainable and residue-free approach to soil management. This cutting-edge solution revolutionises soil health management, providing growers with a reliable tool for optimising agricultural practices.

Some Key Use-Cases for Zeba

- Nursery production
- Plant module planting out support
- In furrow
- Trees and forestry
- As coating materials for seeds

Global visibility

Creating value across the globe

Our global presence extends to over 138 countries, and we strive to deliver value to an even wider audience through an expanded product range. With a customer-centric approach, we prioritise building a portfolio that creates value for growers in all our market segments.

UPL Group Revenue

Region	Revenues (₹ crore)	Products	Plant(s)*
India	6,539	173	17
North America	8,735	187	1
Latin America	21,975	526	9
Europe	7,324	434	9
Rest of the world	9,002	858	7

Products and plants are in numbers
Products where Net Sales > US$ 0.01 million
* Plants include Decco's fruit coating plant in Europe and recently acquired Kudos Chemie Speciality Chemicals plant in India

- Field station
- Manufacturing facility
- New Agtech
- Chemistry

Business model

Leveraging resources for sustainable value optimisation

UPL's priority remains efficiently harnessing our critical business resources to generate optimal value for all our stakeholders.

Our resources

Financial capital

We strategically allocate financial resources to efficiently operate our business, ensuring effective management of financial risks and optimising the cost of capital.

- Net worth: **₹26,858 crore**[1]
- Net debt: **₹16,902 crore**

Social and relationship capital

- We must nurture strong partnerships with our key stakeholders across the business value chain and within our communities to operate profitably and sustainably.
- Suppliers: **3,000+**
- Trade body membership: **20+**
- CSR Spends: **₹30.8 crore**

Intellectual capital

Our unique expertise and deep market understanding enable us to cultivate ground-breaking solutions and reinforce our dominant position in the market.

- R&D facilities: **30**
- R&D spend: **~3% of revenues**
- Patents granted: **1,884**
- Registrations: **14,236**
- R&D professionals: **1,000+**

Human capital

Our employees' expertise, knowledge, motivation, and conduct instrumental in executing and enhancing our business aspirations.

- Employees: **13,000+**
- Women in the workforce: **15%**

Manufactured capital

We effectively leverage the manufacturing capabilities of USCL, our other partners and our in-house formulation capabilities to optimise the production of high-quality products. Our commitment to manufacturing excellence revolves around upholding rigorous quality, safety, and dependability standards.

- Manufacturing units: **43**[2]
- Capex: **₹2,360 crore**

Natural capital

We strive to maximise the efficient utilisation of natural resources, minimise waste generation, and reduce our environmental impact.

- Renewable and non-renewable
- Water
- Land
- Fuel

[1] Net worth does not include the amount pertaining to perpetual bonds

[2] Plants include Decco's fruit coating plant in Europe and recently acquired Kudos Chemie Speciality Chemicals plant in India

Our value creation model

Our Pillars

Vision

To be an icon for technology, growth, and innovation.

Mission

Change the game – to make every single food product more sustainable.

Core process competence

Research and development → Global product development → Registration → Active ingredient manufacturing → Formulation and packaging → Marketing and distribution

Values

- Always human
- Nothing's impossible
- Win win win
- One team, one focus
- Agile
- Keep it simple, make it fun

OpenAg Innovation Pull Model: Driven by farmers' challenges

Farmer pain point → Create disruptive, unique, and patented solution → Develop initial, agile solution

Ecosystem

- Input suppliers
- Distributors
- Farmers
- Food wholesalers/traders
- Food manufacturers
- Food retailers
- Consumers
- Industry associations
- Media
- Cooperatives
- Government
- Restaurant
- Agriculture chemical distributors
- Non-government organisations

Outcomes

Financial

- 16% growth in Revenue
- 10% growth in EBITDA
- ₹ 10/share dividend

Intellectual

- 1,884 New patents across the globe
- 14% Innovation rate

Environment

- 60% Plants are zero liquid discharge
- 1% Reduction in per tonne CO_2 emissions
- 10% Reduction in per tonne water consumption
- 20% Reduction in per tonne waste generation

People

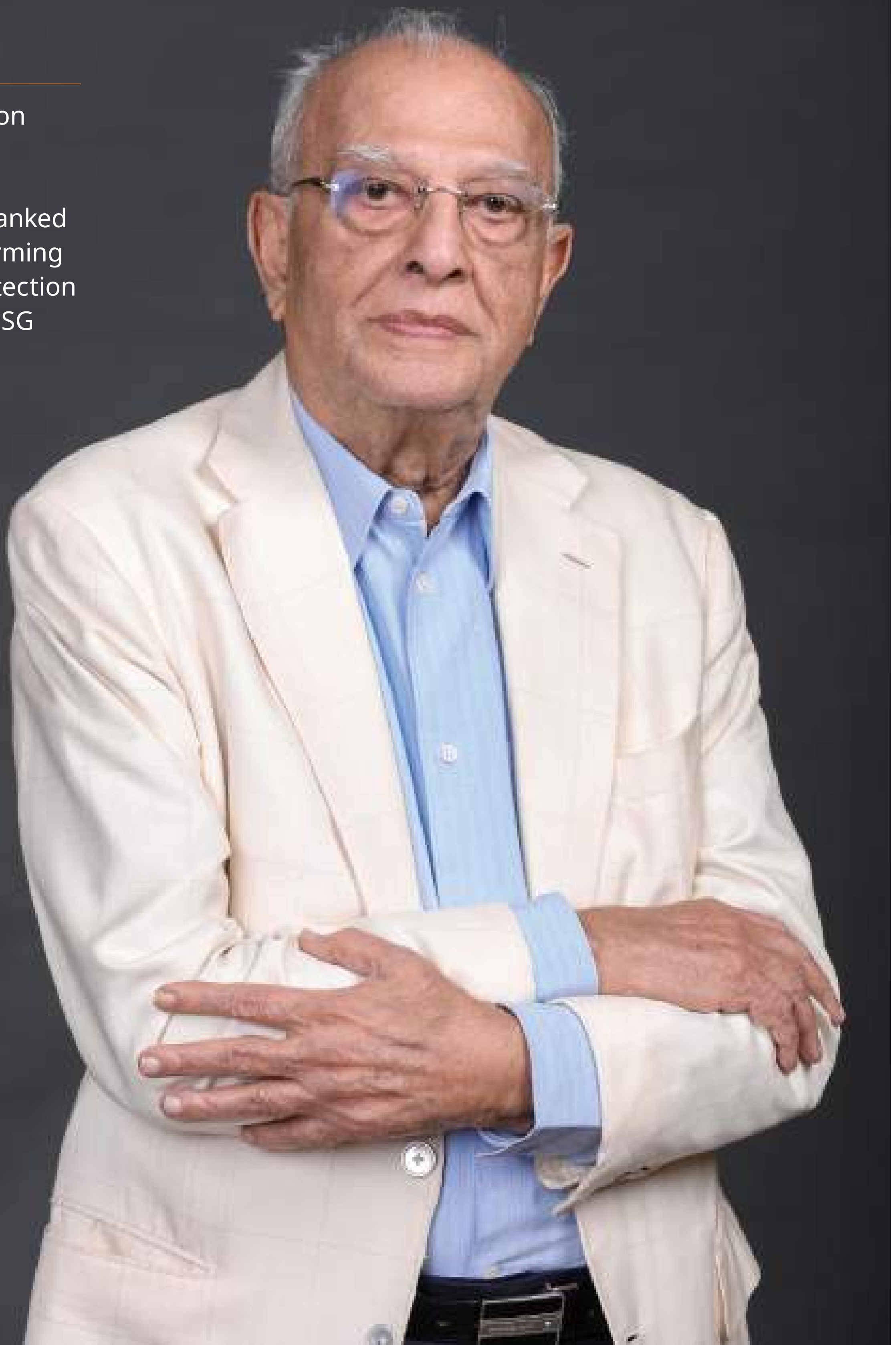
- Lost Time Injury Frequency Rate (LTIFR): 0.36
- Higher people productivity
- Better talent management and retention

Social

- 1.5 million CSR beneficiaries
- 80% Global spend covered through our procurement sustainability assessment programme

Chairman Emeritus' message

Creating a balance between plates and the planet



> Our continuous efforts on the ESG front have once again been validated by Sustainalytics, as they ranked us as the highest-performing top-tier global crop protection company in their 2022 ESG Risk Ratings.

R.D. Shroff
Chairman Emeritus

Dear stakeholders,

It is with great pleasure and a sense of accomplishment that I address you as the Chairman Emeritus of UPL. Since I embarked on the journey at UPL, the Company has achieved significant successes. I have made the decision to step down from my roles as Chairman and Managing Director of the Company to now focus on community development and furthering the progress of India's agriculture and chemical industry. This marks a new chapter in which I will dedicate my energy to these important endeavours.

The year in review was eventful. While we started experiencing a more open operating environment, the world was impacted by several challenges, including broad-based inflation and the war between Russia and Ukraine, which slowed down the pace of global recovery. Furthermore, supply chain disruptions, the fallout of the COVID-19 pandemic, geopolitical conflicts, and the rising impacts of climate change have led to all-time high food prices, pushing a significant number of people toward food insecurity. Society increasingly relies on the sustainability of the agriculture sector, which serves as the backbone of our food system. The sector must transition to more sustainable practices to feed a global population of 8 billion and produce 50% more food by 2050.

With a strong commitment to driving farmer incomes and combatting climate change, we, at UPL, are determined to transform the agriculture sector from conventional to a more sustainable one. Our focus lies in building farmer resilience through sustainable agriculture systems and reducing the environmental impact of farming. By developing farmer-centric solutions, we align our efforts with the goal of a greener future, boosting grower economics and overall ensuring a sustainable and environmentally friendly approach to agriculture. Through our emphasis on research, technology, and farmer education, we aim to foster a resilient agricultural system. Collaborating with stakeholders, UPL is making significant contributions to ensure a more secure and sustainable food future for the world's growing population.

Creating holistic value

Our commitment towards creating value extends beyond financials, as we prioritize empowering and developing communities through our multi-pronged CSR initiatives, across the countries of our presence. Collaborating with NGOs worldwide, we expand our reach and amplify our impact. Through targeted interventions in areas such as quality education, entrepreneurship, and skill development, we have made a substantial positive difference in people's lives.

UPL's Ethos and Governance

We prioritise and uphold the highest standards of corporate governance. Our strong core values form the foundation of our identity and drive our mission to create a more sustainable future. Our exponential growth is a testament to the guidance and dedication of our experienced and diligent Board and leadership team.

In May 2022, an unfortunate incident occurred at our Ankleshwar unit, resulting in the loss of two precious lives. This tragic event deeply saddens me. As an organisation, we remain resolute in our commitment to Zero Harm, and we are dedicated to transforming the safety culture within our Company. Harnessing the power of artificial intelligence, we strive to bolster people's safety and prevent such incidents in the future. Additionally, we have engaged an external consultant to accompany us on this transformative safety journey.

Caring for the environment

At UPL, environmental sustainability is at the core of everything we do. Through research, innovation, and responsible manufacturing practices, we strive to reduce greenhouse gas emissions, conserve water resources, protect biodiversity, and promote soil health. By integrating sustainable practices into our operations and empowering farmers with eco-friendly solutions, we play a bigger role in fostering a more sustainable and resilient agricultural sector while preserving our planet for future generations.

Creating a brighter future

Our continuous efforts on the ESG front have once again been validated by Sustainalytics, as they ranked us as the highest-performing top-tier global crop protection company in their 2022 ESG Risk Ratings. We will continue to work alongside our farmers, partner organisations, and other stakeholders to reimagine sustainability in every aspect of our operations.

I take this moment to express my heartfelt appreciation to every stakeholder for their unwavering and invaluable support. I extend my deepest gratitude to each member of the UPL family, whose unwavering commitment has played a crucial role in propelling the Company towards the pinnacle of success and ensuring the realisation of our collective aspirations.

R.D. Shroff
Chairman Emeritus

Chairman and Group CEO's message

Steadfast progress towards a better and sustainable tomorrow

> We demonstrated considerable resilience and reported improved performance across the board achieving our revenue growth and debt reduction guidance. Our consolidated revenues saw a robust increase of 16% compared to the previous year, crossing the ₹50,000 crore milestone for the first time.

Jai Shroff
Chairman & Group CEO

Dear shareholders,

The global business landscape continued to remain challenging during FY 2023. The recovery from the pandemic was impacted by geo-political conflicts, rising energy prices, broad-based inflation, and fears of a global recession. Central banks worldwide opted for policy rate tightening to control rising inflation, impacting global demand further. The agrochemical sector, in particular, saw healthy grower demand across regions, with robust crop prices aiding farmer profitability to historical highs. However, there were also some challenges in the form of rising input costs and high channel inventories. Despite these challenges, we demonstrated considerable resilience and reported improved performance across the board achieving our revenue growth and debt reduction guidance. Our consolidated revenues saw a robust increase of 16% compared to the previous year, crossing the ₹50,000 crore milestone for the first time. We can attribute our commendable performance to the exceptional efforts of our regional teams, which drove strong traction across markets. While the significant market headwinds in the last quarter impacted our operating profitability, we still closed the year with double-digit growth in EBITDA. More importantly, we generated significantly higher cash flows during the year, enabling us to reduce our gross debt by over US$ 600 million and our net debt by US$ 440 million.

Our diverse portfolio of offerings spanning the agri value chain, from seeds to crop protection to farm services, has been instrumental in driving value and catering to the needs of millions of farmers across markets. Moreover, our continual commitment to innovation also saw us launch products and services across verticals during FY 2023, thus strengthening our portfolios and positioning 'UPL' for sustained growth in the coming years.

Reimagining our business

At UPL, we have always aligned our focus with strengthening farmer resilience on the one hand and enhancing shareholders' returns on the other. Over the years, each of our business segments has achieved critical size. During the year under review, we realigned our Company into four 'pure-play platforms' to simplify the Group structure, enhance focus, and ensure better allocation and utilisation of resources.

Each platform shares a bold vision for growth with our primary focus being rapidly scaling up these platforms in the next two to three years by leveraging their unique strengths and capabilities. With dedicated leadership and execution teams in place and the flexibility to pursue independent growth strategies, all our platforms are now well-positioned for accelerated growth and expansion. Further, we have brought on board marquee investors in Advanta and UPL SAS. The investment by global funds will help accelerate growth as well as enable 'fair value recognition' of each 'Individual Platform', resulting in significant value unlocking for UPL's shareholders.

> Despite facing harvest reductions of up to 50% in certain areas, farmers are finding innovative ways to survive and thrive. Amidst all these adversities, there have been notable achievements and triumphs in overall productivity growth.

Applauding farmer resilience

Farmers across the globe confront tremendous difficulties as they grapple with the impacts of climate change and societal pressures while endeavouring to meet the rising demand for food. Despite these daunting circumstances, farmers continuously strive to improve their sustainability practices, with an increasing focus on measuring their carbon outcomes. CY2022 witnessed the effects of extreme drought and heat in certain parts of Europe, North America, and South America, as well as widespread flooding in various regions of Asia. These challenges are undeniably real, yet farmers have demonstrated remarkable resilience and perseverance. Despite facing harvest reductions of up to 50% in certain areas, farmers are finding innovative ways to survive and thrive. Amidst all these adversities, there have been notable achievements and triumphs in overall productivity growth.

Chairman and Group CEO's Message

The determination and resourcefulness of farmers worldwide serves as a testament to their commitment towards ensuring a sustainable and resilient future for agriculture. Furthermore, agriculture, which accounts for 25-30% of global greenhouse emissions, must transition towards a sustainable future with the right products, technology, and solutions.

We at UPL have dedicated ourselves to collaborating with farmers to address their challenges and develop innovative solutions tailored to their needs. Through our collaborations, such as the Gigaton Carbon Goal with the FIFA Foundation, and partnerships with esteemed organisations like the World Business Council for Sustainable Development (WBCSD) and UN Global Compact, we proudly lead the way in developing technologies for sustainable agriculture systems. We firmly believe that the transition of agriculture is imperative. Excluding the agriculture community and food systems from this shift towards sustainability is not an option. As seen in other industries, the relevant stakeholders can significantly reduce greenhouse gas emissions from agriculture through suitable incentivisation, technology deployment, and local governmental support.

We have developed an extensive portfolio of climate-smart technologies to mitigate CO_2 emissions and alleviate heat and water stress in agriculture. Moreover, we are passionate about recognising and celebrating farmer heroes who willingly embrace sustainable practices, fostering a transformative paradigm shift from traditional methods.

UPL remains committed to driving the agriculture sector's transition towards sustainability, focusing on innovation and collaborative partnerships, and honouring those who champion sustainable practices in pursuing a brighter future for agriculture and our planet.

Strengthening governance and making internal processes more sustainable

We constantly strive to keep strengthening our governance practices to global best standards. In line with this, we have undertaken changes in the Board where some of our long-serving board members, who have contributed significantly to the growth of the Company over the last many years, voluntarily decided to step down. Mr Rajnikant Shroff took on the role of 'Chairman Emeritus', while Mr Arun Ashar, Wholetime Director, Mr Pradeep Goyal and Dr. Reena Ramachandran, Independent Directors conveyed their decision to step down. I want to express my deepest gratitude to all of them for their guidance and contribution towards making 'UPL' one of the global leaders in its space.

Subsequently, we brought onboard Mr. Suresh Kumar as Independent Director. We inducted two more new board members, Mr. Raj Tiwari, Wholetime Director and CEO - Specialty Chemicals and Mr. Carlos Pellicer, Non-Executive Director and former Global COO of UPL Ltd. Following these changes, the ratio of the Independent Directors as part of the Board has further strengthened. We will strengthen this further as we bring on board more Independent Directors in due course.

Furthermore, we also have a highly experienced and independent Board in each of our newly created platform companies.

Our corporate culture has dedicatedly ingrained safety and sustainability, reflecting our commitment to creating a secure and environmentally conscious professional culture. Embracing best-in-class technology, we work with highly advanced tools and systems to ensure compliance with stringent safety standards.

Committed to sustainable operations

We are actively confronting the global challenges of climate change and water management. We have joined forces with the World Business Council for Sustainable Development (WBCSD), underscoring our dedication towards integrating sustainable practices into our business model. We have taken specific targets around CO_2 emission, waste disposal and water consumption reduction in our production process to do our bit to create a sustainable future.

Paving the way towards a promising future

Overall, we are confident of continuing our growth journey. Given our unique strengths and positioning, we are optimistic about navigating the challenges that come our way effectively, but more importantly, capitalising on the opportunities and continuing to drive market share gains in FY 2024 and beyond.

I take the opportunity to thank our esteemed Board members, our investors, and stakeholders for their sustained support and confidence in 'UPL' as we continue to achieve more milestones and take the organisation to newer heights.

Regards,

Jai Shroff

Chairman & Group CEO

Message from the CEO – Global Crop Protection

Poised for an exciting future

> Throughout the year, we were proactive in our approach, managing our portfolio composition, product-pricing-effectively and tailoring them to meet the specific needs of local markets.

Mike Frank
CEO, UPL Corporation Ltd.

Dear shareholders,

FY 2023 proved to be a dynamic convergence of two distinct periods. In the initial nine months, while we saw strong demand for our products, there were also challenges in the form of supply chain uncertainties and rising costs. However, our resilient portfolio allowed us to enhance the value of our offerings and better our operating profitability. The landscape shifted notably in the fourth quarter as concerns over supply chain reliability diminished, with distributors shifting their focus towards efficient inventory management. While this shift impacted demand at the distributor level, demand from growers continued to thrive. As the world gradually reopened in the post-COVID era, China's resurgence led to the agrochemical factories worldwide operating at full capacity, resulting in an oversupply situation. This development presented significant near-term challenges for the industry, requiring us to adapt and find new strategies for success.

Throughout the year, we were proactive in our approach, managing our portfolio composition, product-pricing-effectively and tailoring them to meet the specific needs of local markets. Notably, when faced with drought conditions in Argentina, we swiftly redirected products traditionally sold to other regions, showcasing our agility and ability to adapt.

> We also strongly emphasised on optimising investment in working capital by expediting cash collections and driving better inventory management. These initiatives along with a higher EBITDA helped us generate a 50% higher cash flow from business in FY 2023.

We also strongly emphasised on optimising investment in working capital by expediting cash collections and driving better inventory management. These initiatives along with a higher EBITDA helped us generate a 50% higher cash flow from business in FY 2023*. We prudently utilised this to pay back significant debt, and invested the surplus for the Company's future growth. Managing our inventory smartly and rationalising our high-cost inventory effectively in the fourth quarter places us favourably relative to the competition as we start FY 2024 with a leaner inventory.

Our commitment to innovation was evident as we launched many new products during the year, which brought in ~US$140 million in revenue. Among these launches were standout products like 'Feroce®' and 'Evolution®' in Brazil, which we expect to become blockbusters. We have more exciting new launches planned in the upcoming year, in addition to seeing full-year contributions from last year's launches.

Combating climate change

In CY2022, the detrimental effects of climate change became increasingly evident as extreme weather conditions wreaked havoc across different regions. These challenges posed significant obstacles for farmers, who strive to feed the growing global population. Droughts, heatwaves, and floods served as stark reminders of the urgent need to address climate change and why it is the need of the hour to transition towards sustainable farming practices. Farmers exhibited remarkable resilience and determination to sustain their businesses and improve sustainability outcomes despite adversities.

As a responsible organisation, we prioritise conserving natural resources and ensuring environmental sustainability. We achieved the stated targets of reduction in emissions, water consumption and waste generation at manufacturing. It is noteworthy that our Colombia plant achieved carbon neutrality and our OpenAg Centre in North Carolina reduced land field solid waste by >80% during the year and target to be zero waste by 2024.

*Operating cashflow before WC – Incremental WC – Taxes & Net finance cost paid -/+ Others

Message from the CEO – Global Crop Protection

Our people are our key driving force

Our people are at the heart of our organisation, and we prioritise their engagement and well-being. In our annual employee engagement survey, we achieved an exceptional 90% participation rate, surpassing expectations. This metric places our engagement levels in the top quartile, a testament to our employees' commitment and belief in our purpose of reimagining sustainability.

We value open communication with our global workforce to understand their unique challenges. Subsequently, we make responsive adjustments to allow our employees to perform optimally. Finally, we drive our teams using a shared belief in our overarching purpose. Their dedication is critical as we strive to create a more sustainable future and achieve continued success.

Emphasis on innovation and supply chain excellence

With the growing population, limited availability of arable land and adverse impact of climate change, global food security continues to remain a key priority. Farmers must enhance productivity on the same limited land base, whether through innovative crop solutions or advanced technologies, with the focus centred at maximising efficiency and output.

We recognise that the future holds immense opportunities for growth and prosperity. We understand the importance of innovation to take our business to the next level. Our optimism extends to the medium and long- term, as we have a robust pipeline of products worth US$8.5 billion across various stages of development and catering to different regions and crop combinations. Based on our pipeline, we are confident of increasing our innovation rate from 14% to 24% by FY 2027 and achieving a 50% revenue contribution from differentiated and sustainable products within this timeframe.

Our OpenAg approach empowers us to tap into a vast array of ideas, people, products, and solutions beyond traditional perspectives. Collaborating within our ecosystem and networks, we are unlocking the power of broad-scale collaboration, including carbon programs with farmers and multiple NGOs, cultivating a comprehensive operational framework. The newly opened UPL OpenAg Centre in North Carolina, USA, can now screen >100 new products each year from collaborations, start-ups and universities. We can now screen these technologies and understand their registration and commercial value quicker and better.

UPL's ambitions

UPL is poised to clock significant growth driven by fostering sustainability and innovation in the global crop protection market. We intend to bolster our differentiated and sustainable portfolio and continue to focus on innovation and partnerships to strengthen our offerings to our customers. We are excited by the market potential and aim to capitalise on our product pipeline, most of which are high-margin differentiated and sustainable products. Our IP team is continuously working towards patenting our differentiated formulations, products, and technologies. As a result, we are seeing an increase in the share of our IP-protected portfolios each year.

Leveraging our strong supply chain and manufacturing capabilities in India, we are committed to expanding our market reach. We have created an in-house tool that harnesses the power of artificial intelligence and data analytics to drive supply chain efficiency, reduce costs, and identify commercial opportunities like cross-selling, among others. Moreover, we have made rapid strides towards enhancing plant productivity, implementing effective working capital management strategies and achieving better profitability led by an improved portfolio mix and operating efficiency. Despite the near-term challenges, we are attractively positioned to continue to deliver consistent growth in FY 2024 and beyond.

> Our OpenAg approach empowers us to tap into a vast array of ideas, people, products, and solutions beyond traditional perspectives. Collaborating within our ecosystem and networks, we are unlocking the power of broad-scale collaboration, including carbon programs with farmers and multiple NGOs.

Note of thanks

I sincerely thank our global team for their exceptional adaptability and unwavering dedication to our customers. Their commitment forms the bedrock of our present and future growth. I also want to thank our shareholders for their continued support, unwavering confidence, and shared vision of development for UPL.

Mike Frank

CEO - UPL Corporation Ltd.

Unlocking growth potential through business realignment

We have strategically created four distinct pure-play leading businesses within various sectors of the food systems to maximise shareholder value. These platforms are pioneers in their respective spaces, each with separate boards and governance structures. By establishing these platforms, we aim to unlock their potential value.

UPL Corporation Ltd, Cayman, our international crop protection business, is the sixth-largest agrochemical company globally. We aim to make UPL Corporation the fastest-growing large crop protection player by offering innovative crop care solutions.

UPL Sustainable Agri Solutions (UPL SAS), our India crop protection platform is India's largest crop protection company and a potential powerhouse in agtech services.

'Advanta Enterprises' is our global seeds platform, a fast-growing seeds company backed by a strong product portfolio and superior innovation capabilities.

Our speciality chemicals business, 'UPL Speciality Chemicals Ltd.', is proposed to become India's largest specialty chemicals company (by revenue) after its transfer.

Each of these platforms plays a distinct role in our overall strategy, contributing to our market presence and growth trajectory across different sectors and geographies.

Expanding value horizon for shareholders

UPL SAS - Reinforcing domestic leadership

As per Crisil, UPL SAS is the #1 crop protection player in India with market share of 13%. The platform offers a comprehensive portfolio of crop protection, crop establishment and post-harvest solutions covering >90% of the crop types grown in India. We brought onboard marquee funds namely ADIA, TPG and Brookfield, who invested US$ 200 million for a 9.1% stake in the company,

Our agtech platform 'Nurture' with ~3 million registered farmers and 85,000+ retailers, coupled with our physical distribution network of 25,000 dealers, 600 experience centres called "Unimarts" and over 5,000 people on the ground enables us to establish a formidable pan-India presence. As part of our commitment to sustainable agriculture, 'Nurture' offers farmers access to affordable and sustainable farming services.

#1
Crop protection company in India

25,000+
Dealers

300,000+
Indirect retailers

3 million
Registered farmers on Nurture digital platform

UPL Corporation Ltd - Poised for international expansion

UPL Corporation Ltd, Cayman (UPL Corp), our international crop protection business, markets crop protection solutions in over 130 countries. ADIA & TPG, the two marquee investors, hold a 22.2% stake in UPL Corporation Ltd., Cayman. UPL Corp is the foremost provider of post-patent crop protection solutions and BioSolutions on a global scale.

Leveraging the manufacturing excellence of the UPL Group combined with its robust R&D capabilities and extensive distribution network enables UPL Corp to develop crop protection solutions to address farmer pain points effectively across regions and markets.

#6
Global crop protection company

#1
Post Patent crop protection solutions company

>60%
Revenue from emerging markets

Advanta Enterprises - Driving growth with Innovation

Advanta Enterprises Limited, our global seeds platform, is committed to driving innovation and delivering high-quality seeds. It encompasses our Indian and international seeds business, positioning it as a comprehensive global seed platform. Global private equity firm 'KKR' invested US$ 300 million in our platform, valuing it at US$ 2.25 billion. This investment will help us accelerate growth. Advanta aims to drive sustained market share gains in the forthcoming years by leveraging its well-recognised brands, proprietary technology, superior R&D, strong product portfolio, and a robust distribution network.

900+
Hybrid seed varieties

1,200+
Employees

30+
Production sites

UPL Speciality Chemicals - Leveraging unique manufacturing capabilities

Our speciality chemicals platform boasts of a meticulously designed vertically integrated manufacturing setup. It has over five decades of expertise in manufacturing hazardous and complex chemistries that comply with global standards.

Our integrated and cost-competitive manufacturing base serves as a solid foundation for growth. We have strategically positioned our platform to expand rapidly by capitalising on the healthy double-digit growth expected in the Indian speciality chemicals market. The platform will build on its strong trajectory in recent years by introducing new products, entering more unique chemistries, expanding existing products' capacities and entering more external B2B collaborations.

#1
Specialty chemicals company in India

50+
Years expertise in manufacturing hazardous and complicated chemistries

600+
External B2B clients

Synergising our growth

Creating four pure-play platforms under the UPL umbrella fosters mutual benefits and synergies among our platforms. The realignment promises to unleash the growth potential of each platform with dedicated teams and talent, flexibility to pursue independent growth plans, and improved access to capital. Furthermore, we have established strong independent boards in each platform, ensuring proper governance and bringing in greater accountability. In fact, all our platforms have 50% or more Independent Directors/Nominees of investor partners. Our focus remains on rapidly scaling up these platforms in the forthcoming years and helping them become more valuable, ergo unlocking value for UPL shareholders.

Strong Board across all platforms

Company	UPL Corporation Ltd., Cayman	UPL Sustainable Agri Solutions Ltd.	Advanta Enterprises Ltd.	UPL Limited
No. of Directors	13	8	9	8
Independent /Investor Directors	69%	63%	67%	50%

Applauding the Heroes of Agriculture

Committed to serve farmers

At UPL, we strongly believe in recognising farmers' vital role in agriculture. Farmers play a crucial role in not only nourishing the world, but also spearheading worldwide initiatives to redefine sustainability, aiming to transform agriculture into a positive force. They recognise their duty extends beyond providing food; they are also responsible for the preservation of soil, water, habitats, and climate, which ultimately sustains their ability to provide food for the generations to come. Leveraging their knowledge of local ecosystems, crop requirements, and market demands, they actively contribute to identifying, creating, and executing resolutions to address agricultural challenges.

For several decades, UPL has collaborated with farmers, irrespective of the size of their landholdings. Leveraging our R&D capabilities, we continuously strive to delivering innovative solutions that enhance the resilience of farmers. Our global network of R&D facilities allows us to tap into the strengths of each location, enabling us to improve and refine our offerings constantly. Our objective has been to revolutionise agriculture and enhance the sustainability of every food item. Whether its supporting individual farmers tending to their own land or assisting managers overseeing vast operations spanning thousands of hectares, our collective dedication lies in enhancing the resilience, prosperity, and sustainability of the agriculture industry. We accomplish this by equipping farmers with the necessary tools, technologies, and expertise to empower them on their journey.

Expanding value horizon for growers

Farmer Story

India

BRAJESH CHAUBEY

Rice farmer

Madhya Pradesh, India

Basmati rice, renowned for its fragrance and long grains, has roots in India, where farmers have cultivated it for generations. Brajesh Chaubey, a farmer from Madhya Pradesh, continues the tradition of growing this prized crop on his inherited land. Intending to export high-quality basmati rice to European markets, Brajesh partnered with our Company.

By utilising our ProNutiva rice package and tailored inputs and guidance from our regional representative, Brajesh witnessed positive outcomes on his 13-acre rice paddies. Using our tailored ProNutiva package, Brajesh was able to bring down the environmental impact of Basmati cultivation and benefit from superior crop yields and quality.

Brajesh's ultimate joy lies in exporting Basmati rice worldwide, allowing different cultures to savour this delicacy just as the Indian Mughals did in the past. By prioritising the health of the soil and the crops, Brajesh secures fair prices for his harvest and ensures a sustainable future for his farm. Acknowledging the gradual degradation of soil fertility, Brajesh remains committed to implementing sustainable practices that protect and regenerate the soil. This approach enables him to expand cultivation while meeting the stringent standards for exporting basmati rice.

Through collaboration with UPL and adopting sustainable techniques, Brajesh can preserve the heritage and essence of basmati rice while ensuring its cultivation remains environmentally responsible.

Tailored solution

UPL's ProNutiva is an exclusive program that integrates natural BioSolutions (bioprotection, biostimulants and bionutrition) with conventional crop protection products to meet or exceed the real-world needs. In this case, Copio, a biostimulant, enhanced crop quality and size by improving soil nutrient availability and organic carbon content. Furthermore, the other BioSolutions products, which came as a part of the ProNutiva package, helped Brajesh reduce water consumption and maintain the integrity of the crops.

Impact

- Reduced water consumption
- Preserve essence of basmati rice
- Maintain soil integrity
- Preserving crop utility and profitability

Brazil

JOSE NELSON MALLMANN

Tomato farmer

Mallmann Group, Brazil

Tomatoes, a beloved fruit enjoyed in various dishes worldwide, originated in Mexico and were introduced to the world by the Spanish. José Nelson Mallmann, the founder of Mallmann Tomatoes in Brazil, has passionately cultivated and supplied sustainably grown tomatoes for over 20 years. The Mallmann Group specialises in the production, marketing, and distribution of tomatoes, adhering to domestic and international food safety standards. They prioritise environmental sustainability, actively seeking new solutions while ensuring the well-being of their 1,200 employees.

Mallmann's differentiated farming methods allow them to offer a variety of carefully grown tomatoes. They cultivate large, round tomatoes in open fields, Roma and tropical tomatoes in semi-protected fields, and sweeter grape tomatoes in greenhouses. UPL has collaborated with Mallmann for the past decade, supporting their sustainability commitment and helped Mallmann in adopting sustainable agriculture practices.

Mallmann's ultimate goal is to bring smiles and satisfaction to consumers while prioritising sustainability. Their continuous efforts to enhance water efficiency, reduce crop burning and embrace BioSolutions align with our shared commitment. We are proud to be part of Mallmann's journey and look forward to supporting them in the future.

Impactful solutions

Our Natural Plant Protection (NPP) biological inputs, including Biobac nematicide, Matrine acaricide, Azamax insecticide, and Sperto bed bug and whitefly controller, have played a crucial role in pest control. Additionally, UPL is supporting Mallman's own organic compost fertiliser with our Foltron foliar fertiliser.

Impact

- Driving water efficiency
- Increased use of BioSolutions for pest control
- Improved soil quality

Expanding value horizon for growers

Farmer Story

Leader, shaper, grower

Making visible difference

Incorporating various soil health and water conservation products such as Copio and Zeba, seed treatments including Provax, Reno, Electron, and Pilatus; crop protection products like Saaf, Cuprofix, and Shenzi, as well as crop health products such as Foltron, Opteine, and Gainexa, there has been substantial improvement in yields, incomes and the ecological footprint.

Impact

- 33% increase in annual crop yields, equivalent to nearly 1,000 tonnes
- Increase in income by over 153%.
- Water usage savings of nearly 50%
- Urea usage saving of 25%
- Mitigated nutrient loss in farmland

GANESH KUDALE
Sugarcane farmer
Pune, India

Pune is home to Shreenath Mhaskoba, a sugar mill that prioritises environmental sustainability for both the ecosystem and farmers. In addition to optimising their own environmental practices, Shreenath Mhaskoba actively supports farmers' education, training, and social development through various initiatives such as courses, fairs, and sponsorship.

Ganesh Kudale, a local sugarcane grower, collaborates closely with Shreenath Mhaskoba. He supplies 4,200 tonnes of sugarcane to the mill while also promoting sustainable agriculture among fellow farmers. Growing up in an agricultural family, Ganesh developed a deep passion for innovation and continuously seeks new interventions to improve farming outcomes. On his own 40-acre farm, he embraces Sustainable Agronomical Practices (SAP) for sugarcane cultivation, including the use of efficient single bud eye seeds, enabling improved spacing management and adopting drip irrigation.

Ganesh is now an esteemed member of the award-winning Shashwat Mithaas Project, a joint initiative by UPL and Shreenath Mhaskoba aimed at promoting sustainable sugarcane production by encouraging fellow farmers to adopt SAPs.

To further enhance sustainability, Ganesh utilises UPL's inputs, starting with the impressive Zeba water-saving soil treatment he first experienced in 2017. He now employs a customised ProNutiva package.

The combined use of ProNutiva and Ganesh's innovative sustainability approaches has resulted in increase in crop yields, enhanced agri input usage while boosting annual income.

Driven by his passion for change, Ganesh recognises that the primary challenge lies in raising awareness about sustainable farming practices. However, with his unwavering commitment and the collaborative efforts of UPL and the Shashwat Mithaas Project, we are confident that this challenge will be overcome, ushering in a future of sustainable agriculture.

Expanding value horizon
for the global food systems

Integrating sustainability across our business

In our pursuit of global food security, we have taken on several initiatives to transform the global agriculture sector. We are actively working towards fostering more sustainable agriculture systems through partnerships with organisations like The FIFA Foundation, Zero Summit, the World Bank and United Nations (UN). Our Gigaton challenge is a testament to our commitment to sustainably addressing the challenges of climate change. We firmly believe that by leveraging technology and implementing innovative solutions, we can create a sustainable future for agriculture and ensure global food security for generations to come.

Huge population growth and urbanisation

The general world population will keep growing well beyond 2050. While significant population growth will occur in Asia and Africa, other regions will slow down. It requires increased food production to meet demand from the growing population base.

8 billion

Global population in 2023[1]

9.8 billion

Expected Population of Earth in 2050[2]

50%

Additional food would be required to feed additional population by 2050 (compared to 2012)[3]

[1]UN Global Population Fund

[2, 3]United Nations

Expanding value horizon for the global food systems

Our ambitious Gigaton Carbon Goal

In partnership with the FIFA Foundation, we launched the Gigaton Carbon Goal. Our ambitious plan seeks to reduce atmospheric carbon dioxide by 1 Gigaton by 2040 by implementing sustainable farming practices. This initiative will have a positive impact on millions of people worldwide. The collaboration between our company and the FIFA Foundation stems from a Memorandum of Understanding (MoU) announced in 2020, with the shared objective of promoting sustainable development in agriculture and education through harnessing the influence of football. Together, we are committed to driving change and making a meaningful contribution towards a more sustainable future for agriculture and society.

1 GT

Reduction in CO2 and equivalent emissions by 2040

#1

Ranked Crop Protection Company in ESG Performance by Sustainalytics

Emphasis on sustainability

At UPL, sustainability is at the core of our product portfolio and agri-service solutions. We continue to work towards creating a sustainable agricultural ecosystem that empowers and rewards farmers. Through our carbon sequestration programmes and initiatives, we aim to positively impact the environment while supporting the resilience and success of farmers.

Few key sustainable farm practices


Improved Water Management


BioSolutions


Crop Rotation


Cover Crops


Integrated Pest Management


Agro-Forestry


Integrated Livestock


Non-Till System

Our commitment to a greener future

The global population is expected to grow by >20% to ~9.8 billion people in 2050 up from ~8 billion people; driving the need for >50% increase in food production (compared to 2012 base) to support the global population by 2050 (Source: UN). In response to the growing concern for food security and the need for a more sustainable future, we have undertaken significant efforts to develop innovative technologies over the past decade. We recognise that the world can only achieve food security by addressing the environmental impact of agriculture. As a leader in the industry, we committedly drive the transition towards a more sustainable agriculture. To demonstrate this commitment, we have set ambitious targets and undertaken numerous initiatives that align with our vision of a greener future. Through our actions and investments, we aim to contribute to the global goal of ensuring food security while minimising the ecological footprint of agriculture.

ESG section **Read page 72**

~25%

Per ton targeted reduction in our Scope 1 & 2 emissions by FY 2025 (vs. FY 2020)

~63%

Per ton targeted reduction in our Scope 1 & 2 emissions by FY 2035 vs. FY 2022; scope 3 by 42% in the same period (SBTi* approved targets)

Carbon Neutral

By 2040

We endorse UN Global Compact CEO Water Mandate to support global water security challenge

We are one of the first three global companies to partner with WBCSD and are committed to eliminate wastewater pollution by 2030

*SBTi is a global body enabling businesses to set ambitious emissions reduction targets which aligns with the latest climate science.

Business review: Defining business platforms

Unleashing opportunities through value optimisation

UPL has consistently prioritised allocating resources optimally, aiming to enhance the utilisation of its assets, human capital, and technology. Our ongoing efforts to simplify the group's structure through business realignment are geared towards driving accelerated growth and unlocking value. Creation of separate pure play platforms will enable each of the businesses to independently pursue suitable growth opportunities, take quicker decisions, and have improved access to capital. Overall, by streamlining our operations, we aim to create a more efficient and agile organisation that can adapt to market demands and deliver superior results.

Strategic restructuring for enhanced performance

UPL has implemented a strategic approach by establishing four dedicated platforms, each led by specialized experts and leveraging resources efficiently. Each platform possesses its own distinct growth opportunities, profitability potential, and capital requirements. By efficiently allocating capital, we aim to achieve accelerated growth with improved return on capital. Furthermore, we intend to simplify our Group Structure by aligning our business segments, thus streamlining our organizational framework.

Our Pure Play Platforms

India Crop Protection Platform (UPL SAS)

Our commitment through UPL SAS is to strengthen the sustainability and resilience of over 100 million farmers through our wide range of innovative solutions across different crop cycles. Our specialised 'Nurture' platform provides farmers with spraying, farm mechanization, advisory, and financial services, while the 'retail' arm of 'Nurture' serves as an agri-input ecommerce marketplace for retailers.

Key investors:

Brookfield and TPG (9.09% stake)

#1

Crop Protection Company in India

9%

Revenue Share

International Crop Protection Platform (UPL Corporation Ltd, Cayman)

UPL Corporation has a strong global presence in 130+ countries, solidifying our position as one of the top Crop Protection companies globally in terms of revenue. With this foundation, we are well-positioned to enhance our global crop protection efforts and actively pursue initiatives to expand our international footprint.

Key investors:

ADIA and TPG (22.2% stake)

#6

Crop Protection Company in the World

#1

Post Patent Crop Protection Solutions Company

#1

BioSolutions Player

79%

Revenue Share

Global Seeds Platform (Advanta Enterprises)

'Advanta Enterprises' is a global pureplay seeds company driven by product innovation and a smart R&D strategy. It has a diverse portfolio of over 900 hybrid seed varieties in 80+ countries worldwide.

Key investors:

KKR (13.33% stake)

900+

Hybrid seed varieties across 40+ Crops

30+

Production sites across 24 Countries

32

Research Centers across 11 countries

6%

Revenue Share

Specialty Chemicals (UPL Speciality Chemicals Ltd.)

Through 'UPL Speciality Chemicals Ltd.', we will provide agrochemical active ingredients to UPL group companies and other B2B clients. Our focus extends to also supplying specialty chemicals to agrochemical and other high growth industries like Pharma, paints, dyes etc.

600+

Clients across various sectors

50+

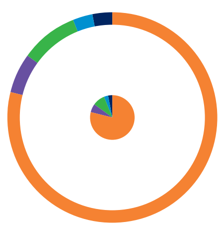
Years of expertise in manufacturing complicated chemistry

23%[1]

Revenue share

REVENUE MIX BY PLATFORM

(%)



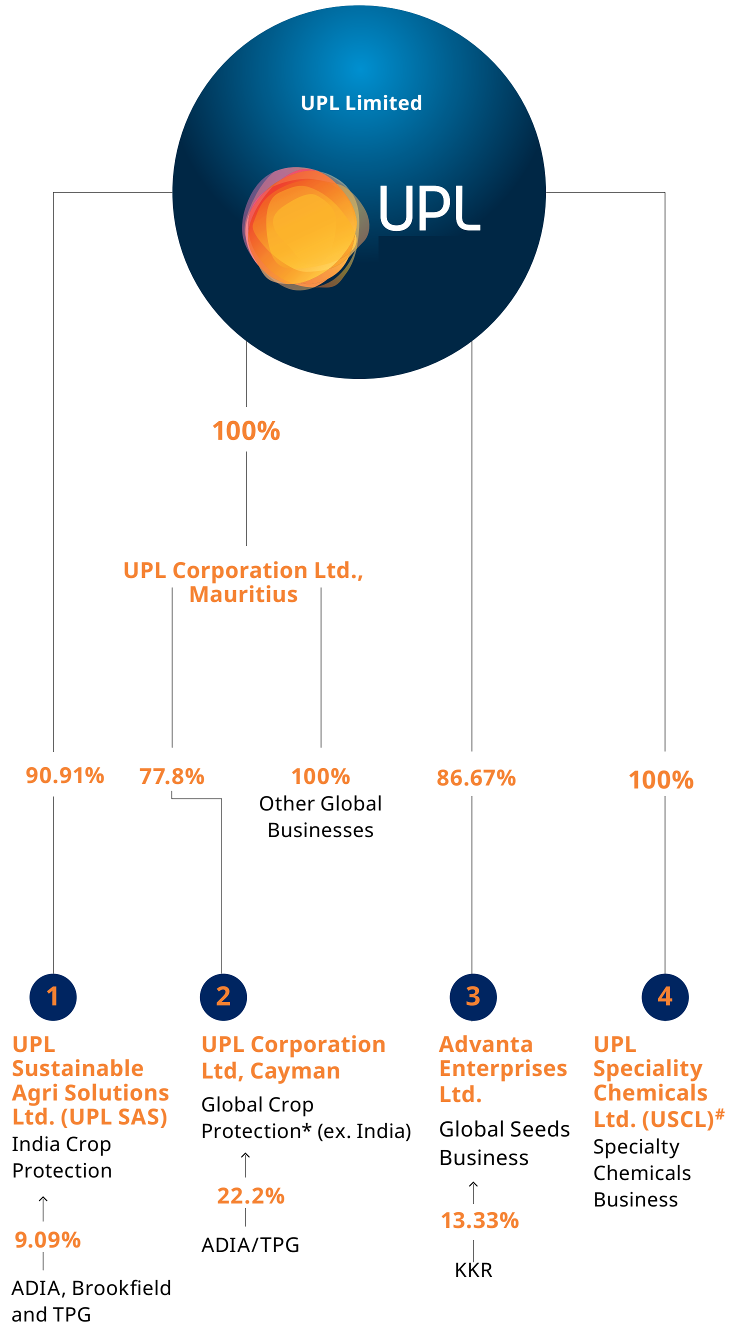
International Crop Protection	79
Global Seeds	06
India Crop Protection	09
Specialty Chemicals	03
Others	03

Note:

[1] Includes inter-company sales of ₹ 14,463 crore but is excluded in the pie chart.

Other segments of UPL Group Decco, Animal Health & Health & Nutrition contributing to around 3% of group's revenue is not a part of the revenue share but is included in the pie chart.

Our distinct pure-play platforms along with key investors



*International Crop Protection Platform

#Shareholders of UPL Ltd. have approved the proposed transfer of Specialty chemicals business (incl. AI manufacturing) to USCL at the shareholder meeting on July 20, 2023. The transaction is expected to be completed in the current financial year.

Business review: Defining business platforms

UPL Corporation Ltd, Cayman (International Crop Protection Platform)

UPL Corporation, our international crop protection platform is committed to addressing crop care needs of farmers across the world with a broad portfolio of innovative solutions consisting of conventional crop protection products, BioSolutions, post-harvest solutions and others. With a farmer-centric approach, we prioritize addressing the challenges faced by farmers and developing tailored solutions to enhance agricultural productivity.

FY 2023 highlights

Particulars (in ₹ crore)	FY23	FY22	YoY
Revenue	42,000	36,300	16%
Contribution Margin	35.1%	36.3%	-120 bps
Fixed overheads	6,500	5,600	-16%
EBITDA	8,300	7,600	9%
EBITDA Margin	19.7%	20.9%	-120 bps

Numbers after considering proforma adjustments

#1

Post patent player

#6

Crop protection company globally[2]

#1

Player in BioSolutions

↑ CAGR

Historical Performance

REVENUES
(₹ crore) ↑ 14%

FY 2020	28,300
FY 2021	30,400
FY 2022	36,300
FY 2023	42,000

Note: Financials pertain to UPL Corporation Ltd., Cayman after considering proforma adjustments

EBITDA
(₹ crore) ↑ 13%

FY 2020	5,700
FY 2021	6,500
FY 2022	7,600
FY 2023	8,300

Note: Financials pertain to UPL Corporation Ltd., Cayman after considering proforma adjustments

[2]UPL Ltd consolidated is #5 Crop Protection company globally

Our International Crop protection platform recorded strong revenue growth of 16% in FY 2023 led by 12% y-o-y increase in product prices coupled with favourable exchange rate. All the regional markets except Europe recorded double-digit growth. On the operating profitability front, we saw 10% year over year growth in EBITDA, as EBITDA decline in Q4 FY 2023 on account of market driven headwinds resulted in moderation of overall annual performance. Despite the market headwinds significantly impacting profitability in Q4, we still ended the year with double-digit growth.

We continued to innovate, successfully introducing new products which saw good response from the markets; some of them we believe are on path to becoming blockbusters for us in the coming years. Further, we improved our receivable and inventory days, leading to lower working capital investment and higher cash flows.

>2%

Revenues from new product launches in FY 2023

~14%

FY 2023 Innovation Rate

~28%

Differentiated & Sustainable revenue share

Business review: Defining business platforms

Our FY 2023 launches

	Feroce®	Evolution®	Shenzi®
Portfolio	Insecticide	Fungicide	Insecticide
Application	Used as a long residual control against bug and sucker insects on soybean and corn.	A multi-site activity at various fungi metabolism point in soybean.	Provides longer lasting protection from leps therefore, lesser frequency of spray.
Value created	Superior alternative to Perito® for improved efficacy	It is a better multisite technology leading to higher productivity.	It strengthens offerings in soybean, corn and cotton.
FY 2023 Revenue	~₹ 400 crore	~₹ 710 crore	~₹ 200 crore

Multi-pronged approach to support growth

Product Innovation	– Impactful launches Select Force®, Shenzi®, Nimaxxa®	Better value capture through improved margins
Accelerated growth of Differentiated products	– New products volume ramp-up Feroce®, Evolution®, Preview®, new Ais (e.g., CTPR) – Targeted promotion programs for potential "blockbuster" products	Replacing existing products with superior offerings
Increase Post Patent market share	– Gain shelf space for key products well positioned in major markets – Favourable product backdrop for soybean, corn with increased biofuel demand	Leverage strong supply/ manufacturing base in India
Productivity enhancement	– Overheads optimisation – Collections, inventory management	Focus on EBITDA and working capital management

Business review: Defining business platforms

Region-wise Review: International Crop Protection

Latin America

22%

Revenue growth in FY 2023

49%

Contribution to UPL Corp Revenue in FY 2023

REVENUE

(₹ in crore)

FY 2022	16,764
FY 2023	20,440

Core brands

UPL Crop Protection: (Insecticides, Herbicides, Fungicides and Seed Treatment)

Sperto® | Perito®| Select® | Unizeb Gold® | Triclon®| Dinamic® | Tridium™ | Evolution® | Manzate® | Zartan® | Vitavax® | Shenzi® | Feroce®| Lifeline® Sync | Trunfo®

NPP BioSolutions

Biozyme® | K-Tionic® | K-Fol® | Nimaxxa® | Biobac® | Kasumin®

New products launched

Select® Force | Feroce® | Albero® | Nimaxxa®

Highlights of FY 2023

- Strong regional growth of 22% vs. FY 2022, driven by Brazil (herbicides, insecticides), Argentina (herbicides), and NPP BioSolutions in Mexico, and other countries.
- Growth despite currency volatility in major regional economies and global inflationary impact
- Launched new products such as, Nimaxxa®, Feroce®, Select® Force, and Albero®, for key crops with strong value proposition
- Commercial sales have commenced from Origeo, our joint venture partnership with Bunge
- To strengthen on-the-ground farmer proximity, we continue to offer advisory services for food value chain in Brazil, and digital services to support sustainable agriculture

FY 2024 Outlook

- Improved growth in sale of differentiated and sustainable solutions driven by new launches from our R&D pipeline. Further, growth in BioSolutions will also come through continued traction in the integrated ProNutiva solution.
- Significant pricing compression and high channel inventories, specifically for herbicides in Brazil and fungicides in other parts of Latin America.
- Additionally, we will continue to enhance our proximity to farmers and manage risk through multiple modes - Sinagro, one of our associate companies in Brazil, to maximise opportunities with small and mid-sized farms, Origeo, our joint venture with Bunge, to maximise opportunities with large farmers, expanding proportion of sales to cooperatives in South Brazil, amongst many others

Europe

7%

Revenue growth in FY 2023

16%

Contribution to UPL Corp Revenue in FY 2023

REVENUE

(₹ in crore)

FY 2022	6,284
FY 2023	6,714

Core brands

UPL Crop Protection: (Insecticides, Herbicides, Fungicides, and Seed Treatment)

Select® | Centurion® | Pantera® | Malvin® | Metafol® | Betasana® | Proxanil® | Fazor® | Syllit® | Acramite®| Cyperkill® | Penncozeb® | Floramite®| Bettapham® | Quickphos® | Rancona® | Silwet® | Signal®

NPP BioSolutions

Thiopron® | Microthiol® | Argos® | Vacciplant® | Yukon® | Iodus®

New products launched

Yukon® | Iodus®

Highlights of FY 2023

- Despite Russian-Ukrainian conflict, significant headwinds from FX and loss of registrations, Europe reported 7% revenue growth. We had a stronger growth in EUR terms.
- Growth driven by differentiated and sustainable products vs. LY

FY 2024 Outlook

- In FY 2024, we anticipate continued headwinds primarily due to high channel inventory at distribution level, ongoing geopolitical uncertainties, delayed spring/ longer drought in some parts of Europe, and declining price of post patent products due to China impact
- We continue to build our NPP portfolio, and expect to see good growth from our new launches of biocontrol products such as Yukon®, Thiopron® and Iodus®

Business review: Defining business platforms

North America

12%

Revenue growth in FY 2023

19%

Contribution to UPL Corp Revenue in FY 2023

REVENUE

(₹ in crore)

FY 2022	7,024
FY 2023	7,857

Core brands

UPL Crop Protection: (Insecticides, Herbicides, Fungicides and Seed Treatment)

Interline® | Lifeline® | Satellite® | Bifenture® | Everest® | Moccasin®| Vigilant® |SUPERWHAM® | Evito® | Manzate® | Penncozeb® |Tepera®

NPP BioSolutions

Kasumin®* | Cuprofix® | Ph-D® | Microthiol® Dispersss | Vacciplant®

New products launched

Batalium® Amped
Preview®| Lunge™

Highlights of FY 2023

- Overall robust growth of 12% year over year based on high demand and tight supply
- Sales volume was led by glufosinate products, while insecticides portfolio saw modest growth, supported by better commodity prices, tight supply, and favourable channel stock.
- We continued to expand our NPP BioSolutions portfolio through existing partnerships like Christian Hansen and new partnerships with AgBiTech, and Oro Agri.

FY 2024 Outlook

- In FY 2024, we expect headwinds due to high channel inventories and low prices of imports, particularly from China.
- We intend to grow share through close partnership with distribution, increased focus on the specialty crops and Canadian markets, and an expanded footprint in the Midwest row crop market.
- As we continue to invest in recently-launched brands including Preview® and Batalium® Amped, we plan to bring new solutions to growers including new herbicide solutions, and new mode-of-action fungicide for nut and pome growers.
- We anticipate the NPP business will continue to grow through our efforts to gain market share in copper and sulphur products and expanding our footprint in row crops. We will continue to balance our portfolio with additional insecticide offerings.

Rest of the World

13%

Revenue growth in FY 2023

16%

Contribution to UPL Corp Revenue in FY 2023

REVENUE

(₹ in crore)

FY 2022	5,677
FY 2023	6,401

Core brands

UPL Crop Protection: (Insecticides, Herbicides, Fungicides and Seed Treatment)

Select® | Fascinate® | Tarang® | Tokuthion® | Vondozeb®| Kalach® | Manzate® | Penncozeb® | Ortran®* | Acramite® | Asilan® | Baseline | Omite® | Lifeline® | Orthocide®* | Quickphos™

NPP BioSolutions

TurboCrop® | Stimu-Root® | Suprecede® | Banzai®

New products launched

Fineluck®| Harmetry™| RiceSolo® | Triziman®

Highlights of FY 2023

- Growth of 13% over FY 2022 despite being a challenging year
- Southeast Asia#, Australia, New Zealand, and Southern Africa were key growth drivers
- Focused on expanding branded business to enhance market reach and improve share of wallet

FY 2024 Outlook

- Focus on opportunities in new launches to enter new markets
- Challenges of declining prices, high-cost inventory at channel expected to sustain for part of the year
- Leverage opportunities from recent acquisitions for better market access and strengthening differentiated portfolio - Yoloo in China and PT Excel Meg in Indonesia
- Enhanced focus on driving traction in NPP BioSolutions through our integrated ProNutiva solutions

*These trademarks are used by UPL under licenses or other permissions from third-party owners
#Countries in South-East Asia includes Indonesia, Philippines, Malaysia, Thailand, Vietnam, Myanmar, Cambodia, Pakistan.

Business review: Defining business platforms

Growth strategy

Innovation at the core of our value creation

With a robust and extensive R&D infrastructure encompassing more than 30 facilities worldwide and a dedicated team of over a thousand scientists, we are committed to driving intelligent innovation. Our focus is on addressing the pain points of farmers and aligning our solutions across crop protection chemicals and NPP BioSolutions segments to effectively meet their needs. One of our notable go-to-market offerings, ProNutiva, combines NPP products and conventional crop protection products to help growers maximise productivity while reducing environmental impact. We prioritise sustainability and aim to deliver substantial value to our esteemed grower customers.

1,000+
R&D professionals

1,884
Granted patents

30
R&D facilities

14,236
Registrations

~3%
Annual revenue reinvested in R&D

CATEGORY-WISE GRANTED PATENTS
(%)

Field Stations, Chemistry and Formulation R&D Labs

Facility Type	Number
Field Stations	10
OpenAg Farm	1
Chemistry and Formulations	16
New Ag Technologies	3

Robust Innovation Pipeline

Our current innovation pipeline is US$ 8.5 billion of this we expect to generate US$ 2.5 billion in annual revenue by FY 2027. This pipeline comprises of 25 molecules and 16 new solution platforms across various stages of development, encompassing different regions and crop combinations, providing us with a strong foundation for growth in the years ahead.

Notably, in terms of composition, 78% of the pipeline is coming from the higher margin differentiated and sustainable products category; this will help us in our objective of achieving 50% revenue contribution from our differentiated and sustainable portfolio by FY 2027. Increasing share of differentiated and sustainable portfolio will aid in achieving better margins, strengthening our overall product offering and enhancing business resilience in the medium-term.

Peak pipeline value (PPV) and other pipeline metrics

>US$ 8.5 billion
Risk adjusted peak sales[2] Outlook

+16%
Increase in PPV from last year

US$2.5 billion
Risk adjusted annual sales[2] expected by FY 2027

25
New molecules[3] in development pipeline

16
New platforms of solutions in development

~24%
Innovation rate[1] annual target by FY 2027

[1]Defined as the percentage of total sales from products launched in the last five years

[2]Considers the highest expected sales by project in any given year, risk adjusted per internal estimates assigning technical probability of success to the best of our knowledge at the time of the projection; does not consider commercial risks

[3]New molecules defined as new active ingredients and BioSolutions

Business review: Defining business platforms

By harnessing our innovation capabilities, we strive to expand our presence across different regions and introduce ground-breaking solutions. Our commitment to innovation is closely aligned with our mission to minimise our environmental footprint and contribute to sustainability. We have diversified our product portfolio along with enhancing our distribution strategy to maximise the value we deliver to our stakeholders.

Our Crop Protection + NPP BioSolutions Pipeline

PEAK PIPELINE COMPOSITION
(%)

78 % Differentiated and Sustainable Solutions

22 % Post Patent Solutions

25
New molecules in development pipeline

16
New platforms of solutions in development

~24%
Innovation Rate annual target by FY 2027

Recent ventures

We opened new field trial stations in Europe and North America with more field trial stations planned to be added across Asia and Africa.

During the year, we opened state-of-the-art chemistry lab in Thane, enhancing our capability in processing, formulating and analysing chemistry.

Multi-prolonged approach to enable holistic growth

Our customer-centric and holistic go-to-market strategy is built on understanding and effectively addressing the pain points of farmers across regions. By fostering strong relationships and delivering cutting-edge solutions, we gain a competitive edge, expand our market reach, and drive sustainable growth. To achieve this, we focus on four key areas.

Key Areas

Geographical expansion

Our geographical expansion strategy includes entering new markets, increasing penetration, and improving access to our products through distributor partnerships, farmer tie-ups, and collaborations with retailers for better visibility and sales.

Customer proximity

Customer-centricity is key for UPL. We address grower pain points, ensure commercial excellence, and prioritize customer engagement. By improving channel touchpoints and brand recall, we generate higher demand. In select geographies, we adopt the direct-to-grower approach for achieving better margins and providing personalised support.

Cross-selling

Cross-selling is one of our top priorities. We improve our product mix by transitioning from post-patent to differentiated and sustainable products, like Evolution® in Brazil. Our expanded portfolio offers comprehensive solutions for select crops, meeting diverse customer needs.

Strategic alliances/ partnerships

Strategic alliances and partnerships drive our growth strategy. Origeo, our JV with Bunge boosts our D2G sales in Brazil. Further, we focus on greater distributor collaborations for specific portfolios such as NPP. Overall, these alliances expand market reach, enhance growers' access to innovative solutions, and foster mutually beneficial relationships for business growth.

Leveraging digital tools to effectively drive our go to market strategies across regions

Utilising digital tools and technologies across regions, we persist in cultivating and expanding our B2B partnerships, aiming for amplified sales and better working capital management. Simultaneously, we bolster our B2C sales to optimise our margin mix and ensure broader accessibility for growers, fostering increased demand and a wider array of comprehensive solutions.

Key digital tools

- Pest scouting, field analysis, weather forecasting and field/data platforms
- Marketing initiatives
- Drone application
- Improving dealer sales effectiveness
- Leveraging "Machine Learning" insights
- Product lifecycle management tools

Business review: Defining business platforms

UPL Sustainable Agri Solutions Ltd (India Crop Protection Platform and Agtech)

With a steadfast commitment towards making a positive impact, our goal is to positively influence the lives of 100 million farmers. Through our comprehensive range of innovative agricultural solutions, covering every aspect of the crop cycle, we aim to enhance the resilience of farmers. As the leading crop protection player in India, we are well-positioned to drive transformative changes in the agriculture sector and contribute to its overall improvement.

#1
Crop protection player in India

#1
Player in Post-Harvest Solutions

13%[1]
Market Share in India Crop Protection Market

[1]Crisil

Key strengths

Innovative Crop Solutions Package
Our diverse and innovative portfolio of agricultural solutions, which includes crop protection chemicals, BioSolutions and post-harvest solutions, caters effectively to farmer pain-points across different crops and regions in India. Through our wide range of solutions, we cover >90% of crop types in India.

Highly Penetrated Pan-India Market Presence
With our multi-channel distribution infrastructure, which includes two go-to-market brands, 25,000 dealers, 600 Unimarts and over 5,000 feet on the ground, we have successfully established our presence in 90% of Indian districts.

Empower Farmers by Leveraging AgTech
We offer affordable agricultural solutions to small-holder farmers through the 'nurture farm' platform, providing convenient access to farmers digitally through a mobile application. Our AgTech platform has onboarded ~3 million farmers in India.

Market Leadership
Our market share of 13% makes us the leading crop protection player in India, and we are strategically positioned to spearhead the agricultural transformation in the country.

Our Pan-India Market Presence

We have established a strong presence in the country by providing a diverse range of agricultural inputs such as crop protection, crop nutrition, seed treatment, and animal feeds.

2
Go-to-Market Brands

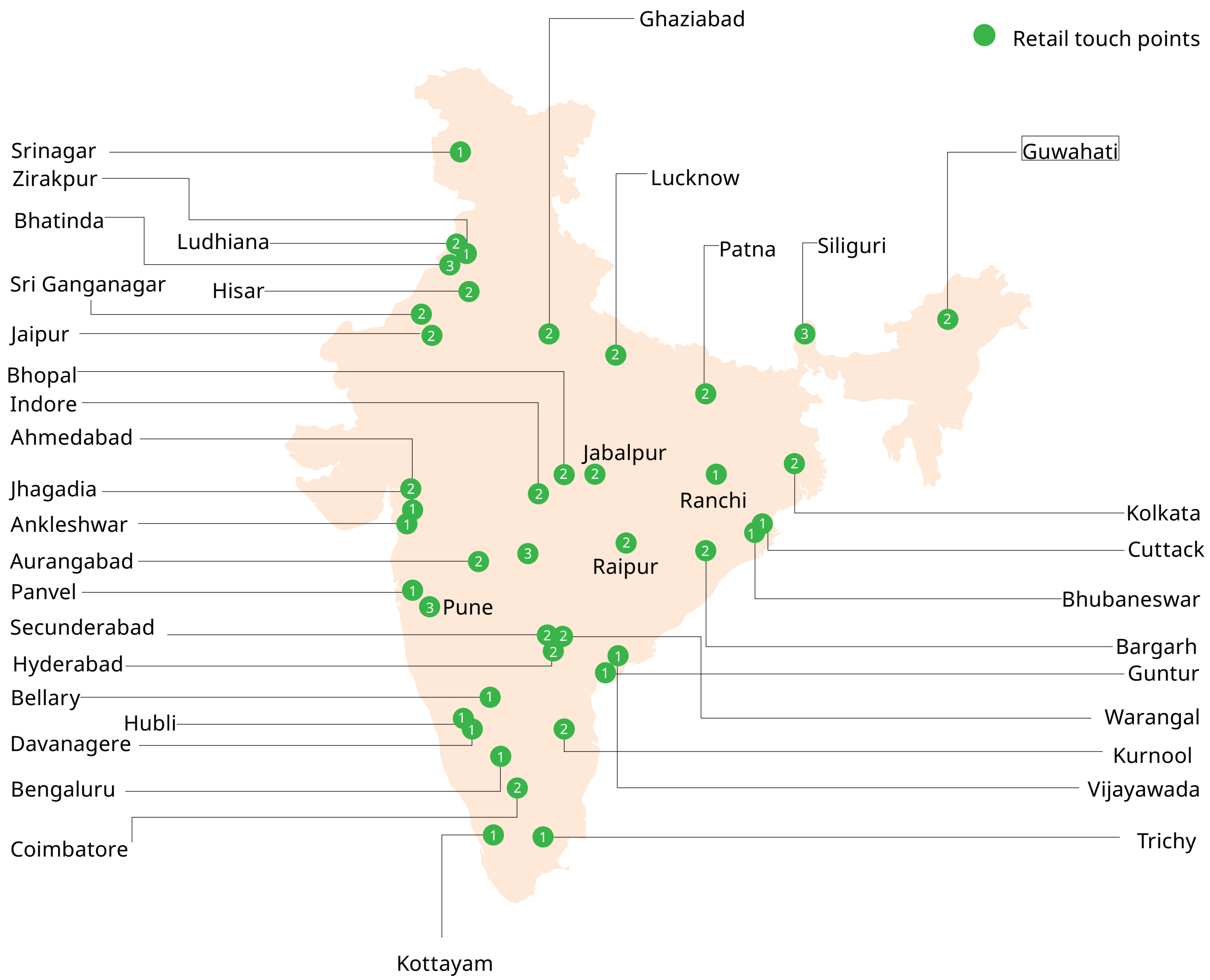
600
Unimarts

5,000+
Feet on Ground

72
Depots

3,00,000+
Indirect Retailers

25,000+
Dealers



Business review: Defining business platforms

Some of our Key Differentiated and Sustainable Product Brands

Differentiated Solutions

Sweep Power

Ferio

Ulala

Panama

Centurion

Sustainable Solutions

Neo Root

Tinto

Plantonik

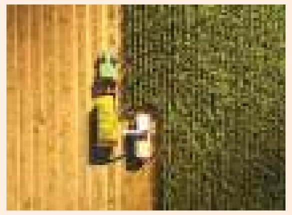
'Nurture' AgTech platform

nurture.farm

Our 'nurture.farm' platform has revolutionised the way farmers access agricultural services. With seamless booking options, we can successfully serve millions of small-holder farmers in India. We have already onboarded ~3 million farmers. Our platform offers mechanised spraying, harvester, farm advisory, and soil testing services digitally via a mobile app, which greatly improves the overall experience for farmers, and makes it easier for them to access these services.

Our Key Service Offerings


Spraying Services


Harvester


Farm Advisory


Soil Testing

3 million

Farmers onboarded on the platform

nurture.farm retai

Our 'nurture.farm retail' platform is an 'agri input E-commerce marketplace' directly connecting retailers to manufacturers. The platform offers a wide range of crop protection and crop nutrition products, seeds, animal feeds and other agri inputs digitally through a mobile application. The platform empowers rural retailers by offering them options to select from multiple suppliers and by improving discovery, convenience, and price transparency.

85,000+

Retailers onboarded on the platform

9,000+

SKUs

Business review: Defining business platforms

Historical performance

UPL SAS has consistently outperformed broader market, achieving a remarkable revenue CAGR of 18% over the past four years as compared to the market's 11%# growth. Our focus on developing a differentiated and sustainable portfolio has not only driven sales growth but also led to an even stronger performance in terms of EBITDA growth.

REVENUES ↑ 18%
(₹ crore)

EBITDA ↑ 25%
(₹ crore)

Note: The above financials pertain to India Crop Protection business only based on proforma adjustments and exclude AgTech platform 'Nurture'.

FY 2023 Highlights

₹4,326 crore
10% y-o-y growth Revenue

₹1,226 crore
17% y-o-y growth Contribution Profit

₹736 crore
13% y-o-y growth EBITDA

OUR REVENUE MIX FOR FY 2023 BY SOLUTION TYPE (IN %)

Herbicide	36
Fungicide	20
Insecticide	26
Sustainable Solutions	10
Crop Establishment	04
Post-Harvest Solutions	04

↑ CAGR

#Source: Crisil

FY 2023 Performance Overview

Crop Protection

FY 2023 vs FY 2022

Particulars	FY23	FY22	YoY
Revenue	4,326	3,915	10%
Contribution Profit	1,226	1,049	17%
Contribution Margin %	28.4%	26.8%	+170 bps
Fixed Overheads	490	398	24%
EBITDA	736	651	13%
EBITDA Margin	17.0%	16.6%	+40 bps

Note: Above financials pertain to India Crop Protection business only based on proforma adjustments and exclude 'Nurture'

Core brands

UPL Crop Protection: (Herbicides, Insecticides, Fungicides, NPP and Seed Treatment)

Ulala®* | Saaf™ | Sweep Power® | Ferio® | Iris®| Lancer Gold® | Starthene®| Panama®| Phoskill® | Patela®| Saathi® | Uthane®

NPP BioSolutions

Macarena® | Wuxal| Neoroot®| Starrhiza | Gainexa™ | Opteine®| Copio®

New products launched

Tridium™ | Arryn™ | Karmax® | Kevuka® | Imagine® | Viola®

- Strong focus on new product launches, coupled with improved pricing for our products provided a strong momentum to achieve a healthy growth of 10%.
- During Q4, we launched Tridium™ and Arryn™, which is India's first approved three-way foliar fungicide for control of wide range of diseases in target crops.
- ProNutiva strategy in India continued to see good traction in FY 2023, supporting over 4,00,000 farmers by way of improved yields and incomes.
- Contribution margins improved by 170 bps y-o-y on the back of higher realisations and better performance of the high-margin BioSolutions and Crop establishment portfolio
- EBITDA grew by 13% as higher contribution margins were partially offset by higher fixed overheads as % of sales on account of costs incurred for new launches, focus on new crop expansion and driving greater penetration in AP/Telangana/UP

Nurture

- In FY 2023, 'Nurture' AgTech platform recorded a revenue of ₹ 72 crore and ₹ 284 crore loss at the EBITDA level. We continued making investments in expanding the reach of the platform, marketing & promotion, improving the user-interface and expanding services portfolio.
- During the year, we doubled the number of farmers registered on the 'nurture.farm' platform to ~3 million farmers, and also increased the number of retailers onboarded with our agri-input ecommerce marketplace to 85,000+ retailers.

₹72 crore
Revenue

₹(284) crore
EBITDA

Business review: Defining business platforms

Outlook for FY 2024

Multi prolonged approach to support growth

Launching new products such as **Sperto®, Fascinate Flash®, Larviron® Spruce®, among others**

Year – round contribution from our recent launches which include **Tridium™, Apache®, and Viola®**

Increasing the share of **differentiated and sustainable portfolio**

Expanding our Unimarts Network to **800+ experience stores (up from 600 stores at the end of FY 2023)**

Nurture

We intend to expand our farmer reach to >5 million farmers (from ~3 million) and increase our retailers onboard to 120,000+ (from 85,000+). Furthermore, we strive to reduce EBITDA level loss by 50% in FY 2024 through value pricing of services and overheads optimisation.

Growth strategy

With a strong domestic position in the industry, we have the capability to make significant strides towards driving the transition towards sustainable farming. Our comprehensively planned strategy is focused on achieving robust growth in the Indian market by expanding reach, introducing new products in the crop protection business, and expanding the farm services and marketplace businesses under the Nurture platform. By leveraging our expertise across crop care products, affordable farm services and post-harvest solutions, we aim to empower farmers, improve agricultural productivity, gain higher wallet share and contribute to the overall growth and development of the agricultural sector in the country.

Capitalising on our superior portfolio and market reach

Our wide portfolio of crop care and post-harvest solutions combined with our extensive pan-India reach provide us a strong foundation to drive sustained market share gains.

Capitalising on our R&D pipeline

We will continuously strive to innovate and expand our portfolio. We have a strong R&D pipeline, which will help us launch new products and progressively increase the share of our differentiated and sustainable portfolio.

Expand 'Nurture' Platform

Focus on driving aggressive growth in our 'Nurture' platform

- Expand farmer reach and drive higher uptake of farm services,
- Onboarding more retailers and brands in the online agri-input retail business.

Business review: Defining business platforms

Advanta Enterprises Ltd (Global Seeds Platform)

Advanta is a global seeds player primarily in the conventional seeds space possessing a diversified product suite, strong innovation capabilities with unique germplasm and efficient distribution capabilities.

1,200+
Employees backed by experienced leadership

30+
Production sites

60+
Years of Research Experience

80+
Countries where our products are marketed

600+
On-ground sales team

900+
Hybrid varieties

Key Brands

Crop specific brands			Technology brands	
Crop	**FY 2023 Revenue Share ***	**Brand**	**Brand**	**Description**
Field Corn	45%	ADVANTA, Pacific Seeds, PACIFIC SEEDS	igrowth	It is the world's first imidazoline herbicide tolerant technology for Sorghum.
Grain and Forage Sorghum	23%	EMPYR	Vertix	It helps overcome early-stage growth challenges driving superior yields in corn and sorghum.
Vegetables & Fresh Corn	12%	ADVANTA GOLDEN SEEDS	aphix SCA Tolerance	It offers high level of tolerance to aphid pressure in Sugarcane
Sunflower and Canola	14%	HYOLA	AIC	Invited stakeholders can see our portfolio and pipeline in our technology transfer ground centres.

*Note: Other crops account for the balance 6%

Business review: Defining business platforms

Capitalising on our expertise

Advanta seeds - Key Strengths

With a wide range of 900+ hybrid varieties spanning over 40 different crops, we boast a diverse portfolio that sets us apart in the industry. Our well-recognised global brands are synonymous with high performance, positioning us as pioneers and leaders in the field.

With superior innovation capabilities backed by a robust research infrastructure and unique germplasm, we have adopted a 'smart R&D' approach that drives continuous innovation. This has allowed us to expand our offerings and develop new technologies, ensuring that we stay at the forefront of the industry.

We have achieved remarkable growth outperforming the industry growth. Over the period from FY 2020 to FY 2023, we outpaced the market with an impressive compound annual growth rate (CAGR) of 21%, compared to the market's CAGR of 9%. Additionally, our strong free cash flow (FCF) generation is evident, with a FCF to EBITDA conversion rate of 84% in FY 2023.

With products sold in over 80 countries, a network of more than 30 production sites spanning across 24 countries and a dedicated on-ground salesforce of over 600 employees, we have established a robust international presence. This extensive reach and on-ground sales presence enable us to effectively serve customers around the world and contribute to our global success. We are witnessing substantial growth in our vegetable product offerings in India and expanding our portfolio in the Middle East and South African (MENA) region, strengthening our presence and market reach in these regions.

Historical Performance

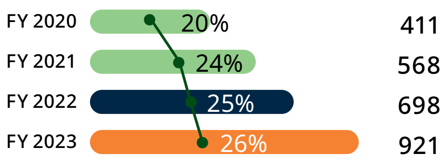
Continuous market share gains, geographic and crop-wise diversification of portfolio and focus on value added and high margin portfolios have enabled Advanta to deliver strong growth.

REVENUES
(₹ crore)

↑ 21%

EBITDA AND EBITDA MARGIN
(₹ crore) (%)

↑ 31%



↑ CAGR

Performance overview

In ₹ Crores

Particulars	FY23	FY22	YoY
Revenue	**3,558**	**2,832**	**26%**
Contribution Profit	1,996	1,554	28%
Contribution Margin (%)	**56.1%**	**54.9%**	**123 bps**
Fixed Overheads	859	689	25%
R&D Expenses	215	167	29%
EBITDA	**921**	**698**	**32%**
EBITDA Margin	**25.9%**	**24.6%**	**125 bps**

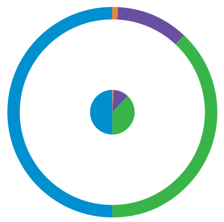
FY 2023 Highlights

₹3,558 crore
26% y-o-y growth Revenue

₹1,996 crore
28% y-o-y growth Contribution Profit

₹921 crore
32% y-o-y growth EBITDA

REGIONAL MIX FOR FY 2023
(%)



REVENUE GROWTH BY REGION
(%)

In FY 2023, our growth was fuelled by strong traction in field corn, sunflower, canola and sorghum portfolios, driven by higher volumes and realizations. We also saw an improvement in contribution margins, driven by higher volume growth and a favourable product mix.

Business review: Defining business platforms

Growth strategy

Through our extensive portfolio of brands and products, we create global value by meeting diverse market needs. With a strong emphasis on technology and innovation, we continuously develop and launch new products, addressing a wider range of challenges. This enables us to expand our market presence and reach. We recognise the importance of tailoring our approach to each market, leveraging our crop offerings to maximise benefits. By understanding local dynamics and customising our strategies, we ensure that our products create value in every market we serve.

Product innovation

Our commitment to innovation is evident in our development of climate-smart products and technologies across our product portfolio. Through our smart R&D approach, we address the specific needs of farmers, offering solutions such as our 'Igrowth' and 'Aphix' technologies to drive the growth of Grain Sorghum and Sugarcane. We prioritise unique germplasm and non-GMO traits to foster innovation and deliver products that meet the evolving demands of the agricultural industry.

Increasing our presence across geographies

Our strategic focus is on expanding market share for Tropical Yellow Field Corn in India and Indonesia, as well as growing our Vegetables and Fresh Corn portfolio in tropical markets coupled with our renewed portfolio of multi-herbicide tolerant trait platforms for Canola in Australia and South Africa. Furthermore, we are actively expanding our business-to-consumer (B2C) operations across key geographies to further strengthen our market presence.

Robust processes

Our experienced Supply Chain Management team plays a crucial role in driving supply through our proprietary and tolling facilities. With their expertise, we streamline our processes to effectively meet the demands of our diverse range of crops and farmers. The team also ensures stringent quality checks are implemented throughout the supply chain to maintain the highest standards. Their dedication enables us to consistently deliver reliable and high-quality products timely to our customers.

Optimising customer value

We prioritise farmers' needs by ensuring they have access to the right products. Our strong relationships with distribution channels enable us to understand specific challenges faced by farmers. We operate through distributors, retailers, and direct engagement with farmers, allowing us to gather valuable insights and tailor solutions accordingly. This approach ensures that we provide targeted and effective products that address the unique requirements of farmers, fostering long-term relationships built on trust and mutual success.

USCL (Specialty Chemicals Platform)

Our Specialty Chemical platform, which is proposed to be transferred to UPL Speciality Chemicals Ltd. (USCL) is poised for strong growth given opportunities in catering to both captive business as well as to external B2B clients across agrochemicals and other high growth sectors. Changing consumer preferences towards green chemistries for active ingredients also offers huge potential.

#1*

Specialty chemicals company in India with revenue of over ₹ 15,000 crore

12

Technical plants

50+

Years of expertise in manufacturing hazardous chemistries

600+

External B2B clients

*Frost & Sullivan

Maximising our value

Our focus on diversifying our offerings to meet client-specific demands has been instrumental in maximising the value we provide. Leveraging our expertise, we have successfully developed several major chemistries since our inception. This strategic approach allows us to cater to a wide range of market needs and stay ahead in the ever-evolving landscape of the specialty chemicals industry.

Major Chemistries:

- Grignard Reaction
- Nitration
- Phosphorus and Sulphur Derivatives
- Chlorination
- Hydrogenation
- Phosgenation
- Cynation

Historical Performance

Our Speciality Chemicals Platform has witnessed remarkable growth, with an expanding client base, strengthened manufacturing capabilities and enhanced expertise. This has translated into an outstanding financial performance for us, establishing a solid foundation for the platform's future growth. We are proud of the progress we have made and remain committed to further advancing our Speciality Chemicals business.

PROFORMA REVENUE (₹ crore) ↑ 14%

FY 2022	14,080
FY 2023	16,090

PROFORMA EBITDA (₹ crore) ↑ 24%

FY 2022	1,445
FY 2023	1,792

FY 2023 Highlights

14%

y-o-y growth in Revenue

24%

y-o-y growth in EBITDA

Business review: Defining business platforms

Capitalising on growth opportunities

Diversifying supply chains

The global shift from China to India as a preferred manufacturing destination to enhance supply chain resilience creates a promising opportunity for us. With our position as the apex chemicals Company in India and a revenue of over ₹15,000 crore, we are well-positioned to capitalise on this trend. Leveraging our 50 years of expertise and commitment to global standards, we aim to accelerate our growth by offering reliable and high-quality solutions. Our strategic advantage in supply chain management is bolstered by our global sourcing strategy and established partnerships with key raw material suppliers and logistics providers. We strive to become the preferred choice for multinational corporations seeking dependable and efficient supply chain solutions.

Soaring domestic demand

The Specialty Chemicals market in India is on the cusp of remarkable growth, with projections indicating that India will contribute >20% to incremental global chemical consumption in the next two decades. The anticipated domestic consumption of US$ 1 trillion by 2040 positions India as a key player in this industry. With a forecasted market size of US$ 148 billion by 2025, the Indian Specialty Chemicals market is expected to be the fastest growing. Capitalising on this immense potential, we aim to expand our supplies to UPL Group Companies and other external B2B clients and exploring new avenues in chemistry.

“Make in India” campaign

The "Make in India" campaign is driving India's transformation into a global manufacturing hub, and we are well-positioned to leverage this development. With our exceptional facilities and manufacturing setup, we have a competitive advantage in terms of manufacturing cost. This positions us favourably to reap the benefits of India's manufacturing boom and further enhance our business prospects.

Evolving consumer preferences

India holds a prominent position in the production of various chemicals that are essential for the manufacturing of eco-friendly products commonly known as “Green chemistries”. This advantageous position allows us to tap into the rising demand for sustainable solutions. As we expand our operations, we prioritize diversifying our product range to cater to specific client needs. Moreover, we are committed to incorporating top-notch environmental, social, and governance (ESG) metrics into our value creation processes, ensuring that our growth is sustainable and aligned with responsible business practices.

We aim to meet our forecasts by

Entering new chemistries

Expand capacities of existing molecules

Enter more external B2B collaborations

Cater to expanding captive demand from UPL Group Companies

Business review: Defining business platforms

Growth Strategy

Capitalise on our unique positioning

With our Specialty Chemicals platform, we intend to achieve rapid business growth by venturing into new products and chemistries, expanding client base and increasing our capacities. Our dedicated team, focused approach and enhanced agility will drive operational efficiency and manufacturing excellence, leading to improved performance and greater success in the market.

Expand to new chemistries

The specialty chemicals platform provides us with ample opportunities to tap into the market potential. As consumer trends shift towards green chemistries, we are well-positioned for long-term growth. With our global sourcing capabilities and expertise in the segment, we aim to capitalise on these trends and expand our business, delivering sustainable and innovative solutions to meet the evolving needs of our customers.

Expand customer base and cater to growing captive demand

As we expand into new segments and introduce new offerings, our customer base will continue to grow. With over 600 external B2B clients, including large multinational corporations and domestic companies in growing sectors, we have already established a strong presence in the market. This trend is expected to continue as we further penetrate different industries. Additionally, our position within the UPL Group allows us to meet the growing captive demand for agrochemicals.

Setting benchmarks

At UPL, we strive to be more than just a leading player in the industry. We are committed to upholding the highest standards of value creation, adhering to global standards and best-in-class environmental, social and governance (ESG) metrics. This dedication towards responsible production sets us apart from our peers and demonstrates our commitment to creating long-term value for all stakeholders.

50+

Years of expertise in manufacturing hazardous chemistries

600+

External B2B clients

Compliant with

ISO 14000

ESG Snapshot

Climate change forms the core of our sustainability drive

GHG emissions

	Achievements	Long Term Target
GHG emission targets approved by SBTi[3] – To reduce Scope 1 & 2 emission by ~63% by FY 2035 (over FY 2020) – To reduce scope 3 GHG emission by 42% by FY 2035 (over FY 2020)	**21%** Decrease in CO_2 emissions over the last three years	Carbon Neutrality by 2040
Signed agreement with Cleanmax to expand renewable power usage	**87%** Increase in total energy consumed through renewable sources in FY 2023	Continue to avail opportunities to expand share of renewable power

Water Conservation and Wastewater generation

Targets for elimination of wastewater pollution by 2030 to WBCSD	Achievements	Long Term Target
20% of total water usage at our own manufacturing in water scarce regions will be reused or recycled by 2025	**40%**[4] Decrease in water consumption over the last three years **1,000,000 Cubic metres** Wastewater recycled and reused back into our process in FY 2023	Zero groundwater usage
Reduction in emissions related to treatment and discharge of wastewater by using low-carbon processes	**57%**[4] Decrease in waste generation over the last three years	Zero wastewater generation

[3] SBTi is a global body enabling businesses to set ambitious emissions reduction targets which aligns with the latest climate science.
[4] Emission, Water consumption and waste generation performance numbers and targets are based on per ton of production

Environment

Reimagining a greener future

At UPL, we understand the adverse effects of extreme weather events and climate change. We are dedicated to reducing our environmental impact and mitigating the challenges posed by climate change. Through investments in energy conservation, reducing our carbon footprint in manufacturing, decarbonising through sustainable products, technologies and practices, we contribute to a greener future.

Expanding our renewable energy capabilities

In collaboration with CleanMax, we have established a groundbreaking renewable energy project in Gujarat, India. This project features a hybrid solar-wind power plant, combining the strengths of both technologies. We have significantly increased our renewable energy usage, accounting for 30% of our total global power consumption. The solar-wind hybrid farm has an impressive capacity of 61 MW, comprising 33 MW of wind and 28 MW of solar. This initiative is making a substantial impact on carbon abatement, reducing CO_2 equivalent emissions by 1.25 lakh tonnes per year. By investing in this project, we are furthering our commitment to sustainable practices and reducing our carbon footprint.

61 MW
Total capacity

33 MW
Total wind capacity

28 MW
Total solar capacity

Scope 1,2 & 3 emissions

We have received approval from SBTi for our mid-term emission targets for Scope 1, 2 and 3. Starting from FY 2023, we have initiated the measurement and reporting of Scope 3 emissions. We are focused on reducing emissions from purchased goods and services, fuel & energy-related activities and upstream transportation and distribution.

8,00,292 MT
Total Scope 1 emissions

2,52,663 MT
Total Scope 2 emissions

37,17,575 tCO_2
Total Scope 3 emissions

[4] Emission, Water consumption and waste generation performance numbers and targets are based on per ton of production

Carbon emissions

Progress

CO_2 EMISSION
(Kg/MT)

FY 2020	1,337
FY 2021	1,137
FY 2022	1,061
FY 2023	1,056

21%[4]
Decrease in CO_2 emissions since FY 2020

Targets

We have successfully reduced our carbon emissions over the years. Our CO_2 emission targets received approval from the Science Based Targets Initiative (SBTi) to continue this trajectory. Per these targets, we aim to reduce Scope 1 and Scope 2 emissions by 63% by FY 2035 (over FY 2020) and Scope 3 emissions by 42% by FY 2035 (over FY 2020). Furthermore, we have partnered with CleanMax and have invested in green energy, and we aim to increase our renewable energy usage to 30% in FY 2024.

25%[4]
Targeted reduction in Scope 1 and Scope 2 emissions by FY 2025 (over FY 2020)

63%[4]
Targeted reduction in Scope 1 and Scope 2 emissions by FY 2035 (over FY 2020)

Environment

Waste

Sustainability is deeply ingrained in our operations as we strive to embrace a circular economy. Through the implementation of low-impact practices and the adoption of resource-efficient technologies, we are actively working to minimise waste generation. We have also reduced our waste disposal to landfills through waste characterisation and segregation. To address the impacts of hazardous and non-hazardous waste, we have developed a comprehensive 4R waste strategy that focuses on reducing, reusing, recycling, and recovering waste. Our target is to achieve a 25% reduction in waste disposal by 2025. These initiatives reflect our commitment to responsible waste management and contribute to a more sustainable future.

Our 4R waste strategy

Reduce

We prioritise responsible raw material use and embrace the concept of 'waste is wealth' throughout our business operations. By optimising our manufacturing processes, we actively work towards reducing waste generation and promoting a more sustainable approach.

Recycle

We promote the recycling of packaging materials, utilise suitable materials to reduce waste in the packaging process, and strive to recover valuable products from waste, thereby enhancing our waste reduction efforts.

Reuse

We focus on extending the lifespan of our equipment and products through effective maintenance and repair initiatives. Additionally, we maximise the value of incinerable hazardous waste by utilising it for energy recovery.

Reprocess

We prioritise process redevelopment and optimisation and also minimise our landfill and incinerable waste generated during our operations. Additionally, we engage in co-product trading with neighbouring businesses to maximise the value derived from our by-products and co-products.

3,105 MT

Plastic waste recycled through EPR program

1,70,831 MT

Total solid hazardous waste disposed

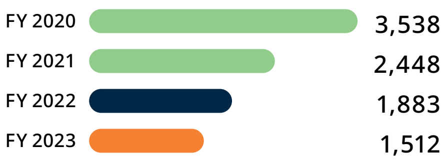
1,02,308 MT

Total solid hazardous waste recycled/co-processed

Waste generation

Progress

WASTE GENERATION
(Kg/MT)



Achievements

Through efficient water management practices, we have successfully recycled and reused over one million cubic metres of wastewater, fulfilling nearly 93% of our total freshwater demand.

25%[4]

Targeted reduction in waste generation by FY 2025 (over FY 2020)

57%[4]

Decrease in waste generation since FY 2020

>60%

Of our active ingredient manufacturing plants in India are zero liquid discharge

[4] Emission, Water consumption and waste generation performance numbers and targets are based on per ton of production

Water

Ensuring access to clean and safe drinking water for all is integral to us. To achieve this, we have implemented zero liquid discharge mechanisms and utilised scale-ban technology coupled with Reverse Osmosis technology. Our focus is on optimising water consumption and minimising water waste, thereby contributing to water conservation efforts. We are committed to responsible water management and strive to make a positive impact on the environment and communities we operate in.

52,14,884 KL

Volume of water withdrawn

38,77,309 KL

Volume of water consumed

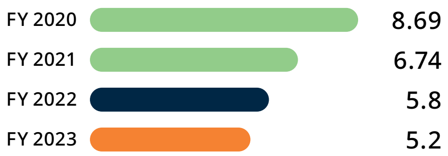
13,37,575 KL

Total water discharged

Water consumption

Progress

WATER CONSUMPTION
(KL/MT)



40%[4]

Decrease in water consumption since FY 2020

Achievements

We have partnered with the UN Global Compact CEO Water Mandate to address global water security challenges. Additionally, as one of the first three global companies, we have joined forces with WBCSD and committed to eliminating wastewater pollution by 2030. These initiatives showcase our dedication to sustainable water management and environmental stewardship.

20%[4]

Targeted reduction in water consumption by FY 2025 (over FY 2020)

10%[4]

Reduction in water consumption in FY 2023 (over FY 2022)

Social - People

Cultivating a talented workforce

We nurture a culture of positivity and growth, where our workforce is motivated by a shared purpose that transcends individual aspirations. With a diverse team, we harness the power of different perspectives to reach new heights and achieve significant milestones. Our workforce is the foundation of our Company and our most valuable asset.

13,269
Total employees

4,503
Total workers

100%
Permanent employees covered by health

Health & Safety

At our Company, the safety and well-being of our workers are paramount. We have robust systems in place to monitor and evaluate employee health and safety. Regular health inspections and audits help us identify and address any potential risks or hazards in the workplace. We continuously strive to enhance safety measures and conduct regular training sessions on various topics, including behavioural and operational aspects, to ensure our workers are equipped with the knowledge and skills to always prioritise safety.

Safety related incidents in FY 2023

0.36
Lost Time Injury Frequency Rate (LTIFR) of our employees (per one million-person hours worked)

2
Total fatalities

15
High consequence work-related injury sustained by our employees & contract workers

50
Recordable work-related injuries sustained by our employees & contract workers

Our commitment to 'Zero Harm'

Ensuring the safety of our valuable workforce is our top priority. We prioritise three key areas and adopt a comprehensive approach to create a safe working environment and promote the well-being of our employees.

Strengthened workplace, process safety management and enhancing safety culture

- We have identified critical operations and conducted protection analyses to ensure the highest level of process safety. We use the 'BowTie' method to mitigate risks through identifying missing barriers required, installed and effectively enhance safety measures in our operations.
- We have embraced digital tools such as Video Analytics, Manufacturing 4.0 and Robotics to ensure our people's and assets' safety.
- We enlisted an external expert consultant "Swasya" to commence a safety culture transformation journey to enhance our safety culture.

Hazardous chemical management and incident learnings

- We enhanced our focus on in-house process safety capacity building.
- We established a global competence framework for assessing processes, people, and operations risk. We have operationalised a central control room for monitoring all Hazchem carrying vehicles using GPS, allowing us to track their speed, locations and stops, ensuring comprehensive control and oversight.
- We are developing a health & hygiene management protocol for boosting our competence in safe management of hazardous chemicals.

Strengthened global warehouse assessment and crisis management

- We completed a baseline audit of all our warehouses across the globe.
- We onboarded an external consultant to help us with the safety process management of our warehousing assessments.
- We conducted simulation exercises to strengthen our cyber security and non-technical crisis management.
- We have successfully rolled out a crisis management plan in India and are currently in the advanced stages of rolling out the plan for North America and Latin America.

Safety Culture Transformation Journey

April 2022 — March 2024

Establish Framework	Influence & Implement Change	Build Sustainability	Diagnostics
5 months	9 months	10 months	Safety Culture Journey owned and sustained by UPL
– Diagnostic Assessment – Build awareness – Leadership Commitment	– Build Competence – Handhold Implementation – Build Line Management accountability – Communicate and Engage	– Penetrate Engagement – Line management leads Implementation – Standardise processes	

- Active Governance Structure
- Ongoing monitoring of KPI
- Team accountability
- Continual learning and implementation

Social - People

Commendable progress in ensuring safety

PROCESS SAFETY INCIDENTS
(No.)

FY 2020	15
FY 2021	5
FY 2022	2
FY 2023	1

Learning and development

We prioritise the holistic development of our employees by providing them with access to comprehensive training opportunities. During the performance review cycle, each employee engages in discussions with their manager to create a personalised development plan. Through our online learning and information platform, OpenIntel, employees have access to a wide range of knowledge and resources on various subjects, which can be conveniently accessed through computers or mobile devices. We believe in empowering our employees with continuous learning and growth opportunities to enhance their skills and capabilities.

Our competence workstream as part of culture transformation journey is working on role criticality and development-based training need identification for each employee on safety.

1,86,908
Manhours of safety trainings provided to employees

7,377
Learning Events

10,320
Participants attended

Diversity & inclusion

We prioritise value creation through the expansion of our workforce and the cultivation of an agile environment. Our staff is comprised of individuals from diverse educational, cultural and demographic backgrounds. We are committed to maintaining inclusive and diverse principles throughout our employment practices. We emphasise equal opportunities and ensure that age and gender do not hinder employability. By fostering a culture of inclusivity, we harness the collective strengths and perspectives of our workforce for the benefit of our organisation and the communities we serve.

15%
Female workforce

Employee engagement

We prioritise understanding the goals and ambitions of our employees. To achieve this, we conduct employee satisfaction surveys, organise national townhall meetings and establish various communication channels. These initiatives enable us to support our employees in their personal and professional growth. We also focus on increasing their awareness of our policies and strategically upskilling them through our programs. Regular engagement with our employees allows us to assess their progress and provide necessary assistance. By fostering open communication and investing in their development, we aim to create a conducive and fulfilling work environment for our employees.

51,000
Hours of online employee trainings

Social - Community

Ensuring holistic growth

As part of our commitment to sustainability, we actively contribute to the betterment of communities worldwide. We engage in a wide range of projects that aim to foster community development alongside our own growth. By collaborating with local stakeholders and addressing their specific needs, we strive to make a positive and lasting impact on the communities where we operate.

₹30.8 crore
CSR expenditure

1.5 million
CSR beneficiaries

21
Development initiatives undertaken during the year

Providing quality education

For over five decades, we have played a significant role in providing quality education and skills to individuals from all walks of life through various institutions established by UPL. Recognising the pivotal role of institutions of excellence in nation-building, we understand that they serve as a bridge between inexperienced minds and minds enriched with knowledge and grace. By nurturing and empowering individuals, we contribute to the advancement and progress of society.

Initiatives undertaken under this program:

- Smt. Sandraben Shroff Gnyan Dham School
- Gnyan Dham Eklavya Model Residential School
- Sandra Shroff College of Nursing
- UPL University of Sustainable Technology
- UPL Centre For Agriculture Excellence

These initiatives have had a positive and lasting impact on society, imparting valuable knowledge and instilling important values in our students

Focused on sustainable livelihoods

At UPL, we prioritise the creation of sustainable livelihoods for women, youth and farmers. By enhancing their capabilities and assets, we aim to empower these marginalised sections of society to consume, produce, and distribute resources and services judiciously. Our integrated approach focuses on addressing the needs of these communities, contributing to their economic development and improving their quality of life. Through our initiatives, we strive to create a positive impact on both individuals and the nation.

Initiatives undertaken under this program:

- UPL Khedut Pragati – on farm initiatives with farmers creating prosperous farmers
- UPL Udyamita – women empowerment initiative establishing agri-preneurs and micro- entrepreneurs
- UPL Niyojaniy – skill development initiative with school drop out youth for livelihood support

Conserving nature

Nature provides us with essential resources and contributes to our health, happiness and prosperity. At UPL, we deeply understand the value of nature and the importance of living in harmony with it. This recognition has driven us to act through various programs and initiatives. By working towards the conservation and sustainable use of natural resources, we are hopeful for a brighter future. Our commitment to preserving and restoring nature ensures that we can continue to thrive and benefit from its abundance for generations to come.

Initiatives undertaken:

- UPL Sarus Crane Conservation to conserve India's only indigenous crane
- Khambhat Vulture Conservation Project
- Deer & Antelope Breeding to prevent human animal conflict
- UPL Mangrove Plantation to restore the biodiversity ecosystem
- UPL Social Forestry to promote environment conservation
- UPL Eco Clubs sensitising children, youth and community to be conscious citizens
- Water Conservation promote ground water recharge

Building strong communities

Powering Local Community Growth

We have actively contributed to the betterment of local communities through various projects and initiatives. By addressing critical needs and challenges, we have enriched the lives of community members, fostered a sense of belonging, and established meaningful connections among individuals. Through our efforts, we have helped improve the quality of life for community members, ensuring they have the resources and support necessary to lead fulfilling lives. Our commitment to building a strong community reflects our belief in the power of collective action and the positive impact it can have on society.

Initiatives undertaken:

- UPL Gram Pragati – responding to needs of our local communities
- UPL School Sanitation – ensure adequate sanitation facilities in schools for boys and girls
- UPL Suraksha Abhiyan – self defence techniques taught to girls across schools

Enabling National Community Growth

As a responsible corporate citizen, we have actively supported various programs and initiatives that align with national priorities and strive to improve the lives of fellow citizens. By partnering with government bodies, non-profit organisations and local communities, we have worked towards executing large-scale development initiatives that reach every corner of the country. Through our commitment to social responsibility, we aim to contribute to the overall progress and well-being of the nation, fostering a sense of unity and shared prosperity among its people.

Initiatives undertaken:

- Tinkerer's Lab at IIT Jammu – support Lab for pilots encouraging innovation and research by students pursuing STEM education
- Eaktritya Bhavishya – livelihoods for widows of farmer suicides
- Global Parli – farm prosperity and water conservation
- Ekal Vidyalaya – education for tribal students in rural areas
- United Against Child Labour (UCLA)- promoting & supporting education for farmer's children and not involve them as farm labour
- Project Aspatal – mobile healthcare in rural areas
- Infrastructure support for promoting local sports, community halls etc. for strengthening cultural fabric of rural areas

Social - Community

UPL's core values reflect a profound commitment to the well-being of communities and the environment. Our approach centers on being "Always Human" and operating with "Open Hearts" across all geographies. We are dedicated to restoring the environment and uplifting communities, making it an intrinsic part of our identity since the beginning.

UPL Turkiye is sponsoring Europe's largest and the world's 2nd most modern archaeological research ship to lead local and international surveys in Mediterranean waters, with academicians from both Turkiye, the underwater world of the Turkish coast will be brought to light with "UPL"!

Promoting sustainable agriculture through the FIFA Foundation: we needed to engage new audiences in the importance of sustainable agriculture – and position our industry as a force for good in global sustainability efforts.

Supporting Sustainable Growth in Burkina Faso- UPL Noguères: Prince Mossi Association has been improving the living conditions of women and young people in Kaya, Burkina Faso from last 20 years for education, clean drinking water, providing nutritious meals and skills for cowpea cultivation.

Collaboration with Oxford India Centre for sustainable development (OICSD): A unique Oxford-India partnership created to advance research on the complex challenges and opportunities posed by sustainable development in India.

One Billion Hearts: A Program to Improve Cardiovascular Health in Rural Côte d'Ivoir (West Africa): aims to provide universal access to heart health in West Africa, reaching out to remote areas especially the farming community who are the backbone of the country and in desperate need of improved healthcare services.

The Gigaton Challenge: empowers and rewards farmers through carbon sequestration programs to take 1Gt of CO_2 out of the atmosphere by 2040 by supporting farmers to perform climate-positive practices, and establishing carbon credit schemes. The programme is advancing agricultures role in decarbonisation and incentivising growers to be guardians of the environment.

The Rice Race initiative in West & Central Africa: on a mission to double yields on 6,00,000 hectares across 9 countries to improve the region's food autonomy, enhance the competitiveness and appeal of local Western African rice as compared to imported varieties, and uplift grower economics.

Advanta Vegetable Nutrition Program, East Africa: to promote nutrition as a route to health, economic empowerment and improved livelihoods amongst rural communities through cultivation of African indigenous vegetables.

Applique Bien Program in AME: tailored stewardship and training programs to help modernise and elevate the practices of rural and remote smallholder farming communities of Africa. Across our global reach, we have curated a number of 'Apply Well' stewardship programs, known locally as 'Apliqué Bem', 'Applique Bien', 'N'Guso Papa' and Galela Kakuhle' which cover training on safe handling of agricultural inputs, the importance of personal protective equipment (PPE), and environmental safety.

Cocoa and Forests Initiative (CFI) in Africa: supporting the cocoa industry as a technical partner for the last 10+ years. Being the only agri-inputs company to be signatory to the CFI, our belief in the power and transformative impact of collaboration, shared responsibility and accountability is clear.

Enhancing skills of rural women in Colombia: our proposal for a school for agro women, where we seek to develop and improve applicable skills in rural areas will contribute to making the countryside a more profitable, more competitive place to generate substantial changes in rural families.

Care for Environment: UPL Colombia, Madrid and Bogotá Plant: committed to protecting the environment by mitigating climate change, caring for our natural resources by implementing innovative strategies that help care for natural resources through the use of our products. We focus on the decarbonisation of our operations, through cleaner production and the use of renewable energy. We believe that developing actions such as reducing waste and plastics, increasing recyclable materials, energy efficiency and management with suppliers are strategies that allow us to reduce our carbon footprint.

Holistic development of community in Argentina: the focus is always on overall development of children, youth, women and men along with taking care of the environment by promotion of education, environment, health and safety through community engagement.

Growing together in Colombia, Barranquilla Plant: through the Urban Plants we promote the creation of school gardens, community gardens and home gardens and educate the neighbors about food safety and its importance.

Integrated development of neighborhoods in Mexico and Cuba: support to small farmers with limited resources to increase the crop yield, providing them with basic tools to contributing to the self-sufficiency of corn in Mexico along with supporting and promoting education, creating access to basic needs like shelter being given to the community by delivering blankets, warm clothes, groceries and a toys for children in the community.

Pink October, West & Central Africa: support and awareness for the fight against breast and uterine cancer during the month of 'Pink October'. Every step taken, from marches and ribbons to workshops and gifts are a demonstration of our enduring dedication to raising awareness and showing support for those affected.

Life Association, Brazil: UPL believes in the power of education to change the world in which we live, by forming the agents of that change. We support The Associação Vida that believes in and promotes the development of social and educational skills of vulnerable youth in the region and mentors them to live a responsible and meaningful life.

Governance

Built on Strong Ethics

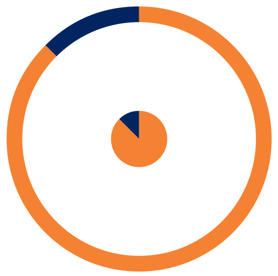
Our strong corporate governance framework guides our strategies across various business segments. With a holistic approach, we tackle critical modern-day challenges, prioritising integrity and accountability. This commitment to excellence has established us as a global market leader.

Board of Directors

Our global Board comprises industry experts with diverse backgrounds, bringing valuable perspectives to our business practices. With a long-term strategic outlook, our Board continuously creates value for our stakeholders. As the highest governance body, it ensures compliance with regulations and provides strategic guidance on sustainability across economic, social and environmental aspects. Our Board composition adheres to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, guaranteeing robust governance and adherence to regulatory requirements.

BOARD DEMOGRAPHICS

Executive Directors	1
Non-Executive/ Non-Independent Directors	3
Independent Directors	4



Male Directors	7
Female Directors	1

Ethics and Integrity

Our Board upholds the highest standards of ethics and values. It provides guidance and direction to the Company, ensuring alignment with our vision of becoming a symbol of growth, technology, and innovation. We have implemented a strong governance framework that is built upon the principles of ethics, transparency, and integrity. This framework has enhanced trust and accountability with our stakeholders. We adhere various codes and policies to establish best-in-class corporate governance practices. Additionally, we have implemented a code of conduct for our Board members and senior management, reinforcing our commitment to ethical conduct and responsible leadership.

Board: **Responsible for governance, ethics and sustainability**

Committees of the Board:

Ensure timely communication of operations and major decisions undertaken by the Board. Each committee has specialised focus areas and their terms of reference are reviewed annually to ensure effective governance.

Audit Committee

The Audit Committee, comprising all Independent Directors including the Chairman, assists the Board in maintaining the quality and integrity of our company's accounting, auditing, and reporting practices.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee, consisting of majority Independent Directors including the Chairman, sets the criteria for determining qualifications, positive attributes and independence of directors. It also oversees the framing of the Nomination and Remuneration Policy and reviews succession planning.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee, chaired by an Independent Director, reviews and oversees matters related to our securities, grievance redressal of stakeholders and recommends improvement techniques to enhance the standards of services provided to investors.

Risk Management Committee

The Risk Management Committee is responsible for framing and reviewing risk management policies and processes, including those related to cyber security risks. The committee also focuses on risk mitigation strategies and the development of business continuity plans. The Committee is chaired by an Independent Director.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee monitors the implementation of CSR policies and activities, as well as the expenses incurred by the Company in this regard. The Committee is responsible for approving and recommending the CSR budget and ensuring the appropriate disclosure of CSR related information.

Sustainability Committee

The Sustainability Committee provides guidance to the management on leveraging our core capabilities and strengths to develop sustainable solutions for farmers and address climate change risks. The Committee is chaired by an Independent Director who ensures impartiality and effective oversight in sustainability-related matters.

Governance

Board of Directors

Jai Shroff

Mr. Jai Shroff is the Chairman & Group CEO of UPL. He is a well-recognised global leader in sustainable agricultural development and across agribusiness, with over 30 years' experience in India and internationally.

Under Mr. Jai Shroff's leadership, UPL is one of the fastest growing agri-input companies in the world with a strong presence in the Seeds, Plant Nutrition, Crop Protection and Post-Harvest Food Preservation value chains, with annual revenues exceeding US$ 6 billion. UPL holds over 14000 product registrations and more than 1800 patents globally, illustrating the extent of the company's focus on innovation across a diverse product portfolio.

Mr. Shroff has driven the transformation of UPL from a largely domestic player to a truly global multinational. Today, UPL has a global workforce comprising of more than 25 different nationalities. It operates 43 manufacturing plants in India, Asia, Europe, Latin and North America and serve the farming community across the globe.

Mr. Shroff's vision for UPL is to endeavour to continually provide smart, affordable and profitable solutions to the global farming community with a strong focus on Innovation, Research and Excellence by "Reimagining Sustainability" for farms, farmers and food systems worldwide. Mr. Shroff believes in the power of collaboration and inter-sectoral partnerships. He is actively involved in the global development agenda, including the World Economic Forum's Grow Africa and Grow Asia initiatives, IFPRI's Sustainable Agriculture and Global Food Security Initiative, WBCSD, Chicago Council, IGD and ICAR.

Vikram Shroff

An accomplished business leader and a visionary entrepreneur, Mr. Vikram Shroff has the foresight to lead the crop protection solutions industry at operational and strategic levels.

Mr. Vikram Shroff is a part of leadership team of UPL and has been passionately driving continuous organisational improvement and crisis management with his dynamic leadership, sound strategic insights and people management skills.

Mr. Vikram Shroff has a rich and varied experience particularly in operations, sustainability, human resources, governance and problem solving. Over the last 26 years, he has held ever increasing responsibilities in India as well as with various other UPL affiliates across the world. He is instrumental in execution of several projects of the group and is working effectively with regulators around the world in complex, political and challenging situations for providing solutions for sustainable farming. He is committed to organisational excellence and is an energetic leader who brings out the best in his people.

A philanthropist to the core, Mr. Vikram Shroff is very enthusiastic about the social development projects and the educational endeavours of UPL Group that benefit more than 5,600 students annually. Mr. Vikram Shroff is the recipient of The Global Gift Philanthropist Award, Dubai in December 2018. His keenness to give back to the society and desire to improve the lives of individuals, is the inspiration to UPL Group's CSR.

Hardeep Singh

Mr. Hardeep Singh started his career with the Tata Group and rose to be Director - Agrochemicals, Rallis India Limited. During his stewardship, Rallis Agrochemicals became the largest Agrochemicals business in India with unique assets and capabilities.

He was Executive Chairman of Cargill South Asia for over a decade until 2006, responsible for all Cargill companies and businesses in South Asia including India and Pakistan. Under his leadership Cargill built substantial assets and customer access in South Asia with a high performing team.

He has also served as Chairman of Amalgamated Plantations (Tata Enterprise), and as Non-Executive Chairman of HSBC InvestDirect India Limited.

He has chaired Confederation of Indian Industry (CII) national task force on food security and is a past member of National Council of CII and the National Committee for Agriculture of FICCI; Been an invited speaker on food and agriculture at Global Forums, including the World Bank, US Department of Agriculture Global Conference, International Food Policy Research Institute (IFPRI) in Washington DC, Imperial College UK and IIM Ahmedabad.

He is an alumnus of Kellogg School of Management, Advanced Management Programme.

Vasant Gandhi

Dr. Vasant P. Gandhi is Ph.D. from Stanford University, MBA (PGDM) from IIM Ahmedabad (IIMA), and B.Sc. in Agriculture from Pantnagar, being a Gold Medalist at both IIMA and Pantnagar. He teaches agribusiness and marketing at IIMA, and was NABARD Chair Professor, and Chairman-Centre for Management in Agriculture (CMA) at IIMA, as well as on the Board of Governors of IIMA. He was founder Chairman of IIMA's Post Graduate Programme in Food and Agri-Business Management, which is now ranked no.1 in the world. He has worked with the World Bank in Washington and also International Food Policy Research Institute (IFPRI) in Washington. He has been Visiting Professor/ Adjunct Professor at various universities including University of Sydney, James Cook University, and University of South Australia. He has produced a large number of books and nearly 200 research papers on topics ranging from food & agriculture policies, economics, finance, technology adoption, water resource management, marketing and agribusiness. A well-known management expert and economist, he was recently awarded the Lifetime Achievement Award by his alma mater university and was elected President of the prestigious Indian Society of Agricultural Economics for its 2020 conference. Besides this, he has been advisor/consultant to various governments and organisations, including the Prime Minister's Task Force on Irrigation, and on the Board of Directors of various companies.

Governance

Naina Lal Kidwai

Ms. Naina Lal Kidwai brings in rich experience in the areas of banking and finance. She makes regular appearances on listings by Fortune and others of international women in business. A recipient of many awards and honours, she was awarded the Padma Shri by the Government of India for her contribution to Trade and Industry.

Ms. Kidwai is presently Chairperson of Rothschild & Co. Indía and Senior advisor Advent Private Equity, a Non-Executive Director on the Boards of Holcim, Biocon and Gland Pharma; and Past President of the Federation of Indian Chambers of Commerce and Industry (FICCI). She retired in December 2015 as an Executive Director from the Board of HSBC Asia Pacific and Chairman of HSBC India, and in April 2018 as Non-Executive Director on the global board of Nestle.

She has published several articles in mainline dailies and has authored 3 books, “Survive Or Sink - An Action Agenda for Sanitation, Water, Pollution and Green Finance”, “Contemporary Banking in India” and “30 Women in Power: Their Voices, Their Stories.”

Her interests in water, sanitation and the environment and empowerment of women are reflected in her present engagements as a member of the Advisory Board Wildlife Conservation Trust, Chair of FICCI’s Sustainability Council, Founder and Chair of FICCI’s Water Mission and Chair of the India Sanitation Coalition.

She chairs the Primary Capital Markets Advisory Committee at SEBI and has chaired the Financial Services Working Group of the BRICs Business Council. She is a member of the Indo-Asean Business Council, the Army Group Insurance Fund’s investment advisory Committee, UK, Harvard Business School’s South Asia Advisory Board, the Mission Board of EQT ’s Future Fund, Standard Chartered Bank’s International Advisory Council and Trustee of Asia House in the UK.

Ms. Naina Lal Kidwai holds a Bachelor of Arts Degree in Economics from Lady Shriram College, Delhi University and Master’s in Business Administration from Harvard Graduate School of Business Administration, USA.

Suresh Kumar

Mr. Suresh Kumar served as the Chief Principal Secretary to the Chief Minister of Punjab from 2017 to 2021. He joined the Punjab cadre of the Indian Administrative Service, Government of India, in 1983. Throughout his career, he has held positions at various levels in both the Federal and Provincial Governments, where he focused on implementing and managing reforms, business process re-engineering, and pro-poor development policies and programs. With over 30 years of core experience in public policy, planning, public administration, governance, and program implementation, Mr. Kumar has contributed significantly to the State of Punjab and the Government of India.

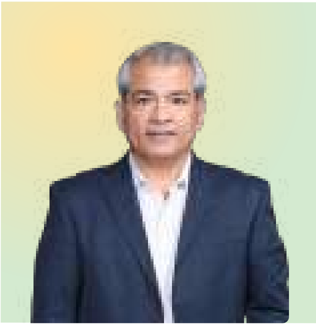
Mr. Kumar possesses expertise in governance and regulatory issues related to Power, Water Resources, Agriculture, Environment, Water Supply, and Sanitation. Notably, he played a pivotal role in the formulation and implementation of the Punjab State Policy on Rural Drinking Water Supply and Sanitation in 2014. Additionally, he successfully formulated, negotiated, and implemented World Bank-aided projects focused on Drinking Water supplies and Sanitation.

Mr. Kumar holds a Master's degree in Social Policy and Planning from the London School of Economics and a Postgraduate degree in Commerce from Delhi University, Delhi. He has an extensive background in the field of education as well. He served as a Consultant and National Program Manager of the Joint UN Program for the promotion of primary education in India, and was a member convener of the Inter UN Agency Working Group on Primary Education and Gender issues in India. Furthermore, he was also the Translation and Implementation Adviser for the TIGR2ESS Project of the University of Cambridge, and is currently a Continuing Policy Fellow with the Centre for Science and Policy (CsaP) at the University of Cambridge.

Carlos Pellicer

A Post-graduate in Crop Protection from Federal University of Viçosa, Mr. Carlos Pellicer holds B.S. in Agricultural Engineering from UNESP. He has done MKT Specialisation from Fundação Getúlio Vargas and Senior MKT Executive Program from Citicorp Center – Chicago, USA. He has also done Senior Executive Program from Columbia University, USA and is currently a part of the OPM Programme by Harvard Business School. He has held different leadership positions in several companies like Stauffer, Dupont, Citibank, American Cyanamid, FMC and Monsanto and served as a guest professor for MKT Strategic at FGV for 10 years. In the year 1999, he kicked off his career as an entrepreneur, building up an innovative business concept branded as DVA Agro Brazil which was later acquired by UPL.

Mr. Carlos Pellicer served in the role of Global Chief Operating Officer of UPL until April 1, 2022. He was driving UPL group’s growth strategy and Operation, leading multiple projects under OpenAg® to reimaging sustainability, including UPL’s post-harvest business, carbon and digital projects, as a member of the Group Executive Committee to enhance farmer resilience. He became part of UPL as the CEO for its business in Brazil in the year 2011, through the acquisition of DVA in Brazil. In 2017, he moved to the role of COO – Global Strategy, Innovation and New Product Development and focused on defining the long-term strategy roadmap for the Crop protection business along with managing the business responsibilities for Decco and Sinagro. With the acquisition of Arysta, he become Global Integration leader and transformed UPL in a Purpose Led company. In his past role as Global COO – Strategy, Innovation & Integration, he worked closely with marketing, R&D and strategic alliances to drive strategic growth initiatives for UPL. He also led Decco, Sinagro Brasil, the creation of OriGeo in partnership with Bunge, the creation and launch globally Natural Plant Protection (NPP).



Raj Tiwari

Mr. Raj Tiwari has been with UPL since 2011 and is responsible for defining and delivering Operational Excellence, Supply Chain, business strategy and also providing overall leadership to UPL’s Global Operations. He started in the role of Global leader for Manufacturing Projects & Lead for Indirect Procurement. He has been a part of the Global Supply Chain & Manufacturing leadership team at UPL. He has been known for successfully leading change management, manufacturing transformation & large turnkey projects that enabled UPL for meeting its growth objectives. He managed the role of Head - Technical Manufacturing for India for a year before he took on the role of Chief Supply Chain Officer in 2017. Currently he is the CEO of UPL Speciality Chemicals Limited.

Mr. Raj Tiwari has long experience in varied roles of operations, projects, strategic planning and general management. He has done his Electrical Engineering from NIT Allahabad and is an alumnus of IIM Calcutta and Harvard Business School.

Governance

Leadership team

UPL Leadership consists of Mr. Jai Shroff, Mr. Vikram Shroff and Mr. Raj Tiwari whose profile has been given at previous pages and also includes the following individuals:

Rajendra Darak

Vice Chairman, UPL Group

Mr. Rajendra Darak has been with UPL since the year 1997 and is currently working as the Vice-Chairman, UPL Group. He has been instrumental in proving leadership and guidance to multiple functions within UPL from mergers and acquisitions to strategic developments into new businesses, corporate finance, resources mobilisation, both on-shore and offshore. He is part of the corporate leadership team which looks after all the Group's growth initiatives.

Mike Frank

CEO, UPL Corporation

Mr. Mike Frank is the CEO of UPL Corporation Ltd., which is UPL's Global Crop Protection business. He joined UPL in January 2022 as President and Chief Operating Officer. He brings a depth of industry knowledge and expertise from the global agricultural industry in a variety of strategic and leadership roles.

Mr. Mike Frank began his career at Monsanto where he spent 25 years in sales, marketing, business strategy, and general manager roles, and between 2014 and 2017 he served as Senior Vice President and Chief Commercial Officer, leading Monsanto's global commercial operations. In 2017, Mr. Mike Frank moved to Nutrien, the world's largest agriculture retail organization, where he served as Executive Vice President and CEO of Nutrien Ag Solutions until 2021.

Mr. Mike Frank is a passionate agriculture advocate and is focused on developing solutions to strengthen global food security whilst driving environmental and economic sustainability for farming communities and the industry at large.

Anand Vora

CFO, UPL Limited

Mr. Anand Vora is the Chief Financial Officer of UPL Limited. He has worked in senior finance roles within India and internationally with Indian and foreign multi-national companies. He brings with him varied experience in managing finances of large global corporates. Mr. Anand Vora has contributed to UPL's sustainability and green initiatives by way of raising sustainable finances. He is focused on integrating the financial and non-financial parameters of the organisation to enable high return on investments.

Farokh N. Hilloo

Chief Commercial Officer, UPL Corporation

Mr. Farokh Hilloo joined UPL in the year 1991 and has held several key leadership positions for UPL. His last assignment was Vice President - International Business and was in charge of Rest of the World which at that time accounted for 17% of the total global business.

In 2010, he took up the role of Global Sales Director and was responsible for sales and profitability of the entire business. He also played an active role in marketing, regulatory affairs, new product development and strategic sourcing.

He is currently the Chief Commercial Officer, UPL Corporation.

Sanjay Singh

CHRO, UPL Corporation

Mr. Sanjay Singh joined UPL as the Global Chief Human Resources Officer in September 2018. After serving in the Civil Services of India for ten years, he went to Nanyang Business School, Singapore for his full-time MBA. Post his MBA, he forayed into the private sector starting with Dr. Reddy's where he handled multiple global assignments in Russia and Europe. During this period, he had the opportunity to handle multiple acquisitions in Europe and Americas. He then moved to Tata Motors as Vice-President, Human Resources for the commercial vehicle division, including all its international operations. Before joining UPL, he was the Executive Vice-President & Global Head - Human Resources of Crompton Greaves as a member of the Executive Committee. A person of varied interests, he has a special interest in organisational dimensions of strategy and leadership.

Awards and accolades

Best Industry Collaboration (IHS Markit)
Crop protection or plant biotechnology

Corporate Social Responsibility Award (FICCI)
Being a Socially Responsible Company

Business Commitment Award (CANACINTRA Expo)
UPL Mexico for researching and innovating products in the field of sustainable agriculture

Kaena Women with Value Award (State Government of Mexico)
UPL Mexico for being recognised for good labour practices with a gender perspective

LIFETIME ACHIEVEMENT AWARD (Minister of State for Chemicals & Fertilizers and New & Renewable Energy)
Mr. R.D Shroff, Chairman Emeritus of UPL Ltd.

Greentech Environment Awards (Greentech Foundation)
UPL, Unit 8 for Outstanding Achievements in Environment Protection

CII Industrial IP Award (Confederation of Indian Industry)
Best Patent Portfolio in Life Science and Agriculture, Large Enterprises

CII Industrial IP Award (Confederation of Indian Industry)
Best Trademark in Life Science and Agriculture, Large Enterprises

Gold Award (International Convention on Quality Control Circles)
UPL Ltd., Unit 1,2 & 3 for having ZDDP capacity enhancement by debottlenecking filtration section

Empowerment of Women Award (Global CSR)
Introducing and executing a CSR initiative on Women Empowerment program

Sustainable Agriculture Awards (FICCI)
Project Shashwaat Mithaas (Zeba in Sugarcane)

National Energy Conservation Award by Bureau of Energy Efficiency (Ministry of Power, Government of India)
UPL Ltd., Unit 2 for special efforts to reduce energy consumption while maintaining its production

KPMG India ESG Excellence Awards (KPMG)
Environment Initiatives in Energy, Natural Resources and Chemicals

Good Practices Award (Brazil Ministry of Agriculture, Livestock and Supply)
UPL Brazil for promoting ethical conduct in the market

ICC Social Impact Awards (ICC Social Impact)
Sarus Crane and Sanitation Projects

Corporate Environment Responsibility Awards (Southern Gujarat Chambers of Commerce & Industries)
Achievements & Holistic Growth of Trade & Industry

Sustainable Organization Award (The Economic Times)
Adopting Valuable Sustainable Initiatives

#1
Globally in Agro-Chemical Sector by Sustainalytics for overall sustainability performance

Second Consecutive Feature
S&P Global Sustainability Yearbook, 2022

Corporate Information

CHAIRMAN EMERITUS
Mr. Rajnikant D. Shroff

BOARD OF DIRECTORS

Mr. Jai Shroff
Chairman and Group CEO, UPL Group

Mr. Vikram Shroff
Vice-Chairman and Co-CEO, UPL Group

Mr. Hardeep Singh
Lead Independent Director

Dr. Vasant Gandhi
Independent Director

Ms. Naina Lal Kidwai
Independent Director

Mr. Suresh Kumar
Independent Director

Mr. Carlos Pellicer
Non-Independent, Non-Executive Director

Mr. Raj Tiwari
Whole-time Director

CHIEF FINANCIAL OFFICER
Mr. Anand Vora

COMPANY SECRETARY AND COMPLIANCE OFFICER
Mr. Sandeep Deshmukh

STATUTORY AUDITOR
B S R & Co. LLP

CORPORATE IDENTITY NUMBER
L24219GJ1985PLC025132

CORPORATE OFFICE
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Tel: 91 22 7152 8000

REGISTERED OFFICE
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Tel.: 91 260 2432716

BANKERS
Bank of Baroda
State Bank of India
Canara Bank
IDBI Bank
Axis Bank
Union Bank of India
ICICI Bank
Kotak Mahindra Bank

SHARES DEPARTMENT
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Madhu Park, Khar (West), Mumbai – 400 052
Tel: 91 22 6856 8000
Email id: upl.investors@upl-ltd.com

REGISTRAR AND SHARE TRANSFER AGENT
Link Intime India Pvt. Ltd.
Unit: UPL Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel: 91 22 4918 6270
Email id: rnt.helpdesk@linkintime.co.in

39th Annual General Meeting (AGM) of UPL Limited scheduled on Friday, August 18, 2023, at 03:00 pm (IST) through Video Conferencing / Other Audio-Visual Means. The businesses to be transacted at the AGM is detailed in the Notice to the AGM.

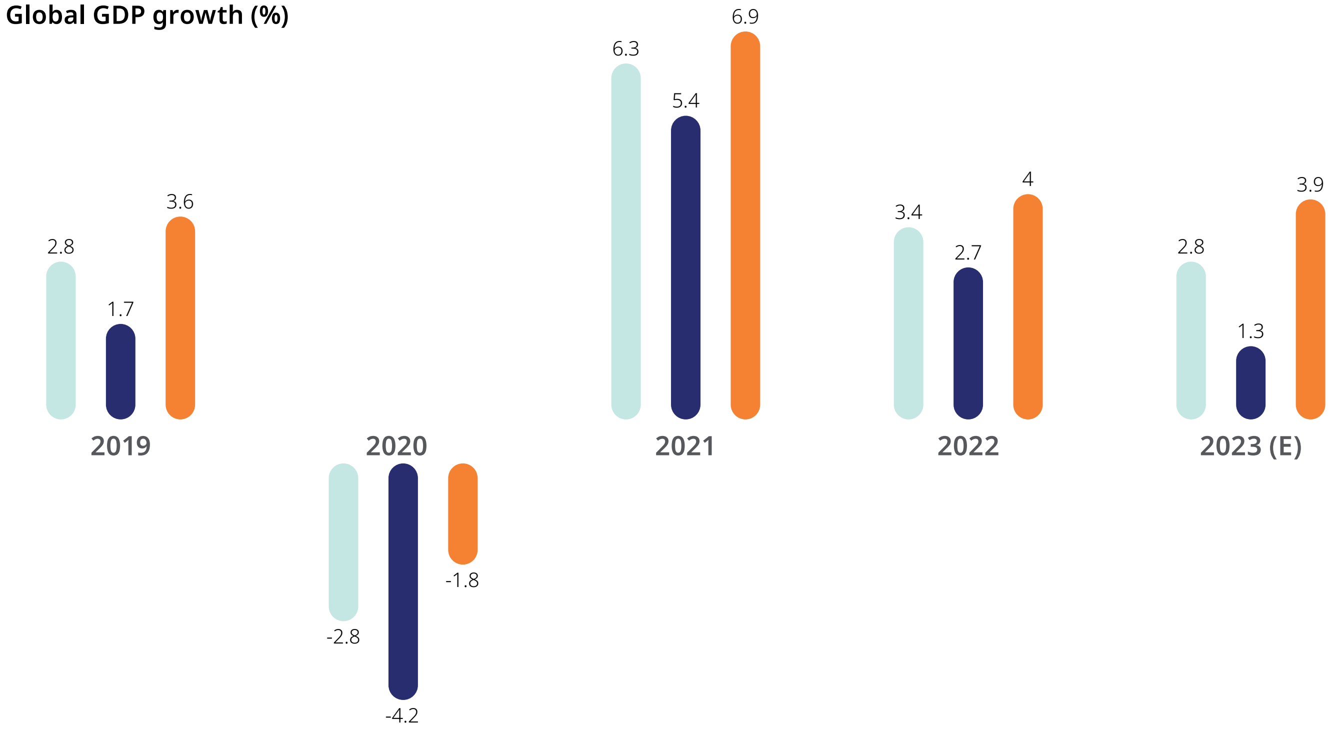
Management Discussion and Analysis

Global economy[i]

In 2022, the global economic landscape faced a range of challenges that impacted its growth trajectory. These challenges included geopolitical tensions, disruptions in supply chains, inflationary pressures and tightening monetary policies.

Furthermore, China experienced setback in its growth due to a surge in COVID-19 cases following the relaxation of its restrictions. The International Monetary Fund (IMF) reported that the global GDP grew by 3.4% in 2022, against 6.3% reported in 2021. Led by supply chain disruptions, Russia-Ukraine conflict and high energy prices, inflation remained stubbornly high across the globe. As a result, Central Banks across the globe increased policy rates to tame inflation. These factors underscored the need for careful navigation and adaptation in the face of uncertainty.

Global GDP growth (%)



(Source: IMF Datamapper) World GDP · Advanced Economies GDP · Emerging Market and Developing Economies · (E) - Expected

Inflation persisted throughout 2022

Global inflation remained multi-decade high during 2022. According to the IMF, inflation for 2022 was 8.7%. In the US, inflation reached a four-decade high while Germany reported double-digit inflation for the first time since 1951. The key drivers of inflation were soaring fuel and food prices across the globe. Consumer goods prices were already increasing at the beginning of 2022 owing to the lingering impact of COVID-19 on supply chains.

Further, Russia's invasion of Ukraine disrupted the global scenario. Sanctions on Russia pushed global oil prices. Food prices are pushed up by fertiliser and transportation costs as well as Russia's blockades of grain exports from Ukraine, a major wheat producer.

Global inflation rate (%)

	2019	2020	2021	2022	2023(E)
World	3.5	3.2	4.7	8.7	7
Advanced Economies	1.4	0.7	3.1	7.3	4.7
Emerging Market and Developing Economies	5.1	5.2	5.9	9.8	8.6

Source: IMF

FAO – Food Price Index[ii]

The global rise in food prices can be attributed to ongoing supply chain disruptions and the effects of climate change. However, there are promising signs that this trend may slow down in the future. Geopolitical collaborations, the implementation of climate change mitigation measures and shifts in agricultural policies are expected to contribute to a more stable and sustainable food pricing environment. These efforts aim to address the underlying factors driving price increases and ensuring a more resilient and affordable global food supply.

FAO food price index

Outlook

During 2023, the emerging and developing economies are expected to outpace advanced economies in terms of growth. However, global trade volume is predicted to decline by 2.7% in 2023, mainly due to increasing trade barriers and the appreciation of the US dollar. Despite these challenges, the IMF forecasts a 2.8% expansion in the world economy for 2023. It's important to note that geopolitical issues, such as US-China trade tensions and the Russia-Ukraine conflict could hinder the growth of inter-country trade, which is a crucial driver of global economic growth. As we navigate these complexities, finding solutions to reduce trade barriers and resolve geopolitical tensions will be vital for sustaining and fostering global economic development.

Indian economy[iii]

Despite the external setbacks, the Indian economy remained largely resilient and reported a growth of 7.2% in FY23, largely driven by buoyant domestic demand, favourable government policies and continued push by the Government to drive the country's infrastructure sector. The agricultural GVA grew 3.3% as compared to 3.5% in the previous year. The financial, real estate and professional services sectors witnessed GVA growth of 7.1% during the year as against 4.7% in FY22. The GVA of the trade, hotels, transport, and communication sectors, as well as services related to broadcasting grew 14%, marginally better versus the previous year. However, inflation remained a cause of concern and the Reserve Bank of India revised the key policy rates northwards in a bid to contain it.

The RBI has projected a GDP growth of 6.5% and an inflation rate of 5.1% for FY24, indicating a favourable economic outlook. The government's focus on improving public digital infrastructure will generate ample prospects for individuals and businesses, stimulating economic resilience and fostering comprehensive development throughout the country. This emphasis on digitalisation is expected to enhance efficiency, accessibility, connectivity, driving economic growth and empowering various sectors of the economy.

India's economy has undergone a significant transformation, leading to positive outcomes for businesses through formalization and increased transparency. This sets the stage for a strong growth trajectory in the future. India's potential as a manufacturing hub has gained traction, with companies and countries looking to diversify their manufacturing sources. The Government's initiatives like 'Aatmanirbhar Bharat' and 'Make in India' is expected to bolster the manufacturing sector.

India's GDP Growth (%)

(Source: RBI)

Product prices, favourable weather drive significant growth in crop protection market in 2022

The global market for crop protection products, including both synthetic and biological solutions experienced significant growth of approximately 10% in 2022, reaching a value of around $79 billion. The primary driving force behind this growth was the increase in product prices.

Additionally, favourable weather conditions in key markets played a role in supporting growth. However, currency headwinds had a limiting impact on the market, as several major currencies weakened against the USD throughout the year.[iv]

Crop protection market 2016-2022**

	2016	2017	2018	2019	2020	2021	2022
World Crop Protection Market (US$ million)	61,628	63,489	67,251	66,702	68,407	71,604	78,715
- Of which biocontrol products	2,317	2,420	2,585	2,788	3,040	3,344	3,562
Nominal change on previous year (%)	-6.0	+3.0	+5.9	-0.8	+2.6	+4.7	+9.9

**On basis of S&P Global's restated historic data, including Biocontrol products, PGRs, fumigants and pheromones

Crop-wise growth of agrochemical market

	Growth
Soybeans	18.0%
Cotton	16.7%
Cereals	13.9%
Corn	13.8%
Rice	3.8%
Fruits and vegetables	2.9%

(Source: S&P Global)

Total sales of crop protection products, including those used in non-crop situations are estimated to have increased by ~9% during the year to $88 billion. Analysis of historic performance suggests that non-crop growth largely follows trends in GDP.[iv]

Product sector performance in 2022

In 2022, the global crop protection market experienced robust growth driven by factors such as elevated agri-commodity prices and price adjustments to counter cost inflation from a substantial increase in active ingredient prices. The Americas, especially the US and Brazil, witnessed a substantial growth of 14-17%, benefitting from high prices of agrochemicals like glyphosate and glufosinate, along with a strong agriculture economy.

China's crop protection trade in 2022 saw a notable increase in both prices and volumes, contributing to its overall value. A further surge in prices in 2022, estimated at around 40-45%, was driven by factors such as the suspension of factory production in northern China for the Winter Olympics and the government's carbon neutrality initiatives, which limited the availability of raw materials. China also gained a substantial share in key importing countries on a year-on-year basis, highlighting its growing influence in the global crop protection market.[iv]

Category-wise growth in global markets (US$ Terms)

	Share of global market	YoY growth rate
Herbicide	46%	~14%
Insecticide	26%	~6-7%
Fungicide	25%	~7-8%
Others (Includes PGRs, fumigants and pheromones)	3%	~2-3%

(Source: S&P Global)

Herbicide Market

The herbicide segment emerged as the largest and fastest-growing segment in the global crop protection market, outpacing the growth rates of insecticides and fungicides. This significant growth was primarily driven by better pricing. The sales of herbicides were particularly boosted by the high prices of key non-selective herbicides like Glyphosate and Glufosinate.

Insecticide market

The demand for insecticides was primarily fuelled by the presence of insect pressure and an expansion of crop area in Brazil. Chlorantraniliprole, a leading insecticide active ingredient based on diamide chemistry, has recently gone off-patent in some geographies. This development is expected to drive growth in volume terms for Chlorantraniliprole in the future. The effectiveness of this active ingredient in controlling insects is increasingly contributing to its popularity in the market.

Fungicide market

The sales of fungicides in key markets such as the US and Europe were negatively affected by adverse weather conditions. However, the fungicides market experienced relatively robust demand in Asian markets, leading to high-single-digit growth for the year. Despite challenges in certain regions, the overall performance of the fungicides market remained positive.

Geographic performance across key markets in 2022[iv]

North America

~17%

Market Share

~14-15%

Growth rate (in US$ terms)

The crop protection market in North America had a positive performance in 2022. In the United States, the soybean sector benefited from favourable area and yield prospects, while the corn market was supported by higher product prices. However, the US cotton market experienced a decline of approximately 8% due to a reduction in harvested area. On the other hand, Canada's crop protection market showed optimism, with an expansion in the wheat-harvested area driven by favourable prices and strong global demand. Additionally, improved weather conditions contributed to increased yields in wheat and a growing canola market in Canada.

Latin America

~28%

Market Share

~16-17%

Growth rate (in US$ terms)

The crop protection market in Latin America saw a strong recovery in the past year. Brazil, being the largest market benefitted from improved weather conditions, leading to substantial increases in corn yields. The soybean market in Brazil showed good growth, driven by expanded areas, high product pricing and an upsurge in export demand. In Argentina, the market experienced growth fuelled by robust corn areas and favourable product pricing.

Europe

~20%

Market Share

~6.5%

Growth rate (in US$ terms)

Despite a declining trend in recent years, the European agrochemical market experienced growth of ~6.5% in 2022. This growth was primarily attributed to favourable weather conditions that supported the growth of winter crops. Additionally, economic sanctions against Russia led to increased agricultural production in Europe to ensure food security, driving the demand for agrochemicals. However, the severe drought experienced in several areas adversely affected summer crops, particularly maize. The market performance was further impacted by the Euro's weakness against the US Dollar. Furthermore, the Ukrainian crop protection market faced a significant decline of nearly one-third due to the impact of the Russia-Ukraine conflict.

Asia Pacific

~32%

Market Share

~5%

Growth rate (in US$ terms)

The Asia-Pacific crop protection market witnessed a growth of 5% in 2022, primarily attributed to high active ingredient prices in China and India. Unfavourable weather conditions limited volume growth in these regions. Additionally, the market benefitted from the recovery in key markets such as Australia, Thailand, Indonesia and Malaysia. However, the overall growth was offset to some extent by the depreciation of major Asian currencies against the USD and the weak performance in Japan, where the demand for crop protections remained limited.

Middle East & Africa

~3%

Market Share

~6%

Growth rate (in US$ terms)

The Middle East and Africa market experienced an estimated growth of around 6% in 2022. The performance of the market in recent years has been significantly influenced by weather conditions, particularly in South Africa, where persistent drought has limited the demand for crop protection products. Although the acreages of key crops were positive for the 2021-22 season in the country, low yields were observed due to the prevailing dry conditions.

2023 Global market outlook - outlook muted Following consecutive record growth years as prices normalise amid high channel Inventory headwind

After two years of record growth, the Global Agrochemical Industry is expected to see a subdued performance in 2023. This is primarily due to the normalisation of Agri-commodity prices, which limits the market's capacity to absorb further increases in crop protection prices. Additionally, prices of Active Ingredients (AI) are stabilising as channels are stocked, supply improves post-pandemic restrictions, particularly from China and pre-stocking requirements with supply chains return to normal. The global crop protection market is expected to decline by 5.2% at grower level in the 2023 harvest year. Of this total, prices are expected to decline by 9.5% whereas volumes are expected to increase by 3.6%. Active ingredient prices are expected to be high in 2023 but less than the record highs experienced in 2021 and 2022. Global acreages are expected to grow in all major crops including corn, soybeans, rice, wheat and cotton in 2023 over 2022 boosting volumes. Global currency rates against the USD are expected to positively impact the market as major currencies including the Brazilian real, Euro and Japanese Yen are expected to appreciate in 2023.

Large distributors are taking a cautious approach towards post-patent products, particularly non-selective herbicides like glyphosate, resulting in a "wait-and-watch" strategy. However, there is positive underlying demand from growers for the next crop cycle, driven by tight crop inventories. The performance of major listed Chinese companies indicates a volume push at or below manufacturing cost, suggesting a bottoming out of prices in the future. Destocking is expected to continue for most of 2023. Specialty molecules have shown steady performance and prices, providing support to the overall industry performance in the first quarter of 2023.

The potential for recovery from adverse weather conditions in the USA and Europe are expected to drive growth in the agrochemical industry in 2023. The anticipated breakout of the El Niño event is likely to alleviate the dry conditions in southern South America. However, reduced rainfall is expected in southern Asia and the Pacific region. Although fertiliser and energy costs remain high, there is an expectation for them to decline in 2023 compared to the peak levels experienced in 2022.[v]

Long term growth drivers for Global Agrochemical Market over the next few years:[v]

- Removal of several older products, with high-priced alternatives.
- Increasing issue of B.T resistance
- Increasing requirement for new technologies, including novel modes of action, to combat resistance issues for fungicides and herbicides markets
- Increasing product use intensity in less developed markets, driving volumes
- Regulatory restrictions in certain markets driving technology uplift and subsequently boosting overall value
- Increased seed treatment adoption benefitting insecticides and fungicides
- Increasing penetration of new herbicide tolerance technologies (primarily 2, 4-D and dicamba) leading to a shift in weed control strategies
- Increasing focus on high-value fruit and vegetable crops for export markets

Potential Challenges[v]

- Increased adoption of insect-resistant soybean, leading to lower insecticide use
- Uptake of GM maize in China, with penetration of glyphosate tolerance traits expected to lead to a shift in weed control strategies away from generally higher cost selective herbicides
- Accelerating the shift to 'natural' products, impacting conventional chemistry
- In specific regions, the changing climate patterns may bring about a reduction in pest pressure. As dry conditions become increasingly prevalent and persistent, it could limit the prevalence of diseases. Nonetheless, this shift also opens-up possibilities for the emergence of novel technologies that can capitalise on the changing environmental conditions.

El Niño to return In 2023 following a three-year La Niña phase – largely positive For global crop acres; negative For few regions[v,vi]

The National Weather Service (NWS) predicts an ~80% probability of transitioning to an El Niño phase by the third quarter of 2023, marking the end of the prolonged La Niña period. El Niño events are characterised by a rise in global temperatures of approximately 1.95°C and a significant increase in atmospheric rivers impacting the US West Coast. During El Niño, certain regions experience increased rainfall, including parts of southern South America, the Southern United States, the Horn of Africa and Central Asia. However, it can also lead to severe droughts in Australia, Indonesia and parts of southern Asia.

El Niño typically has a mixed impact on crop yields worldwide. Approximately 33% of global crop acres experience improved yields, while around 20%-25% of acres see a decline. Soybean yields, on average, benefit by 2%-5% globally, with Argentina experiencing a larger increase of 7%-14%. However, corn, rice and wheat yields are usually reduced by 1%-4%, and crops like palm oil, coffee and cocoa face more significant challenges during El Niño periods.

The negative impact of El Niño on India's weather is expected to be less significant in 2023 due to the positive phase of the Indian Ocean Dipole (IOD), which will reduce its intensity and provide support for the monsoon.

Regional outlook

North America

Crop production in the USA is expected to experience significant growth, particularly in corn and cotton, driven by expanded acreages. Soybean production is also projected to increase due to improved yields. Similarly, in Canada, higher production is anticipated for cereals and canola. However, the value of the crop protection market may be impacted by lower prices for active ingredients compared to 2022.[iv]

Central & South America

The crop protection market is projected to either remain stable or experience modest growth. Brazil is expected to be a key growth market, with expanded areas for corn and soybeans leading to increased production in 2023. Additionally, corn exports are forecasted to rise as China looks to Brazil as an alternative source due to supply disruptions in Ukraine and Argentina.[iv]

Despite the expected growth in Brazil's crop protection market, the overall performance may be dampened by weaknesses in Argentina (lower yields) and other markets with lower prices for corn and soybeans. However, it is important to highlight that the increasing demand for the export of fruits and vegetables has contributed to a rise in the value of crop protection use in these markets.[v]

Asia-Pacific

The crop protection market in 2023 is expected to be driven by favourable weather conditions in several countries, leading to increased production of key crops such as rice in China, canola and wheat in Australia, and cotton in India. However, the market may be impacted by high channel inventories, particularly in India, as well as softness in agrochemical prices and weakness in key currencies, resulting in a nominal USD impact. The Asia-Pacific region is experiencing rapid growth, fuelled by the focus on boosting production to maintain an exportable surplus and ensure quality for export markets.[v]

Europe

EU requirements for reduced crop protection volumes may limit the value development in Europe, but emerging markets in Eastern Europe are expected to drive demand. Favourable autumn conditions have benefitted winter crop sowing in the northern and western regions of the continent.[v]

Cereal exports are expected to rise, driven by the resumption of Ukraine's Black Sea exports and the larger wheat crop, as well as the price competitiveness of wheat from the EU and the UK. Dry conditions remain a concern in France, while Ukraine is also severely impacted by the destruction of the Kakhovka Dam.[v]

India crop protection market

Agriculture sector resilient in 2022-23 with growing production and exports

The agriculture sector which was crucial for post-pandemic economic recovery and food security, experienced a positive trajectory in FY 2023. Favourable rainfall, government support and global demand contributed to its growth for four consecutive years. Farm incomes improved, driven by higher crop prices. In 2022-23, agriculture and allied activities demonstrated resilience, with gross value added (GVA) increasing by 3.3%.[iii] Total foodgrains production reached an estimated 330.53 million tonnes, a 4.7% year-on-year increase, largely attributed to the growth of rabi crops, which saw a 9.5% year-on-year expansion.

Domestic crop production – strong run of bumper foodgrain and oilseed production especially over the last 4 years

Particulars	India's Growing Agriculture Production (In million tonnes)			
	Food Grain Production		Oilseed Production	
	Kharif	Rabi	Kharif	Rabi
FY 2006	109.87	98.73	16.77	11.21
FY 2007	110.58	106.71	14.01	10.28
FY 2008	120.96	109.82	20.71	9.04
FY 2009	118.14	116.33	17.81	9.91
FY 2010	103.95	114.15	15.73	9.15
FY 2011	120.85	123.64	21.92	10.56
FY 2012	131.27	128.01	20.69	9.11
FY 2013	128.07	129.05	20.79	10.15
FY 2014	128.69	136.35	22.62	10.13
FY 2015	128.07	123.96	19.22	8.29
FY 2016	125.09	126.45	16.70	8.55
FY 2017	138.33	136.78	21.53	9.75
FY 2018	140.47	144.55	21.01	10.45
FY 2019	141.52	143.7	20.68	10.85
FY 2020	143.81	153.69	22.25	10.97
FY 2021	150.58	160.17	23.72	12.22
FY 2022	155.36	160.25	23.97	13.99
FY 2023E	155.12	175.42	25.94	15.06

Source: Third Advance Estimates of crop production for 2022-23, Ministry of Agriculture

Government initiatives to strengthen agricultural sector

The Indian Government is actively focused on the development of the agricultural sector by implementing various measures. These efforts aim to increase productivity and bolster agricultural production. Research institutions and stakeholders are working collaboratively to develop high-yielding crop varieties, innovative fertiliser and crop-specific machinery suitable for small fields. Additionally, initiatives are being undertaken to improve soil health, strengthen credit facilities, crop insurance and infrastructure. A notable initiative, the "Digital Agriculture Mission," has been launched to modernise the agricultural sector and leverage the benefits of digital technologies. These collective endeavours are aimed at driving growth and ensuring the sustainability of the agricultural industry.[viii]

Budget 2022-23 continues to support agriculture and its allied sectors through innovative and structural changes

The Union budget for this year prioritised various aspects of the agricultural sector. The Ministry of Agriculture & Farmers Welfare (MoA&FW) witnessed a 5% increase in allocation, focusing on infrastructure, technology, crop insurance, irrigation, and improving farmers' income. Additionally, the Department of Fertilizers (DoF) reduced fertiliser subsidies by 22% in response to changes in raw material prices. The Budget also emphasised the development of the agri startup ecosystem, agricultural research and education (with a focus on climate-smart technologies and inputs), and the creation of digital infrastructure. Support was extended to allied sectors like fisheries and the export of value-added food products through the Production-Linked Incentive (PLI) scheme for the food processing industry.

Key crops such as long-staple cotton, high-value horticultural crops and millets were given special attention. Furthermore, the budget addressed the need for sustainable micro-irrigation by aiding the Upper Bhadra Project in Karnataka. This initiative will benefit crops such as cotton, maize, ragi, and red gram by ensuring access to sustainable micro-irrigation facilities.

Other key budget announcements:

- National mission on natural farming has been introduced with ₹ 459 crore allocation
- Facilitate 1 crore farmers to adopt natural farming and set up of 10,000 bio-input resource centres
- A decentralised storage capacity set up to assist farmers in storing their produce
- Modernisation of agriculture through introduction of Agriculture Accelerator Fund and Digital Public Infrastructure for Agriculture, with a focus on affordable, innovative farming solutions
- Agricultural credit target raised by 8% to ₹ 20 trillion.
- Allocation under Department of Agricultural Research and Education (DARE) increased 10% to ₹ 9,504 crore to help develop newer technologies and adopt better farming practices
- Increased allocation for the PLI scheme in the food processing sector will boost export of value-added products, thereby fetching higher realisations for food processors
- Higher allocation to support oilseed production (₹ 1,500 crore budgeted for next fiscal) is expected to reduce import dependency to 36% from 52% in the next five years

Indian agrochemical industry

India holds a significant position as the fourth largest crop protection producer, commanding a 13-15% share in the global crop protection market. In fiscal year 2023, the crop protection market in India was estimated to be around Rs. 765 billion. The country's strong foothold in the global market contributed to significant growth in Indian agrochemical exports, driven by value-driven factors. The growth in agrochemical exports was primarily led by an increase in formulation prices and the appreciation of the dollar during FY23. India has been benefitting from the China+1 strategy adopted by global players and the expiration of patents for certain molecules, further boosting its position in the market.

The domestic crop protection industry experienced a year-on-year growth of approximately 9-10%. This growth was supported by an expected rise in per hectare expenditure, driven by an increase in crop protection prices and the expansion of acreages under key crops. Farmers' preference for high-end chemistries also contributed to this growth. The price rise of formulations, averaging around 7-8%, and the introduction of new products in the last two years played a significant role in driving the industry forward. However, volume growth was limited due to factors such as skipped sprays in cotton caused by erratic monsoons and lower infestation of pests like brown planthoppers in crops such as paddy. On the other hand, herbicide penetration continued to increase, driven by heavier weed infestation in dry conditions, as herbicides gained preference over manual labour. During the last quarter of FY23, the performance of Indian agrochemical players was impacted by high channel inventories and the influx of low-priced Chinese generics. These factors posed challenges for the industry and influenced its overall performance.[vii]

4th
Largest crop protection producer

13-15%
India Share in Global crop protection Market

765 billion
Estimated worth of India's crop protection market

FY23E market size

~₹310 billion
Domestic crop protection market

~₹455 billion
Crop protection exports

~60%
India's production exported
(Source: CRISIL)

FY23E Growth Rate

~9-10%
Domestic crop protection market

25%
Crop protection exports

(Source: CRISIL)

India agchem market outlook

The agrochemicals industry in India is expected to experience growth driven by various factors. Assuming a normal monsoon, the government's focus on improving farm incomes, strong export performance and stable domestic demand will contribute to the industry's expansion.[v] The market is anticipated to face challenges due to a significant influx of generics from China, potentially impacting domestic players' generic portfolios, particularly in the upcoming Kharif season. The pricing and competitive landscape will be closely monitored as these developments unfold.[ix]

In the fiscal year 2024, agrochemical players may encounter margin headwinds due to the liquidation of high-cost inventory and pressure on product pricing. This could put pressure on their profitability. While there are expectations of healthy growth in the insecticide segment, margins may remain volatile for domestic players.[x]

Long-term growth prospects[vii]

~11-12%

CAGR of Indian Crop protection industry from FY 2022 to FY 2025

~14-15%

CAGR of India's export from FY 2023 to 2025

Opportunities:

- Over the next three years upto FY 26, ~US $4.2 billion worth of technical are expected to go off-patent, increasing the export potential of India which has a strong presence in generics
- Government initiatives to provide credit facilities to farmers at low interest rates and other cash incentives
- Increase in commodity prices expected to improve the farmer's per hectare expenditure and pave way to the industry growth
- New product launches, younger active ingredients and new technologies to boost the industry
- Climate change has resulted in development of various new crop damaging pest like black thrips
- India's capability in low-cost manufacturing, a strong presence in generic crop protection segment, availability of technically trained manpower, seasonal domestic demand and unutilised capacity is expected to drive export growth in next 3 years at a CAGR of 14-15%.

Challenges:

- Unfavourable climatic conditions like erratic rainfall can disturb the spraying windows
- Increased supply of lower-priced agrochemicals from China
- Stringent government regulations on product development, registration, and application

i World Economic Outlook – April 2023
ii Food & Agriculture Organization
iii RBI
iv S&P Global
v AgBio
vi Jefferies Report
vii CRISIL
viii Kharif Policy
ix Chemicals Report by Centrum
x Nuvama Q4FY23 review

Financial review

FY 2023 was a challenging year with headwinds in the form of supply chain uncertainties and rising costs. However, our resilient portfolio allowed us to enhance the value of our offerings and better our operating profitability. The landscape shifted notably in the fourth quarter as concerns over supply chain reliability diminished, with distributors shifting their focus towards efficient inventory management.

The Company delivered a resilient performance and met the revenue and debt reduction guidance provided to the market at the beginning of the year, however fell short on EBITDA and ROCE.

Income Statement

Particulars	FY 2023 (₹ in crore)	FY 2022 (₹ in crore)	Growth Rate (in %)
Revenue	₹ 53,576	₹ 46,240	16%
Gross Margin	₹ 21,593	₹ 19,002	14%
EBITDA	₹ 11,178	₹ 10,165	10%
PAT [1]	₹ 4,427	₹ 4,627	-4%
Net Profit	₹ 3,570	₹ 3,626	-1%

[1] Profit before exceptional item and share of profit of associates & JV

Balance Sheet

Particulars	FY 2023 (₹ in crore)	FY 2022 (₹ in crore)	Trend
Net worth [1]	₹ 26,858	₹ 21,675	Increased
Net Debt	₹16,902	₹18,906	Decreased
Total non-current assets	₹ 46,549	₹ 42,951	Increased

[1] Net worth does not include the amount pertaining to perpetual bonds

Working Capital

Particulars	FY 2023	FY 2022	Trend
Net Working Capital	64 days	69 days	Decrease
Net Working Capital (₹ in crore)	₹9,388	₹8,632	Increase
Inventories (₹ in crore)	₹13,985	₹13,078	Increase
Receivables (₹ in crore)	₹14,969	₹14,287	Increase
Payables (₹ in crore)	₹19,566	₹18,733	Increase

Key Ratios

Particulars	FY 2023	FY 2022
EBITDA Margin	20.9%	22.0%
EBITDA/Net Interest	3.8x	4.4x
Net Profit Margin	6.7%	7.8%
Net Debt-Equity Ratio	0.6x	0.8x
Net Debt/EBITDA	1.51x	1.86x
Return on Capital Employed	15.3%	15.6%
Earnings per share	₹ 45.79	₹ 45.87

Risk Management

Risk management is an essential aspect of UPL's strategy and decision-making process. We identify assess and mitigate potential risks that could impact the achievement of our objectives. It helps us safeguard our assets, reputation and financial stability. Effective risk management enables UPL to make informed and confident choices, anticipate potential challenges and seize growth opportunities. It also ensures compliance with regulations and enhances our stakeholder confidence.

Overview

In today's volatile and ever-evolving business landscape, it is critical for an organisation to focus on managing enterprise-wide risks effectively and proactively to achieve its strategic business objectives. UPL has developed a robust Enterprise Risk Management (ERM) Framework based on the fundamental elements of global risk management standards such as ISO 31000 and COSO. The framework emphasises a coordinated and an integrated approach to manage enterprise-wide risks and opportunities across UPL, which is essential to establish a culture of independent, proactive, and systematic risk management. UPL has defined clear roles and responsibilities, principles, consistent templates, enablers and training measures for effective and uniform implementation of ERM framework across the organisation. The goal of the ERM Framework is to strengthen UPL's commitment to effectively manage both existing and emerging risks while capitalising on opportunities to achieve our strategic objectives and safeguard stakeholder's value. To facilitate risk-informed decision-making, UPL has defined a vigorous risk governance mechanism leveraging our fully integrated ERM Framework.

Objectives

- Promote and ensure risk-informed decision-making
- Integrate risk management processes with other assurance providing functions
- Formulate a resilient and robust methodology to manage and mitigate risks
- Identify, assess, prioritise, treat, monitor and report business risks arising out of internal and external factors that can affect strategic business objectives
- Continuously improve risk management process by benchmarking it with leading industry ERM practices, regulatory requirements and global risk management standards, such as ISO 31000 and COSO
- Encourage technology-enabled effective and efficient monitoring of risk profile across UPL
- Identify the risk appetite of the Company to align the risk response strategy
- Define roles and responsibilities, expectations from key stakeholders, reporting templates and training measures adopted with an objective to establish risk-aware culture

Risk Identification

- UPL conducts a rigorous risk identification exercise, including identification of emerging risks, in linkage with the strategic business plans and business landscape with inherent uncertainties. The UPL risk universe, which is updated periodically in consistence with evolving business context is leveraged across functions and businesses to conduct ongoing risk assessment based on business operations.

Risk Assessment

- Identified risks are evaluated to ascertain their risk exposure levels that is, potential impact and likelihood of occurrence using the standard risk assessment scale. Risks are further classified into Critical, High, Medium and Low based on their overall assessment score.

Risk Prioritisation

- Risk prioritisation is done based on the outcomes of the risk assessment and risk rating score considering the potential consequences for the Company if the risks were to materialise, and the likelihood of those risk events occurring. Risk prioritisation enables optimised deployment of the Company's resources for effectively managing the risks that matter.

Risk Response

- Relevant risk response strategy and controls are defined for the identified risks based on exposure vis-à-vis the Company's overall risk appetite. These include risk treatment, risk transfer, risk tolerance and risk termination.

Risk Monitoring and Reporting

- Effective risk response action plans are defined, based on cost-benefit analysis, to reduce the impact and likelihood of identified risks. Risks and defined response action plans, along with quantified Key Risk Indicators (KRIs) are regularly assessed, updated and reported at appropriate levels within the organisation to maintain an ongoing oversight.

Risk Governance

Board of Directors

Maintain oversight of the risk management function and periodically review critical risks which may threaten the existence of the organisation

Global and Regional Risk Management Committee

Set the tone at the top to establish risk-aware culture and oversee formal alignment of performance and risk management

Audit Committee

Ensure effective governance mechanism is in place and review top enterprise level risk on a periodic basis

Business Segment and Functions

Cascade the importance of risk management to the risk owners and control owners to implement the risk management process effectively

Central Risk Management Team

Develop and update ERM governance document and provide guidance to team for timely identification and reporting of key risk at respective levels

Risk	Description	Mitigation Measures
Credit risk	Failure in dues payment or in meeting contractual obligation by a customer or counterparty can lead to financial loss	– Permissible and enforceable collaterals and guarantees. – Review adherence to contractual obligations on a periodic basis. – Credit insurance to cover default by customer.
Liquidity	Capital market volatilities could impact our capital access	– Regular monitoring of cashflows across business units and putting in place early-warning systems to address liquidity issues well in time. – Ensure sufficient credit lines are in place across subsidiaries in the required currency.
Foreign currency fluctuations	Selling products in 140+ countries in multiple currencies, exposing it to the risk of fluctuating exchange rates.	– Remaining fully hedged through forward covers and natural hedges. – Developing reports in the ERP system to identify and monitor mismatches in foreign currency exposures and taking appropriate steps to address these mismatches.
Cybersecurity	Global operations lead to greater reliance on internet-based applications. This increases the risks of breaches in data privacy and integrity.	– Consistent investments in latest IT security systems – Setting up of adequate firewalls and disaster recovery systems. – Continuous event-monitoring and defining appropriate access controls
Regulatory Changes	Increased regulatory oversight and adverse changes to regulations in key markets. These changes can impact operations at the front-end (ban on sale/reduced usage of products) as well as back-end (ban/restrictions on manufacturing).	– Stay abreast of proposed changes in regulations – Organised planning to fine-tune and adjust product portfolio in accordance with anticipated changes.
Environmental Health and Safety risk (EHS)	– Changes in EHS rules and regulations – Explosion and fire hazards – Failure of mechanical, process safety and pollution control equipment. – Contamination, chemical spills and other discharges or release of toxic or hazardous substances.	– Staying updated on proposed changes in environmental laws – Proactive planning to adjust with the anticipated EHS changes – Ensure adequate allocation and upgradation of safety tools – Ensure regular checks for spills and chemical discharge. – Develop robust awareness initiatives, foster EHS focused culture.
Warehousing and supply chain	– Manufacturing facilities are exposed to risks from natural calamities, accidents, breakdowns, failure to modernise, and so on – Logistical chains too can be disrupted by natural calamities on a regional and global scale. – Procurement of raw materials and other products, in terms of supplies and costs, can be adversely impacted if there are disruptions at vendor level.	– Usage of technology (ERP system) to build sufficient safety stocks. – Wide geographical manufacturing footprint. – Reduce dependence on selected vendors and diversifying vendor base for critical supplies. – Procuring appropriate insurance covers with adequate coverage levels.

Risk	Description	Mitigation Measures
Climatic conditions/ Climate Change	– Frequent weather changes- drought, dry weather, and floods. – Fluctuations in temperatures, excessive snow, and so on.	– Strong presence in key agricultural markets of Asia, Africa, Latin America, Europe and North America helps in reducing dependence on a particular country/region. – Efficient and agile supply chain capabilities enabling requisite and timely adjustments to product supplies depending on weather conditions.
Research and Development	– Inability to launch innovative products – Not keeping pace with emerging technologies – Failure to identify opportunities in terms of emerging trends – Developing and launching products that do not generate commensurate returns.	– Strong R&D teams focused on launching innovative formulations, mixtures and combinations resulting in a steady stream of post-patent products, which offer greater value than those offered by peers – Focused approach by maintaining annual targeted 'Innovation Rate' to ensure that there is no flagging in efforts in launching innovative products.
Changes in market dynamics/market and Industry	– New market entrants – Change in marketing strategy by competitors – Increase in competitive intensity – Emerging and disruptive technologies/ marketing practices viz. genetically modified/hybrid seeds, digitisation, biotechnology, organic farming, online sale of crop protection products, and so on.	– Wide product portfolio to address varying customer needs globally – Broader and less concentrated customer base in every country. – Regular farmer and customer engagement to understand evolving requirements. – Gathering relevant and reliable market intelligence. – Continuous investment in latest technologies. – Partnerships with players with expertise in newer technologies.
Pest Resistance	– Due to natural evolution and over-usage, pests are increasingly developing resistance to crop protection products. – Instances of weeds and insects becoming resistant to proven formulations are on the rise.	– Developing and launching differentiated and innovative products – combinations/mixtures. – Keep making tweaks to formulations to keep pest resistance at bay. – High intensity and regular farmer and customer engagement to understand trends.
Tax	– With 204 subsidiaries globally, we adhere to local tax rules and regulations, subject to amendments. – There could be diverse interpretations of these regulations.	– Regular monitoring of the tax framework and ensuring compliance of respective tax rules and regulations – Keeping abreast of key proposals for changes in local tax regulations
Talent	Talent retention and engagement is critical to retain high performing talent for effective implementation of business strategies	– Clearly defined KPIs to ensure quantitative performance management – Competency and succession planning for critical roles – Continuous engagement with employees – Periodic review of reward structures and optimisation (as required) – Focus on employer value proposition and job purpose

Board's Report

Dear Members,

Your Directors have the pleasure of presenting a report on the business performance and the audited consolidated and standalone financial statements of UPL Limited ("the Company" or "UPL") for the financial year ended March 31, 2023.

FINANCIAL RESULTS

(₹ in Crores)

Particulars	Consolidated		Standalone	
	2022-23	2021-22	2022-23	2021-22
Total Income	54,053	46,521	19,245	17,080
EBITDA	11,178	10,165	2,746	2,688
Depreciation/amortisation	2,547	2,359	951	1,044
Finance Cost	2,963	2,295	499	377
Exceptional items	170	324	12	6
Profit / (Loss) from Associates	157	134	-	-
Profit before tax	**5,150**	**4,966**	**1284**	**1,261**
Provision for taxation				
Current tax	1,506	1,096	314	220
Deferred tax	(770)	(567)	(5)	(135)
Profit after tax	**4,414**	**4,437**	**975**	**1,176**
Minority interest	844	811	-	-
Net profit for the year	**3,570**	**3,626**	**975**	**1,176**

OPERATIONAL PERFORMANCE

UPL delivered resilient results for FY 2023 despite facing significant headwinds in the final quarter. UPL's consolidated revenue from operations increased by ~16% to ₹ 53,576 crores from ₹ 46,240 crores in FY 2023. EBITDA increased by ~10% to ₹ 11,178 crores from ₹ 10,165 crores in FY 2023. Net profit and earning per share were largely flat year on year as net finance costs increased by 56%, of which 65 % of the increase in finance costs came from the increase in base rates in most of the geographies. The rest was largely on account of forex.

During the year, the Company generated strong cash flows and utilized it towards deleveraging the balance sheet and returning to shareholders. The gross debt was reduced by US$ 617 Mn and net debt by US$ 440 Mn. FY 2023 was a combination of two distinct periods with strong performance in first nine months. The fourth quarter, however, was an unusual one with pricing pressure and delayed purchase by channel in the post patent space due to oversupply of certain molecules.

We continue to prudently invest towards ensuring reliable growth across regions with most regions witnessing a double-digit growth. The region-wise performance for FY2023 was as under:

Region (₹ crores)	FY 2023	FY 2022	Change
Latin America	21,975	18,039	22%
Europe	7,324	6,893	6%
North America	8,735	7,808	12%
India	6,539	5,687	15%
Rest of the World	9,002	7,812	15%

For more details on the financial performance, please refer to the Management Discussion and Analysis Report.

STRATEGIC CORPORATE REALIGNMENT

During FY 2023, UPL gave an effort for strategic business realignment which involved creation of two 'distinct pure-play platforms' viz. 1) Crop Protection Business under UPL Sustainable Agri Solutions Limited ("UPL SAS"); and 2) Advanta Seeds Business under Advanta Enterprises Limited ("AEL"). This was in-line with our long-term strategy to have enhanced focus on and operational freedom to pursue independent growth strategies for each of the distinct platforms.

Crop Protection Business - UPL SAS

Under this arrangement, UPL SAS acquired the 'Crop Protection Business' of UPL in India by way of a transfer on slump sale basis as a going concern. Post realignment, UPL SAS has become the largest Indian Agtech Platform. The Adarsh Farm Services Business (spraying services) was also transferred to Nurture Agtech Private Limited on slump sale basis as a going concern.

UPL SAS received an investment from The Abu Dhabi Investment Authority (ADIA) (an Emirati Sovereign Wealth Fund), TPG and Brookfield (global large asset management / private equity investors) for an aggregate amount of US$ 200 mn for a consolidated stake of 9.09%.

Advanta Seeds Business – AEL

A new company Advanta Enterprises Limited was incorporated in India to house the India and international seeds business to create a 'global seeds platform'. The key drivers were to focus on product innovation and increasing penetration across geographies / crops. Upon creation of distinct pure play platform, AEL received an investment of US$ 300 mn from KKR, a leading global private equity investor for a stake of 13.33% on fully diluted basis.

The aforesaid investors will be investing US$ 500 million collectively in two businesses. Accordingly, UPL SAS and AEL will be valued at an aggregate of ~US$ 4.5 billion, implying a deal multiple of 23-24x on the trailing EBITDA (~14% of consolidated EBITDA of UPL).

Going forward, as we look ahead to FY24, we are well-positioned to deal with the market headwinds and deliver better profitability growth. In the longer-term, we remain confident of achieving our growth ambitions and transforming the food value chain with emphasis on sustainability.

DIVIDEND

The Board has recommended a dividend of 500% i.e. ₹ 10/- per equity share of ₹ 2/- each for the financial year ended March 31, 2023, which if approved at the forthcoming Annual General Meeting ("AGM"), will be paid to all those equity shareholders of the Company, subject to deduction of income tax at source, whose names appear in the Register of Members and as beneficial owners as per the beneficiary list furnished for the purpose by National Securities Depository Limited and Central Depository Services (India) Limited. The total dividend pay-out will amount to approx. ₹ 751 crores (including tax). The dividend recommended is in line with the dividend distribution policy of the Company and the policy is available on the website of the Company at https://www.upl-ltd.com/investors/corporate-governance/policies. History of dividends declared by the Company of last 10 years is available on the website of the Company at https://www.upl-ltd.com/investors/shareholder-center/dividend-history.

FINANCE

(a) Deposits

During FY 2023, the Company did not accept any deposit within the meaning of Chapter V of the Companies Act, 2013.

(b) Particulars of Loans, Guarantees or Investments

The details of Loans, Guarantees or Investments are given in the note nos. 5, 6 and 32 to the standalone financial statement.

(c) Changes in Paid-up Share Capital and Buyback

During the year, no equity shares were issued or allotted. The paid-up share capital of the Company as at March 31, 2023 was ₹150,12,15,282/- comprising of 75,06,07,641 equity shares of face value ₹2/- each.

The Members of the Company at the Extra-ordinary General Meeting held on March 30, 2022 approved buyback of equity shares of the Company at a price not exceeding ₹ 875/- per equity share for an aggregate amount not exceeding ₹ 1100 crores by way of 'Open Market' through the Stock Exchanges. The Buyback commenced on April 7, 2022 and ended on May 20, 2022. The Company bought back 1,34,37,815 Equity Shares at an average price of ₹ 813.92/- per equity share utilizing a total of ₹ 1093.74 crores representing 99.43% of the Maximum Buyback Size. The Company had extinguished 1,34,37,815 equity shares. The details of buy back are available on the website of the Company on the following link https://www.upl-ltd.com/investors/shareholder-center/buy-back.

(d) Transfer to Reserves

The Company does not propose to transfer any amount to the reserves.

LISTING OF COMMERCIAL PAPERS

The Company has issued Commercial Papers amounting to ₹4,575 crores during FY 2022-23. All the Commercial Papers were listed on National Stock Exchange of India Limited. The Company has not defaulted on any of its dues to the financial lenders.

The borrowings are rated by CRISIL & CARE. The details of ratings are provided in the Corporate Governance Report which forms a part of this report.

ENVIRONMENT AND SUSTAINABILITY

At UPL, we have always adopted a structured approach towards Sustainability by creating value in a responsible manner, supported by our sustainability strategy. The adoption of sustainability practices is driving UPL's transformation towards a world that aims to limit global warming to 1.5 degrees Celsius. This transformation encompasses key aspects such as innovation, compliance, profitability, and community acceptance. Taking time to contemplate our joint endeavors in promoting sustainability and safeguarding the environment is of great importance. Future presents us with a distinctive array of challenges on the front of climate crisis, which require proactive and resolute action.

Some of the major achievements of this year are summarized below:

1. UPL has conducted a detailed Scope 3 emission assessment and included Scope 3 emissions in our overall GHG Inventory. During the assessment of 15 categories proposed by GHG protocol for Scope 3 Emissions, 9 relevant categories were identified and the details for the same have been mentioned below: (i) Purchased Goods and Services (ii) Capital Goods (iii) Fuel and Energy Related Activities (iv) Upstream Transportation and Distribution (v) Waste Generation in Operations (vi) Business Travel (vii) Employee Commute (viii) Downstream Transportation and Distribution (ix) Upstream leased assets.
2. UPL released its first Task Force on Climate Related Financial Disclosures ("TCFD") Report. The TCFD report was structured around four thematic areas that represent its core elements of how organizations operate, viz: governance, strategy, risk management and, metrics and targets allowing investors and others to better understand how reporting companies evaluate climate-related risks and opportunities.
3. UPL's near-term company-wide emission reductions commitments in line with climate science have been approved by the Science Based Targets initiative (SBTi).
4. In house sustainability data tracker software was developed and implemented to track sustainability data globally.
5. ESG rating agencies DJSI & Sustainalytics rated UPL No. 1 among all agro-chemical companies globally.
6. UPL achieved Zero Liquid Discharge (ZLD) at PL-01 Ankleshwar for recycling and reuse of wastewater.
7. Recycled & reused 1 million cubic meter wastewater inside our operation which is equivalent to 93% of operating plants water demand.
8. UPL committed to United Nations Global Compact CEO Water Mandate.
9. UPL committed to World Business Council for Sustainable Development Wastewater Zero Initiatives.
10. UPL partnered with CLEANMAX for 61 MW hybrid Solar-Wind power.

International Sustainability Rating

1. Dow Jones Sustainability Indices (DJSI):

   UPL DJSI rating has improved 242% in last 5-years. UPL scored higher rating in all three dimension from industry average. UPL scored highest in environmental dimension out of three dimensions i.e. Economic, Environmental & Social.
2. FTSE Russell ESG Rating:

   UPL's FTSE score in 2021-22 was 3.9 out of 5 which is 129% improvement in last 5-years. UPL was awarded and listed in FTSE 4 Good Index for strong environmental, social and governance practices which were measured against globally recognised standards. UPL scored higher rating in all three dimension from industry average.
3. Sustainalytics ESG Risk Rating:

   Sustainalytics ESG risk rating has improved 56% in last 5 years. UPL scored higher rating amongst agro-chemical companies globally.

RESEARCH AND DEVELOPMENT

The Company has various state-of the art Research and Development Centres located across the globe.

The Research and Development Teams comprise of highly qualified and extremely committed scientists. Scientists working in the company strive to working towards efficient technologies and processes, environment-friendly processes and ensures that the end-use products being offered to the farmers are easily affordable.

The Company has taken significant steps in employing additional highly qualified human resources, creating comfortable workspaces for the scientists, and providing state-of-the-art equipment and instruments.

Scientists working in the Research & Development Centres have adopted Company's primary goal to make every single food product more sustainable and are taking significant steps towards achieving the goal.

Scientists have developed innovative combination products and have provided efficient and cost-effective integrated pest management solutions which are being manufactured and marketed world-wide to support farmers globally. Extreme care is taken to test the commercial products internally through Quality Assurance laboratories and field research stations. The products which are to be commercialized get tested at GLP laboratories for generating various data such as chemical composition, impurity profile, physical properties, container compatibility, packaging data, shelf-life data, residue analysis data, bio-efficacy, and toxicity profile.

The scientists employed in Research and Development Centres across the world take *ab-initio* efforts to incorporate aspects of atom economy and principles of green chemistry in the products and processes being developed. Importance is given at every stage of product development for consideration of the environmental effects and product safety. All products get critically evaluated for hazards, personal safety as well as environmental safety.

The Company encourages creation of Intellectual Property ("IP") for innovative products, combinations and processes by way of applying for patents globally. The Company believes that safeguarding the company's Intellectual Property is extremely important. IP team takes care of capturing inventions and converting them into IP. Vigilant IP team monitors patent scenario and takes appropriate actions when needed. The Company's fundamental policy is to respect others' IP and ensuring that no violation of IP is happening while commercialization of products and processes.

The Company has an impressive plan for producing Specialty Chemicals and Industrial Chemicals for captive consumption as well as supplying to customers. Research and Development Centres design viable, cost-effective, and environmentally safe processes for the Speciality and Industrial Chemical products.

CORPORATE SOCIAL RESPONSIBILITY

The two core UPL values "Always Human" and "Open Hearts" are the guiding force of our CSR initiatives aligned to our fundamental belief, "Nothing is Impossible". At UPL, we believe in the holistic and sustainable growth of society. Our commitment and interventions cater to all the segment of the society. Our interventions are not restricted to the development of our neighbouring communities only, as we work on initiatives that cater to the wider national interest. Our commitment have been classified in 4 focus areas: (a) Institution of excellence; (b) Sustainable Livelihood; (c) Nature Conservation; and (d) Local and National Needs. Our CSR values are shared across the globe and development initiatives are being undertaken in 30+ countries like Argentina, Brazil, Belgium, Colombia, Côte d'Ivoire, India, Kenya, Mexico & UK and implementing & supporting more than 80 development interventions benefiting more than 70 communities across continents. We have impacted around 1 million lives globally through our CSR initiatives.

Highlights of the initiatives undertaken in FY 2023:

A. Institution of Excellence: UPL promoted non-profit organizations believe in promoting and strengthening the cause of education and have built institutions of excellence to raise responsible and skilled human capital through academic excellence, holistic growth, and vocational & life skills for students from various walks of life. 2,500+ children and youth get quality education from the four institutes every year.

- Smt. Sandraben Shroff Gnyan Dham School, India - A top-notch school renowned for its outstanding academic performance, along with co-curricular activities. 1,700 students get quality education every year.
- UPL University of Sustainable Technology, India - The institute has over 2000 graduates and post-graduates since inception in the field of science and technology.
- Gnyan Dham Eklavya Model Residential School, India - 460+ students coming from tribal backgrounds pursue quality education at the school every year.
- Sandra Shroff College of Nursing, India - Offering nursing courses for girls and boys and having an intake capacity of 55 students.
- UPL Centre for Agriculture Excellence, India - A residential farmers' training centre to develop practical sustainable farming skills, having impacted 22,000+ farmers till date.
- "Ekal Vidyalaya" aims at creating one teacher schools in the remotest parts of the country. These educational institutions are established at the village level to provide holistic learning opportunities to the tribal, underprivileged children. UPL supports Friends of Tribal Society to run and manage Ekal Vidyalaya" in Maharashtra & MP, India. 15,000 + tribal students are receiving education.

B. Sustainable Livelihood: Our program is aimed at providing ecologically, economically, and socially sustainable livelihood opportunities to all sections of the society with an aim to Improve Quality of Life for the communities/ people. Our integrated approach in India engages 3 marginally oppressed sections of the society enumerated as women, school dropout youths and marginal farmers.

Different initiatives undertaken under the sustainable livelihood program are:

- UPL Khedut Pragati in India is maximizing benefits to the farmers from the resources through Agriculture Development Initiative. 10,000+ farmers are engaged through various agriculture programmes.
- UPL Udyamita in India is providing an alternative source of income to more than 1,800 rural women through Women Empowerment and Entrepreneurship Initiative.
- UPL Niyojaniy in India is enhancing capability and employable skills of the school drop-out youth through Skill Development Initiative. 2,200+ youth have been skilled till date.

- UPL Narmada Project - Develop the agri value chain through interventions with FPOs in the aspirational district of India to impact 10,000 tribal farmers across 100 villages of Narmada district.
- Cocoa & Forests Initiative (CFI) in Ghana and Ivory Coast serves three priorities viz. (i) Forest protection and restoration; (ii) Sustainable production and farmers' livelihoods and (iii) Community engagement and social inclusion. In FY 2023, we supported a total of 92,224 farmers with our sustainability training programs across Ghana and Côte d'Ivoire.
- Advanta Vegetable & Nutrition Program, East Africa.
- Advancing access to nutritious foods is crucial for Africa's socio-economic prosperity and an effective way of driving human capital development, with every US$1 invested in nutrition seeing a US$16 return on investment in health, education and productivity outcome. 18,000 smallholder farmers in 20 counties in Kenya were on boarded for training and support.

C. Nature Conservation: With a vision to restore and conserve the environment UPL has laid a strong focus on protecting & conserving nature and environment. We have undertaken a series of initiatives like

- Sarus Conservation Project in India to conserve native crane from India. 992 Sarus documented in 2022-23 against 500 in 2015-16 at the beginning of the program.
- Social forestry in community land in Gujarat, India. 132 acres of community land spread across 5 clusters converted into social forests through plantation of 71,300+ trees.
- 200 acres of mangrove plantation land on the coastline of Gujarat India, through plantation of 0.4 million trees to reclaimed 150 acres of coastal land.
- Water conservation in India to create new structures, rebuild the dilapidated ones, deepen existing wells and ponds, create new ones and recharge bore wells. 20+ water structures built/repaired.

D1. Local Area Need: Meeting specific local area needs of communities around our factory locations. Below are details of projects covered under local area needs in India and across the globe:

- Various activities implemented under Gram Pragati / Village infrastructure development like school, road construction, school compound hall, drinking water tank, paver block in school, etc.
- Construction of toilets to improve school sanitation and drive household hygienic behavior through school children. 58 toilet blocks built across 6 states in India. The said facility is being used by more than 15,000 students and 3,000 commuters a day.
- Safety training in India for women, highway and industry safety. In FY 2023, we sensitized 9,000+ members through 80+ sessions.

D2. National Area Need: Meeting national needs, which also include relief or rebuild which can arise from natural calamities. Below are details of projects covered under national area needs in India and across the globe:

- One Billion Hearts Initiative at Côte d'Ivoire with The Heart Fund to provide universal access to cardiovascular health for 1 billion people by 2030. 6,000+ people were given cardiology consultations this year, collectively impacting 0.36 million lives till date.
- Promote and raise awareness about sustainable development in agriculture and education in society through football in association with FIFA Foundation.
- The Gigaton Challenge is an initiative to reduce atmospheric carbon dioxide emissions by 1 Gigaton by 2040. Our Gigaton Carbon Goal brings together a new ecosystem of technologies, interventions, research institutions and financial products to incentivize, empower and reward individual farmers for their efforts to capture carbon.
- Through Ekatrita Bhavishya initiative UPL is working on skilling widows of farmers of Yavatmal district, Maharashtra, India with the objective of providing them an alternate sustainable source of livelihood. 600+ women have been trained and impacted till date and 200+ machines have been distributed.
- The United Against Child Labour (UACL), India is an initiative to proactively eliminate all forms of child labour in seed supplier farms to ensure continuity and support for education of rural children. The project is executed in different seed cluster of India and focuses on preventing dropouts. In last three years, the project reached 3 states and sensitized more than 7,500 seed growers.
- UPL has partnered with the Global Parli Project to transform rural villages through revival and empowerment of 17,000+ farmers across the states of Maharashtra and Gujarat in India.
- Development of Tinkerer's Lab at IIT Jammu, India: Partnership with Maker Bhavan Foundation (MBF) and IIT Jammu to develop Tinkerer's Lab at IIT Jammu to create workspaces and an ecosystem where young minds can learn innovation skills, sculpt their ideas through hands-on activities, social and cross-cultural collaboration, and ethical leadership. With the help of this lab, the students were able to participate and present their innovations in more than 15 Hackathons. The capacity building of students and other researchers was done with more than 170 training sessions.

We Are United (WAU), a well-structured employee volunteering programme, across different countries through which employees get an opportunity to use their skill, talent and passion for the benefit of the community. A majority of the local area development needs are met by the efforts of our volunteers. Be it planning the initiative, training the community members or implementing the program on ground, our volunteers never shy away from the hard work.

For detailed report on Corporate Social Responsibility, please refer to the section 'Social Initiatives' in the annual report and Annexure 1 to this Board's Report.

The CSR policy is available on the website of the Company under Investors section at https://www.upl-ltd.com/investors/corporate-governance/policies .

VIGIL MECHANISM / WHISTLE-BLOWER POLICY

The Company has always strived to conduct its business fairly, ethically and with integrity. In line with this belief, the Company has in place a robust whistle-blower policy to deal with any fraud, irregularity, or mismanagement in the Company. The Chairman of the Audit Committee oversees the whistle-blower policy. This policy aims to encourage employees and directors who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The policy aims to provide an avenue for employees and directors to raise concerns and reassure them that they will be protected from reprisals or victimization for whistleblowing in good faith. This Policy is in addition to the Company's Global Code of Conduct, which empowers its stakeholders to make protected disclosures through the reporting channels consisting of designated e-mail address, hotline, and customised web-portal, details of which are prescribed under the Policy and the Code. On a regular basis, the Company undertakes all efforts to create awareness among the employees about the Policy including the new joinees during the year.

The policy is available on the website of the Company under Investors section at https://www.upl-ltd.com/investors/corporate-governance/policies.

PREVENTION OF SEXUAL HARASSMENT (POSH) OF WOMEN AT THE WORKPLACE

The Company is committed in creating and maintaining a secure and safe work environment that enables its employees, agents, vendors and partners to work free from unwelcome, offensive and discriminatory sexual behavior without fear of prejudice, gender bias and sexual harassment. In order to deal with sexual harassment at workplace, the Company has implemented a gender-neutral policy – Prevention and Redress of Sexual Harassment Policy ("Policy").

The Policy applies to all those employed and associated with UPL and its subsidiaries irrespective of whether they are regular, temporary, ad hoc or daily wage basis employees. The Policy also covers all contract workers, consultants, retainers, probationers, trainees, and apprentices or called by any other such name engaged by us whether the terms of their employment are expressed or implied.

A knowledgeable and experienced Internal Complaints Committee comprising mainly of women and an unbiased third party is currently functional to attend and redress complaints that arise under this Policy. Further, there are sub committees at unit locations to ensure strict adherence to this policy and keep the workplace free from biases and prejudices. The Internal Complaints Committee has not received any formal complaint during FY 2023.

All employees are mandated to attend a classroom training and confirm their adherence to the rules as mentioned on Company's website. During FY 2023, a refresher POSH workshop was conducted for 26 Committee members online for 2 days by Company's external partners. Employees were asked to complete the course of Prevention of Workplace Harassment and POSH was part of the same.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls. The Company has adopted policies and procedures covering all major financial and operating functions. These controls have been designed to provide reasonable assurance over:

- Accuracy and completeness of the accounting records
- Compliance with applicable laws and regulations
- Effectiveness and efficiency of operations
- Prevention and detection of fraud and errors
- Safeguarding assets from unauthorized use or losses

The Company has an in-house internal audit department with a team of qualified professionals. The internal audit department prepares an annual audit plan based on risk assessment and conducts extensive reviews covering financial, operational and compliance controls. In addition, the Company has also appointed reputed external audit firms to carry out the internal audit reviews. Process improvements are identified during reviews and communicated to the management on an ongoing basis. The Audit Committee of the Board monitors the performance of the internal audit team on a periodic basis through review of audit plans, audit findings and issue resolution through follow-ups. Each year, there are at least four meetings in which the Audit Committee reviews internal audit findings.

Internal Audit function plays a key role in providing both the management and the Audit Committee, an objective view and re-assurance of the overall internal control systems and effectiveness of the risk management processes and the status of compliances with operating systems, internal policies and regulatory requirements across the company including its subsidiaries.

Compliance with laws and regulations is monitored through a well-implemented compliance tool that requires individual functions to confirm and report statutory compliances with all laws and regulations concerning their respective functions.

INTERNAL FINANCIAL CONTROLS

The Company has well-defined and adequate internal controls commensurate with the size, scale and complexity of its operations. The key internal financial controls have been documented in the form of a Risk & Control Framework and embedded in the respective business processes. This framework includes entity level controls, process level controls and IT general controls.

On a periodic basis, testing of entity level controls, process level controls and IT general controls is carried out and the status of testing of controls is presented to the Audit Committee. During the year, internal controls were tested and no reportable material weaknesses in design and effectiveness were observed.

RISK MANAGEMENT FRAMEWORK

In today's dynamic business landscape, with multiple uncertainties being confronted by businesses at the same time, it gets critical for us to stay focused on how we manage our key enterprise-wide risks in a proactive and effective manner. At UPL, we aim to identify potential risks before they occur in order to mitigate the down-side of risks and harness the opportunities.

To achieve above stated objective, UPL has developed and implemented Enterprise Risk Management ("ERM") framework, benchmarked with leading international risk management standards such as ISO 31000 and Committee of Sponsoring Organisation of the Treadway Commission ("COSO").

ERM framework facilitates structured approach to identify enterprise-wide risks that may impact the organization's strategic business objectives. While achievement of strategic objectives is the key driver, our values, culture, obligation and commitment to employees, customers, investors, regulatory bodies, partners and the community around us are the foundation on which our ERM framework is developed. Systematic and proactive identification of risks and mitigation thereof enable effective and quick decision-making and propels the performance of the organization forward.

Over the years, the risk management practices implemented by UPL have evolved significantly. UPL has adopted a consistent risk management policy to ensure common, organisation wide understanding of ERM by defining key ERM principles to be adhered across UPL, in a phased manner. UPL has adopted a standard Framework and risk management process across business functions to ensure a co-ordinated and integrated approach for managing risks and opportunities across the organization. It has also adopted an ERM Standard which intends to reinforce the commitment of UPL to effectively manage the existing and evolving risks and harness the underlying opportunities while safeguarding the business value to achieve its strategic objectives.

UPL's ERM Framework defines the roles and responsibilities of key stakeholders across the organization to strengthen risk governance. The Company has also appointed a dedicated ERM team and is formally identifying Risk Champions across functions and locations to ensure effective and consistent deployment of ERM framework across the Company.

The Company has developed and implemented the combination of top-down, bottom-up and outside-in approach to identify and mitigate macro, strategic and external risks emanating from business strategies. It provides guidance to the business for identifying, assessing, prioritizing, responding, monitoring and reporting any risk or potential threat to these objectives in a consistent manner. The risk management framework encourages businesses to identify relevant risks and opportunities in line with the short-term and long-term strategic business plans.

UPL identifies risks including emerging risks in various categories, such as strategic, external and preventable risks. It also monitors the health of risks in a proactive manner that provide early warning indicators to the relevant stakeholders. We take cognizance of risks faced by our key stakeholders and their cumulative impact while framing our risk responses.

The Risk Register is revisited periodically to ensure that the risks remain relevant at any point in time and corresponding mitigation measures are effective. This provides a proactive and value adding review process which enables maintaining the risk profile at an acceptable level in a rapidly changing environment.

UPL operates in a dynamic sector, thus it has a formal documented way of identifying, assessing and reviewing emerging risks. It uses horizon scanning for early detection of emerging risk such as the implications of the recent geo-political crisis and its effects associated therewith on UPL.

The Board has the overall responsibility of maintaining sound and effective risk management. It ensures ERM Policy and Framework is in place and shall maintain an oversight to ensure it is implemented across the Company in an effective manner, while the Risk Management Committee sets the tone and culture towards effective risk management across the Group. In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

Pursuant to Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations"), a Risk Management Committee, consisting of Dr. Vasant Gandhi - Independent Director, Mr. Carlos Pellicer - Non-Executive, Non- Independent, Mr. Raj Tiwari, Whole Time Director and Mr. Anand Vora – Chief Financial Officer has been formulated and institutionalized. The Risk Management Committee conducts integrated risks and performance reviews along with the Senior Executives engaged in different functions. The Global Head – Risk Management is a permanent invitee to the Risk Management Committee meetings. The Committee reviews identified risks, the effectiveness of the developed mitigation plans to provide feedback and guidance on emerging risks. The Committee also facilitates provision of adequate resources for business to effectively mitigate critical risks and ensure business value is protected and enhanced at all times. The Committee also maintains a continuous oversight to ensure the risk management framework is effectively integrated with the core functions such as Strategic Business Planning, Capital Allocation and assurance providing functions such as Internal Audit, Internal Controls, Compliance Management etc. to enhance the business resiliency and provide portfolio view of the risks.

Risk Management Highlights of the Year

After the successful implementation of the ERM process at UPL Limited India, the Company's focus is to further institutionalize the ERM framework across global operations and evolve towards a vision of integrated risk reporting encompassing all our global operations.

Further, we plan to digitize the ERM process and leverage analytical capabilities to facilitate risk informed decision making through relevant risk insights across critical business decision making processes. This will further assist the Company in standardizing and enhancing the efficiency of risk management process.

Our approach to risk management is designed to provide reasonable assurance that our assets are safeguarded, the risks facing the business are being assessed and mitigated. For more details on the risks and their mitigation plans, please refer to Management Discussion and Analysis report in this annual report. The Risk Management Policy of the Company is available on the website at https://www.upl-ltd.com/investors/corporate-governance/policies .

SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANIES

The Company has several subsidiary companies and associates spread across the globe. Crop protection product companies need local registrations to enable them to sell their products in different countries in the world. These registrations are granted by the local government body of each country to a local entity established in that country.

As on March 31, 2023, there were 218 subsidiaries / associates / joint ventures across the globe. Most of these subsidiaries and associate companies are marketing arm and their main activity is confined to marketing by servicing local market with greater efficiency and ensuring timely availability of different products of the Company. Some other entities are holding companies which hold investments in other group entities.

The details of essential parameters of each subsidiary / associate company / joint venture such as share capital, assets, liabilities, turnover, profits before and after tax are given separately under the Statement of AOC-1 Form forming part of the Annual Report. Subsidiary Financials are available on Company's website at https://www.upl-ltd.com/investors/shareholder-center/subsidiary-financials.

The companies which were newly added or ceased to be subsidiaries / associate / joint ventures during the year are as follows:

Sr. No.	Name of the Company	Country
Newly Formed / Acquired Entities		
1.	UPL Speciality Chemicals Limited	India
2.	UPL GLOBAL SERVICES DMCC	UAE
3.	UPL LANKA (PRIVATE) LIMITED	Sri Lanka
4.	Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	India
5.	UPL Radicle LP	USA
6.	Nurture Financial Solutions Limited	India
7.	UPL Agri Science Private Limited	India
8.	Advanta Mauritius Limited	Mauritius
9.	Advanta Seeds Romania S.R.L	Romania
10.	Nature Bliss Agro Limited (FKA Nature Bliss Agro Private Limited)	India
11.	Kudos Chemie Limited	India
Ceased during the year due to merger / liquidation / sale		
1.	Bioquim Panama, Sociedad Anónima	Panama
2.	Arysta LifeScience Paraguay S.R.L.	Paraguay
3.	Arysta LifeScience S.R.L.	Bolivia
4.	Arysta LifeScience America LLC (FKA Arysta LifeScience America Inc.)	USA
5.	GBM USA LLC	USA
6.	Vetopharma Iberica SL	Spain
7.	United Phosphorus Polska Sp.z o.o - Poland	Poland
8.	Arysta LifeScience Switzerland Sarl	Switzerland
9.	Arysta LifeScience U.K. USD-2 Limited	United Kingdom
10.	Arysta LifeScience U.K. Limited	United Kingdom
11.	Arysta LifeScience U.K. CAD Limited	United Kingdom
12.	Arysta LifeScience European Investments Limited	United Kingdom
13.	Arysta LifeScience U.K. USD Limited	United Kingdom
14.	Arysta LifeScience U.K. EUR Limited	United Kingdom
15.	Arysta LifeScience U.K. Holdings Limited	United Kingdom
16.	Arysta Lifescience Paraguay (FKA Arvesta Paraguay S.A.)	Paraguay
17.	Arysta LifeScience Costa Rica SA.	Costa Rica
18.	Nurture Financial Solutions Limited	India
19.	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	Brazil

MATERIAL SUBSIDIARY

As on March 31, 2023, the Company has the following 5 unlisted material subsidiaries as per the parameters laid down under SEBI LODR Regulations. These material subsidiary companies are: UPL Corporation Limited, Mauritius, UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A., UPL Agrosolutions Canada Inc., UPL NA Inc and UPL Mauritius Limited. None of these subsidiaries have sold, disposed off or leased more than 20% of its assets during the current year. The Company's policy on material subsidiaries can be accessed at https://www.upl-ltd.com/investors/corporate-governance/policies.

RELATED PARTY TRANSACTIONS

All related party transactions ("RPT") entered into during the year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of related party transactions in Form AOC-2 is not applicable.

Prior omnibus approval of the Audit Committee is obtained for related party transactions which are repetitive in nature. Audit Committee reviews all related party transactions in detail as required under applicable law and regulations on a quarterly basis. The Audit Committee of UPL Limited consists of only Independent Directors. It reviews the related party transactions from the point of view of the business need, arm's length pricing and major commercial terms. UPL has put in place a stringent process to approve related party transactions. The Company engages a Big Four accounting firm (or other reputed agency) to review the intercompany transfer pricing arrangement with respect to all international related party transactions, from the standpoint of transfer pricing regulations under the Tax laws for determining arm's length pricing. Similar exercise is also carried out for domestic related party transactions.

The policy on RPTs as approved by the Board is available on the website of the Company at https://www.upl-ltd.com/investors/corporate-governance/policies

SEBI has amended the provisions relating to RPTs pursuant to which approval of the Members of the Company is required for entering into material RPTs effective from April 1, 2022. Accordingly, the Company at the Extraordinary General Meeting held on March 24, 2023 obtained approval of the Members for continuing / undertaking RPTs which may exceed the materiality threshold of ₹ 1000 crore and which are in the ordinary course of business and on arms' length basis.

Detailed disclosure on related party transactions as per IND AS-24 containing name of the related party and details of the transactions entered with such related party have been provided under Notes to financial statements. Disclosure on related party transactions on half year basis are also submitted to the stock exchanges.

INSURANCE

All the properties and operations of the Company, to its best judgement have been adequately insured.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material order passed by the Regulators or Courts which impacts the Company's ability to continue as a going concern.

AUDITORS

a) Statutory Auditor

At the 38th Annual General Meeting ("AGM") of the Company held on August 12, 2022, the Members of the Company had re-appointed B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as the Statutory Auditor of the Company pursuant to section 139 of the Companies Act, 2013 for the second term of 5 (five) years from the Company's financial year 2022-23 till the conclusion of the 43rd AGM of the Company.

The Auditor's Report on standalone and consolidated financial statements for the year ended March 31, 2023 forms part of the Annual Report and contains an Unmodified Opinion without any qualification, reservation or adverse remark.

b) Cost Auditor

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and amendments thereto, the cost records maintained by the Company are required to be audited. The Company has maintained cost records as per the requirements of the Companies (Cost Records and Audit) Rules, 2014. The Board on the recommendation of the Audit Committee, has appointed M/s. RA & Co., Cost Accountants to audit the cost records of the Company for the financial year 2023-24 at a remuneration of ₹11,75,000/- (Rupees Eleven Lakhs and Seventy-Five Thousand only). The Company has received a certificate of eligibility from the cost auditor for their appointment. As per the provisions of the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for approval / ratification. Accordingly, a resolution seeking Member's approval for the remuneration payable to M/s. RA & Co., Cost Auditor is included in the Notice convening the AGM.

The Cost Audit Report for the financial year 2021-22 was filed with the Ministry of Corporate Affairs on August 10, 2022. The report was unmodified and did not contain any qualification, reservation or adverse remark. The Cost Audit Report for the financial year 2022-23 will be filed before the due date.

c) Secretarial Auditor

Pursuant to section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. N. L. Bhatia & Associates, a firm of Company Secretaries in Practice to conduct secretarial audit for the financial year 2022-23. The Report of the Secretarial Auditor is annexed to this report as Annexure 3. The report of the Secretarial Auditor for the financial year 2022-23 is unmodified and does not contain any qualification, reservation or adverse remark.

The Board has re-appointed M/s. N. L. Bhatia & Associates to conduct the secretarial audit for the financial year 2023-24. They have confirmed their eligibility for the appointment.

During the year, there are no instances of any fraud reported by any of the aforesaid auditors to the Audit Committee or the Board.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of section 152 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company, Mr. Jai Shroff (DIN: 00191050), Non-Executive Director of the Company, retires by rotation at the forthcoming AGM of the Company and being eligible has offered himself for re-appointment. An ordinary resolution in this regard has been proposed for approval of the members. The information of Mr. Jai Shroff seeking re-appointment, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, is provided in the Notice convening the 39th AGM of the Company.

Mr. Rajnikant Shroff (DIN: 00180810) stepped down from his dual responsibility as Chairman and Managing Director of the Company w.e.f. December 1, 2022. The Board of Directors of UPL Limited, in view of dedication of Mr. Rajnikant Shroff in building UPL as the fifth largest crop protection global company and his work towards ensuring food security for India and other countries, designated him as the "Chairman Emeritus" of the Board. Mr. Rajnikant Shroff continues to devote his full time for social causes and focus on advocacy for improving Indian agrochemical industry.

Mr. Arun Ashar (DIN:00192088), stepped down as Whole-time Director of the Company w.e.f. December 1, 2022.

The Board of Directors places on record its appreciation for the services rendered by Mr. Rajnikant Shroff and Mr. Arun Ashar and their unwavering commitment to UPL.

The Board of Directors designated Mr. Jai Shroff as Non-Executive Chairman of the Board w.e.f. December 1, 2022.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Raj Tiwari (DIN: 09772257) as an Additional Director as well as Whole-Time Director and Mr. Carlos Pellicer (DIN:09775747) as an Additional Director (Non-Executive and Non-Independent) on the Board w.e.f. November 1, 2022. The appointment of Mr. Raj Tiwari and Mr. Carlos Pellicer were approved by the Members of the Company at the Extraordinary General Meeting held on November 25, 2022.

Further in line with the best-in-class global corporate governance principles, two of the long serving independent directors, Mr. Pradeep Goyal (DIN: 00008370) and Dr. Reena Ramachandran (DIN: 00212371), who contributed significantly in the functioning of the Board chose to voluntarily step-down w.e.f December 1, 2022 before the statutorily permitted second term of 5 years which would end in March 2024. The Board of Directors places on record its appreciation for the services rendered by Mr. Pradeep Goyal and Dr. Reena Ramachandran and their role in raising the bar of corporate governance in UPL.

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Suresh Kumar (DIN: 00512630) as an Additional Director (Non-Executive and Independent) w.e.f. October 20, 2022. The appointment was approved by the Members of the Company at the Extraordinary General Meeting held on November 25, 2022 for a period of 5 years.

All the independent directors of the Company as on March 31, 2023 have given requisite declarations stating that they meet the criteria of independence laid down under section 149(6) of the Act, Regulation 16(b) of SEBI Listing Regulations and have complied with the Code for Independent Directors as prescribed in Schedule IV to the Act. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. In terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company are registered on the Independent Director Databank maintained by the Indian Institute of Corporate Affairs (IICA).

Following are the Key Managerial Personnels as per section 2(51) of the Act as on March 31, 2023:

1. Mr. Raj Tiwari – Whole-Time Director
2. Mr. Anand Vora – Chief Financial Officer
3. Mr. Sandeep Deshmukh – Company Secretary and Compliance Officer

EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of Companies Act, 2013 and the SEBI Listing Regulations, the evaluation process for performance of the Board, its various committees, individual directors and the Chairman of the Board and respective Committees was carried out during the year. Each director was provided a questionnaire to be filled up providing feedback on the overall functioning of the Board, its Committees and contribution of individual directors. The questionnaire covered various parameters such as structure of the Board/Committees, board meeting practices, overall board effectiveness, attendance/ participation of directors in the meetings, etc. The directors were also asked to provide their suggestions for areas of improvement to ensure higher degree of engagement with the management. All the Directors were satisfied with the effectiveness of evaluation carried out during the year.

The Independent Directors during the year completed evaluation of Non-independent/Non-promoter Directors and the entire Board including the Chairman. The Independent Directors expressed satisfaction on overall functioning of the Board, various committees as well as all the directors of the Company. They appreciated the knowledge and expertise of the Chairman and Group CEO and his exemplary leadership qualities which demonstrate positive attributes in following the highest standards of corporate values and culture of the Company.

The Board also discussed the report of performance evaluation and its outcome.

COMMITTEES OF BOARD, NUMBER OF MEETINGS OF THE BOARD AND BOARD COMMITTEES

The Board has seven committees, namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee, Sustainability Committee and Finance and Operations Committee. All the recommendations made by the Committees of Board including the Audit Committee were accepted by the Board.

The Board met eleven times during the year under review. The maximum gap between two Board meetings did not exceed 120 days. A detailed update on the Board, its Committees, its composition, terms of reference of various Board Committees, number of board and committee meetings held and attendance of the directors at each meeting is provided in the Report on Corporate Governance.

NOMINATION AND REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee framed and adopted the Nomination and Remuneration Policy for selection, appointment and removal of directors, senior management, key managerial personnel (KMP) including their remuneration. The Board recognises that various Committees of the Board have a very important role to play in ensuring the highest standards of corporate governance. The Chairman of the Board and other Directors form the broad policies and ensure their implementation in the best interests of the Company.

The criteria for selection of directors, senior management and KMP *inter-alia* include qualifications, experience, expertise, integrity, independence of the directors and board diversity.

The remuneration to non-executive directors consists of sitting fees for attending Board/Committee meetings, commission and other reimbursements. As per the approval given by the members, the said commission shall not exceed 1% of the net profits of the Company. All the independent directors are paid commission on uniform basis. The Independent directors are not entitled to any stock options.

The remuneration to Whole Time Director/Executive Directors is broadly divided into fixed and variable components. The fixed components comprise of monthly salary, allowances, perquisites, and other retirement benefits. The variable component comprise of performance based annual commission. The remuneration payable to them is subject to approval of the members of the Company. The overall managerial remuneration payable to them shall not exceed 10% of the net profits of the Company.

In respect of senior management, the remuneration is based on their performance, Company's performance, individual targets achieved, industry benchmark and compensation trends in the industry. Their remuneration consists of monthly salary, bonus, perquisites, KPI and other retirement benefits.

The Nomination and Remuneration Policy and Executive Compensation Policy are available on the website of the Company at https://www.upl-ltd.com/investors/corporate-governance/policies.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the SEBI Listing Regulations, the Company has devised a familiarisation programme for the Independent Directors, with a view to familiarise them with their role, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

Through the familiarisation programme, the Company apprises the independent directors about the business model, corporate strategy, business plans and operations of the Company. These directors are also informed about the financial performance, annual budgets, internal control system, statutory compliances etc. They are also familiarised with Company's vision, core values, ethics and corporate governance practices.

At the time of appointment of Independent Director, a formal letter of appointment is given to them, which explains their role, responsibility and rights in the Company. Subsequently they are apprised of the Company's policies on CSR, nomination and remuneration, plant safety, HR, succession policy for directors and senior management. They are updated with global business scenario, marketing strategies, legislative changes etc. Factory visits are arranged to apprise them of various operational and safety aspects of the plants to get complete understanding of the activities of the Company.

Details of familiarisation programme of Independent Directors are available on the website of the Company at https://www.upl-ltd.com/investors/corporate-governance/policies.

HUMAN RESOURCES

The Company continuously strives to be the best globally in all the domains of its operations and believes that its employees are the core foundation of this vision. The HR strategy is committed to creating an engaging workforce and an inspirational leadership that continuously powers this vision.

Key initiatives undertaken for Employees

Employee Wellness

Multiple initiatives were undertaken for employee wellness in FY22-23 which was in line with UPL values of Always Human, Agile and Nothing is Impossible. Some of the initiatives are as under:

- Expansion of services with external partners on employee wellbeing including online medical consultation.
- UPL has conducted Power of Inclusion workshop in this year. 65 batches were completed covering 844+ managers and leaders altogether across all regions. Going ahead, we will be supplementing this program with a detailed learning initiative to all employees to ensure continuous DEI progress is maintained through a 90 minutes reflective workshop video on OpenIntel.
- Conducted webinar on the occasion of Pink October to create awareness on Breast Cancer for all employees.
- On the occasion of International Women's Day, UPL conducted a session on menstrual health, explaining the myths & facts about menstruation.
- As part of International Women's Day, conducted a workshop at UPL for all women at Mumbai for Image Consulting and Personal Branding.

Successful Launch of Catalyst - Global Digital Onboarding Program

Catalyst is a global digital onboarding program of UPL which aims to ensure that employees feel connected to the organisation. Catalyst delivers engaging and uniform employee experience across geographies & business, enabling smooth and quick transition into their new roles for the new joiners. It provides new hires with a comprehensive onboarding experience that reinforces their decision to work with UPL and supports them in performing their job at a high level.

Catalyst program has 3 unique phases which are designed to make new joiners assimilation journey informative and fun.

- **DISCOVER** is the first module of Catalyst which focuses on pre-onboarding phase of new joiner. UPL Discover is a microsite designed for new joiner to access the information of UPL at one place.
- **ENGAGE** is the second module of Catalyst and in this phase, new joiner gets acquainted to our Global Policies, Business, Functions, Employee Portal - myUPL, Ethics & Compliances. New joinee get an in-depth understanding of Our Regional Businesses, Organization Culture and Policies applicable.
- **GROW** is the third module of our Catalyst journey to keep the new joiner engaged and through our Post-Onboarding Module – GROW – new joiner gets in-depth knowledge about OpenAg - Our Core Purpose, Core Values, Social Responsibility initiatives, various Lines of Business and Crop Value Chain. Not only that, Grow module also provides access to mandatory learning courses which are assigned to be compliant and be aware of company's code of conduct.

NextGen – University Relations Program

The University Relations Program in UPL is called, 'NextGen – Fostering Talent for The Future'. The focus of this program is on hiring, nurturing young talent and assimilating them into our organizational culture to be future leaders. In the NextGen Program, we intend to hire Management Trainees (MBA graduates), Engineer Trainees (Engineering graduates), Research Trainees (Chemistry graduates) and Interns (pursuing MBA, Engineering and Professional Courses in Finance, Law etc).

The program acts as the foundation of inculcating UPL's core values, culture, perspective, and diversity in fresh talent with a vision to create talent pipeline. The major objective of university recruitment is to help tap a wider talent pool by hiring through multiple premium colleges and making it easier to train people with similar backgrounds in a standardized way. The NextGen program develop and maintain UPL's employer brand in front of the young talent and create a long-lasting impression on a wide audience.

With the NextGen program we expose the new hires to strategic and challenging projects that have direct impact on the business. The program also nurtures them with a well-structured 1-year training journey where they are subjected to soft skills training via OpenIntel, Business training via plant and field visits and experiential learning via Learn from Expert Sessions with senior leadership.

The Trainees are given real time projects in diverse business functions like Global CPHQ, Sales & Marketing, Supply Chain & Manufacturing, D&A, Information Security, Intellectual Property, Human Resources etc.

PARTICULARS OF EMPLOYEES

Details of remuneration as required under section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as Annexure 2.

Particulars of employee remuneration as required under section 197(12) of the Act read with rule 5(2) and rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. In terms of the provisions of section 136 of the Act, the Annual Report is being sent to members excluding the aforementioned information. Any member interested in obtaining such information may write to the Company Secretary of the Company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in Annexure 4 to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, the directors confirm that:

a) In the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.

b) Such accounting policies as mentioned in the Notes to the financial statements have been selected and applied consistently, and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date.

c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) That the annual financial statements have been prepared on a going concern basis.

e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CORPORATE GOVERNANCE, MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT & BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Your Company has been complying with Corporate Governance practices as set out in a separate report, in pursuance of requirement of Para C of Schedule V of SEBI Listing Regulations. A certificate from B S R & Co. LLP, Chartered Accountants confirming compliance of conditions of Corporate Governance as stipulated under the SEBI Listing Regulations is part of this Annual Report.

The Management Discussions and Analysis Report and Business Responsibility and Sustainability Report forms part of the Annual Report as required under the SEBI Listing Regulations.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India relating to the meetings of the Board and General Meetings.

CONSOLIDATED FINANCIAL STATEMENT

Consolidated financial statements are prepared for the year 2022-23 in compliance with the provisions of the Companies Act, applicable accounting standards and as prescribed under the SEBI Listing Regulations. The consolidated statements are prepared on the basis of audited financial statements of the Company, its subsidiaries, associates and joint ventures. These consolidated financial statements along with the Auditor's Report thereon form part of the Company's Annual Report.

ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013, a copy of the draft Annual Return as on March 31, 2023 has been placed on the website of the Company and the web link of such Annual Return is https://www.upl-ltd.com/investors/financial-results-and-reports/annual-reports

OTHER DISCLOSURES

1. There was no change in the nature of business of the Company as stipulated under sub-rule 5(ii) of Rule 8 of Companies (Accounts) Rules, 2014.
2. There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the balance sheet relates and the date of this Report.
3. There is no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year 2022-23.
4. There was no instance of one-time settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENT

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government of India and Government of various countries where the Company has operations, Government authorities, customers, vendors and members during the year under review.

CAUTIONARY STATEMENT

Statements in the Director's Report and the Management Discussion and Analysis describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include: global and domestic demand and supply conditions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the Company.

On behalf of the Board of Directors

Jai Shroff
Chairman
(DIN: 00191050)

Mumbai
May 08, 2023

Annexure 1 to Board's Report

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-23

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

UPL has been at the forefront of enabling social development since inception. The Company believes in the holistic and sustainable growth of society. Our values, "Always Human" and "Open Hearts" are the driving and guiding force of our Corporate Social Responsibility initiatives. We work with the same values across the globe being committed to the highest levels of quality and empathy in our endeavor to deliver quality in our products and for our stakeholders.

UPL's CSR efforts are aligned to the nation's development needs along with addressing the Sustainable Development Goals. The company understands and reciprocates to the needs of its communities to enable and empower them to lead a dignified life.

Our development interventions encompass the wider interests of people with a focus on wellbeing of our neighboring communities. We therefore have been continuously evolving and moving along with the regulations being introduced to CSR from time to time for the betterment of executing CSR projects. Our policies and processes are aligned to the most recent guidelines, both in spirit and execution. The Board is sensitized to the needs of the people and being aware of the challenges of the communities, have laid great emphasis on designing projects with a localized acceptance so that more and more people can draw the benefits.

UPL's interventions are designed to cater to all the segment of the society, classified into the following 4 focus areas: (a) Institution of Excellence; (b) Sustainable Livelihood; (c) Nature Conservation; and (d) Local and National Area Need.

2. COMPOSITION OF CSR COMMITTEE

Sr. No.	Name of Director*	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Vikram Shroff	Chairman / Non-Executive, Non-Independent	2	2
2	Mr. Suresh Kumar#	Member / Independent Director	2	2
3	Mr. Raj Tiwari#	Member / Executive Director	2	2

*Mr. Arun Ashar and Mr. Pradeep Goyal ceased to be member of the Committee w.e.f. December 1, 2022. Both the CSR Committee meetings were held after their cessation which were duly attended by all existing members.

Appointed as Members of the Committee w.e.f. December 1, 2022.

3. WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY

a) CSR Committee: https://www.upl-ltd.com/investors/corporate-governance/board-committees

b) CSR Policy: https://www.upl-ltd.com/sustainability/social-responsibility/documents

c) Approved projects: https://www.upl-ltd.com/sustainability/social-responsibility/documents

4. PROVIDE THE EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8, IF APPLICABLE: Click for link to Impact Assessment Report

5. (a) Average net profit of the Company as per section 135(5): ₹ 7,49,44,98,147

(b) Two percent of average net profit of the company as per section 135(5): ₹ 14,98,89,963

(c) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years: Nil

(d) Amount required to be set off for the financial year, if any: Nil

(e) Total CSR obligation for the financial year (b+c-d): ₹ 14,98,89,963

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 30,49,89,948

(b) Amount spent in Administrative Overheads: ₹ 15,60,000

(c) Amount spent on Impact Assessment, if applicable: is ₹ 14,07,975

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 30,79,57,923

(e) CSR amount spent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
30,79,57,923	NA	NA	NA	NA	NA

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	14,98,89,963
ii.	Total amount spent for the Financial Year	30,79,57,923
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	15,80,67,960
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	15,80,67,960

The Company has not set off any excess spend of previous years during FY2023. However, the Company is eligible to adjust the excess amount spent on CSR in succeeding financial years.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable.

Mumbai
May 8, 2023

Raj Tiwari
Whole-time Director
(DIN: 09772257)

Vikram Shroff
Chairman – CSR Committee
(DIN: 00191472)

Annexure 2 to Board's Report

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **The ratio of remuneration of each Director to the median remuneration of employees of the Company for the financial year 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23:**

Name	Designation	Ratio to median remuneration	% increase in remuneration in FY 2022-23
Mr. Hardeep Singh	Independent Director	5.35x	29.37%
Dr. Vasant Gandhi	Independent Director	5.64x	39.84%
Ms. Naina Lal Kidwai	Independent Director	3.12x	- $
Mr. Suresh Kumar ^	Independent Director	-	-
Mr. Raj Tiwari	Whole-time Director	65.31x	30.80%*
Mr. Anand Vora	Chief Financial Officer	NA	21.20%*
Mr. Sandeep Deshmukh	Company Secretary and Compliance Officer	NA	9.20%

$ Appointed as an Independent Director w.e.f. October 1, 2021. Hence, the previous year figures are not comparable.

^ Appointed as an Independent Director w.e.f. October 20, 2022.

* The calculation of increase in remuneration as above does not include one-time incentive of US$ 461768 each received by Mr. Raj Tiwari and Mr. Anand Vora from UPL Corporation Limited, Mauritius.

Note: Mr. Rajnikant Shroff, Mr. Arun Ashar, Mr. Pradeep Goyal and Dr. Reena Ramachandran ceased to be Directors of the Company w.e.f. December 1, 2022 and hence the above details are not applicable for them.

2. Change in remuneration of independent directors' is on account of sitting fees which depends on number of meetings attended and also on account of revision in Commission.
3. The percentage change in the median remuneration for FY2022-23 was (1.64%). "Median" represents the numerical value separating the higher half of the employee strength from the lower half, which gets determined depending upon number of employees in the respective years. The % change in Median remuneration does not indicate decrease in remuneration of any specific employee or a median salary of organisation but is the difference in the remuneration of persons who were at median positions in the respective years.
4. Number of permanent employees and workers on the rolls of the Company as on March 31, 2023 were 7,385.
5. Average annual increase to the employees excluding senior managerial personnel in FY22-23 was 9.5%. Further, average annual increase for the senior personnel was 8.5%.
6. The remuneration is in line with the Nomination and Remuneration Policy of the Group.

Additional information about remuneration drawn by Directors from subsidiaries

Mr. Jai Shroff and Mr. Vikram Shroff, Directors do not draw remuneration from the Company. They are foreign citizens and residents out of India and accordingly receive remuneration from overseas subsidiaries of the Group. There was no change in the remuneration paid to them in FY22-23 as against FY21-22 other than that disclosed in the Corporate Governance report.

Mr. Hardeep Singh and Ms. Naina Lal Kidwai, Independent Directors received Sitting Fee/Remuneration from the material subsidiaries where they are nominated as Independent Director by UPL Limited as required under SEBI LODR Regulations, 2015. Details of their remuneration are given in Corporate Governance section of this Annual Report.

On behalf of the Board of Directors

Jai Shroff
Chairman
(DIN: 00191050)

Mumbai
May 8, 2023

Annexure 3 to Board's Report

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
UPL Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UPL Limited (hereinafter called the Company). Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India (ICSI) ("the auditing standards) and the processes and practices followed during the audit are aligned with the auditing standards to provide us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

(1) The Companies Act, 2013 (the Act), the Rules made there under and notifications and guidelines issued by the Ministry of Corporate Affairs (MCA);

(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(3) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;

(4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment;

(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; to the extent applicable on the Company;

d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable on the Company;

e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018

(6) Other Laws specifically applicable to the Company as given in **Annexure A**

We have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) Guidelines issued by MCA and SEBI relating to conducting the meeting via video conferencing or Other Audio-Visual means.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking consent of Directors in the few cases where these documents are sent less than seven days in advance. A system also exists for obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the resolutions were passed with unanimous consent and there were no dissenting members' views which were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Company has voluntarily constituted Sustainability Committee of Directors to further its commitment towards strengthening its contribution for sustainable development. The Sustainability Committee is Chaired by an Independent Director and consist of majority Independent Directors as its members.

We further report that the Company has voluntarily appointed Mr. Hardeep Singh as Lead Independent Director following the globally accepted good governance practice and to ensure robust independent leadership at Board.

We further report that during the audit period the members of the Company at the Extra ordinary General Meeting (EOGM) held on 25th November 2022 and 24th March, 2023 has approved the following resolutions with requisite majority;

1. Approved the appointment of Mr. Suresh Kumar as an Independent Director for a period of 5 years.
2. Approved the appointment of Mr. Carlos Pellicer as Non- Executive Non-Independent Director of the Company.
3. Approved the appointment of Mr. Raj Tiwari as Whole time Director of the Company and approved his remuneration.
4. Approved the Business realignment consisting of Slump sale of the "Advanta Seeds Business" to a wholly owned subsidiary viz Advanta Enterprises Limited (AEL) and Investment in AEL.
5. Approved the Business realignment to organise investment in Advanta's international seeds business under Advanta Mauritius Limited, Mauritius, wholly owned subsidiary of Advanta Enterprises Limited.
6. Approved the Business realignment consisting of Slump sale of the "Crop Protection Business" and "Adarsh Farm Services Business" to wholly owned subsidiaries viz UPL Sustainable Agri Solutions Limited (UPL SAS) and Nurture AgTech Private Limited (Nurture) respectively and investment in UPL SAS and realignment of holding structure of subsidiaries.
7. Approved the continuation of arrangements of supply of products/material and cost / expenses sharing arrangement with UPL Sustainable Agri Solutions Limited and Advanta Enterprises Limited, wholly-owned subsidiaries of the Company.
8. Approved material Related Party Transactions with Subsidiaries, Joint Ventures and Associates at arm's length basis and in the ordinary course of business as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
9. Approved the consolidation of existing loan obligations of its subsidiaries to UPL Corporation Limited, Mauritius into its subsidiary viz. UPL Corporation Limited, Cayman.

For M/s. N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
PR No. 700/2020

Bhaskar Upadhyay
Partner
FCS: 8663
CP. No. 9625
UDIN: F008663E000222241

Date: April 28, 2023
Place: Mumbai

ANNEXURE A

List of Laws specifically applicable to the Company

a) Factories Act, 1948, Fertilizer (Control) Order, 1985 and Rules made thereunder.
b) The Insecticides Act,1968 and Rules made there under
c) Legal Metrology Act, 2009
d) Explosives Act, 1889 - Gas Cylinder Rules, 1981
e) The Indian Boilers Act, 1923 & The Indian Boilers Regulations, 1950
f) The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996
g) Environment Protection Act, 1986 and other environmental laws

To,
The Members
UPL Limited

Our report of even date is to be read along with this letter.

(1) Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

(2) We have followed the auditing standards issued by the institute of Company Secretaries of India (ICSI) and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed are aligned with auditing standards issued by the institute of Company Secretaries of India (ICSI) and provide a reasonable basis for our opinion.

(3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

(4) Wherever required we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

(5) The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

(6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M/s. N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800

Bhaskar Upadhyay
Partner
FCS: 8663
CP. No. 9625
PR No. 700/2020
UDIN: F008663E000222241

Date: April 28, 2023
Place: Mumbai

Annexure 4 to Board's Report

Conservation of Energy, Technology Absorption, Adaptation and Foreign Exchange Earnings and Outgo

[Section 134(3)(m) of the Companies act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of Energy during the year 2022-23:

i. The steps taken or impact on conservation of energy

The Company has a dedicated 'Energy Cell' which is continuously working for achieving Energy excellence, by identifying and implementing new and innovative measures across the Company's plants. The team closely monitors specific energy consumption pattern across all manufacturing sites. It also conducts periodic internal & external energy audits. This has resulted in reduction of energy and CO2 footprint. Energy Cell is also involved in building internal capability by imparting trainings and demonstration of new technologies.

Key focus area has been on heat integration in processes and waste heat recovery.

Major Energy saving initiatives are mentioned below:

1. Elimination of column operation with heat integration and reducing steam consumption.
2. Desiccant Drier changed from Timer Based type to Dew point Based for PSA operation.
3. Thermal heat pump to recover low grade heat from cooling water and making hot water.
4. Improved flash & condensate recovery.
5. Utility changeover from chilled water to cooling water.
6. Briquette fired boiler against coal.
7. Epoxy glass coated cooling tower fan in place of aluminum fans.

ii. Steps taken by the Company to utilize alternate source & reduce energy consumption.

1. Utility Changeover, using higher temperature utility for cooling by system optimization and modification.
2. To utilize flash steam venting to atmosphere by VATC and feed pre heating.
3. To purchase additional renewable power purchase.
4. Fluidized bed cleaning system to improve steam economy in MEE's
5. Absorption heat pump for waste heat recovery.
6. To implement horizontal deployment of innovative measures like process pinch, heat integration, achieving higher overall efficiency, closed loop condensate & flash recovery system, evaporative condenser, BPT's etc.

iii. Capital Investment on energy conservation equipment:

1. A total of ₹ 7.25 crores were invested in installation of energy efficient equipment. All projects are evaluated and approved based on the lowest energy and carbon foot-print.
2. The Company's units have been recipients of multiple awards as a recognition of our energy conservation measures and Sustainability.
3. BEE awarded "National Energy Conservation Award" (NECA) By Honorable President of India.
4. Confederation of Indian Industry (CII) awarded UPL as "Excellent Energy Efficient Unit"

B. Technology Absorption, Adaptation and Innovation during the year 2022-23:

i. Following initiatives were taken by the company towards the technology absorption, adaptation and innovation:

1. Yield improvements through advanced separation techniques & converting batch to continuous mode to reduce the cost of COGM.
2. Yield improvement by 12% in one of key specialty chemical plant by new innovative reactor design.
3. New plant to cater the intermediate requirement is established to reduce the sourcing cost.
4. New advanced flow reactor technology horizontally deployed for various chemistries.
5. Capacity improvement for various products from 10% to 40% through process intensification.
6. Production of FIVE specialty chemicals on a commercial scale was started and products with desired quality and yield are being produced.
7. Continuous extractor for the efficient solid washing implemented and reduced major cleaning/downtime in the process.
8. Implemented novel idea of precious metal recovery from residue, conversion to catalyst and recycle back to the process.
9. Ozonation with nanobubble technology Implemented for complex effluent treatment, improving bio-treatability of Effluent, and allowed to treat effluents in-house with achieving discharge norms.
10. Novel Process of Pervaporation (Membrane) for Solvent Demoisturization tested at pilot scale and commercial implementation will start soon.
11. Advanced Oxidation (chemical) processes implemented horizontally for effluent treatments which helped to eliminate complex operations of MEE.
12. Processes were developed for the intermediates of at least 5 technical as an initiative to be self-dependent.
13. Collaborative work with external agencies like universities, research institutes and scientists in their individual capacity has resulted into innovations and new technology implementation at product and process stages. It has been useful in upgradation of the existing technologies.
14. Five processes were screened for patent application.
15. Two specialty chemicals are being produced on commercial scale of manufacture based on the technology developed in-house.
16. A new insecticide is manufactured in collaboration with an overseas partner.
17. A new anti-sprouting agent is manufactured on commercial scale.
18. A number of pesticide formulations which included combination of two or more pesticides have been successfully launched in the Domestic and International markets.
19. Processes for several actives for future production have been developed in the Research and Development Centres.
20. Novel innovative products including straight and mixture formulations of two or more active ingredients were developed in the Research and Development Centres, for introduction in future.

ii. Benefits derived by the Company:

1. Launch of new products has contributed to company's turnover and profits.
2. Quality enhancement of products has helped in increased market share.
3. Reduction in dependency of imported materials.
4. Cost reduction of sourced materials.
5. Reduction in the COGM of key products.
6. The collaboration with Institutes, Universities, Scientists and Experts has helped in improvement of existing technologies

iii. The details of imported technology (imported during the last three years reckoned from the beginning of the financial year) : NIL

iv. Research and development (R&D):

a) **Specific areas in which R&D initiatives were taken by the company:**

i. Innovation in industrially safe and viable chemical processes with total backward integration of active ingredients

ii. Developing cost-effective processes for active ingredients for use in formulations which are affordable to the farmers

iii. Development of safe and economically viable processes for Specialty and Industrial Chemicals

iv. Creation of Intellectual Property for innovations happening at Research and Development Centres for products and processes

v. Creating environmentally friendly formulation products and processes to work towards safe environment practices

vi. Improved and enhanced quality of products and processes resulting in reduced wastes, improved safety of processes and reduced costs

vii. Generation of technical data for registration of products locally and globally

viii. Enhanced self-dependency by way of total backward integration for active ingredient products.

ix. Development of in-house adjuvants such as, surfactants used in formulation products.

b) Benefits derived by the company:

i. Introduction of several new pesticidal products globally will result in enhancement in the overall volumes of pesticide mixtures in the local and global markets.

ii. Increased self-dependency by virtue of successful development of R&D laboratory processes and scale-up to the pilot scale processes for several active ingredients will help in commercialization of products.

iii. Various new products have been introduced in the market globally. This will help in effective pest management and expansion of business globally.

iv. Combination products and pre-mix formulations resulting in launch of several products.

v. Enhanced revenue generation and captive consumption of various key raw materials due to manufacture of Industrial Chemicals and Specialty Chemicals.

vi. Faster global launches resulting in increased revenue because of increasing number of registrations and regulatory approvals in various countries.

vii. Long term advantages of improvement in the Quality of products and reduction in costs of marketed formulations will result in better sustainability.

viii. Protection of the Intellectual Property of the company will result in keeping a check on the competition in domestic and global markets and in creating opportunities for potential licensing.

c) Future Plan of Action:

i. Developing non-infringing chemical routes for post-patent and off-patent active ingredients by using cost-effective, eco-friendly, safe, economically viable processes, and by employing principles of green chemistry

ii. Developing and implementing innovative, cost-effective, non-toxic, safe, and environmentally friendly pre-mix and combination formulation products

iii. Developing integrated pest management solutions, based on nature-based products.

iv. Continual improvement in quality and reduction of costs of existing products and chemical processes for Active Ingredients and Formulation Products

v. Generating data for product registration globally.

vi. Capturing the inventions in R&D processes and products, and protecting the Intellectual Properties by applying for patents.

vii. Expansion in the Research and Development Centres infrastructures and enhancing their capabilities.

R& D Expenditure

Amount in ₹ Crore

	FY22-23	FY21-22
Capital	23	15
Recurring	173	149
Total	**196**	**164**

Total R&D expenditure as a percentage of turnover – Standalone is 1.04% for FY 2023 as against 0.997% for FY 2022.

C. Foreign Exchange Earnings and Outgo:

Amount in ₹ Crore

	FY22-23	FY21-22
Total Foreign Exchange Earned	10,772.58	8,710.75
Total Foreign Exchange Outgo	5,929	5,155.12

On behalf of the Board of Directors

Jai Shroff
Chairman
(DIN: 00191050)

Mumbai
May 08, 2023

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our corporate governance philosophy reflects our value system encompassing our legacy, culture, vision, mission, policies and relationships with all our stakeholders.

At UPL we are committed to doing things the right way which means taking business decisions which are ethical and in compliance with applicable legislations. Corporate Governance is imperative for enhancing and retaining investors trust. The Company always seeks to ensure that its performance objectives meet the Company's Governance standards. The Company always endeavours to be proactive in voluntarily adopting good governance practices and laying down ethical business standards, both internally as well as externally. We consider stakeholders as partners in our success and we remain committed towards maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to create an enduring value for all. Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation.

Transparency
We ensure transparency and maintain high level of integrity and accountability

Compliance
We ensure compliance in both the spirit and letter of law in all our actions and disclosures

Relationship with stakeholders
We understand our responsibility to protect the interest of all stakeholders

Sustainability
At UPL, sustainability is a holistic approach for doing good business for progress, prosperity, people and the planet.

Responsible Leadership
Lead by example by ensuring independence of the Board and effectiveness of the Management

Our corporate governance framework is guided by our core values, culture and ethics viz:

Always Human – We are all about connecting with people, in a human way – showing respect, demonstrating trust, celebrating diversity. For us, technology is an enabler, not the endgame. We see the value in human connectivity and how it creates new opportunities for everyone. With this, comes our promise to protect people's safety in every way we can.

Nothing's impossible – There isn't any limit to our ambition or our ability to grow. We are not afraid to run with new ideas, work with new partners, anticipate new needs, push ourselves beyond our comfort zones or simply ask 'Why not?'. We dare to change the game and create a new food economy for the world.

Win-Win-Win – We serve a cause bigger than ourselves – sustainability of global food systems. We win when we create sustainable solutions based on responsible choices, when everyone we serve and partner with grows too, and when together we achieve sustainable growth for society as a whole - the biggest win of all.

One team, One focus – We are one team, for maximum impact. One team with shared goals. We all play for the team, and no one plays against the team. We have a laser-like focus on what our customers need and want, on anticipating their future needs and how we can create innovative solutions and experiences for them.

Agile – No one is faster or more efficient. We thrive on targets and challenges that, while possibly daunting at first glance, only excite and energise us. Wherever we operate, speed and agility are in our DNA. The world needs our urgency.

Keep it simple, make it fun – Food systems are highly complex and present huge challenges. We cut through this by keeping it simple. People value simplicity, customers especially. And everyone likes fun, so let's have some, doing what we love to do.

The Company in all its dealings endeavours to implement the corporate governance provisions and best practices to achieve the objectives of the following principles:

- Recognize the rights of all stakeholders and encourage co-operation between the Company and all its stakeholders.
- Protect and facilitate the rights of all stakeholders.
- Provide adequate and timely information to all stakeholders through timely and accurate disclosures.
- Ensuring equitable treatment for all stakeholders.
- Recognising the responsibilities of the Board of Directors towards the attainment of the above principles.

The Company has adopted various Codes / Policies towards achieving the best corporate governance practices which *inter-alia* includes Code of Conduct, Whistle Blower Policy, Anti-bribery and Corruption Policy, Gifting Policy, Human Rights Policy, Code of Conduct for Monitoring and Prevention of Insider Trading and Policy on Related Party Transactions.

With a strong governance philosophy, we have a multi-tiered governance structure with defined roles and responsibilities of every constituent of the governance system which includes Board of Directors, Board Committees, Group Management Team, Key Global Executives and Regional & Functional Heads.

BOARD OF DIRECTORS

Composition of Board

The Board is responsible for providing strategic direction to the Company, establish a policy-based governance system, defining a succession plan, providing independent judgement and overseeing the performance of the management and governance of the Company on behalf of the shareholders and other stakeholders.

The Company recognizes and embraces the importance of a diverse Board in its success. The Board consists of eminent individuals with considerable professional expertise and experience in Finance, Compliance, Commercial, Strategy & Planning, Business Administration, Corporate Sustainability and other related fields, who not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board. The composition of the Board of the Company is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Section 149 of the Companies Act, 2013 ("the Act"). It is an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities effectively and provide leadership to the business. The Board as part of its succession planning exercise, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company. As on the date of this Report, the Board has 4 (four) Independent Directors out of which 1 (one) is woman director.

Board Meetings

The Board met 11 (eleven) times during the year. The details of the meetings held are as follows:

Date	Board Strength	No. of Directors Present	% of Directors present	No. of Independent Directors Present
May 9, 2022	9	9	100	5 out of 5
June 2, 2022	9	9	100	5 out of 5
August 1, 2022	9	9	100	5 out of 5
September 22, 2022	9	8	88.88	5 out of 5
October 20, 2022*	10	10	100	6 out of 6
November 1, 2022@	12	12	100	6 out of 6
November 9, 2022	12	12	100	6 out of 6
January 3, 2023$	8	8	100	4 out of 4
January 31, 2023	8	8	100	4 out of 4
March 1, 2023	8	8	100	4 out of 4
March 17, 2023	8	8	100	4 out of 4

* Mr. Suresh Kumar has been appointed as an Independent Director of the Company w.e.f. October 20, 2022

@ Mr. Raj Tiwari has been appointed as Whole-time Director and Mr. Carlos Pellicer as Non-Executive Director of the Company w.e.f. November 1, 2022

$ Mr. Rajnikant Shroff ceased to be the Managing Director, Mr. Arun Ashar ceased to be the Whole-time Director and, Mr. Pradeep Goyal and Dr. Reena Ramachandran ceased to be Independent Directors of the Company w.e.f. December 1, 2022

During the year, there was full attendance of independent directors in all the Board meetings.

Directorship / Committee Membership

The number of Directorship(s) / Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the SEBI Listing Regulations and the Act. The details as on March 31, 2023 are as follows:

Name of the Director	Category	Attendance Particulars		No. of other directorships and Committee Memberships / Chairmanship			Directorship in other listed entities and category of directorship	No. of Shares and Convertible Instruments held by non-executive directors
		Board Meeting	Last AGM	Other Directorships*	Committee Memberships	Committee Chairmanships		
Mr. Rajnikant D Shroff @** DIN: 00180810	Chairman and Managing Director	7	Yes	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Jai Shroff@ DIN:00191050	Chairman and Group CEO	10	Yes	5	1	-	Director - Uniphos Enterprises Limited - Nivi Trading Limited - Ventura Guaranty Limited	81,00,163 Equity Shares (Also holds 3,98,500 GDR represented by 7,97,000 underlying equity shares)
Mr. Vikram Shroff @ DIN: 00191472	Non-Executive Director	11	Yes	6	-	-	Nil	67,54,324 Equity Shares (Also holds 2,18,520 GDR represented by 4,37,040 underlying equity shares)
Mr. Arun Ashar ** DIN: 00192088	Whole- time Director	7	Yes	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Pradeep Goyal** DIN: 00008370	Independent Director	7	Yes	N.A.	N.A.	N.A.	N.A.	N.A.
Dr. Reena Ramachandran** DIN: 00212371	Independent Director	7	Yes	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Raj Tiwari$ DIN: 09772257	Whole- time Director	6	N.A.	-	-	-	Nil	N.A.
Mr. Carlos Pellicer$$ DIN: 09775747	Non-Executive Director	6	N.A.	-	-	-	Nil	Nil
Mr. Hardeep Singh DIN: 00088096	Lead Independent Director	11	Yes	4	4	2	Director - Escorts Kubota Limited	52,807 Equity Shares
Dr. Vasant Gandhi DIN: 00863653	Independent Director	11	Yes	1	1	1	Nil	Nil
Ms. Naina Lal Kidwai DIN: 00017806	Independent Director	11	Yes	3	1	-	Independent Director - Biocon Limited - Gland Pharma Limited	Nil
Mr. Suresh Kumar $$$ DIN: 00512630	Independent Director	7	N.A.	2	1	-	Independent Director - Vardhman Textiles Limited	Nil

Notes:

* Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Committee Membership / Chairmanship of only Audit Committee and Stakeholders Relationship Committee are considered.

** Mr. Rajnikant Shroff ceased to be the Chairman & Managing Director, Mr. Arun Ashar ceased to be the Whole-time Director and, Mr. Pradeep Goyal and Dr. Reena Ramachandran ceased to be the Independent Directors of the Company w.e.f. December 1, 2022.

@ Part of Promoter Group. Mr. Rajnikant D Shroff is father of Mr. Jai Shroff and Mr. Vikram Shroff.

$ Appointed as Whole-time Director w.e.f. November 1, 2022 and has attended all the meetings conducted after his appointment.

$$ Appointed as Non-Executive Director w.e.f. November 1, 2022 and has attended all the meetings conducted after his appointment.

$$$ Appointed as an Independent Director w.e.f. October 20, 2022 and has attended all the meetings conducted after his appointment.

All the Directors had attended the previous Annual General Meeting held on August 12, 2022 and Extra-ordinary General Meetings held on November 25, 2022 and March 24, 2023, as applicable.

Familiarization Programme for Independent Directors

Various programmes are conducted by the Company for Independent Directors pertaining to topics such as global business scenario, operations of subsidiaries, region wise business update, various policies/codes, regulatory updates.

The induction programme for new Independent Directors is an exhaustive module comprising the history, culture and background of the Company and its growth over the last several decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions. The vertical heads are invited at the meetings at regular intervals to update the Board/Committee about the Company's business and performance. Besides that, the Independent Directors interact with the Company's senior management to get insight on the business developments, competition in the market and regulatory changes. Ongoing familiarization aims to provide insights into the Company and the business environment to enable the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company's context and to lend perspective to the strategic direction of the Company.

The detailed familiarization programmes imparted to Independent Directors are disclosed on the Company's website:https://www.upl-ltd.com/investors/corporate-governance/policies.

Directors and Officers Insurance ('D&O')

In line with the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company has taken adequate D&O insurance for directors, officers, employees of UPL Limited and its global subsidiaries.

The Directors & Officers (D&O) Liability Insurance cover provides for defence cost reimbursement to D&O's from alleged breach of fiduciary duty and to the Company from regulatory & securities class action. The policy also covers retired D&O's for the acts during their tenure.

Directors' Profile

A brief resume of all Directors, nature of their expertise in specific functional areas etc. are available on the website of the Company and also provided separately in the Annual Report.

Information to Board / Committee Members

During the year under review, Board/Committee meetings were convened by giving appropriate notice of the meeting well in advance. The Directors/Members of the Committee were provided with appropriate information in the form of agenda items in a timely manner, to enable them to deliberate on each agenda item, make informed decisions and provide appropriate directions to the Management in this regard. Information is provided to the Board members on a continuous basis for their review, inputs and approval. UPL ensures that the directors are also provided with all the information as may be called upon by them.

Board / Committee Meetings and Procedures

The Board has constituted various Committees to govern specific areas of operations / functions. All Board and Committee meetings are held in compliance with Secretarial Standard-1 (SS-1) issued by The Institute of Company Secretaries of India.

The Company has moved to a regime of paperless Board and Committee meetings. All the board/ committee (except Finance and Operations Committee) meetings except the meeting of Board and Audit Committee held on May 9, 2022 were held through video conferencing as permitted under law.

Scheduling and selection of agenda items for Board and Committee meetings

The Board / Audit Committee annually holds at least four pre-scheduled meetings. The Board/Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. Additional Board / Committee meetings may be convened to address the Company's specific needs. In case of business exigencies or urgency, resolutions are passed by circulation. Every quarter, the Board notes compliances of all laws applicable to the Company.

In the Board / Committee meetings, various business heads / service heads are invited to make presentation on their respective areas.

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalize the agenda for Board/Committee meetings. The Agenda for the Board and Committee Meetings covers items set out as per the guidelines in SEBI Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee Meetings includes detailed notes on the items to be discussed at the Meeting to enable the Directors to take an informed decision. The agenda is circulated to the Directors well in advance along with all material information pertaining to the agenda items for facilitating meaningful and focused discussions at the meeting. All Board and Committee meetings' agenda papers are disseminated electronically by uploading them on a secured online application thereby eliminating circulation of printed agenda papers.

The broad matters considered by the Board, *inter-alia* include:

a) Annual operating plans, capital budgets and updates therein.

b) Quarterly and annual consolidated and standalone results & financial statements of the Company.

c) Capital / corporate restructuring, mergers and acquisitions related matters.

d) Dividend / bonus related matters.

e) Regular business / function updates.

f) Update from Chairperson of Board Committees.

g) Compliance related matters.

h) Risks management and mitigation.

i) Investment related matters.

j) Human Resource related matters.

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/Committee members for their comments as prescribed under SS-1. The minutes after considering comments of directors are entered in the minutes book within 30 days from the conclusion of the meeting. The minutes thereafter are signed by the Chairperson of the next meeting. Important decisions taken at Board/Committee meetings are communicated promptly to the concerned departments/divisions. Action taken on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Committees for noting.

Independent Directors and their meeting

The Independent Directors are appointed by the Board, based on the recommendation of the Nomination and Remuneration Committee. Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors of UPL fulfil the conditions specified in the SEBI Listing Regulations and the Companies Act regarding independence and are independent of the management. Further, pursuant to the MCA notification dated October 22, 2019, all the Independent Directors are registered on the Independent Directors databank maintained by the Indian Institute of Corporate Affairs ('IICA').

At the time of appointment, each Independent Director is issued a formal letter of appointment containing the terms of appointment, roles, duties and code of conduct among other items. The draft letter of appointment is available on the website of the Company under Investors section at https://www.upl-ltd.com/investors.

During the year under review, the Independent Directors met on March 28, 2023, where all the Independent Directors were present. The meeting was conducted to enable the independent directors to discuss the affairs of the Company, discuss among other matters the performance of the Company, the flow of information to the Board, strategy, safety and environment, succession planning and the outcome of the board/committee evaluation and put forth their views to the Board.

During the year under review, Mr. Suresh Kumar was appointed as an Independent Director of the Company for a first term of five years w.e.f. October 20, 2022 and the same was approved by the shareholders at the Extraordinary General Meeting held on November 25, 2022. In line with the global corporate governance principle regarding the tenure of independent directors and with a view to involve individuals with fresh perspective to join the Board, Mr. Pradeep Goyal and Dr. Reena Ramachandran stepped down as Independent Directors of the Company w.e.f. December 1, 2022 before the expiry of their tenure. They confirmed that there was no reason for their resignation other than one stated above.

Lead Independent Director

Mr. Hardeep Singh, the Lead Independent Director has been appointed by the Board to ensure robust independent leadership of the Board. The general authority and responsibility of the lead independent director are decided by the Board. The lead independent director also performs additional duties as the Board determines. The lead independent director liaises on behalf of the independent directors and ensures Board effectiveness in maintaining high-quality governance of the organization and effective functioning of the Board.

As a Lead Independent Director, Mr. Hardeep Singh has been entrusted with the following roles and responsibilities:

- To preside over meetings of Independent Directors.
- To preside over meetings of the Board and Shareholders when the Chairman, Vice-Chairman, CEO are not present, or when they are an interested party.
- To provide objective feedback of the Independent Directors as a group to the Board on various matters.
- To liaise between the Chairman / MD / CEO / Management / Promoter group and Independent Directors on contentious matters for consensus building.
- To help the Company in further strengthening the Board effectiveness and Governance practices.

Board Skill Matrix

The Board comprises of highly qualified and experienced members who possess required skills, expertise and competence that is required by the Company. The core skills / expertise / competencies identified by the Board of Directors in the context of the Company's businesses which are required for effective functioning and are available with the Board are given below:

Skills	Description
Global Business and Economics	Experience in driving business success in market across the globe with an understanding of diverse business environment.
Management and Leadership	General know-how of manufacturing, supply chain, talent management and succession planning.
Strategy and Growth	Examining and evaluating expansion / diversification and M&A deals for inorganic growth.
Crop Protection Products	Experience and knowledge of products and services offering in crop protection and agriculture yield improvement.
Finance	Proficiency in financial management and financial reporting process.
Risk, Compliance and Governance	Knowledge of management of key risks affecting business/operations, legal & compliance risks, cyber risks. Adopting best governance practices, policies and conflict management.

The current constitution of Board ensures that Board as a whole has balanced mix of skill set identified as above. The matrix of skillset based on 'core expertise' with regards to each such skill, is as under:

Areas / Director	Global business and Economics	Management and Leadership	Strategy and Growth	Crop Protection Products	Finance	Risk, Compliance and Governance
Jai Shroff	✓✓	✓✓	✓✓	✓✓	✓✓	✓
Vikram R Shroff	✓✓	✓✓	✓✓	✓✓	✓	✓✓
Raj Tiwari	✓✓	✓✓	✓✓	✓✓	✓	✓✓
Carlos Pellicer	✓✓	✓✓	✓✓	✓✓	✓	✓✓
Hardeep Singh	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
Vasant Gandhi	✓✓	✓✓	✓✓	✓	✓✓	✓
Naina Lal Kidwai	✓✓	✓✓	✓✓	--	✓✓	✓✓
Suresh Kumar	✓✓	✓✓	✓✓	✓	✓✓	✓✓

Note: (✓✓) Possess the skill and has core expertise (✓) Possess the skill

Code of Conduct

The Company has a Code of Conduct which expresses UPL's commitment to conducting business ethically. The Code explains what it means to act with integrity and transparency in everything the Company does and in accordance with its unique culture and values. The Code sets expectations for all those who work with UPL. The Code acts as a guideline for Employees, Customers and Suppliers, Communities/ Environment, Governments and Shareholders. The Code of Conduct is available on Company's website at https://www.upl-ltd.com.

As required under Clause D of Schedule V pursuant to Regulation 34(3) of SEBI Listing Regulations, the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management laid down by the Company for the year ended March 31, 2023. A declaration to this effect from Mr. Raj Tiwari, Whole-time Director forms part of this Report.

Succession Planning

The Company believes succession plans should be proactive and rigorous to identify and secure the best possible talent to oversee and manage the organization. The succession planning process of the Board and the senior management is managed by the Nomination and Remuneration Committee ("NRC") and reviewed by the Board. The Global Chief Human Resource Officer, on a regular basis update the NRC on the succession planning framework and seek their inputs to define a structured leadership succession plan. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity. By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met. The Board / NRC were briefed on leadership hiring, succession plan for top leadership roles and the Company's focus on building a good depth of leadership pipeline. The Board as part of its succession planning exercise, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

BOARD COMMITTEES

The Board Committees are set up by the Board of Directors and are governed by their respective terms of reference which exhibit the scope and responsibilities of the Committees.

The Board has seven committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee, Sustainability Committee and, Finance and Operations Committee. All the Committees operate under the direct supervision of the Board. The terms of reference of all the Committees are reviewed and revised, as required on an annual basis to enhance the effectiveness of the Committees and to benchmark it with the best global practices in governance. Mr. Sandeep Deshmukh, Company Secretary acts as the Secretary to all the Board Committees.

Audit Committee:

The Audit Committee comprises of 3 (three) directors all of whom are independent directors:

1. Mr. Hardeep Singh (Chairman)
2. Dr. Vasant Gandhi
3. Mr. Suresh Kumar

The composition of the Committee is in compliance with the Act and the SEBI Listing Regulations. All the members of Audit Committee are financially literate and Mr. Hardeep Singh who has accounting and financial management expertise has been nominated as the Chairman of the Audit Committee. The Board believes in having a separate Chairperson for Audit Committee and NRC Committee and would take appropriate action in due course. The Company Secretary acts as the Secretary to the Audit Committee.

During the year under review, Mr. Pradeep Goyal ceased to be the member and Mr. Suresh Kumar was appointed as member of the Committee w.e.f December 1, 2022.

The broad terms of reference of Audit Committee as adopted by the Board, *inter-alia*, are as under:

a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

b) Reviewing, with the management, the financial statements and financial results and auditor's report thereon before submission to the Board for approval.

c) Recommendation for appointment and remuneration of auditors, reviewing their independence and effectiveness of audit process.

d) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

e) Oversee insider trading related matters and provide directions on any penal action to be initiated, in case of any violation of the Insider Trading Regulations.

f) Approval or any subsequent modification of transactions with related parties.

g) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders, if any.

h) Scrutiny of inter-corporate loans and investments of the Company.

i) Valuation of undertakings or assets of the Company, wherever it is necessary.

j) Review the functioning of the vigil policy / whistle blower mechanism.

Detailed terms of reference of the Audit Committee are available on the Company's website: https://www.upl-ltd.com/investors/corporate-governance/board-committees

During FY 2022-23, the Audit Committee met seven times i.e. on May 9, 2022; July 31, 2022; October 20, 2022; November 1, 2022; January 31, 2023; March 1, 2023 and March 28, 2023. There was full quorum in all Committee meetings.

Composition	Mr. Hardeep Singh	Mr. Pradeep Goyal (upto November 30, 2022)	Dr. Vasant Gandhi	Mr. Suresh Kumar (w.e.f December 1, 2022)
	Chairman	Member	Member	Member
Meetings attended during the year	7	4	7	3

The executives from Accounts, Finance, Corporate Secretarial and Internal Audit functions and representatives of Statutory Auditor are invited to the Audit Committee meetings. The Cost Auditor attends the Audit Committee meeting where cost audit report is discussed. The Internal Auditor functionally reports directly to the Audit Committee.

During the year, all the recommendations made by the Audit Committee were accepted by the Board. The Chairman of the Committee was present at the previous AGM held on August 12, 2022.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") comprises of 3 (three) directors out of which 2 (two) are independent directors:

1. Mr. Hardeep Singh (Chairman)
2. Dr. Vasant Gandhi
3. Mr. Vikram Shroff

The composition of the Committee is in compliance with the Act and the SEBI Listing Regulations. The Company Secretary acts as the Secretary to the Committee.

During the year under review, Dr. Reena Ramachandran ceased to be the Chairperson & Member and Mr. Pradeep Goyal ceased to be the member of the Committee w.e.f December 1, 2022. Mr. Hardeep Singh was re-designated as Chairman and, Dr. Vasant Gandhi and Mr. Vikram Shroff were appointed as Members of the Committee w.e.f December 1, 2022.

The broad terms of reference of Nomination and Remuneration Committee as adopted by the Board, *inter-alia*, are as under:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

b) Recommending appointment/re-appointment/ removal of any Director or senior management personnel of the Company including their remuneration.

c) Approve criteria for effective evaluation of the performance of the entire Board, its Committees and individual directors.

d) Review human resource related matters including talent management and succession planning.

e) Administer and monitor Employee Stock Option Scheme(s) of the Company.

Detailed terms of reference of the NRC are available on the Company's website: https://www.upl-ltd.com/investors/corporate-governance/board-committees.

During FY 2022-23, the NRC met four times i.e. on May 7, 2022; October 20, 2022; October 31, 2022 and February 21, 2023. There was full quorum in all Committee meetings.

Composition	Dr. Reena Ramachandran (upto November 30, 2022)	Mr. Hardeep Singh (Chairman w.e.f December 1, 2022)	Mr. Pradeep Goyal (upto November 30, 2022)	Dr. Vasant Gandhi (w.e.f December 1, 2022)	Mr. Vikram Shroff (w.e.f December 1, 2022)
	Chairperson	Chairman	Member	Member	Member
Meetings attended during the year	3	4	3	1	1

The Global Chief Human Resource Officer is invited to attend the meetings of NRC. During the year, all the recommendations made by the NRC were accepted by the Board. Dr. Reena Ramachandran, the then Chairperson of the Committee, was present at the previous AGM held on August 12, 2022.

The performance evaluation of the entire Board, its Committee, individual directors and the Chairman of the Board was conducted through a questionnaire comprising of various parameters such as structure of the Board / Committees, board meeting practices, overall board effectiveness, attendance / participation of directors in the meetings, etc. The performance evaluation was based on the criteria approved by the NRC.

The outcome of the Board / Committee evaluation was discussed at the meeting of the independent directors and at the Board meeting in the presence of respective Committee members.

Remuneration of Directors

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, senior management and their remuneration. The policy lays down criteria for selection of Directors and senior management such as expertise, experience and integrity of the Directors, independent nature of the Directors, personal and professional standing, diversity of the Board, etc. The nomination and remuneration policy lays down the entitlements of remuneration to Non-Executive Directors such as sitting fees, commission / variable pay and other reimbursement. Remuneration to the Managing Director and other Executive Directors will consist of monthly salary, allowances, perquisites, bonus, commission / variable pay and other retiral benefits. The policy is available on the Company's website at https://www.upl-ltd.com/investors/corporate-governance/policies. In respect of senior management, the remuneration will be based on their individual performance, Company's performance, targets achieved, KPI, industry benchmark and current compensation trends in the industry.

The Group has also put in place Executive Compensation Policy (ECP). ECP aims at remunerating the global senior executives to drive long-term organizational goals. It comprises of the collective business and functional leadership manned by the top company executives. While designing global employment contracts, local pay practices, local labour and employment compliances hold a key consideration. Their overall remuneration is managed as per market pay practices in line with their professional job responsibilities. Also, remuneration is benchmarked with the help of third-party consultants to ensure market competitiveness. ECP is available on the Company's website at https://www.upl-ltd.com/investors/corporate-governance/policies.

Details of the remuneration of Directors

Remuneration of executive directors is broadly divided into fixed and variable components. The fixed components comprise of salary, allowances, perquisites, amenities and retirement benefits. The variable component comprises of performance based annual incentive/commission. The performance criteria are based on annual targets for Company's performance. Certain persons having global role are also covered under ESOP scheme of UPL Corporation Ltd, Cayman. Also, overall compensation trends in the industry are considered for this purpose. Appointment is normally done for a period of five years. The service agreement provides for a notice period of three months on either side.

Mr. Rajnikant D Shroff ceased to be Chairman and Managing Director and Mr. Arun Ashar ceased to be Whole time Director w.e.f December 1, 2022. The remuneration paid to them on pro-rata basis in FY2022-23 is as under. Mr. Raj Tiwari was appointed as Whole-time Director w.e.f. November 1, 2022.

₹ in crores

Name of Director	Salary	Retiral Benefits	Perquisites	Commission / Variable Pay*	Total
Mr. Rajnikant Shroff	4.14	0.43	2.50	5.00	12.07
Mr. Arun Ashar	1.14	0.31	0.91	1.25	3.61
Mr. Raj Tiwari	2.49	0.16	1.18	1.54	5.37

* The aforesaid Commission is for FY21-22, which was paid in FY22-23 after adoption of financial statements by the members. Commission / Variable Pay for FY22-23 as approved by the Board of Directors based on recommendation of Nomination and Remuneration Committee is ₹ 3.34 crores for Mr. Rajnikant D Shroff, ₹ 84 lakhs for Mr. Arun Ashar. The variable pay to Mr. Raj Tiwari for FY22-23 is ₹ 2.61 crores.

Mr. Rajnikant Shroff and Mr. Arun Ashar, after their retirement, received their accumulated retiral benefits for their period of service (gratuity and leave encashment) totaling to Rs. 18.16 crores and Rs. 5.93 crores respectively.

Mr. Jai Shroff and Mr. Vikram Shroff, Directors and certain ELT (Executive Leadership Team) members receive remuneration from global subsidiaries where they are employed as per the Group's policy. Details of remuneration received by them during FY22-23 along with comparison of remuneration structure of Global ELT members is as under:

US $ mn

Name	Fixed remuneration	Variable remuneration	Stock Options	Total
Mr. Jai Shroff	4.00	6.00	No	10.00*
Mr. Vikram Shroff	2.00	4.00	No	6.00**
Other members of Global ELT	Range of remuneration 0.4 mn to 2.06 mn		Yes	-

* Approx. 1.82% of consolidated net profit

**Approx. 1.09% of consolidated net profit

Remuneration of Mr. Jai Shroff, Mr. Vikram Shroff and other ELT members is benchmarked to ensure market competitiveness and is in line with the global business performance of the Company. There is no increase in the remuneration of Mr. Jai Shroff and Mr. Vikram Shroff in FY22-23 as against FY21-22. During the year under review, Mr. Jai Shroff and Mr. Vikram Shroff were paid a one-time transaction bonus of US$ 2 mn each, included in the above remuneration for the successful completion of corporate realignment process.

The Commission payable to Independent Directors for FY22-23 is ₹ 60,00,000 each (on pro-rata basis). The same is commensurate with the size of the Company and industry trends. The Commission for the financial year ended March 31, 2023 will be paid to Independent Directors, subject to deduction of tax, after adoption of financial statements at the Annual General Meeting. Details of sitting fees and commission are as under:

(in ₹)

Name	Sitting Fees	Commission*	Total
Mr. Hardeep Singh	12,60,000	20,00,000	32,60,000
Dr. Vasant P. Gandhi	14,40,000	20,00,000	34,40,000
Mr. Pradeep Goyal (upto November 30, 2022)	8,40,000	20,00,000	28,40,000
Dr. Reena Ramachandran (upto November 30, 2022)	6,00,000	20,00,000	26,00,000
Ms. Naina Lal Kidwai	9,00,000	10,00,000	19,00,000
Mr. Suresh Kumar (w.e.f. October 20, 2022)	6,60,000	-	6,60,000

*The aforesaid Commission is for FY21-22 which was paid in FY22-23.

Additionally, Mr. Hardeep Singh received remuneration of US$ 2,09,000 as a Nominee Independent Director of UPL Corporation Limited, Mauritius and UPL Do Brasil – Industria e Comércio de Insumos Agropecuários S.A. Ms. Naina Lal Kidwai received remuneration of US $ 19,000 as Nominee Independent Director of UPL Agricultural Solutions Holdings BV.

None of the non-executive directors has any pecuniary relationship with the Company except sitting fees, commission and reimbursement of expenses, if any incurred for company work. Please refer to the disclosure on Related Party Transactions in the financial statements for details of transactions, if any, with Directors, KMPs and their relatives.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee currently comprises of 3 (three) directors out of which 2 (two) are non-executive directors:

1. Ms. Naina Lal Kidwai (Chairperson)
2. Mr. Vikram Shroff
3. Mr. Raj Tiwari

The Chairperson of the Committee is an Independent Director. The composition of the Committee is in compliance with the Act and the SEBI Listing Regulations. Mr. Sandeep Deshmukh is appointed as the Compliance Officer for compliance under Securities Laws.

During the year under review, Mr. Pradeep Goyal ceased to be the Chairman & Member and Mr. Arun Ashar ceased to be the Member of the Committee w.e.f December 1, 2022. Ms. Naina Kidwai was appointed as Chairperson and Mr. Raj Tiwari was appointed as Member of the Committee w.e.f. December 1, 2022.

The broad terms of reference of Stakeholders Relationship Committee as adopted by the Board, *inter-alia*, are as under:

a) Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transmission of securities, non-receipt of annual reports, non-receipt of declared dividend, issue/new duplicate certificates, etc.

b) Consider, resolve and monitor grievances of stakeholders.

c) Oversee the performance of the Company's Registrar and Transfer Agent.

d) Reviewing various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the security shareholders of the company.

Detailed terms of reference of the Committee is available on the Company's website: https://www.upl-ltd.com/investors/corporate-governance/board-committees.

During the year under review, the Stakeholders Relationship Committee have duly met 1 (one) time i.e. on March 18, 2023 in which all the Committee members were present.

Composition	Ms. Naina Lal Kidwai (w.e.f December 1, 2022)	Mr. Vikram Shroff	Mr. Raj Tiwari (w.e.f December 1, 2022)
	Chairperson	Member	Member
Meetings attended during the year	1	1	1

Mr. Pradeep Goyal, the then Chairman of the Committee was present at the previous AGM held on August 12, 2022.

During the year, the Board dissolved Share Transfer Committee and authorised Stakeholders Relationship Committee to approve requests for duplicate share certificates and remat of shares and also delegated authority for other routine matters to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents to ensure expeditious resolution of investor service requests.

The details of shareholders' complaints received and disposed off during the year under review are as follows:

Number of Complaints	
Pending at the beginning of the financial year	Nil
Received during the financial year	55
Disposed off during the financial year	55
Pending at the end of the financial year	Nil

The complaints were majorly relating to non-receipt of shares, replacement, share certificates, annual report, dividend, etc. All the complaints were resolved satisfactorily.

Risk Management Committee

The Risk Management Committee ("RMC") currently comprises of 4 (four) members and is chaired by an Independent Director: viz:

1. Dr. Vasant Gandhi, Independent Director (Chairman)
2. Mr. Carlos Pellicer, Non-Executive Director
3. Mr. Raj Tiwari, Whole-time Director
4. Mr. Anand Vora, Chief Financial Officer

The composition of the Committee is in compliance with the SEBI Listing Regulations. The Company Secretary acts as the Secretary to the Committee.

During the year under review, Mr. Rajnikant Shroff ceased to be the Chairperson & Member and Mr. Arun Ashar ceased to be the Member of the Committee w.e.f. December 1, 2022. Dr. Vasant Gandhi was re-designated as Chairman and Mr. Carlos Pellicer was appointed as a Member of the Committee w.e.f. December 1, 2022.

The broad terms of reference of Risk Management Committee as adopted by the Board, *inter-alia*, are as under:

a) Framing risk management plan and policy and reviewing it periodically, at least once in two years.

b) Review of cyber security risks, data privacy, ESG related risks, other internal and external risks.

c) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

d) Evaluate its own performance annually.

e) Review the adequacy of its Charter annually.

Detailed terms of reference of the Committee are available on Company's website: https://www.upl-ltd.com/investors/corporate-governance/board-committees.

During the year under review, RMC have met 3 (three) times i.e. on April 13, 2022; October 7, 2022 and March 21, 2023.

Composition	Mr. Rajnikant Shroff (upto November 30, 2022)	Dr. Vasant Gandhi (Chairman w.e.f. December 1, 2022)	Mr. Arun Ashar (upto November 30, 2022)	Mr. Anand Vora	Mr. Raj Tiwai	Mr. Carlos Pellicer (w.e.f December 1, 2022)
	Chairman	Chairman	Member	Member	Member	Member
Meetings attended during the year	2	3	2	3	2	1

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee ("CSR") currently comprises of 3 (three) directors out of which 1 (one) is independent director:

1. Mr. Vikram Shroff (Chairman)
2. Mr. Suresh Kumar
3. Mr. Raj Tiwari

During the year under review, Mr. Pradeep Goyal and Mr. Arun Ashar ceased to be Members of the Committee w.e.f December 1, 2022. Mr. Suresh Kumar and Mr. Raj Tiwari were appointed as Members of the Committee w.e.f December 1, 2022.

The composition of the Committee is in compliance with the Act. The broad terms of reference of Corporate Social Responsibility Committee as adopted by the Board, *inter-alia*, are as under:

a) Formulate and recommend CSR policy to the Board.
b) Recommend amount to be incurred on CSR expenditure and monitor the CSR activities.
c) Review Corporate Social Responsibility Report.

Detailed terms of reference of the Committee are available on Company's website: https://www.upl-ltd.com/investors/corporate-governance/board-committees.

During the year under review, the Committee have duly met 2 (two) times i.e. on January 16, 2023 and March 18, 2023. There was full quorum in both the Committee meetings.

Composition	Mr. Vikram Shroff	Mr. Suresh Kumar	Mr. Raj Tiwari
	Chairman	Member	Member
Meetings attended during the year	2	2	2

The executive in-charge of / handling the CSR function is invited to the meeting.

Sustainability Committee

The Sustainability Committee currently comprises of 3 (three) directors out of which 2 (two) are independent directors:

1. Ms. Naina Lal Kidwai (Chairperson)
2. Dr. Vasant Gandhi
3. Mr. Vikram Shroff

Global Head – Environmental Sustainability, Head – Sustainability, Nurture, Head – Investor Relations, Head – CSR and such other person/s as determined by the Committee are permanent invitees to the Committee. The Company Secretary acts as Secretary to the Committee.

The broad terms of reference of the Sustainability Committee as adopted by the Board, *inter-alia*, are as under:

a) Review and recommend changes as appropriate to the Company's Sustainability strategy and Policy, to ensure the Company's standards of business behaviour are up to date and reflect the global best practices in this area.
b) Assess the Company's performance in implementing sustainability strategy and policy, by receiving and considering updates from the Company's businesses, and internal and external experts.
c) Review reports and give advice on measures that ensure the long-term sustainability of the Company in its economic, social and environmental dimensions.
d) Monitor the Company's performance against selected external sustainability indexes.
e) Oversee the Company's response to climate change and related reporting and provide strategic guidance on climate-related matters.
f) Review fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

Detailed terms of reference of the Committee are available on Company's website: https://www.upl-ltd.com/investors/corporate-governance/board-committees.

During the year under the review, the Committee met 3 (three) times i.e. on August 1, 2022; October 13, 2022 and March 18, 2023. There was full quorum in all Committee meetings.

Composition	Ms. Naina Lal Kidwai	Dr. Vasant Gandhi	Mr. Vikram Shroff
	Chairperson	Member	Member
Meetings attended during the year	3	3	3

Finance and Operations Committee

The Finance and Operations Committee currently comprises of 3 (three) directors viz.:

1. Mr. Vikram Shroff (Chairman)
2. Mr. Carlos Pellicer
3. Mr. Raj Tiwari

During the year under review, Mr. Rajnikant Shroff ceased to be the Chairman & Member and Mr. Arun Ashar ceased to be the Member of the Committee w.e.f December 1, 2022. Mr. Vikram Shroff was re-designated as Chairman. Mr. Carlos Pellicer and Mr. Raj Tiwari were appointed as Members of the Committee w.e.f December 1, 2022.

The Finance and Operations Committee is a non-statutory committee which has been constituted by delegating certain powers of the Board in the interest of speedy disposal of routine / operational matters which inter alia include finance and treasury related matters, property related authorizations, general authority required under various statutes, issuing power of attorney. The Committee meets at regular intervals.

General Body Meetings

Annual General Meetings held in the last 3 (three) years are as under:

Year	AGM	Date	Time
2021-22	38th AGM	12/08/2022	12.30 p.m.
2020-21	37th AGM	06/08/2021	3.00 p.m.
2019-20	36th AGM	31/08/2020	3.00 p.m.

All the AGM were held through audio / visual means as permitted by the Ministry of Corporate Affairs and, Securities and Exchange Board of India.

The following special resolutions were passed by the members Annual General Meetings and Extraordinary General Meetings in the previous three years:

2022-23

EGM

a) Appointment of Mr. Suresh Kumar as an Independent Director of the Company.

2021-22

EGM

a) Appointment of Ms. Naina Lal Kidwai as an Independent Director of the Company.
b) Approval for buyback of equity shares of the Company.

2020-21

No Special Resolution was passed by the members.

2019-20

AGM

a) Re-appointment of Mr. Hardeep Singh as an Independent Director of the Company.
b) Re-appointment of Dr. Vasant Gandhi as an Independent Director of the Company.

During the year under review, no special resolution was passed by the Company through Postal Ballot. Further, no special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

Governance of Subsidiary Companies

A synopsis of the minutes of the Board / Shareholders Meetings of the key operating subsidiary companies along with the details of significant transactions and arrangements entered into by the subsidiary companies are shared with the Board of Directors on a quarterly basis. The synopsis of financial statements of the subsidiary companies are presented to the Audit Committee. As on March 31, 2023, the Company has 5 (five) material subsidiaries as defined in the SEBI Listing Regulations of which 2 (two) material subsidiaries are required to appoint independent directors.

The Company has appointed Mr. Hardeep Singh as Independent Director on the material subsidiaries as required under Regulation 24 of the SEBI Listing Regulation. The Company's policy on material subsidiary is available on the Company's website and can be assessed through the weblink at https://www.upl-ltd.com/investors/corporate-governance/policies.

Means of Communication

Financial Results – The Company's financial results are submitted to the stock exchange and also available on the website of the Company. Extract of consolidated financial results are also published in leading newspapers having pan India circulation such as Financial Express, Western Times etc. in English language and in regional language of the state in which the registered office of the Company is situated viz. Gujarat.

News and Media releases – Official news and media releases are disseminated to stock exchanges and displayed on the Company's website.

Presentations to institutional investors / analysts – Presentations are made to institutional investors and financial analysts on the Company's financial results on quarterly basis. These presentations are disseminated to the stock exchanges and also available on the Company's website. No unpublished price sensitive information is discussed in meeting / presentation with institutional investors and financial analysts.

Compliance reports, corporate announcements, material information and updates – The Company disseminates the requisite compliance reports and corporate announcements / updates to the stock exchanges through their designated portal.

Annual Report – Annual Report is circulated to members and other stakeholders entitled to the Report. The Annual Report inter-alia contains financial and operating performance of the Company, Management Discussion and Analysis Report, statutory reports such as Board's Report, Corporate Governance Report, Business Responsibility and Sustainability Report, Corporate Social Responsibility Report and the financials of the Company. The Annual Report is disseminated to the stock exchanges as well as uploaded on the Company's website.

Website – The Company's website https://www.upl-ltd.com/ contains a separate section for investors. Information on various topics such as the Board of Directors, Committees of the Board, Global Leadership Team, Annual Reports, various policies, intimation to stock exchanges are available on the website.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	Friday, August 18, 2023 at 03:00 p.m. (IST) through Video Conferencing or Other Audio-Visual Means as set out in the Notice convening the AGM
Financial Calendar (Tentative)	
Results for quarter ending June 30, 2023	On or before August 14, 2023
Results for quarter and half year ending September 30, 2023	On or before November 14, 2023
Results for quarter and nine months ending December 31, 2023	On or before February 14, 2024
Results for quarter and year ending March 31, 2024	First half of May, 2024
Trading Window Closure for Financial Results	From the last day of the previous quarter till the completion of 48 hours after the UPSI becomes generally available.
Financial Year	1st April to 31st March
Dividend payment date	Within 30 days of Annual General Meeting
Listing of Equity Shares	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 512070 National Stock Exchange of India Ltd. Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Symbol: UPL
ISIN Number (Demat) in NSDL & CDSL for Equity Shares of ₹ 2/- each	INE628A01036
Listing of GDR on the Stock Exchange (year 2014 programme)	2,95,27,606 GDRs (representing 5,90,55,212 equity shares i.e. 7.87% of the paid-up share capital are listed at Singapore Stock Exchange Ltd. The Company's GDRs are also admitted to trading on the International Order Book (IOB), London Stock Exchange's electronic trading platform for GDRs. Symbol: 1. Singapore Stock Exchange Ltd – BYS 2. London Stock Exchange - UPLL
Termination of GDR programme (unlisted) (year 1994 programme)	25,500 GDRs are outstanding from 1994 GDR programme which was terminated in 2020.
Listing of Commercial Paper	Commercial Papers issued by the Company are listed on National Stock Exchange of India Limited.
Listing fees	The Company has paid the annual listing fees to each of the stock exchange where its securities are listed.
Suspension from trading	No Securities of the Company were suspended from trading during the financial year 2022-23.
Registrar and Share Transfer Agent (Any correspondence regarding share certificate, dividends and change of address)	Link Intime India Pvt. Ltd. Unit: UPL Limited C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083. Contact No: 91-22-49186270 Fax No: 91-22-49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in
For the benefit of the Shareholders, the correspondence will also be accepted at the following office of the Company	UPL Limited Secretarial Department Uniphos House, C. D. Marg, 11th Road, Madhu Park, Khar (West), Mumbai 400 052
Correspondence for shares held in demat form	With the respective Depository Participant
Any query on the Annual Report	Mr. Sandeep Deshmukh, Company Secretary & Compliance Officer UPL Limited CTS No 610 B/2, Behind Teacher's Colony, Off. Western Express Highway, Bandra East, Mumbai- 400051. E-mail: sandeep.deshmukh@upl-ltd.com
Exclusive e-mail ID of the grievance redressal division	upl.investors@upl-ltd.com
Corporate Website	https://www.upl-ltd.com

Share Transfer System

The Company's equity shares which are in dematerialized ("demat") form are transferable through the depository system. As per Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in demat form w.e.f. April 01, 2019. Members are not barred from holding shares in physical form, however we encourage members to hold their securities in demat form to avoid the risk of physical holding.

Further, pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in demat form only while processing service requests viz. issue of duplicate share certificates, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, exchange / sub-division / splitting / consolidation of securities, transmission / transposition / name deletion of securities. Further, SEBI vide its Circular dated January 25, 2022, has clarified that listed entities / RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

Disclosure related to Demat Suspense Account/ Unclaimed Suspense Account

In accordance with the requirement of Regulation 34(3) and 39(4) read with Part F of the Schedule V of the SEBI Listing Regulations, the following are details in respect of equity shares lying in the Demat / Unclaimed Suspense Account as per Regulation 34(3) of SEBI Listing Regulations:

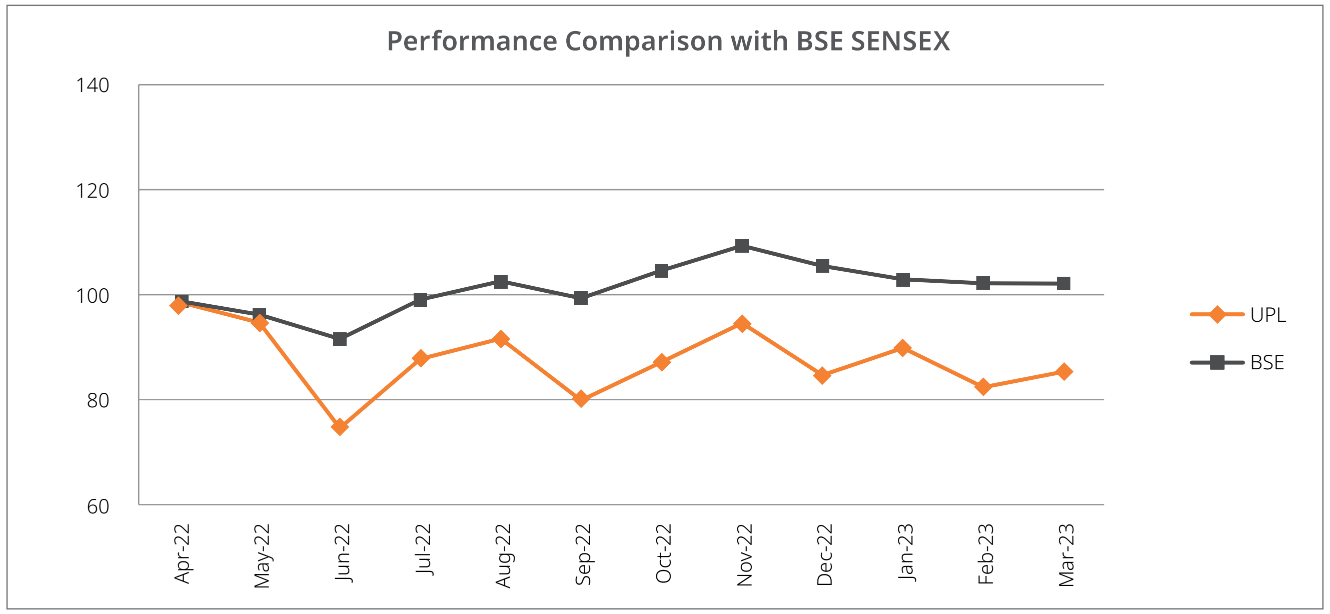
Particulars	Demat		Physical	
	Number of Shareholders	Number of Equity Shares	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and outstanding shares held in the Suspense Account as on April 01, 2022	-	-	785	615,589
Less: Number of shareholders who approached the Company for transfer of shares and shares transferred from Suspense Account during the year	-	-	27	41,170
Add: Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	-	-	NA	NA
Less: Number of shares transferred to IEPF Authority during the year	-	-	2	7,795
Aggregate number of shareholders and outstanding shares in the suspense account as on March 31, 2023	-	-	756	5,66,624

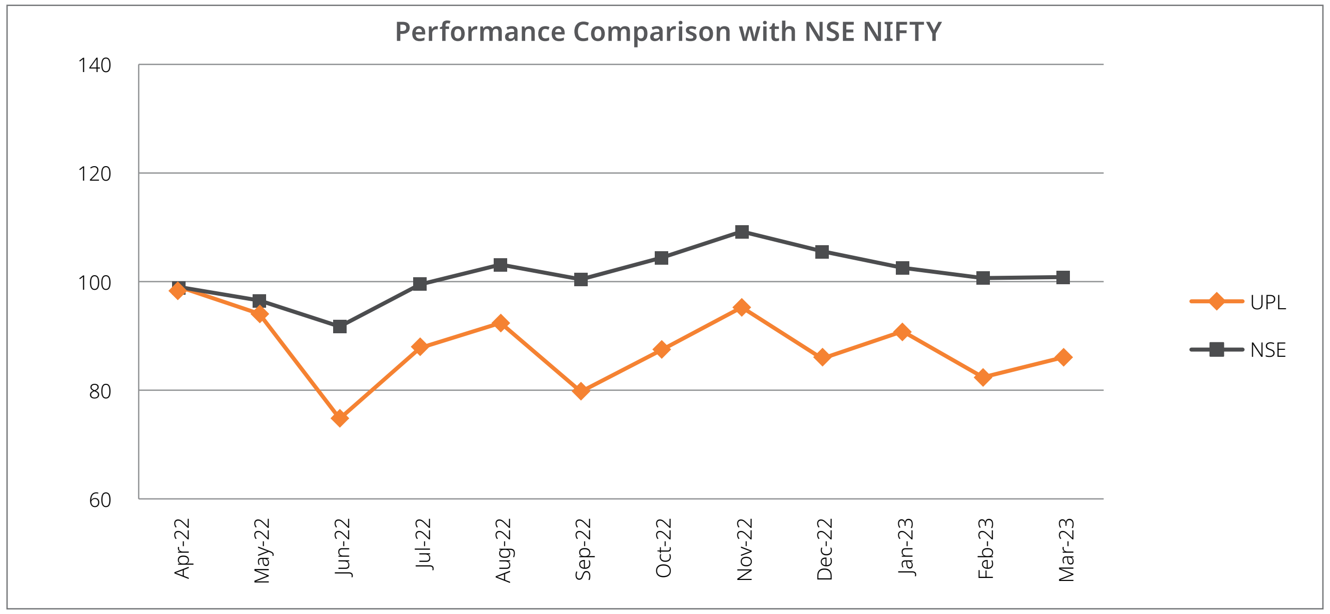
The voting rights on the shares outstanding in the suspense account as on March 31, 2023 shall remain frozen till the rightful owner of such shares claims the shares.

Market Price Data for the period from April 1, 2022 to March 31, 2023

Month	BSE Ltd. (BSE)		National Stock Exchange of India Ltd. (NSE)	
	Month's High Price (In ₹)	Month's Low Price (In ₹)	Month's High Price (In ₹)	Month's Low Price (In ₹)
April 2022	836.00	770.00	836.45	770.50
May 2022	848.00	733.25	848.00	733.05
June 2022	787.40	607.80	787.45	607.50
July 2022	744.75	622.45	745.00	621.95
August 2022	804.15	721.75	804.25	721.40
September 2022	768.95	654.05	768.00	654.00
October 2022	732.00	660.15	732.00	660.20
November 2022	793.30	711.15	793.55	711.10
December 2022	807.00	707.05	807.00	707.50
January 2023	767.05	711.00	766.70	710.50
February 2023	780.00	685.00	780.00	684.25
March 2023	722.90	687.95	723.20	687.60

Share price performance in comparison to BSE Sensex and NSE Nifty



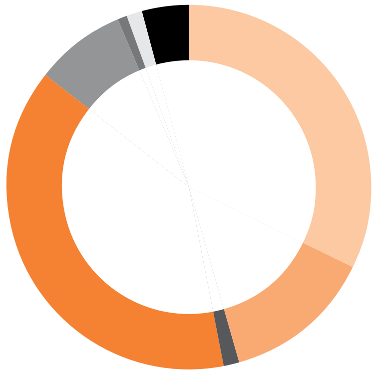


Note: UPL share price, Sensex and Nifty values in April 2022 have been baselined to 100

Distribution of shareholdings as on March 31, 2023

Shares Range	Number of shareholders	% of total Shareholders	Total Shares	% of issued capital
1 – 500	242487	93.09	14595013	1.94
501 – 1,000	6700	2.57	4951768	0.66
1,001 – 2,000	4637	1.78	6786411	0.90
2,001 – 3,000	2244	0.86	5907600	0.79
3,001 – 4,000	857	0.33	2966793	0.40
4,001 – 5,000	531	0.20	2425160	0.32
5,001 – 10,000	1323	0.51	9513438	1.27
10,001 and above	1706	0.66	703461458	93.72
Total	**260485**	**100.00**	**750607641**	**100.00**

Shareholding pattern as on March 31, 2023



- Promoter and Promoter Group - 32.35%
- Mutual Funds/Insurance Cos./Banks/Unclaimed Shares/ IEPF - 13.36%
- Corporate Bodies/Trusts - 1.28%
- FPI/FII - 38.68%
- Indian Public / HUF - 8.06%
- NRI, Foreign Companies & Foreign nationals - 0.95%
- Others - 1.38%
- GDR - 3.94%

Dematerialization of shares

As on March 31, 2023, 99.39% equity shares are in dematerialized form. Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. August 28, 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

Liquidity

The shares of the Company are among the most liquid and actively traded shares. Relevant data for the average daily turnover for FY2022–23 is given below:

	BSE	NSE	BSE+NSE
In no. of shares (in thousand)	90.60	2215.42	2306.02

(Source: This information is compiled from the data available on the websites of BSE and NSE)

Outstanding GDR/Warrants and Convertible Bonds, their conversion dates and their likely impact on the equity

As on March 31, 2023, there were 2,95,27,606 GDRs (representing 5,90,55,212 equity shares i.e. 7.87% of the paid-up share capital) listed at Singapore Stock Exchange Ltd. There are 25,500 unlisted GDRs pursuant to a separate programme which are under termination process.

The Company's' GDRs are also traded on the International Order Book (IOB), London Stock Exchange's electronic trading platform for Global Depositary Receipts.

During the year, the Company has redeemed Non-Convertible Debentures (NCDs) amounting to ₹ 135 crores with interest. There are no NCDs outstanding as on the closure of the financial year.

Transfer of Dividend and Shares to Investor Education and Protection Fund

During the year, the Company has credited approx. ₹ 1.13 crore to the Investor Education and Protection Fund (IEPF) as unclaimed amounts pertaining to dividend for FY 2014-15 pursuant to the provisions of the Companies Act, 2013. During the year, the Company also transferred approx. ₹1.26 crore to IEPF as dividend on the shares already transferred to IEPF. The cumulative amount transferred by the Company to IEPF up to March 31, 2023 is approx. ₹ 9.89 crore which includes unclaimed dividend, dividend on shares transferred to IEPF, unclaimed interest / redemption / fractional amount on Non-Convertible debentures and unclaimed interest on fixed deposits.

In accordance with the provisions of the Companies Act, 2013, the Company has transferred 67,080 equity shares of ₹ 2/- each, to the credit of IEPF Authority, in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more as on the cut-off date. The Company has initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by the members consecutively since 2015-16 due date for which is August 3, 2023.

In order to educate the shareholders and with an intent to protect their rights, the Company also sends regular reminders to shareholders to claim their unclaimed dividends / shares before it is transferred to IEPF. Shareholders may note that both the unclaimed dividends and corresponding shares transferred to IEPF, including all benefits accruing on such shares, if any, can be claimed from IEPF by following the procedure prescribed in the Rules. No claim shall lie in respect thereof with the Company.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on date of the last Annual General Meeting (i.e. August 12, 2022). Details of shares transferred to IEPF Authority during financial year 2022-23 are also available on the website of the Company.

The Company has also uploaded these details on the website of the IEPF Authority (www.iepf.gov.in).

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

Due dates for transfer to IEPF of unclaimed / unpaid dividends for the financial year 2015-16 and thereafter:

Year	Dividend per share	Due Date for claiming dividend
2015-16	₹ 5/-	03/08/2023
2016-17	₹ 7/-	13/08/2024
2017-18	₹ 8/-	26/09/2025
2018-19	₹ 8/-	30/09/2026
2019-20	₹ 6/-	03/10/2027
2020-21	₹ 10/-	05/09/2028
2021-22	₹ 10/-	15/09/2029

Credit Rating – Bank Loan & Commercial Paper

The Company has obtained rating from CRISIL Limited and CARE Ratings Limited. Ltd. As on March 31, 2023, the credit ratings were as follows:

Rating Agency	Rating		
	Bank Loan		Commercial Paper
	Long Term	Short Term	
CRISIL Limited	CRISIL AA+/ Outlook-Stable	CRISIL A1+	CRISIL A1+
CARE Ratings Limited	CARE AA+ Outlook- Stable	CARE A1+	CARE A1+

Utilization of funds raised through Issue of Non-Convertible Debentures / Preferential Issue

During FY2022-23, no funds were raised through issue of Non-Convertible Debentures or any other Preferential Issue.

Commodity price risk or Foreign Exchange Risk and Hedging activities

The Company has exports of finished products and imports by sourcing of raw materials from outside India. The international trade is primarily in USD and Euro which are major convertible currencies, and to that extent the exposure to forex exchange risk exists.

To mitigate this foreign exchange risk, the Company works out the net open position relating to trade operations and such net open positions are hedged by taking simple Forward Contracts for a period not exceeding twelve months. Similarly, for exposure on account of capital operations in Foreign Currency, the net open position is hedged by taking Forward Contracts for a period not exceeding twelve months.

The Company has a Risk Management Policy in place which was approved by the Board of Directors. The details regarding various risks applicable to the Company and their mitigation plan have been covered in detail in the Board's Report and Management Discussion and Analysis Report forming part of the Annual Report. The Commodity risk / exposure is not material for the Company, hence the relevant information pursuant to SEBI circular dated November 15, 2018 is not provided.

Code of Conduct for Monitoring and Prevention of Insider Trading

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'), the Company has implemented a Code of Conduct for Monitoring and Prevention of Insider Trading ("The Code"). The Code is applicable to all insiders and Designated Persons (DPs) as well as their immediate relatives. The Code, inter alia, lays down the procedures to be followed while trading/dealing in Company's shares and while dealing with Unpublished Price Sensitive Information ('UPSI') for legitimate purposes. Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. A structured digital database is maintained by the Company, which contains the names and other particulars as prescribed under PIT Regulations.

The Code also lays down the process for taking action against any violation of the Code committed by insiders or DPs. The Board has constituted an "Insider Trading – Task Force" consisting of the Compliance Officer, Chief Financial Officer, Chief Human Resources Officer and Chief Legal Officer to determine the disciplinary action on a case-to-case basis, without delay and in a consistent manner based on the well-defined and detailed consequence management guidelines approved by the Audit Committee. Such disciplinary actions taken are duly reported to the stock exchanges in the requisite format.

The Audit Committee reviews Insider Trading related matters on a quarterly basis.

Plant locations

The Company's plants in India are located in the States / Union Territory of Gujarat, Maharashtra, West Bengal, Jammu and Karnataka.

Other Disclosures

(a) During the year, the Company had no materially significant related party transactions which were considered to have potential conflict with the interests of the Company at large.

(b) The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years and accordingly no penalties or strictures were imposed on the Company by the stock exchanges, SEBI or any other statutory authority.

(c) The Company has devised an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to communicate their concerns about illegal or unethical practices freely. The Company has also established a vigil mechanism for stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics. The Policy is placed on the website of the Company www.upl-ltd.com. No person has been denied access to the Audit Committee.

(d) Policy for determining 'material' subsidiary has been disclosed on the Company's website at www.upl-ltd.com/investors/corporate-governance/policies.

(e) Policy on dealing with related party transaction has been disclosed on the Company's website at www.upl-ltd.com/investors/corporate-governance/policies.

(f) Certificate from M/s. N. L. Bhatia & Associates, Practising Company Secretaries, signed by Mr. Bhaskar Upadhyay, Practising Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34 of the SEBI Listing Regulations, is annexed to this Report.

(g) During the financial year 2022-23, all the recommendations of the Committees of the Board were considered and approved by the Board of Directors of the Company.

(h) During the financial year 2022-23, total fees paid by the Company and its subsidiaries on a consolidated basis to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part was ₹ 9.46 crores.

(i) The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has formed an Internal Complaints Committee to redress complaints received regarding sexual harassment. During the year under review, the Committee has not received any formal complaints under POSH.

(j) The Company has complied with requirement of corporate governance report of sub-paras (2) to (10) as mentioned under Clause (C) of Schedule V of SEBI Listing Regulations.

(k) The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

(l) The Company also complies with the provisions of the Secretarial Standards on Board Meetings and General Meetings as issued by The Institute of Company Secretaries of India.

(m) As on March 31, 2023, there were no loans or advances in the nature of loans to firms/companies granted by the Company or its subsidiaries in which the Directors are interested.

(n) The details of material subsidiaries as required under sub-clause 10(n) of Clause (C) of Schedule V of SEBI Listing Regulations are as under:

Name of the material subsidiaries	Date and Place of Incorporation	Name of the Statutory Auditor of such subsidiary	Date of appointment of Statutory Auditor
UPL Corporation Limited, Mauritius	July 30, 1993; Mauritius	Crowe ATA	October 8, 2020
UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	July 24, 2011, Brazil	KPMG Auditores Independentes Ltda.	June 23, 2022
UPL Agrosolutions Canada Inc	February 7, 2003; Canada	BSR & Co.	January 31, 2019
UPL NA Inc.	August 26, 1996; USA	BSR & Co.	January 31, 2019
UPL Mauritius Limited	April 7, 2020; Mauritius	VBS Business Services	April 7, 2020

Annual Secretarial Compliance Report

Pursuant to SEBI circular no. CIR/CFD/ CMD1/27/2019 dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. N. L. Bhatia & Associates, Practising Company Secretaries, confirming compliance of SEBI Regulations / Circulars / Guidelines issued thereunder and applicable to the Company. There are no observations or adverse remarks in the said report.

Discretionary Requirements as specified in Part E of Schedule II under SEBI Listing

A. The Board

The Chairman of the Board is a Non-executive Director.

B. Shareholder Rights

Details are given under heading 'Means of Communication'.

The Company's half yearly results are published in English newspapers circulated all over India and in a Gujarati newspaper (circulated in Gujarat). The same are also posted on the website of the Company www.upl-ltd.com and disseminated to the stock exchanges. Hence, the same are not sent to the households of the shareholders of the Company.

C. Un-Modified opinion(s) in audit report

The Company is in the regime of unmodified opinions on financial statements.

D. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The post of Chairman of the Board is neither Managing Director nor Chief Executive Officer.

E. Reporting of Internal Auditor

The Internal Auditor of the Company functionally report directly to the Audit Committee.

On behalf of the Board of Directors

Jai Shroff
Chairman
(DIN: 00191050)

Mumbai
May 8, 2023

Declaration

As provided under Clause D of Schedule V pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management laid down by the Company for the year ended March 31, 2023.

On behalf of the Board of Directors of
UPL Limited

Raj Tiwari
Whole-time Director
(DIN: 09772257)

Mumbai
May 8, 2023

Certificate by Whole-time Director and Chief Financial Officer

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
UPL Limited

We, Raj Tiwari, Whole-time Director and Anand Vora, Chief Financial Officer of UPL Limited, to the best of our knowledge and belief, certify that:

a. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2023 and to the best of our knowledge and belief:

   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent or illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have not come across deficiencies in the design or operation of such internal controls.

d. We have indicated to the Auditors and the Audit Committee:

   i. That there are no significant changes in internal control over financial reporting during the year;

   ii. That there are no significant changes in accounting policies during the year;

   iii. That there are no instances of significant fraud of which we have become aware.

   This certificate is being given to the Board pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mumbai
May 8, 2023

Raj Tiwari
Whole-time Director

Anand Vora
Chief Financial Officer

Auditor's certificate on Corporate Governance

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

To The Members of UPL Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 19 August 2022 and addendum to the engagement letter dated 8 May 2023.

2. We have examined the compliance of conditions of Corporate Governance by **UPL Limited** ("the Company"), for the year ended 31 March 2023, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2023.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No: 042070
UDIN: 23042070BGYGLE9030

Place: Mumbai
Date: 8 May 2023

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
UPL Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of UPL Limited having CIN: L24219GJ1985PLC025132 and having registered office at 3-11, G.I.D.C., Vapi, Valsad-396195, Gujarat (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Rajnikant Devidas Shroff (Ceased to be director w.e.f 01/12/2022)	00180810	01/10/1992
2.	Mr. Jaidev Shroff	00191050	01/10/1992
3.	Mr. Vikram Shroff	00191472	22/04/2006
4.	Mr. Arun Ashar (Ceased to be director w.e.f 01/12/2022)	00192088	01/03/1993
5.	Mr. Hardeep Singh	00088096	02/02/2015
6.	Mr. Pradeep Goyal (Ceased to be director w.e.f 01/12/2022)	00008370	31/01/2002
7.	Dr. Reena Ramachandran (Ceased to be director w.e.f 01/12/2022)	00212371	21/10/2003
8.	Dr. Vasant Gandhi	00863653	23/11/2015
9.	Ms. Naina Lal Kidwai	00017806	01/10/2021
10.	Mr. Suresh Kumar	00512630	20/10/2022
11.	Mr. Carlos Alberto De Paiva Pellicer (Appointed as director w.e.f. 01/11/2022)	09775747	01/11/2022
12.	Mr. Raj Tiwari (Appointed as director w.e.f. 01/11/2022)	09772257	01/11/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
PR No. 700/2020

Bhaskar Upadhyay
Partner
FCS: 8663
CP. No. 9625
UDIN: F008663E000222525

Date: April 28th 2023
Place: Mumbai

Business Responsibility and Sustainability Report

Section A: General Disclosures

I. Details

1	Corporate Identity Number (CIN) of the Listed Entity	L24219GJ1985PLC025132	
2	Name of the Listed Entity	UPL LIMITED	
3	Year of incorporation	02-01-1985	
4	Registered office address	3-11, G.I.D.C., Vapi, Valsad-396195, Gujarat	
5	Corporate address	UPL Limited, UPL House, 610 B/2, Bandra Village, Off Western Express Highway, Bandra-East, Mumbai 400051, India.	
6	E-mail	upl.investors@upl-ltd.com	
7	Telephone	+91 22 71528000	
8	Website	https://www.upl-ltd.com/	
9	Date of Start of Financial Year	Start Date	End Date
	Financial Year	01-04-2022	31-03-2023
	Previous Year	01-04-2021	31-03-2022
	Prior To Previous Year	01-04-2020	31-03-2021
10	Name of the Stock Exchange(s) where shares are listed	Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Global Depository Receipts (GDR) of the Company are listed on Singapore Stock Exchange and Admitted to Trading on the International Order Book (IOB), London Stock Exchange's electronic trading platform for GDRs.	
11	Paid-up Capital (in Rs.)	150,12,15,282	
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report		
	Name of Contact Person	Dr. Mritunjay Chaubey	
	Contact Number Of Contact Person	+91 22 71528000	
	Email of Contact Person	mritunjay.chaubey@upl-ltd.com	
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken, together).	Standalone basis	

II. Products/Services

14. Details of business activities

S. No.	Description of main activity	Description of business activity	% of turnover
1	Manufacturing	Chemical & Chemical Products	90%
2	Trade	Wholesale Trading	10%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Chemical & Chemical Products	2021	90%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of plants	Number of offices	Total
National	15	454	469
International	26	1027	1053

17. Markets served by the entity: 138 countries

a. Number of locations

Location	Number
National (No. of States)	5 – Manufacturing locations in India (Gujarat, Maharashtra, Jammu, West Bengal and Karnataka)
International (No. of Countries)	14 – Manufacturing locations overseas (Vietnam, South Korea, United Kingdom, France, Colombia, Argentina, South Africa, Ivory Coast, Brazil, Mexico, Costa Rica, Belgium, United States of America, China)

b. What is the contribution of exports as a percentage of the total turnover of the entity?

89%

c. A brief on types of customers

The sales are primarily made to the distributors, however, at some geographies it's also to cooperatives and directly to growers

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled)

S. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
Employees								
1.	Permanent (D)	4126	3736	91	390	9	0	0.00
2.	Other than Permanent (E)	0	0	0	0	0	0	0.00
3.	**Total employees (D + E)**	**4126**	**3736**	**91**	**390**	**9**	**0**	**0.00**
Workers								
4.	Permanent (F)	3259	3251	99.7	8	0.3	0	0.00
5.	Other than Permanent (G)	0	0	0	0	0	0	0.00
6.	**Total workers (F + G)**	**3259**	**3251**	**99.7**	**8**	**0.3**	**0**	**0.00**

b. Differently abled Employees and workers

S. No	Particulars	Total (A)	Male		Female		Others	
			No. (B)	% (B/A)	No. (C)	% (C/A)	No. (H)	% (H/A)
Differently Abled Employees								
1.	Permanent (D)	17	15	0.88	2	0.12	0	0
2.	Other than Permanent (E)	8	8	1	0	0	0	0
3.	**Total differently abled employees (D + E)**	**25**	**23**	**0.92**	**2**	**0.08**	**0**	**0**
Differently Abled Workers								
4.	Permanent (F)	0	0	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0	0	0
6.	**Total differently abled workers (F + G)**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	8	1	12.50
Key Management Personnel	2	0	N.A

20. Turnover rate for permanent employees and workers

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	23	20	22	22	20	22	19	18	19
Permanent Workers	21	46	22	15	18	20	19	49	20

V. Holding, Subsidiary and Associate Companies (Including Joint Ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
	There is no holding company to UPL Limited. The details of subsidiary / associate / joint venture companies are given in Form No. AOC-1, on page no. 200 of Annual report 2022-23			Yes

VI. CSR Details

22. CSR Details

Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
Turnover (₹ in crores)	18,783.72
Net worth (₹ in crores)	7,071.29

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	if Yes, then provide web-link for grievance redress policy	FY 2022-23			FY 2021-22		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	https://www.upl-ltd.com/downloads/UPL_CSR_Policy.pdf	-	-	-	-	-	-
Investors (other than shareholders)	Yes	The Company does not have a written policy in place, however the grievance redressal mechanism forms part of the Report of Corporate Governance. The contact details are available on UPL website for any grievance - Investor Contact | UPL (upl-ltd.com)	-	-	-	-	-	-
Shareholders	Yes		**55**	**-**	**All complaints were resolved satisfactorily**	21	-	All complaints were resolved satisfactorily

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	if Yes, then provide web-link for grievance redress policy	FY 2022-23			FY 2021-22		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and workers	Yes	https://www.upl-ltd.com/investors/corporate-governance/policies (policies relating to Global Code of Conduct, Whistler Blower, Anti-Bribery, Information Security, Risk Management, Code of Conduct for Senior Management etc. are listed on this page). The Global Code Conduct provides three modes for aggrieved person to file complaint. 1. by email at UPL@tip-offs.com; 2. through a customized website www.tip-offs.com/UPL; 3. Hotline Numbers which are region specific.	**NIL**	**NIL**	**NIL**	NIL	NIL	NIL
Customers	Yes	Customer Care Number & Email ID available on packaging labels	**11**	**NO**	**Pending in courts**	9	NO	Pending in Courts
		https://www.upl-ltd.com/downloads/policies/compliances/UPL_Global_Code_of_Conduct.pdf						
Value Chain Partners	Yes	https://www.upl-ltd.com/downloads/supplier_portal/UPL_Supplier_Code_of_Conduct.pdf	**NIL**	**NIL**	**NIL**	NIL	NIL	NIL

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Operational Safety, Emergency Preparedness & Response	Risk	An agro-chemical company must take extra precautions to respond to any emergency that might directly or indirectly impact their operations.	We have a dedicated emergency response team at all locations of UPL to handle unforeseen situations. The team regularly engages with respective stakeholders to create the awareness and train on various risk associated with operations.	-ve
2	Occupational Health & Safety	Risk	Providing a safe workplace to its employees is of prime importance to us.	UPL actively monitors employee and worker health and safety. Regular health inspections of our employees are carried out. We also conduct regular audits evaluate the processes in place from safety aspects and we regularly try to enhance the safety at the workplace. UPL also conducts regular safety training on various topics covering behavioral and operational topics.	-ve
3	Emissions & Climate Change	Risk	Unpredictable weather patterns, extreme climate events, and increased environmental degradation are indications that direct and indirect emissions are contributing to climate change.	We are committed to augment energy conservation and the decarbonization of our operations to reduce our carbon footprint. We aim to consistently enhance the resiliency of our operations and farmers to the physical impacts of climate change.	-ve
4	Waste Management	Opportunity	The production and use of agrochemicals results in the generation of hazardous waste. It is important to focus on reducing the waste generation, recycling, and reusing the waste.	NA	+ve
5	Water Use & Management	Opportunity	Access to clean and safe water is not only a basic human right, but also aligns with the Sustainable Development Goal number 6 of the United Nations to be achieved by 2030. As a responsible corporate citizen, we make sure at multiple levels that no negative impact on the quality or supply of water resources is created through our operations for any part of the ecosystem and society.	NA	+ve
6	Product Safety	Opportunity	Creating an awareness among the consumers on safe usage of the product is of utmost important for us. It helps the customer	NA	+ve
7	Agriculture Innovation & Productivity	Opportunity	Innovation that would help farmers, consumers, and the environment is urgently needed. We are focused on developing sustainable and differentiated products to address dynamic market needs with a sustainable approach.	NA	+ve
8	Local Communities	Opportunity	It is important for us to understand the local communities in the region we operate. Local communities play a significant role in the growth of our business and hence it's important to understand their issues and support them.	NA	+ve

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Talent Attraction & Retention	Opportunity	To give UPL's business that extra growth potential to expand or deliver solutions more relentlessly and to help the company focus on building organization-wide commitment towards hiring the right people, a good strategy towards talent attraction and retention becomes extremely essential.	NA	+ve
10	Sustainable Supply Chain	Opportunity	The functioning of an organization depends heavily on its supply chains. This topic focuses on how we collaborate with suppliers effectively to maximize value and minimize risks in the supply chain.	NA	+ve
11	Energy Management	Opportunity	Understanding and addressing energy efficiency across business activities is crucial and so is monitoring our performance via systems installed at multiple locations to record our consumption on a daily basis. Our strategy towards energy conservation also aligns with achieving set sustainability goals and targets.	NA	+ve
12	Business Integrity	Opportunity	Success in business depends on creating and sustaining a culture of ethics and integrity. It supports daily decision-making by providing employees and partners with a useful reference.	NA	+ve
13	Business Continuity	Opportunity	Risk management and ethics are interdependent. A company's business is less at risk when it complies with ethics as required. The alignment of business ethics and risk management becomes essential if an organization is to carry on working diligently during a disruptive incident.	NA	+ve
14	Resource Management - Materials	Risk	This topic focuses on UPL's approach to resource conservation through recycling, reusing and reclaiming materials, products, and packaging.	We understand that the natural resources which goes in our products inform of raw materials are limited and hence we have a strong focus on recycling, reusing to reduce the usage of virgin material wherever possible in our processes	-ve
15	Data Security	Risk	For any business, system dependability and the privacy of internal and external data are crucial. One may be exposed to multifaceted risks in the chemical sector, including cybercrime and breaches in official data security.	This topic addresses the necessity of recognizing and evaluating emerging risks prior to their occurrence, as well as the need to safeguard the company's personnel as well as its tangible and intangible assets. UPL has strong governance around its security systems to ensure data security.	+ve

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
16	Diversity & Inclusion	Opportunity	At UPL, we focus on value creation by expanding our pool of staff and building an agile workforce. Our staff is an eclectic mix of employees, hailing from different educational, cultural, and demographic backgrounds, and we consciously ensure that the inclusion and diversity principles and employability practices remain free from the shackles of age and gender.	NA	+ve
17	Biodiversity	Risk	Agro-chemicals such as pesticides can have short term toxic effects on directly exposed organisms, and long-term effects can result from changes to habitats and the food chain. This topic will focus on UPL's efforts in managing its products' impact on biodiversity.	UPL recognizes the importance of preserving biodiversity and the need to minimize the impact of its operations on the environment. UPL's senior leadership has taken a proactive role in promoting biodiversity conservation, and the company has established a comprehensive biodiversity policy that guides its operations.	-ve

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC principles and core elements.

P1 Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable

P2 Businesses should provide goods and services in a manner that is sustainable and safe

P3 Businesses should respect and promote the well-being of all employees, including those in their value chains

P4 Businesses should respect the interests of and be responsive towards all its stakeholders

P5 Businesses should respect and promote human rights

P6 Businesses should respect, protect and make efforts to restore the environment

P7 Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

P8 Businesses should promote inclusive growth and equitable development

P9 Businesses should engage with and provide value to their consumers in a responsible manner

(1) Disclosure Question		(1a) Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	(1b) Has the policy been approved by the Board? (Yes/No)	(1c) Web Link of the Policies, if available
Policy and management processes				
P1	Ethics & Transparency	Yes	Yes	https://www.upl-ltd.com/downloads/policies/compliances/UPL_Global_Code_of_Conduct.pdf
P2	Product Responsibility	Yes	Yes	Environment_Policy.pdf (upl-ltd.com) https://www.upl-ltd.com/downloads/supplier_portal/UPL_Supplier_Code_of_Conduct.pdf
P3	Human Resources	Yes	Yes	https://www.upl-ltd.com/downloads/policies/compliances/UPL_Global_Code_of_Conduct.pdf https://www.upl-ltd.com/sustainability/health-safety-environment-policy
P4	Responsiveness to Stakeholders	Yes	Yes	https://www.upl-ltd.com/corporate_governance_pdfs/Dw5qZKLdbeMmFB7iZr949BcHgMZzvpxu0DTjeKtP/UPL-CSR-Policy-with-AOP.pdf
P5	Respect for Human Rights	Yes	Yes	https://www.upl-ltd.com/images/people/downloads/UPL_Human_Rights_Policy.pdf
P6	Responsible Lending	Yes	Yes	Environment_Policy.pdf (upl-ltd.com)
P7	Public Policy Advocacy	Yes	Yes	https://www.upl-ltd.com/corporate_governance_pdfs/Dw5qZKLdbeMmFB7iZr949BcHgMZzvpxu0DTjeKtP/UPL-CSR-Policy-with-AOP.pdf
P8	Inclusive Growth	Yes	Yes	https://www.upl-ltd.com/corporate_governance_pdfs/Dw5qZKLdbeMmFB7iZr949BcHgMZzvpxu0DTjeKtP/UPL-CSR-Policy-with-AOP.pdf
P9	Customer Engagement	Yes	Yes	https://www.upl-ltd.com/downloads/policies/compliances/UPL_Global_Code_of_Conduct.pdf

Disclosure Question		(2) Whether the entity has translated the policy into procedures. (Yes / No)	(3) Do the enlisted policies extend to your value chain partners? (Yes/No)	(4) Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.
Policy and management processes				
P1	Ethics & Transparency	Yes	Yes	Global Reporting Initiatives Framework, UNGC Principles
P2	Product Responsibility	Yes	Yes	Responsible Care
P3	Human Resources	Yes	Yes	Occupational Health and Safety management system (ISO 45001:2018), UNGC Principles
P4	Responsiveness to Stakeholders	Yes	Yes	Global Reporting Initiatives Framework, UNGC Principles
P5	Respect for Human Rights	Yes	Yes	Global Reporting Initiatives Framework, UNGC Principles
P6	Responsible Lending	Yes	Yes	Environment Management System ISO 14001:2015, UNGC Principles
P7	Public Policy Advocacy	Yes	Yes	Global Reporting Initiatives Framework
P8	Inclusive Growth	Yes	Yes	UNGC Principles, CSR Rules, Companies Act 2013
P9	Customer Engagement	Yes	Yes	Global Reporting Initiatives Framework, International Standard on requirements for information security management - ISO 27001: 2013

Disclosure Question		(5) Specific commitments, goals and targets set by the entity with defined timelines, if any.	(6) Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.
Policy and management processes			
P1	Ethics & Transparency	Performance against our goals and targets are mentioned in the highlights section of this report.	
P2	Product Responsibility		
P3	Human Resources		
P4	Responsiveness to Stakeholders		
P5	Respect for Human Rights		
P6	Responsible Lending		
P7	Public Policy Advocacy		
P8	Inclusive Growth		
P9	Customer Engagement		

(7) Governance, leadership and oversight

Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

Please refer to the Chairman and Group CEO's message, and ESG section in the Annual Report.

(8) Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).

Dr. Mritunjay Chaubey, Global Vice President & Head of Environment & Sustainability at UPL Ltd. is the highest authority responsible for implementation and oversight of Business Responsibility policy.

(9) Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).

Yes

If yes, provide details.

The Board has formed a Sustainability Committee of Directors. The composition of the Committee is available on the website of the Company at the following link: https://www.upl-ltd.com/investors/corporate-governance/board-committees

(10) Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee	Yes, performance against each policy has been governed and reviewed by Sustainability Committee								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee (Sustainability Committee)	Yes, all the statuary requirements related to the BRSR principles is reviewed by Sustainability Committee								

Subject for Review	Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)
Performance against above policies and follow up action Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)	Yes, annually
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)	Yes, annually
(11) Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	The policies of UPL are reviewed and evaluated by Sustainability Committee at Board. The Sustainability Committee provides its observations for improvement to address any new opportunities to the Board.

(12) If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Not applicable

Section C : Principle Wise Performance Disclosure

Principle 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the principles during the financial year**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors and Key Managerial Personnel	5	The Company on a regular basis familiarizes the directors on various topics of ESG parameters and targets, sustainability initiatives, governance best practices, social contribution, regulatory updates, HR & market update through the board / committee meetings.	100%
Employees other than BoD and KMPs	23	Anti-Bribery & Corruption Basics, Confidential Information, Ethics and Code of Conduct, Workplace Harassment	100%
Workers			

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

   Nil

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

   Not applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the Policy.**

   Yes, UPL is committed to the prevention, detection, and deterrence of fraud, bribery, and all other corrupt business practices. We endeavor to conduct our business activities with honesty, integrity, and the highest possible ethical standards. In view of the nature, scale and geographic range of our activities and protect our reputation, we have developed and implemented a global policy to check and address the risk of bribery and corruption. The Company has a Policy on Anti-Bribery and Corruption which can be referred on https://www.upl-ltd.com/corporate_governance_pdfs/exTCRRkbsuzPcf8z14APGjZWweUn8ZV8Jq2RC2Di/Anti_Bribary_and_Corruption_Policy.pdf.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

   Nil

6. **Details of complaints with regard to conflict of interest:**

   Nil

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   Not applicable

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Sr. No	Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1.	Procurement Sustainability awareness program	*Health & Safety *Environment *Labour rights *Anti-corruption *Management Systems	57% in India region

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No). If Yes, provide details of the same.**

   Yes, UPL developed a dedicated code of conduct for board members. The company expects all the Directors/ officers to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct, while working at the Company's premises, at offsite locations, at Company's sponsored business and social events, and/or at any other place where the Directors/Officers represent the Company. The Company has a Policy on Code of Conduct for BoD and Senior Management which can be referred on https://www.upl-ltd.com/corporate_governance_pdfs/lo9JWgyc8motROUG1iGceEyVagFilaTCtDJG41tL/Code-of-Conduct-for-BoD-and-Senior-Mgmt.pdf

Principle 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R&D	Please refer to Page no. 134 of the Annual Report		
Capex	9%	2%	1. Investment in renewable energy 2. Investment in Zero Liquid Discharge 3. Investment in Scaleban technology 4. Investment in recycling technology for waste

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, We have well defined procedure on Supplier sustainability evaluation. It includes online sustainability evaluation through e procurement tool, On-site audit mechanism and Post-Audit improvement plans. UPL Procurement sustainability program is aligned with UN Global Compact guidelines and ISO 20400 standard. UPL ambitious target is to "achieve at least 60% of sustainable sourcing by 2025". UPL team approached this challenge through user friendly e-procurement tool, automation of sustainability performance scoring, extensive engagement through buyers for completion of tasks and well defined on-site audit program. Through e-procurement tool, we could maintain Supplier Assessment Questionnaire in multiple languages e.g. Mandarin, Portuguese, English etc. to enable its completion. Automated scoring and supplier classification matrix as customized in portal helped classify supplier sustainability performance based on Supplier response and Auditor inputs into portal. This automation helped us save lot of time in manual intervention for scoring calculation and maintaining of those records. We could do it at scale as enabled by system. Innovative and clearly defined matrix as implemented in e-procurement tool to automatically classify supplier into any of three buckets of "Leaders", "Sustainable at par with Industry" and "Sensitive" helped us to save time in these calculations. It helped us to focus our time on supplier engagement and implementation tasks. Persistent engagement with supplier organization coupled with positive influence from our buyer team helped to achieve desirable results. Procurement team were backed up by strong team of subject matter experts and IT shared services team to take care of any issues that may arise during these engagements. Sustainable oversight on progress of this program was ensured through clear defining of progress indicators catering to each purchase category team. Sustainability was made part of each Management Performance Reviews within procurement function to create visibility and team leadership support. Internally, progress dashboard was published on weekly basis pertaining to each purchase category to indicate progress in terms of supplier response to online assessment, number of audits scheduled, number of improvement plans agreed etc. Another key challenge that we faced is for arriving at mutually agreed improvement plans with suppliers and in some cases, to educate our supply chain partners. Major challenge was to encourage sustainable practices and guide for improvement for suppliers categorized as Medium and Small Manufacturing Enterprises (MSMEs). We extended special efforts in guiding MSMEs to integrate key sustainability aspects within its operational practices in cost-effective manner. It was done by making them available practical guidance tool-kit, guidance engagements and topic specific workshop.

b. If yes, what percentage of inputs were sourced sustainably?

30% of global spend is considered as "sustainable at par with Industry" based on ratings from reputed external agencies & UPL assessments. Another 30% of global spend is assessed through on-site sustainability audits and in the process to be sustainable post implementation of improvement plans.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

By embedding sustainability through multiple levels of operations, we also aim to adapt to a functioning circular economy. This is largely enabled by low impact practices, innovative resource efficient technology, driven by a clear focus towards reducing waste generation through our holistic approach in waste management.

We tend to generate both hazardous and non-hazardous waste, given the nature of our business activities, but have also established a 4R waste strategy, aiming to accelerate progress towards our goal of a 25% reduction in specific waste disposal by 2025.

- Reduce
  - Ensuring the responsible use of raw materials while propagating the ideology of 'waste is wealth' across our business activities
  - Optimizing manufacturing operations to achieve waste reduction
- Recycle
  - Encouraging the recycling of packaging material
  - Augmenting waste reduction for the packaging process by using appropriate materials
  - Recovering value-added products from waste
- Reuse
  - Prolonging the Lifecycle of equipment and products
  - Utilizing incinerable hazardous waste for energy recovery
- Reprocess
  - Process redevelopment/ optimization to reduce
  - Landfill/ incinerable waste during operations
  - Trading coproducts with neighbors to derive maximum value from by-products/co-products

(a) Plastics (including packaging)

Plastics (including packaging) In line with plastic waste management rules, we are offsetting 100% of our packaging materials associated with domestic consumers in India through an external agency. The external agency facilitates collection and recycling of plastic waste in a responsible manner.

(b) E-waste

Although the quantity of E-waste generation is not significant at UPL, we ensure that all the E-Waste is sent for recycling through an authorized recycler as per E-waste amendment rule.

(c) Hazardous waste

Hazardous waste is disposed to Treatment, Storage and Disposal Facilities (TSDF sites) / Common Hazardous Wastes Incineration Facility (CHWIF) based on the characteristics of the waste. In addition to this, suitable wastes are sent for co-processing to cement industries by following Hazardous and Other Waste Management (HOWM) rules requirements.

(d) Other waste

Other wastes not falling under hazardous categories are being sold to actual end user or recycler as per the applicability.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).

Yes

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

Yes, EPR plan is approved by Central Pollution Control Board.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)?

Yes, the Company conduct LCA studies on need bases for selected products on demand from stakeholders.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

No there aren't any significant social or environmental concerns or risks arising from production or disposal of our products as identified in the Life Cycle Assessments (LCA) for the selected products for whom LCA is conducted.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

We don't record this information at present. We will be working with our supply chain to evaluate the same in upcoming years.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2022-23			FY 2021-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	-	3105	-	-	5256	-
E-waste	-	9	-	-	5	-
Hazardous waste	-	96146	163184	-	54520	136255
Non-Hazardous waste	-	28795	-	-	152492	-

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

As the company is involved in production of agrochemicals, our products get consumed during the use phase hence we do not claim any reuse, recycling, and disposal of our products. However, we reclaim the packaging material i.e. plastic going along with our products through EPR process. We were able to recycle 3104.5 MT of our plastic packaging material during this reporting year.

Principle 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
Permanent employees											
Male	3736	3736	100.00	3736	100.00	-	0.00	3736	100.00	0	0.00
Female	390	390	100.00	390	100.00	390	100.00	-	0.00	0	0.00
Total	**4126**	**4126**	**100.00**	**4126**	**100.00**	**390**	**100.00**	**3736**	**100.00**	**0**	**0.00**

b. Details of measures for the well-being of workers

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
Permanent workers											
Male	3251	3251	100.00	3251	100.00	-	0.00	3251	100.00	0	0.00
Female	8	8	100.00	8	100.00	8	100.00	-	0.00	0	0.00
Total	**3259**	**3259**	**100.00**	**3259**	**100.00**	**8**	**100.00**	**3251**	**100.00**	**0**	**0.00**

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	0	100	Yes	0	100	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

We ensure that our infrastructure is in line with the latest regulations and our differently abled colleagues can get the required support from our end.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?

Yes, UPL affirms its commitment to equal opportunity and inclusivity through its Human Rights Policy and Global Code of Conduct. These overarching policies guide the company's practices and align with the principles outlined in the Rights of Persons with Disabilities Act, 2016.

Within the Human Rights Policy, UPL explicitly addresses the principles of equal opportunity and non-discrimination. These principles are essential to fostering an inclusive workplace and ensuring that individuals with disabilities are treated fairly and provided with equal opportunities for employment and career advancement. UPL acknowledges the importance of eliminating barriers and creating a supportive environment that allows all employees, including persons with disabilities, to contribute to their fullest potential.

Furthermore, UPL's Global Code of Conduct serves as a set of ethical guidelines for its employees, emphasizing the importance of treating all individuals with dignity, respect, and fairness. This Code explicitly prohibits any form of discrimination, including discrimination based on disability, and promotes a work environment that is free from prejudice and bias.

If so, provide a web-link to the policy.

UPL's Human Right's Policy:- UPL_Human_Rights_Policy.pdf (upl-ltd.com)

UPL's Global Code of Conduct :- Code_of_Conduct.pdf (upl-ltd.com)

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0.84	0.84	0.97	0.97
Female	0.64	0.64	0	0
Total	**0.82**	**0.82**	**0.97**	**0.97**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker?

Yes, UPL's Grievance Redressal Policy explains how employees can voice their complaints in a constructive way and ensure that their point of view is heard, and the issue effectively resolved, thereby avoiding conflict and misunderstandings.

The company encourages employees to communicate their grievances to foster a supportive and pleasant workplace for everyone. Grievance-Redressal.pdf (upl-ltd.com)

	Yes/No (If Yes, then give details of the mechanism in brief)	Remark
Permanent Workers Other than Permanent Workers Permanent Employees Other than Permanent Employees	Yes, UPL's Grievance Redressal Policy aims to provide employees with a constructive platform to voice their complaints and concerns in a fair and consistent manner. The policy encourages open communication and emphasizes creating a supportive and pleasant workplace environment for everyone. It aligns with UPL's core values of showing respect, demonstrating trust, and celebrating diversity. The scope of the Grievance Redressal Policy extends to all employees within the company, regardless of their position or status. Its objective is to address any employee grievance promptly and fairly in connection with their work, fostering a positive and harmonious work environment. The Grievance Redressal Policy ensures employees' right to information and outlines their options for raising grievances. Employees can reach out to their direct supervisor or the HR department, complete a Grievance Form to provide a detailed account of the situation, refuse to attend formal meetings alone, and make appeals on formal decisions. Likewise, employees facing allegations have the right to receive a copy of the allegations, respond to them, and make appeals on formal decisions. The company is obligated to establish a formal grievance procedure, communicate it to employees, promptly investigate all grievances, treat all employees who file grievances equally, maintain confidentiality throughout the process, and aim to resolve grievances whenever possible. UPL also maintains a strict no-retaliation policy for employees who file grievances with the company or external agencies. UPL's Grievance Redressal Policy works in conjunction with the company's Human Rights Policy, ensuring that employees have a mechanism to address their grievances and promoting a respectful and inclusive work environment.	Our policy is applicable to all our employees

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

We don't have any associations.

8. Details of training given to employees and workers

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	3736	3662	98	3449	92	2732	2595	95	2322	85
Female	390	362	92	329	84	258	232	90	206	80
Total	**4126**	**4024**	**98**	**3778**	**92**	**2990**	**2827**	**95**	**2528**	**85**
Workers										
Male	3251	3168	97	2774	85	2260	2167	96	1831	81
Female	8	8	100	4	50	6	6	100	4	66
Total	**3259**	**3176**	**97**	**2778**	**85**	**2266**	**2173**	**96**	**1835**	81

9. Details of performance and career development reviews of employees and worker

All our employees are eligible for CD reviews, who has joined before October during the reporting year.

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	3736	3451	92	2732	2477	91
Female	390	350	90	258	212	82
Total	**4126**	**3801**	**92**	**2990**	**2689**	**90**
Workers						
Male	3251	2936	90	2260	2023	90
Female	8	8	100	6	6	100
Total	**3259**	**2944**	**90**	**2266**	**2029**	90

10. Health and safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No).

Yes, EHS policy is available stating OH&S management system for all (employees, workers) As per GFR 1963 & ISO 45001-2018. All our sites are ISO 45001:2018 certified and OH&S management system has been implemented confirming to this standard.

On roll employees and identified employees on third party roll are responsible for implementation for occupational health and safety management system. In addition to this, on need basis we also hire subject experts/consultants for the OHSE management system.

On the basis of leading and lagging indicator performance, MIS, Incident investigation reports, ISO audits, customer audits, Statutory bodies audits. Second and 3rd party audit. Yearly objectives and targets are decided based on last year's performance of the OHSE management system by the organization.

If yes, the coverage of such a system?

All workers, activities, and workplaces are covered by the occupational health and safety management system.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Our process for identifying hazards takes an all-encompassing approach to risk identification, utilising a number of tools to develop suitable strategy and mitigation plans as well as the verification of implementation plans. A cross-functional team oversees the entire hazard identification and mitigation plan, demonstrating our expertise in safety management.

Tools used to identify Risks and Hazards;

- Activity based hazard identification & risk analysis (HIRA)
- Man chemical interface
- Man machine interface
- 3 stage hazard & operability studies (HAZOP)
- Job safety analysis (JSA)

Implementation and verification of mitigation plans;

- Implementation of mitigation plans for identified root causes
- This is followed by the field verification of the implementation of mitigation plans through safety audits, Gemba round, Pre-Start Up Safety Review (PSSR)

Further to this, we have processes like Job Safety Analysis, Standard operating Procedures, Work instructions, permit to work, daily safety talk, learning from incidents & horizontal deployment of CAPAs across sites, capturing of Unsafe Actions/ Unsafe Conditions, internal safety audits, safety inspections for ensuring safety at work place.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, Safety of the workforce at UPL is of the prime importance, hence there are various control measures which our workforce follows at workplace. We understand that seriousness and transparency are key to create a safety workplace and hence our management regularly interact with different group of employees to create the awareness on safety. Through these interactions we create the environment which supports fearless reporting of all cases, and it also supports in taking necessary actions against identified work related hazard.

In addition, we have regular health checkups on identified parameters. This helps us to identify unsafe conditions for people working in specific zones.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, All our contract workers are covered under ESIC policy and Company employees are covered under Mediclaim policy. In addition to this, we also have tie-ups with nearby hospitals for regular OPD facility for all our workers.

11. Details of safety related incidents, in the following format

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.41	0.0
	Workers	0.10	0.10
Total recordable work-related injuries	Employees	2	0
	Workers	3	3
No. of fatalities	Employees	2	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

At UPL, we are deeply committed to ensuring a safe and healthy workplace for all our employees. We prioritize the well-being and rights of our workforce, guided by our HSE Policy (UPL Health Safety Environment Policy), Human Rights policy (UPL_Human_Rights_Policy.pdf (upl-ltd.com) and Global Code of Conduct (Code_of_Conduct.pdf (upl-ltd.com). These policies serve as references for the measures we take to create a conducive work environment. We adhere to strict health and safety standards, implementing robust systems and procedures to prevent accidents, injuries, and occupational hazards. Through regular training and awareness programs, we promote a culture of safety, ensuring that employees are equipped with the knowledge and skills to maintain a secure workplace.

By aligning our practices with these policies, we strive to create a work environment where the well-being, rights, and voices of our employees are valued and protected. Through continuous improvement and engagement, we aim to foster a culture that promotes the overall health, safety, and welfare of our workforce.

We have a Detailed management process on incident investigation in place. Recommended measures coming out of RCA of all incidents including near miss incidents are implemented to ensure safe & healthy workplace. Reporting mechanism for UA / UC is in place with defined protocols for closures of UA/ UC observations.

13. **Number of Complaints on the following made by employees and workers**

Category	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	0	0	0	0
Health & Safety	0	0	0	0	0	0

14. **Assessments for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	Yes, all our occupational health and safety management systems are ISO 45000:2018 certified. We conduct both internal and external audits on periodic bases to evaluate our current practices and improve further based on observations and feedbacks from respective stakeholders.
Working Conditions	All our manufacturing plant & offices were assessed for ISO 45000:2018 OH&S certification by third party agencies as per Indian Factory Act 1948

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

Based on the requirement, we regularly take services from external expert agency to enhance our safety cultural for transformation and improvement across sites.

The Transformation journey addresses several aspects in capability building across various workstreams, some of them are Process Safety Management, Incident Investigation, Behavioural intervention, Competence, Contractor Safety Management and review and updating of management process standards across critical activities.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of**

a. **Employees (Y/N)**

Yes

b. **Workers (Y/N)**

Yes

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

We have strong mechanism through which regularly monitor that all statutory dues are been submitted to regulatory authorities. For our value chain partners we monitor regulatory dues monthly and required supporting evidence are also collected.

3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment**

Category	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	2	0	2	0
Workers	0	0	0	0

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

Please refer to 'employee training and skill development' section of our Annual Report

5. **Details on assessment of value chain partners:**

Assessment being done for vendors

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices, and Working Conditions	30% of spend (by value) is considered as “sustainable at par with Industry” based on ratings from reputed external agencies & UPL assessments. Another ~50% of spend (by value) were subjected to online Sustainability evaluation. Additionally, 30% of spend was assessed through on-site sustainability audits and in the process to be sustainable post implementation of improvement plans.

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

UPL team organized topic specific workshops with help of external / internal subject matter experts to guide our supplier teams to adopt expected practices. ~70% of assessed suppliers are identified for improvement actions in process safety area. We conducted a workshop on process safety.

UPL team also offered individual supplier specific virtual discussion for guidance on audit findings.

Principle 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

At UPL, we employ a comprehensive and strategic approach to identify and prioritize key stakeholder groups that are crucial to our business. We understand that stakeholders are individuals or entities that have a vested interest in our organization and can significantly impact or be impacted by our operations, decisions, and outcomes.

To identify key stakeholder groups, we consider several factors:

1. **Influence:** We assess the level of influence a stakeholder group holds over our business. This includes their ability to shape our strategies, policies, and decision-making processes. Stakeholders with higher influence are given greater consideration in our prioritization.
2. **Interdependency:** We analyze the degree of interdependence between our organization and different stakeholder groups. This involves understanding the extent to which their actions, resources, or support are necessary for our success. Stakeholders with whom we have strong interdependencies are identified as key stakeholders.
3. **Responsibility:** We evaluate the responsibility that stakeholder groups have towards our organization and vice versa. This includes their ethical, legal, or contractual obligations, as well as their contribution to our overall goals and objectives. Stakeholders who bear significant responsibility are recognized as key stakeholders.

By considering these factors, we can effectively identify the stakeholder groups that have the most significant impact on our business. This strategic approach helps us prioritize our engagement efforts and allocate resources appropriately to nurture relationships with these key stakeholders

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Top management	No	– Board meetings	– Quarterly, need-basis	– Occupational health and safety
		– Annual General Meeting (AGM)	– Annually	– Water and hazardous waste management
				– Climate change
				– Demand risk
				– Responsible management of information in the public domain
Permanent employees	No	– Employee satisfaction survey	– Weekly	– Increased awareness of all employees on UPL's policies
		– National townhall meetings	– Monthly	– Strategic skill up-gradation programs
		– Telephonic and e-mails	– Quarterly	– Lateral deployment
		– Virtual meetings	– Yearly	– Enhanced Standard Operating Procedures (SOP) and system implementation
		– Magazines and newsletters	– Need Basis	
		– Mid-year and annual review		
Contractual employees	No	– Townhall meetings	– Weekly	– Reward and recognition programs
		– Email	– Monthly	– Strategic implementation of IT initiatives
		– Virtual webinars	– Need Basis	– Ethical business practice
		– Employee satisfaction survey		
		– Organised training and information sessions		
		– Team-building events		
Investors	No	– Telephonic	– Quarterly	– Enhanced disclosures across UPL's asset base
		– Email		
Regulators	No	– One-on-one meetings	– Quarterly	– Environmental compliance
Suppliers and vendors	No	– Supplier engagement forums	– Quarterly	– Delay in payments
		– Virtual trainings	– Yearly	– Cancellation of orders
		– Supplier events	– Need Basis	– Enhanced sustainable growth
Customers	No	– Telephonic and e-mails	– Daily	– Delayed delivery of products
		– Executive announcements	– Weekly	– Increased customer engagement
		– Meetings with clients and managers	– Monthly	
			– Need Basis	
Academia	No	– Virtual meetings	– Monthly	– Sustainable agro-product portfolio of UPL
		– E-mails	– Quarterly	– Increased employment of technical experts
			– Yearly	– Enhanced R&D practices in conjunction with learning and development initiatives for students
			– Need Basis	
Local community	Yes	– Group meetings	– Monthly	– Educational infrastructure
		– One-on-one meetings	– Quarterly	– Health and sanitation
		– Impact assessments	– Need Basis	– Self-help groups
				– Agricultural techniques

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   At UPL, we ensure effective consultation between stakeholders and the Board on economic, environmental, and social topics through a well-defined process:

   1. **HOD Engagement:** Heads of Departments (HODs) engage with stakeholders to understand ESG impacts and gather feedback.
   2. **Identification of Improvement Areas:** HODs identify key improvement areas based on stakeholder interactions.
   3. **Executive Sustainability Committee:** HODs communicate concerns, opportunities, and improvement areas to the Executive Sustainability Committee.
   4. **Evaluation and Feedback:** The Executive Sustainability Committee assesses implications and provides feedback.
   5. **Communication to the Board:** The Executive Sustainability Committee presents findings to the Board's Sustainability Committee.
   6. **Board Inputs:** The Board's Sustainability Committee offers guidance and inputs based on their expertise.

   By following this process, we ensure that stakeholder consultations on economic, environmental, and social topics are effectively integrated into our decision-making and governance structures. The feedback received from these consultations plays a vital role in shaping our sustainability initiatives, enhancing stakeholder relationships, and driving positive change throughout our organization.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No).**

   If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   Yes, stakeholder consultation is an integral part of our approach to identifying and managing environmental and social topics. We actively seek inputs and feedback from both internal and external stakeholder groups, recognizing the importance of understanding their perspectives and concerns. By engaging with our stakeholders, we gain valuable insights into how our business impacts various stakeholder groups and how they, in turn, can influence our operations. This collaborative approach ensures that our decision-making process is informed, transparent, and responsive to the needs and expectations of our stakeholders. For a comprehensive understanding of our stakeholder engagement practices and the material topics we address, please refer to the dedicated materiality section in our latest sustainability report.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   UPL is committed to supporting vulnerable and marginalized stakeholder groups, particularly local communities. We actively engage with these groups through partnerships with local NGOs to address their specific needs and challenges. By collaborating with these organizations, we can provide targeted support and implement programs that uplift and empower these communities. Our initiatives include prioritizing agricultural education to enhance farming techniques, supporting education for children to provide them with access to quality education and brighter futures, and promoting nature conservation to protect the environment and the resources these communities rely on. Through these actions, we aim to make a meaningful and positive impact on the lives of vulnerable and marginalized stakeholders.

   For detailed examples of our engagement and actions, please refer to the dedicated Corporate Social Responsibility (CSR) section of the report. This report specifically highlights case studies and projects that UPL have worked on and supported vulnerable and marginalized stakeholder groups. By addressing their concerns and promoting their well-being, we strive to contribute to their sustainable development and create a more inclusive and equitable society.

Principle 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format**

   UPL recognizes its responsibility toward human rights and works diligently to demonstrate its commitment, in the course of conducting its day-to-day business. We believe that doing this is fundamental to our long-term success and that of the communities where we live and work. Human Rights training is part of our induction program through which we communicate our values and commitment to our onboarded employees. Also, we have various virtual and in-person course on human rights which all our employees need to go through.

	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	4126	4126	100	2900	2900	100
Total Employees	**4126**	**4126**	**100**	**2900**	**2900**	**100**
Workers						
Permanent	3259	3259	100	2266	2266	100
Total Workers	**3259**	**3259**	**100**	**2266**	**2266**	100

2. **Details of minimum wages paid to employees and workers, in the following format**

	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Permanent Employees										
Male	3736	1233	33	2503	67	2732	902	33	1830	67
Female	390	121	31	269	69	258	80	31	178	69
Permanent Workers										
Male	3251	3023	93	228	7	2260	2102	93	158	7
Female	8	6	75	2	25	6	5	83	1	17

3. **Details of remuneration/salary/wages, in the following format**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (in ₹)	Number	Median remuneration/ salary/ wages of respective category (in ₹)
Board of Directors (BoD)	4	33,50,000	1	19,00,000
Key Managerial Personnel	2	3,46,99,015	-	-
Employees other than BoD and KMP	1,760	14,36,793	196	15,63,089
Workers	3,019	4,77,999	4	3,47,910

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

   The Company is committed in creating and maintaining a secure and safe work environment that is free from any violations of Human Rights. Human Rights issues are reviewed by POSH Committee at UPL. A knowledgeable and experienced Internal Complaints Committee (ICC) comprising of representatives from both genders and an unbiased third party is currently functional to attend and redress complaints that arise under Human Rights. Further, there are sub committees at unit locations to ensure strict adherence to this policy and keep the workplace free from biases and prejudices.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

We seek to ensure that stakeholders who are or could be affected by our activities have access to an effective grievance mechanism. Our Human Rights Policy is aligned with UPL's Global Code of Conduct which lays down a grievance mechanism for all stakeholders to address and resolve issues or potential violations. No action or reprisal would be taken against any employee for raising concerns under this policy. The Company will investigate, address and respond to the concerns of the stakeholder and will take appropriate corrective action in response to any violation. Our grievance cell (grievance@upl-ltd.com) is accessible to all stakeholders to address and resolve issues and concerns with great sensitivity and urgency.

6. **Number of Complaints on the following made by Employees and Workers**

Category	FY 2022-23		FY 2021-22	
	Filed during the year	Pending resolution at the end of year	Filed during the year	Pending resolution at the end of year
Sexual Harassment	NIL	NIL	NIL	NIL
Discrimination at workplace	1	0	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL
Forced Labour/Involuntary Labour	NIL	NIL	NIL	NIL
Wagest	NIL	NIL	NIL	NIL
Other human rights related issues	NIL	NIL	NIL	NIL

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

UPL has a strong ICC committee to take of issues related to Human Rights. We at UPL promote a culture where issues and concerns can be raised without any fear. ICC will take necessary actions to investigate, address and respond to the concerns of the stakeholder and will take appropriate corrective action in response to any violation identified. We also safeguard the rights of complainant and ensure that no actions or reprisal would be taken against any employee for raising genuine concerns under this policy.

8. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, our human rights policy is part of our standard agreement. Our business partners need to adhere to our human rights policy. In addition to this, we also conduct a ESG audit before onboarding a business partner which covers verification of human rights parameters as well.

9. **Assessments for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Yes, we regularly conduct human rights assessment at our various operating location. These assessments are conducted by a third party to avoid any bias opinions. In last three years we have covered more than 40% of our India locations and one unit from international location. The screening was extended to our suppliers with an aim to strengthen our commitment towards human rights across the value chain.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

10. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

From on-site Sustainability audits in India region, corrective actions are underway on ~44 audit findings in Labour rights topic.

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

Please refer the answer to question no. 2

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

With Human Rights Assessments and the associated due diligence being sensitive matters, at UPL, we have set in place mechanisms, and regional / international commissions to act on any instances of violation swiftly, and with all necessary confidentiality.

Our assessment methodology involved pre-planning and scoping across major locations of our operations, third parties, and JVs across India and overseas.

- Senior management
- Cross functional employee in different cadres
- Contractor in skilled, semi-skilled & unskilled categories
- Security staff
- Third party manufacturers

This cross-hierarchy, broad-based information gathering helped us identify and map our Human Rights landscape – i.e. the nature and extent of potential risks linked to our activities. We focused on 8 major aspect s

- Child labour
- Discrimination
- The rights of Freedom of Association and Collective Bargaining
- Fair Remuneration
- Fair Working Hours
- Occupational Health and Safety
- Bonded Labour
- Workers' Involvement and Protection of human rights

For further details, please refer our website - https://www.upl-ltd.com/sustainability/people-development/ human rights

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, the office's infrastructure is as per the requirements in the Act.

4. **Details on assessment of value chain partners**

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	We have accessed our value chain partners through online assessments. Through this methodology we were able to evaluate 50% of global spend. From which 30% of spend was covered through on-site audits globally.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

Yes, during the assessment, 60% of assessed suppliers were identified for improvement actions in labour practices such as working hours, payment of wages etc. UPL is working collaboratively with the value chain partners by offering guidance to individual suppliers for improvement on audit findings.

Principle 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format**

Parameter	Unit	FY 2022-23	FY 2021-22
Total electricity consumption (A)	Giga Joules	1370077	1136754
Total fuel consumption (B)	Giga Joules	9025162	8622560
Total energy consumption (A+B)	Giga Joules	10395239	9759314
Total Energy Intensity	Giga Joules / metric ton	16.11	15.25

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our energy consumption is verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N)**

No

3. **Provide details of the following disclosures related to water, in the following format**

Parameter	Unit	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)			
(i) Surface water	kilolitres	0	0
(ii) Groundwater	kilolitres	31964	44088
(iii) Third party water	kilolitres	4716308	4950131
(iv) Seawater / desalinated water	kilolitres	0	0
(v) Others	kilolitres	31198	52885
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	kilolitres	4779471	5047104
Total volume of water consumption (in kilolitres)	kilolitres	3665604	3764866
Water intensity	kilolitres / metric tonnes	5.36	5.88

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our water consumption is verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

4. **Has the entity implemented a mechanism for Zero Liquid Discharge?**

Yes, UPL is the first agrochemical company to make a technical manufacturing facility Zero Liquid Discharge (ZLD).

If yes, provide details of its coverage and implementation.

More than 60% of our plants have achieved Zero Liquid Discharge (ZLD).

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format**

Parameter	Unit	FY 2022-23	FY 2021-22
NOx	MT / Year	476	449
SOx	MT / Year	133	125
Particulate matter (PM)	MT / Year	393	228
Persistent organic pollutants (POP)	-	N.A.	N.A.
Volatile organic compounds (VOC)	-	N.A.	N.A.
Hazardous air pollutants (HAP)	-	N.A.	N.A.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format**

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	metric tonnes	787994	754432
Total Scope 2 emissions (Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	metric tonnes	240118	235094
Total Scope 1 and Scope 2 emissions Intensity	metric ton / metric ton	1.50	1.54

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our emissions are verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

7. **Does the entity have any project related to reducing Green House Gas emission?**

Yes, UPL has taken necessary actions to reduce its CO2 emissions, below are few focus areas on which we are working actively;

- Utilisation of biomass as a source of energy: working on installing a biomass boiler for steam generation
- Use of renewable energy through green power purchase agreements
- Process and technology innovation to reduce CO2 emissions

8. **Provide details related to waste management by the entity, in the following format:**

Parameter	Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)			
Plastic waste (A)	metric tonnes	3105	5256
E-waste (B)	metric tonnes	9	5
Bio-medical waste (C)	metric tonnes	0.11	0.13
Construction and demolition waste (D)	metric tonnes	N.A.	N.A.
Battery waste (E)	metric tonnes	20	26
Radioactive waste (F)	metric tonnes	N.A.	N.A.
Other Hazardous waste. Please specify, if any. (G) Hazardous waste sent for recycle, Incineration, Landfill, Coprocessing and common MEE	metric tonnes	262392	190775
Other Non-hazardous waste generated (H). (Scrap Material).	metric tonnes	28795	152492
Total (A+B + C + D + E + F + G + H)	**metric tonnes**	**294321**	**348554**
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
Category of waste			
(i) Recycled	metric tonnes	128003	212300
(ii) Re-used	metric tonnes	-	-
(iii) Other recovery operations	metric tonnes	-	-
Total	**metric tonnes**	**128003**	**212300**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)			
Category of waste			
(i) Incineration	metric tonnes	5195	9741
(ii) Landfilling	metric tonnes	152711	114455
((iii) Other disposal operations	metric tonnes	5277	12059
Total	**metric tonnes**	**163183**	**136255**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our waste disposal data is verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

9. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Embedding sustainability through multiple levels of operations, we also aim to adapt to a functioning circular economy. This is largely enabled by low-impact practices, innovative resource efficient technology, driven by a clear focus towards reducing waste generation through our holistic approach in waste management. We tend to generate both hazardous and non-hazardous waste, given the nature of our business activities, but have also established a 4R waste strategy, aiming to accelerate progress towards our goal of a 25% reduction in specific waste disposal by 2025.

10. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N)	If no, the reasons there of and corrective action taken, if any.
1	Unit-4, Ankleshwar	Manufacturing	Y	NA
2	Unit-05 &15, Jhagadia	Manufacturing	Y	NA
3	Unit-12, Dahej	Manufacturing	Y	NA

11. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

During the current financial year (FY 2022-23), UPL was not require any Environmental Impact Assessment (EIA) to be conducted at our sites. However, we have diligently performed EIAs for previous years, prioritizing compliance with applicable laws and regulations. Our commitment to environmental stewardship remains steadfast as we continuously strive to minimize our environmental impact and promote sustainable practices.

12. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).**

Yes, we proactively monitor the changing regulations from pollution control board. This approach has helped to go beyond compliance requirements. No cases were received from pollution control board during the reporting year.

Leadership Indicators

1. **Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:**

Parameter	Unit	FY 2022-23	FY 2021-22
From renewable sources			
Total electricity consumption (A)	Giga Joules	257223	179990
Total fuel consumption (B)	Giga Joules	110430	19406
Energy consumption through other sources (C)	Giga Joules	N.A.	N.A.
Total energy consumed from renewable sources (A+B+C)	Giga Joules	367653	199396
From non-renewable sources			
Total electricity consumption (D)	Giga Joules	1112854	956764
Total fuel consumption (E)	Giga Joules	8914732	8603154
Energy consumption through other sources (F)	Giga Joules	N.A.	N.A.
other sources			
Total energy consumed from non-renewable sources (D+E+F)	**Joules or multiples**	**10027586**	**9559918**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our energy consumption is verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

2. **Provide the following details related to water discharged:**

Parameter	Unit	FY 2022-23	FY 2021-22
Water discharge by destination and level of treatment (in kilolitres)			
(i) To Surface water	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - Tertiary level of treatment	kilolitres	603.24	0
(ii) To Groundwater	kilolitres	0	0
- No treatment)	kilolitres	0	0
- With treatment - Tertiary level of treatment	kilolitres	0	0
(iii) To Seawater	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - Tertiary level of treatment	kilolitres	904462	916089
(iv) Sent to third-parties	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - Tertiary level of treatment	kilolitres	208801.35	366148.79
(v) Others	kilolitres	0	0
- No treatment	kilolitres	0	0
- With treatment - please specify level of treatment	kilolitres	0	0
Total water discharged (in kilolitres)	**kilolitres**	**1113867**	**1282238**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our water discharge data is verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

3. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

Water withdrawal, consumption and discharge in areas of water stress

(i) Name of the area – Ankleshwar, Jhagadia, Jammu, Hallol and Kalol

(ii) Nature of operations - Manufacturing

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
Surface water		
Groundwater	31964	35925
Sent to third-parties		
Seawater / desalinated water		
Others (Municipality and rain water)	4136298	4298791
Total volume of water withdrawal (in kilolitres)	4171934	4334716
Total volume of water consumption (in kilolitres)	3267472	3391694
Water intensity (kilolitres/metric tonnes of production)	5.46	6.08
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	0	0
- With treatment - Tertiary level of treatment	904462	943022
(ii) Into Groundwater		
- No treatment	0	0
- With treatment	0	0
(iii) Into Seawater		
- No treatment	0	0
- With treatment - Tertiary level of treatment	904462	916089
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment - Tertiary level of treatment	0	26933
Total water discharged (in kilolitres)	**904462**	**943022**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our water withdrawal, discharge and consumption data is verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

4. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

UPL has conducted a detailed Scope3 emission assessment and included Scope 3 emissions in our overall GHG Inventory for global operation (India and International). For Scope 3 emissions, the emission factors are referred from GaBi data base, DEFRA, EPA, IEA database, WRI GHG Tool and India GHG program.

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 3 emissions (Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2	3717575	3405140
Total Scope 3 emissions per tonnes of production	tCO2/MT of production	3.7	3.5

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

Yes, our scope 3 emission data is verified and assured by third party using International Standard on Assurance Engagement (ISAE) 3000 (Revised).

If yes, name of the external agency.

KPMG Assurance and Consulting Services LLP

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

UPL Limited believes that businesses and biodiversity are closely interlinked. We recognize sustainability of both our business and society depends on the natural capital and biodiversity linked ecosystem. Before starting construction of any technical production unit, at UPL we undertake a detailed Environment Impact assessment (EIA) in which the impact on biodiversity deeply studied and we develop the conservation plan to protect biodiversity.

We conducted EIA studies to assess the impacts of its operation on nearby biodiversity and surrounding environment. The findings of the study illustrates that no significant negative impact has been observed on the native flora and fauna.

Our commitment towards continual improvement is promoting conservation of Schedule 1 species in vicinity of operations under The Wildlife (Protection) Act 1978, we have developed wildlife conservation plan in consultation with state forest department, Government of Gujarat. The prepared wildlife conservation plans with activity and budget have been approved by Chief Wildlife Warden of state forest department. The implementation of wildlife conservation plan has been ensured and activities approved under wildlife conservation plan have been reviewed and recognized by state forest department by making a site visit followed by NOC cum appreciation letter.

6. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Increase in renewable energy share in total energy consumption	UPL announced partnership with CleanMax for a new renewable energy project in Gujarat, India to establish a hybrid solar-wind power plant. The set-up will operate a hybrid captive power plant generating 28.05 megawatts of solar power and 33 megawatts of wind power. Combining two of the fastest growing renewable energy technologies, this project will enable us to increase its renewable energy usage to 30% of its total global power consumption. Learn more: https://bit.ly/3QHvYhL	Reduction in scope 1 and scope 2 emission
2	Replacement of Coal with biomass in our operation	UPL is working on 15% replacement of coal with biomass in our steam and power generation.	Reduction in scope 1 emission
3	Zero Liquid Discharge	Implementation of scaleban technology and Reverse osmosis technology.	23% water recycled of our total water withdrawal
4	Hazardous waste management	Reduced waste disposal to landfill through waste characterization and segregation.	Avoided 61% of hazardous waste from going to landfill

7. **Does the entity have a business continuity and disaster management plan?**

   Please refer to Risk Management section of the Annual Report

8. **Disclose any significant adverse impact to the environment arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

   From on-site Sustainability audits in India region, corrective actions are underway on ~72 audit findings in Environment topic.

9. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   30% of Global spend (by value) is considered as "sustainable at par with Industry" based on ratings from reputed external agencies & UPL assessments. Another ~50% of spend (by value) were subjected to online Sustainability evaluation. Additionally, 30% of spend was assessed through on-site sustainability audits and in the process to be sustainable post implementation of improvement plans.

Principle 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   UPL actively engages in collaboration and dialogue with trade and industry chambers/ associations to stay connected and address common concerns impacting the business and communities. Currently, UPL holds affiliations with six prominent trade and industry chambers/ associations. These affiliations provide valuable opportunities to exchange insights, drive positive change, and contribute to the growth and development of the agricultural industry. By actively participating in these alliances, UPL strengthens its commitment to fostering sustainable practices and creating a meaningful impact in the communities we serve.

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Vapi Industrial Association	State
2	Indian Merchant Chambers	National
3	Crop Care Federation of India	National
4	Asmechem	National
5	Centegro Environment of Agriculture	State
6.	CII	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   Not Applicable

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

   Not Applicable

Principle 8

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes / No)	Relevant Web Link
1. Institutions of excellence: UPL Limited established numerous institutions that have provided quality education and skills to thousands of beneficiaries from all strata of society for over 5 decades. These initiatives have and will continue to generate positive multiplier effect in society through the learnings and values it has embedded in its students. The importance of institutions of excellence in nation-building can never be overemphasized as it remains the most important tool and bridge that connects a plain naive mind, that is without any richness, to a mind with depth and grace, that is capable of achieving societal advancement. Initiatives assessed under this programme are: a. Smt. Sandraben Shroff Gnyan Dham School b. Gnyan Dham Eklavya Model Residential School c. UPL University of Sustainable Technology / SRICT d. Sandra Shroff ROFEL College of Nursing e. UPL Centre For Agriculture Excellence	-	-	Yes	Yes	Click for link to Impact Assessment Report
2. Sustainable Livelihood: Livelihoods are an important part of human existence. In order for one to survive there is need for livelihoods that would sustain and support their households. Therefore, UPL Limited focused on creating sustainable livelihoods of women, youth and farmers that can provide sustenance, economic viability, a sense of identity, social status, and the means to consume, produce and distribute resources and services by enhancing their capabilities and assets. Thus, contributing towards economic development of the individual and the nation. UPL Limited developed an integrated approach that engrossed and covered all the major three marginal oppressed section of the society in India which can be identified as Women, Dropout youths and Farmers and as a leading responsible organization, we always focused on to Improve Quality of Life of these Communities/ People. Initiatives assessed under this programme are: a. UPL Khedut Pragati b. UPL Udyamita c. UPL Niyojaniy	-	-	Yes	Yes	Click for link to Impact Assessment Report
3. Nature Conservation: Nature underpins our economy, our society, indeed our very existence. We also rely on them for health, happiness and prosperity of our community. UPL Limited understands the value of nature to our society and economy and recognizes the importance of living in harmony with nature, and therefore acted on it through numerous programs which gives us real hope for the future. Initiatives assessed under this programme are: a. Sarus Conservation b. Deer & Antelope Breeding c. UPL Social Forestry d. UPL Mangrove Plantation e. UPL Eco Clubs f. Soil & Water Conservation	-	-	Yes	Yes	Click for link to Impact Assessment Report
4. Local and National Area Needs: a. Local Area Needs: Building a strong community is critical to a harmonious and sustainable society. Therefore, UPL Limited contributed towards building a strong community by taking care of local area needs through its numerous projects which enriched them, familiarized them with the community, and connected them to people. This resolved critical issues of the communities which resulted in them leading a better life. Initiatives assessed under this programme are: 1. UPL School Sanitation 2. UPL Suraksha Abhiyan 3. COVID-19 Response 4. UPL Gram Pragati b. National Area Needs: Every nation requires sincere efforts and contribution from its citizens to create and execute large development initiatives that would reach each and every last mile of the country. UPL Limited has been a responsible corporate citizen and has supported numerous programs that align with national priorities and improve the lives of its fellow citizens. Initiatives assessed under this programme are: 1. Ekatrita Bhavishya 2. Global Parli 3. UPL Ekal Vidyalaya 4. United Against Child Labour (UACL) 5. Project Unnati 6. Project Aspatal	-	-	Yes	Yes	Click for link to Impact Assessment Report

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
	The is no such project for which R&R is undertaken by the Company	NA	NA	NA	NA	NA

3. **Describe the mechanisms to receive and redress grievances of the community.**

   The Company proactively engages with the community as a part of the development work. Throughout the year, a number of informal and formal sessions are conducted which help interactions with the community apart from program specific meetings to facilitate working together. Comms Engage is the grievance redressal mechanism established by the Company to receive and redress concerns/grievances received from the community. A site level committee consisting of members from various departments viz. administration, security, CSR, etc. is formed which receives the concerns (written/verbal) and works towards its redressal.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2022-23	FY 2021-22
Directly sourced from MSME/ small producers	60%	62%

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

   No negative impacts identified in the SIA.

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No.	State	Aspirational District	Amount spent (In INR)
1	Gujarat	Narmada District, Gujarat	80,09,700

   The Narmada Project is designed to work with small and marginal tribal farmers of the Narmada Cluster. Covering 100+ villages UPL works on Value Chain development of farmers with the aim to enhance farm productivity and increase the farm incomes for 5000+ farmers through capacity building on sustainable agricultural practices, farm demonstrations and entrepreneurship development activities over a span of 3 years.

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

   (b) **From which marginalized /vulnerable groups do you procure?**

   (c) **What percentage of total procurement (by value) does it constitute?**

   UPL for its business purpose does not have a preferential procurement policy. Through our Sustainable sourcing initiative, we engage with our suppliers and conduct ESG assessments. Based on our assessments we assist our suppliers to improve their ESG performance. We encourage supplies from MSME wherever possible.

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
		Nil		

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
	Nil	

6. **Details of beneficiaries of CSR Projects:**

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups

   The primary objective of the company's CSR projects is to reach out to the most vulnerable and marginalized communities from a weak socio-economic background from the rural as well as urban population. This year 1.5 million number of people benefited through the CSR projects undertaken by the CO.

Principle 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   The Company has adequate systems and procedures in place to receive consumer complaints and respond to them.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	100%
Recycling and/or safe disposal	Disposal details are shared under Material Safety Data Sheet (MSDS). We follow disposal guidelines as per local law/ regulation

3. **Number of consumer complaints in respect of the following:**

	FY 2022-23 (Current Financial Year)		FY 2021-22 (Previous Financial Year)	
	Received during the year	Pending resolution at end of year	Received during the year	Pending resolution at end of year
Data privacy	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil

4. **Details of instances of product recalls on account of safety issues:**

   Nil

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)**

   Yes, UPL has a robust framework and policy in place to address cyber security and risks related to data privacy. We prioritize the protection of business information and the privacy of our stakeholders. To ensure the highest standards of cyber security and data privacy, we have implemented our Global Business Information Protection Policy. This policy outlines the measures and guidelines that govern the handling, storage, and transmission of business information and personal data across our organization.

   For detailed information on our cyber security and data privacy framework, you can refer to our Global Business Information Protection Policy. By proactively addressing cyber security and data privacy concerns, we demonstrate our commitment to safeguarding sensitive information and maintaining the trust and confidence of our stakeholders.

   If available, provide a web-link of the policy.

   Global-Business-Information-Protection-Policy.pdf (upl-ltd.com)

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Not applicable

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Information on UPL's products and services can be accessed through the official website. The website, www.upl-ltd.com, provides comprehensive details about our range of agricultural solutions, including crop protection products, seeds, and biostimulants. Visitors can easily navigate the user-friendly website to explore product descriptions, technical specifications, safety information, case studies, and industry news.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   UPL places a strong emphasis on farmer education and engagement to ensure the safe and responsible usage of our products. Through our initiatives like "Apply Well" and "Applique Bem," we actively inform and educate farmers on best practices for agricultural applications. We provide comprehensive training programs, workshops, and informational materials that highlight the importance of proper product usage, dosage, and application techniques.

   "Apply Well" focuses on educating farmers about the correct application methods, including the appropriate equipment, timing, and environmental conditions for optimal results. We emphasize the importance of following label instructions, ensuring proper mixing and dilution, and adhering to recommended safety precautions. "Applique Bem" further extends our educational efforts by raising awareness about integrated pest management (IPM) practices and sustainable farming techniques. We educate farmers about the benefits of adopting a holistic approach that combines biological control agents, crop rotation, and judicious use of crop protection products to minimize pest resistance and promote long-term crop health.

   Through farmer engagement programs, field demonstrations, and interactive sessions, we actively involve farmers in knowledge-sharing and experiential learning. We encourage open dialogues, addressing their queries, and providing personalized guidance to enhance their understanding of safe and responsible product usage.

   Agriculture Training - Farming Techniques, Methods & Education | UPL (upl-ltd.com)

   Additionally, each product page on UPL's website is designed to provide comprehensive information related to the safe and responsible use of our products. We understand the importance of clear and detailed instructions for farmers to ensure proper handling and application.

   On every product page, farmers can easily access essential details such as the Direction for Safe Use, which includes step-by-step guidance on how to use the product effectively and responsibly. This includes information on the appropriate dosage, application methods, and recommended timings for application.

   Moreover, our product pages also highlight important storage instructions, emphasizing the need to store the products in a secure and controlled environment to maintain their efficacy and prevent any potential risks.

   Few examples are :

   Fazor | UPL (upl-ltd.com)

   Fungicide - Best Systemic Fungicide Products for Plants | UPL India (upl-ltd.com)

   SAATHI | UPL (upl-ltd.com)

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not applicable

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not applicable)**

   Yes

   If yes, provide details in brief.

   Yes, UPL goes above and beyond the mandated requirements of local laws when it comes to displaying product information on our product labels. We firmly believe in providing comprehensive and transparent information to our customers.

   Our product labels encompass all the necessary details that are essential to ensure safety and efficacy. We strictly adhere to the regulations set by the relevant regulatory authorities, such as the CIB (Central Insecticides Board) regulations and legal metrology guidelines issued by the respective countries. By surpassing the minimum legal requirements, we demonstrate our commitment to empowering our customers with accurate and comprehensive information about our products. This proactive approach ensures that our customers have access to the necessary information to make informed decisions and use our products effectively and responsibly.

   At UPL, we consider it a fundamental responsibility to provide clear, concise, and user-friendly product labels that exceed the standard requirements. By doing so, we aim to enhance transparency, promote safety, and foster trust among our customers.

   Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?

   Yes, at UPL we are deeply committed to providing the best possible agriculture solutions, and customer insights play a crucial role in our approach. We value both in-house and third-party surveys conducted through market research agencies to understand the needs and preferences of our customers. Internally, we conduct surveys that primarily focus on dealer and farmer satisfaction, as well as gathering insights on areas where there may be gaps in meeting their needs. We have established Adarsh Kisan Centers (AKC) with call centers located in key cities such as Mumbai, Visakhapatnam, Chandigarh, and Baroda. Through our toll-free number provided on all product packaging, customers can easily connect with us to lodge complaints or provide feedback. We treat every query and complaint from our customers as a priority and ensure timely resolution.

   In situations where customers require further assistance, we go the extra mile by involving our dedicated field executive team. A representative from our field team personally visits the customer's location to address and resolve the issue. This personalized approach reflects our commitment to customer satisfaction. Furthermore, we utilize our call centers not only to address complaints but also to gather feedback from registered farmers at AKC. This broader scope of survey encompasses various aspects such as product availability, product usage, and market access for their harvest. This enables us to gain valuable insights into our products and services.

   Additionally, we conduct external surveys in collaboration with reputable market research agencies. These surveys specifically target farmers, aiming to understand their product usage, identify any gaps in meeting their needs, and gauge overall farmer satisfaction. Through these external surveys, we gain valuable insights that help us continuously improve our products and services. The feedback received from farmers allows us to seize opportunities, enhancing product quality, ease of use, and value for money.

   Overall, our surveys, both internal and external, have proven to be highly successful in providing us with actionable insights. They serve as a catalyst for improvement, enabling us to enhance customer delight and strengthen our position as a trusted provider of agricultural solutions.

5. **Provide the following information relating to data breaches:**

   a. Number of instances of data breaches along-with impact

      Nil

   b. Percentage of data breaches involving personally identifiable information of customers

      Nil

Statement of AOC-1 Form

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries

PART A SUBSIDIARIES

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
1	Arysta LifeScience Benelux SRL (FKA Arysta LifeScience Benelux SRL)	EUR	89.52	109	1,134	1,783	540	-	2,045	299	(74)	225	-	78%
2	Arysta LifeScience Ougrée Production SRL (FKA Arysta LifeScience Ougrée Production Srl)	EUR	89.52	27	139	257	90	-	30	46	(13)	34	-	78%
3	United Phosphorus Global Services Limited	EUR	89.52	0	614	736	122	-	1	(2)	-	(2)	-	78%
4	UPL Agricultural Solutions Romania SRL	RON	18.09	7	35	211	169	-	343	19	(4)	14	-	78%
5	Arysta LifeScience Great Britain Ltd	GBP	101.84	730	(419)	498	187	-	40	(2)	(0)	(2)	-	78%
6	Cerexagri B.V. - Netherlands	EUR	89.52	202	25	254	27	-	-	(13)	3	(10)	-	78%
7	Arysta LifeScience Netherlands BV	EUR	89.52	0	369	484	114	-	43	29	(7)	22	-	78%
8	UPL Agricultural Solutions Holdings BV	EUR	89.52	89	5,543	8,237	2,605	-	302	216	(28)	188	-	78%
9	UPL Holdings Cooperatief U.A	EUR	89.52	8,895	(3,313)	9,275	3,693	-	-	(41)	46	5	-	78%
10	UPL Holdings BV	EUR	89.52	0	7,134	15,919	8,785	-	-	85	(18)	67	-	78%
11	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	EUR	89.52	42	(1)	42	1	-	-	(0)	-	(0)	-	100%
12	Decco Worldwide Post-Harvest Holdings B.V.	EUR	89.52	0	59	281	222	-	-	3	-	3	-	100%
13	UPL Holdings Brazil B.V.	EUR	89.52	0	3,877	3,884	7	562	-	(16)	(4)	(21)	-	78%
14	Advanta Netherlands Holdings BV,Netherlands	EUR	89.52	0	360	439	79	-	48	23	-	23	-	86%
15	Cerexagri S.A.S.	EUR	89.52	119	373	789	298	-	766	1	(1)	0	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
16	UPL Switzerland AG (FKA United Phosphorus Switzerland Limited)	USD	82.17	1	3,874	3,902	27	-	22	(2)	(0)	(2)	-	78%
17	UPL France	EUR	89.52	0	174	887	712	-	1,234	11	(2)	9	-	78%
18	UPL Europe Supply Chain GmbH (FKA Platform Sales Suisse GmbH)	EUR	89.52	385	(524)	1,735	1,874	-	2,832	147	(14)	132	-	78%
19	Betel Reunion S.A.	EUR	89.52	2	4	7	1	-	3	0	-	0	-	51%
20	Limited Liability Company "UPL"	RUB	1.06	99	47	641	495	-	509	14	(3)	11	-	78%
21	UPL Polska Sp. z.o.o	PLN	19.15	3	141	404	261	-	475	11	(3)	8	-	78%
22	UPL Ukraine LLC	UAH	2.23	0	76	211	135	-	171	25	(5)	20	-	78%
23	Advanta US, LLC (Foremerly Known as Advanta US Inc,USA)	USD	82.17	0	127	515	389	-	190	(117)	(2)	(119)	-	86%
24	UPL Corporation Limited, Mauritius	USD	82.17	112	11,565	34,342	22,664	52	417	344	(10)	335	-	100%
25	UPL Management DMCC	USD	82.17	2	2,925	4,054	1,126	-	5,827	982	-	982	-	78%
26	UPL GLOBAL SERVICES DMCC	USD	82.17	0	(25)	69	93	-	66	(25)	-	(25)	-	100%
27	Advanta Seeds International, Mauritius	USD	82.17	1,491	261	4,581	2,828	-	698	387	(11)	375	-	86%
28	Advanta Mauritius Limited	USD	82.17	3,490	14	3,549	45	-	-	14	(0)	14	-	86%
29	Arysta LifeScience (Mauritius) Ltd	USD	82.17	415	213	659	31	-	109	25	(1)	24	-	78%
30	UPL Mauritius Limited	USD	82.17	0	3,163	12,913	9,750	47	11,949	1,321	(44)	1,277	-	78%
31	Arysta LifeScience CentroAmerica, S.A.	GTQ	10.53	0	-	0	-	-	-	-	-	-	-	78%
32	Arysta LifeScience de Guatemala, S.A.	GTQ	10.53	18	1	130	99	-	123	2	(1)	1	-	78%
33	Industrias Agriphar SA	GTQ	10.53	0	-	0	-	-	-	-	-	-	-	78%
34	Arysta LifeScience Corporation Republica Dominicana, SRL	USD	82.17	1	-	1	-	-	-	-	-	-	-	78%
35	Grupo Bioquimico Mexicano Republica Dominicana SA	DOP	1.50	0	-	0	-	-	-	-	-	-	-	78%
36	UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	USD	82.17	0	(0)	0	-	-	-	(0)	-	(0)	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
37	UPL Nicaragua, Sociedad Anónima	NIO	2.25	0	(18)	53	71	-	71	1	(2)	(1)	-	78%
38	UPL Argentina S A	USD	82.17	103	(56)	1,219	1,171	-	1,210	(76)	(41)	(117)	-	78%
39	Decco Chile SpA	CLP	0.10	0	28	99	72	-	42	(4)	-	(4)	-	100%
40	Arysta LifeScience Chile S.A.	USD	82.17	78	157	874	639	-	703	56	(17)	40	-	78%
41	UPL Costa Rica S.A.	USD	82.17	1	57	735	678	-	847	24	(10)	13	-	78%
42	Industrias Bioquim Centroamericana, Sociedad Anónima	USD	82.17	18	14	149	117	-	33	(36)	2	(34)	-	78%
43	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	DOP	1.50	0	-	0	-	-	-	-	-	-	-	78%
44	Nutriquim De Guatemala, Sociedad Anónima	GTQ	10.53	0	-	0	-	-	-	-	-	-	-	78%
45	Arysta LifeScience Colombia S.A.S	COP	0.02	3	89	149	57	-	236	14	2	16	-	78%
46	Arysta LifeScience Peru S.A.C	USD	82.17	0	10	20	10	-	8	6	(2)	4	-	78%
47	INGEAGRO S.A	CLP	0.10	9	2	13	1	-	4	(1)	0	(1)	-	58%
48	UP Aviation Limited,Cayman Island	USD	82.17	-	20	368	349	-	101	1	-	1	-	100%
49	UPL Corporation Ltd,Cayman (FKA UPL Ltd)	USD	82.17	9,767	725	37,783	27,291	-	27	623	-	623	-	78%
50	UPL Australia Pty Limited	AUD	55.05	126	(154)	337	365	2	503	26	(7)	19	-	78%
51	Arysta LifeScience Australia Pty Ltd.	AUD	55.05	3	129	175	43	-	-	22	(6)	15	-	78%
52	UPL New Zealand Limited	NZD	51.50	1	96	140	43	0	221	48	(14)	35	-	78%
53	Hannaford Nurture Farm Exchange Pty Ltd	AUD	55.05	0	(6)	0	6	-	-	(2)	0	(2)	-	78%
54	Arysta LifeScience Pakistan (Pvt.) LTD.	PKR	0.29	2	42	71	28	-	72	14	(4)	9	-	78%
55	Pt. Arysta LifeScience Tirta Indonesia	IDR	0.01	2	27	45	15	-	47	8	(2)	6	-	39%
56	UPL Philippines Inc.	PHP	1.51	4	3	223	217	-	219	7	(2)	5	-	78%
57	Arysta LifeScience Philippines Inc.	PHP	1.51	0	(1)	3	4	-	-	(1)	-	(1)	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
58	Riceco International Bangladesh Limited	BDT	0.77	16	16	40	7	-	43	6	(2)	4	-	78%
59	Citrashine (Pty) Ltd, South Africa(Foremrly known as Friedshelf 1114 (Pty) Ltd,South Africa)	ZAR	4.63	0	(5)	37	41	-	34	(3)	0	(3)	-	100%
60	Arysta LifeScience Cameroun SA	XAF	0.14	11	(3)	159	150	-	139	7	(5)	2	-	78%
61	UPL Zambia Ltd	ZMW	3.87	0	(10)	74	84	-	23	(14)	3	(11)	-	78%
62	UPL Togo SAU	XOF	0.14	5	(8)	4	7	-	9	(1)	(0)	(1)	-	78%
63	Calli Ghana Ltd.	GHS	7.05	0	(22)	40	62	-	29	(13)	(1)	(13)	-	78%
64	Callivoire SGFD S.A.	XOF	0.14	3	28	305	274	-	244	(8)	(2)	(10)	-	78%
65	Mali Protection Des Cultures (M.P.C.) SA	XOF	0.14	5	1	182	176	-	136	14	(1)	13	-	66%
66	UPL Italia S.R.L.	EUR	89.52	2	159	546	385	-	633	(2)	(0)	(2)	-	78%
67	Agrifocus Limitada	MZN	1.28	1	216	262	45	-	185	26	(5)	20	-	78%
68	Anchorprops 39 Proprietary Ltd	ZAR	4.63	0	3	6	3	-	-	0	(0)	0	-	78%
69	UPL Holdings SA (Pty) Ltd	ZAR	4.63	0	(0)	84	84	-	-	(2)	-	(2)	-	78%
70	Volcano Agroscience (Pty) Ltd	ZAR	4.63	0	4	4	-	-	-	(0)	-	(0)	-	78%
71	UPL South Africa (Pty) Ltd	ZAR	4.63	0	197	1,269	1,072	-	1,280	(76)	13	(62)	-	78%
72	Sidewalk Trading (Pty) Ltd	ZAR	4.63	0	(0)	0	0	-	-	(0)	-	(0)	-	78%
73	UPL Investments Southern Africa Pty Ltd	ZAR	4.63	45	5	65	15	64	-	5	(0)	5	-	78%
74	UPL Crop Protection Investments UK Limited	USD	82.17	0	(0)	0	0	-	-	0	-	0	-	78%
75	UPL Health & Nutrition Science Holdings Limited	EUR	89.52	671	58	730	0	-	-	20	7	27	-	100%
76	UPL Animal Health Holdings Limited	EUR	89.52	699	(27)	672	0	-	-	(14)	-	(14)	-	100%
77	UPL Investments UK Limited	USD	82.17	13	(0)	13	0	-	-	(0)	-	(0)	-	100%
78	Decco Holdings UK Ltd	EUR	89.52	523	181	707	3	-	-	(10)	-	(10)	-	100%
79	Advanta Seeds Holdings UK Ltd	EUR	89.52	2,419	2	2,737	316	-	-	3	(1)	3	-	86%
80	UPL Czech s.r.o.	CZK	3.81	2	46	78	29	-	110	14	(3)	12	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
81	UPL Slovakia S.R.O	EUR	89.52	2	11	23	10	-	55	5	(1)	4	-	78%
82	Perrey Participações S.A	BRL	16.17	0	(0)	0	-	-	-	0	-	0	-	78%
83	Sci PPWJ	EUR	89.52	-	1	1	0	-	-	0	-	0	-	100%
84	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	BRL	16.17	1,739	(1,166)	573	0	-	-	(96)	-	(96)	-	78%
85	UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	BRL	16.17	2,820	(1,059)	12,913	11,153	367	13,714	(478)	131	(347)	-	76%
86	Vetophama SAS	EUR	89.52	16	305	374	54	-	229	76	(18)	58	-	100%
87	Decco Iberica Postcosecha, S.A.U., Spain	EUR	89.52	2	208	254	45	-	201	31	7	24	-	100%
88	Decco Portugal Post Harvest LDA	EUR	89.52	0	0	0	0	-	0	0	(0)	0	-	100%
89	Decco PostHarvest Mexico	MXN	4.54	0	(17)	27	44	-	18	(2)	-	(2)	-	100%
90	United Phosphorus Cayman Limited	USD	82.17	0	123	993	870	-	1,051	2	(40)	(38)	-	78%
91	Advanta Biotech General Trading Ltd	AED	22.37	0	6	15	8	-	10	3	-	3	-	86%
92	Arysta LifeScience Mexico, S.A.de C.V	MXN	4.54	57	397	901	447	-	480	48	(8)	40	-	78%
93	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	MXN	4.54	2	32	39	5	-	19	19	(5)	14	-	78%
94	Advanta Seeds DMCC	AED	22.37	1	20	197	176	-	-	(16)	-	(16)	-	86%
95	Laboratoires Goëmar SAS	EUR	89.52	4	(184)	596	777	0	309	83	(32)	51	-	78%
96	Grupo Bioquimico Mexicano, S.A. de C.V.	MXN	4.54	300	883	1,307	124	-	468	(20)	3	(23)	-	78%
97	Decco Italia SRL,Italy	EUR	89.52	9	57	104	38	-	85	7	(2)	5	-	100%
98	UPL Agro SA DE CV.	MXN	4.54	1,231	(198)	2,122	1,089	-	1,948	30	(8)	22	-	78%
99	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság.	HUF	0.23	3	66	148	80	0	191	16	(1)	14	-	78%
100	Myanmar Arysta LifeScience Co., Ltd.	MMK	0.04	0	57	66	9	-	46	(8)	-	(8)	-	78%
101	Arysta LifeScience (Thailand) Co., Ltd.	THB	2.41	6	55	161	100	-	157	(2)	(0)	(2)	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
102	Uniphos Malaysia Sdn Bhd	MYR	18.62	2	(2)	34	34	-	54	(5)	1	(4)	-	78%
103	Arysta LifeScience Asia Pte., Ltd.	USD	82.17	35	67	102	1	-	7	6	(1)	5	-	78%
104	UPL Hellas S.A. (FKA Arysta LifeScience Hellas S.A. Plant Protection, Nutrition and Other Related Products and Services)	EUR	89.52	20	1	205	184	-	182	(1)	-	(1)	-	78%
105	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	TRY	4.28	20	0	39	19	-	27	2	0	2	-	100%
106	Nurture Agtech Pvt Ltd.	INR	1.00	50	(329)	520	799	0	72	(383)	83	(300)	-	91%
107	UPL Bulgaria EOOD	BGN	45.76	1	62	96	33	-	156	25	(3)	23	-	78%
108	UPL Limited Korea	KRW	0.06	13	15	121	94	-	93	6	(2)	4	-	78%
109	Pacific Seeds (Thai) Ltd, Thailand	THB	2.41	14	807	1,140	318	-	638	198	(34)	164	-	86%
110	Pacific Seeds Holdings (Thai) Ltd ,Thailand	THB	2.41	0	172	176	5	-	42	42	-	42	-	86%
111	PT.UPL Indonesia	IDR	0.01	9	0	146	136	-	190	0	(0)	(0)	-	78%
112	PT Catur Agrodaya Mandiri, Indonesia	IDR	0.01	8	10	121	103	-	132	1	(1)	0	-	78%
113	PT EXCEL MEG INDO	IDR	0.01	6	223	283	54	-	325	114	(25)	90	-	78%
114	UPL Vietnam Co. Ltd	VND	0.00	254	43	423	127	-	433	(10)	2	(8)	-	78%
115	Arysta LifeScience Vietnam Co., Ltd.	VND	0.00	6	95	139	39	-	139	4	(1)	3	-	78%
116	Arysta Health and Nutrition Sciences Corporation	JPY	0.62	31	228	295	36	0	502	48	(16)	32	-	100%
117	Arysta LifeScience Corporation	JPY	0.62	6	2,243	4,135	1,886	8	905	427	2	429	-	78%
118	Arysta LifeScience Japan Holdings Goudou Kaisha	JPY	0.62	0	1,421	1,422	0	-	0	(0)	-	(0)	-	78%
119	UPL Japan GK	JPY	0.62	6	4,445	7,621	3,170	-	290	10	4	14	-	78%
120	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	TRY	4.28	171	(173)	425	426	-	397	(50)	(3)	(53)	-	78%
121	UPL Agromed Tohumculuk Sa,Turkey	TRY	4.28	27	(28)	27	29	-	19	(5)	(1)	(5)	-	78%
122	Arysta LifeScience Kenya Ltd.	KES	0.62	0	(13)	135	148	-	84	(8)	4	(4)	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
123	UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	EGP	2.67	1	1	5	3	-	5	1	(0)	1	-	78%
124	Advanta Seeds Ukraine LLC	UAH	2.23	27	(25)	36	34	-	18	(10)	-	(10)	-	86%
125	Advanta Seeds Pty Ltd,Australia	AUD	55.05	28	520	780	232	149	402	144	(41)	103	-	86%
126	UPL Agro Ltd	USD	82.17	109	(4)	108	3	-	0	(1)	-	(1)	-	78%
127	UPL Limited,Hong Kong	USD	82.17	90	735	3,122	2,298	-	3,102	143	-	143	-	78%
128	UPL Jiangsu Limited	RMB	11.95	41	(2)	39	1	-	6	(0)	-	(0)	-	54%
129	UPL Shanghai Ltd	RMB	11.95	2	(49)	389	436	-	432	(95)	26	(69)	-	78%
130	UPL Benelux B.V.	EUR	89.52	725	145	1,080	210	-	481	59	(15)	44	-	78%
131	Advanta Commercio De Sementes Ltda,Brazil	BRL	16.17	874	(446)	473	45	214	156	34	-	34	-	86%
132	Arysta LifeScience U.K. JPY Limited	JPY	0.62	0	1,215	1,245	30	-	-	37	0	37	-	78%
133	United Phosphorus Holdings Uk Ltd	EUR	89.52	0	2,662	2,663	1	-	-	13	-	13	-	78%
134	UPL Global Limited (FKA Arysta LifeScience Global Limited)	USD	82.17	4,815	3,740	18,169	9,614	85	-	573	2	574	-	78%
135	Advanta Seeds Romania S.R.L	RON	18.09	0	(0)	0	0	-	-	(0)	-	(0)	-	86%
136	Transterra Invest, S. L. U., Spain	EUR	89.52	77	174	874	623	-	-	(31)	(4)	(35)	-	78%
137	Anning Decco Biotech Co., Ltd (FKA Anning Decco Fine Chemical Co. Limited, China)	RMB	11.95	10	43	66	13	-	70	7	(1)	6	-	55%
138	Riceco International, Inc. Bhamas	USD	82.17	0	376	376	0	-	6	(0)	-	(0)	-	78%
139	Decco Israel Ltd (FKA Safepack Products Limited,Isreal)	ILS	22.73	0	(1)	65	66	-	33	(14)	-	(14)	-	100%
140	Pt. Advanta Seeds Indonesia	IDR	0.01	114	(70)	92	48	-	127	(0)	(2)	(2)	-	86%
141	UPL NA Inc.	USD	82.17	7,951	(5,516)	11,919	9,483	3	8,440	543	(142)	401	-	78%
142	Netherlands Agricultural Investment Partners LLC	USD	82.17	55	23	78	-	-	1	1	-	1	-	78%
143	UPL Agrosolutions Canada Inc	CAD	60.69	1,083	2,267	3,894	544	-	912	231	(64)	167	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
144	UPL Global Business Services Limited	INR	1.00	0	8	16	8	-	32	8	(2)	6	-	100%
145	UPL Speciality Chemicals Limited	INR	1.00	69	1	88	17	-	15	2	(1)	1	-	100%
146	UPL Agri Science Private Ltd	INR	1.00	0	(0)	0	0	-	-	(0)	-	(0)	-	100%
147	Kudos Chemie Ltd	INR	1.00	42	(35)	231	225	-	-	(44)	-	(44)	-	100%
148	Nature Bliss Agro Limited (FKA Nature Bliss Agro Private Limited)	INR	1.00	0	(1)	-	1	-	-	(1)	-	(1)	-	100%
149	SWAL Corporation Limited	INR	1.00	1	40	1,537	1,496	0	1,245	250	(37)	213	-	91%
150	United Phosphorus (India) LLP	INR	1.00	2	162	1,016	852	-	2,331	21	(9)	12	-	100%
151	United Phosphorus Global LLP	INR	1.00	0	1	8	7	-	-	1	0	1	-	100%
152	UPL Sustainable Agri Solutions Limited	INR	1.00	6	1,934	4,071	2,131	0	3,685	694	(28)	666	-	91%
153	Arysta LifeScience India Limited	INR	1.00	5	305	1,157	847	0	1,677	167	(44)	123	-	78%
154	Arysta LifeScience Agriservice Private Limited	INR	1.00	0	0	0	0	-	-	(0)	-	(0)	-	78%
155	Arysta LifeScience Services LLP	INR	1.00	0	(0)	0	0	-	-	(0)	-	(0)	-	78%
156	Natural Plant Protection Limited	INR	1.00	0	(12)	69	81	-	15	(7)	1	(6)	-	93%
157	Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	INR	1.00	6	4,633	5,397	758	-	969	(88)	(15)	(103)	-	86%
158	UPL Europe Ltd	EUR	89.52	17,696	3,646	40,922	19,580	11	957	407	104	512	-	78%
159	Arysta LifeScience U.K. BRL Limited	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
160	Arysta LifeScience UK & Ireland Ltd	GBP	101.84	0	(0)	0	0	-	-	-	-	-	-	78%
161	Arysta LifeScience Registrations Great Britain Ltd	GBP	101.84	0	-	0	-	-	-	-	-	-	-	78%
162	UPL Deutschland GmbH	EUR	89.52	23	49	555	483	-	805	22	(10)	13	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
163	Advanta Holdings BV, Netherland	EUR	89.52	585	392	3,177	2,200	-	-	156	-	156	-	86%
164	UPL Agricultural Solutions	EUR	89.52	0	24	25	0	-	-	(0)	-	(0)	-	78%
165	UPL Portugal Unipessoal, Ltda.	EUR	89.52	0	6	68	62	-	94	6	(2)	4	-	78%
166	UPL IBERIA, SOCIEDAD ANONIMA	EUR	89.52	2	119	233	112	0	460	17	(5)	13	-	78%
167	Naturagri Soluciones, SLU	EUR	89.52	21	33	61	7	-	35	1	(0)	1	-	78%
168	Arysta LifeScience S.A.S.	EUR	89.52	166	162	1,225	897	16	1,381	97	(11)	86	-	78%
169	Cerexagri, Inc. (PA),USA	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
170	UPL Delaware, Inc.,USA	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
171	Decco US Post-Harvest Inc (US)	USD	82.17	0	(58)	329	387	-	343	(15)	(7)	(22)	-	100%
172	RiceCo LLC,USA	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
173	UPL Radicle LP	USD	82.17	13	2	17	1	14	1	0	(1)	(0)	-	100%
174	Arysta LifeScience Inc.	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
175	Arysta LifeScience Management Company, LLC	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
176	Advanta Holdings US Inc.	USD	82.17	237	26	269	6	-	-	(0)	29	29	-	86%
177	Arysta LifeScience North America, LLC	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
178	Arysta LifeScience NA Holding LLC	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
179	UPL Services LLC	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
180	UPL LIMITED,Gibraltor	USD	82.17	-	-	-	-	-	-	-	-	-	-	78%
181	UPL Bolivia S.R.L	BOB	11.90	21	129	290	141	-	234	60	(12)	48	-	78%
182	UPL Paraguay S.A.	USD	82.17	28	66	584	491	-	382	(16)	(1)	(16)	-	78%
183	Arysta Agroquimicos y Fertilzantes Uruguay SA	USD	82.17	0	(0)	0	0	-	-	-	-	-	-	78%
184	Advanta Semillas SAIC, Argentina	USD	82.17	105	224	637	308	-	604	60	(16)	44	-	86%
185	Arysta-LifeScience Ecuador S.A.	USD	82.17	8	(1)	59	52	-	45	(9)	1	(8)	-	78%
186	UPL Colombia SAS(Foremerly Known as Evofarms Colombia SA)	COP	0.02	1	110	400	289	-	846	49	(25)	24	-	78%

Amount in crores (₹)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (Closing Rate)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments (excluding investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
187	Laoting Yoloo Bio-Technology Co. Ltd	CNY	11.95	239	(169)	436	366	-	607	(57)	13	(45)	-	78%
188	UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	TZS	0.04	0	(4)	31	34	-	27	3	(1)	3	-	78%
189	Prolong Limited	ILS	22.73	-	-	-	-	-	-	(3)	-	(3)	-	100%
190	Arysta Agro Private Limited	INR	1.00	0	(0)	0	0	-	-	-	-	-	-	78%
191	Agripraza Ltda.	EUR	89.52	-	-	-	-	-	-	-	-	-	-	78%
192	UPL LANKA (PRIVATE) LIMITED	LKR	0.25	-	-	-	-	-	-	-	-	-	-	78%

Notes:

1 UPL NA Inc. (formerly known as United Phosphorus Inc.) include the results of Cerexagri, Inc. (PA), UPL Delaware, Inc., RiceCo LLC, Arysta LifeScience Inc., Arysta LifeScience Management Company, LLC, Arysta LifeScience America Inc., Arysta LifeScience North America, LLC, Arysta LifeScience NA Holding LLC and UPL Services LLC.

2 PT Excel Meg Indo includes the result of PT Ace Bio Care.

3 Arysta LifeScience Australia Pty Ltd. include the results of MacDermid Agricultural Solutions Australia Pty Ltd.

4 UPL Speciality Chemicals Limited, UPL Agri Science Private Ltd, Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited), Advanta Seeds Romania S.R.L, UPL Global Services DMCC, Advanta Mauritius Limited, Nurture Financial Solutions Limited, Upl Lanka (Private) Limited and UPL Radicle LP were formed during the year.

5 Kudos Chemie Ltd and Nature Bliss Agro Limited (FKA Nature Bliss Agro Private Limited) were acquired during the year

6 United Phosphorus Polska Sp.z o.o - Poland, GBM USA LLC, Arysta LifeScience Switzerland Sarl, Vetopharma Iberica SL, Arysta LifeScience European Investments Limited, Arysta LifeScience U.K. Limited, Arysta LifeScience U.K. CAD Limited, Arysta LifeScience U.K. EUR Limited, Arysta LifeScience U.K. USD Limited, Arysta Lifescience U.K. Holdings Limited, Arysta LifeScience Costa Rica SA., Arysta Lifescience Paraguay (FKA Arvesta Paraguay S.A.) and Arysta LifeScience U.K. USD-2 Limited liquidated during the year.

7 Arysta LifeScience America LLC was merged into Arysta LifeScience NA Holding LLC.

8 Arysta LifeScience Paraguay S.R.L. was merged into UPL Paraguay S.A.

9 Arysta LifeScience S.R.L. was merged into UPL Bolivia S.R.L.

10 Bioquim Panama, Sociedad Anónima was merged into Industrias Bioquim Centroamericana, Sociedad Anónima

11 Nurture Financial Solutions Limited and UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A divested during the year.

Statement pursuant to Section 129(3) of the Companies Act 2013 related to Associate Companies and Joint Ventures

PART B ASSOCIATES AND JOINT VENTURES

S. No.	Names of Associate and Joint venture	Weather Risk Management Services Pvt. Ltd.	Kerala Enviro Infrastructure Limited	Sinagro Produtos Agropecuários S.A.	3SB Produtos Agrícolas S.A.	Serra Bonita Sementes S.A.	LongReach Plant Breeders PTY LTD	Hodogaya UPL Co. Ltd.	Agronamic (Pty) Ltd.	Novon Protecta (Pty) Ltd
1	Last Audited/Reviewed Balance sheet date	31.03.2023	31.03.2023	31.12.2022	31.12.2022	31.12.2022	31.03.2023	31.03.2023	31.03.2023	31.03.2023
2	Date on which the Associate or Joint Venture was associated or acquired	28.06.2016	28.02.2007	29.06.2015	29.06.2015	31.07.2017	02.11.2007	03.03.2008	31.01.2019	31.01.2019
3	Shares of Associates/Joint ventures held by the Company for the year end									
	No.	68,133	61,00,000	67,75,85,304	30,000	10,55,19,781	88,223	200	260	21,45,983
	Amount of Investment in Associate/Joint venture	9	9	250	163	216	128	23	6	27
	Extent of Holding %	40.0%	31.1%	39.0%	45.0%	33.3%	70.0%	40.0%	28.4%	49.0%
4	Description of how there is significant influence	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares and as per Joint venture Agreement	By Holding Equal to more than 20% shares and as per Joint venture Agreement	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares
5	Reason why to associate/joint venture is not consolidated	NA	NA	NA	NA	NA	NA	NA	NA	NA
6	Networth attributable to share holding as per latest Audited/ Reviewed Balance sheet	6	9	239	104	214	108	23	6	27
7	Profit/(Loss) for the year									
i	Considered in consolidation	(2)	(0)	61	36	44	16	2	1	4
ii	Not considered in consolidation	-	-	-	-	-	-	-	-	-

S. No.	Names of Associate and Joint venture	Agri Fokus Proprietary Limited	Novon Retail Company (Pty) Ltd.	Silvix Forestry (Pty) Ltd.	Dalian Advance Chemical Co.Ltd.	Nexus AG (Pty) Ltd	Eswatini Agricultural Supplies Limited	Pixofarm GmbH	Société des Produits Industriels et Agricoles	Origeo Comércio De Produtos Agropecuários S.A.	Bioplanta Nutrição Vegetal, Industrial e Comércio S.A.
1	Last Audited/Reviewed Balance sheet date	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.03.2023	31.12.2022	31.03.2023	31.12.2022	31.12.2022
2	Date on which the Associate or Joint Venture was associated or acquired	31.01.2019	31.01.2019	31.01.2019	31.01.2019	31.01.2019	01.11.2020	28.04.2021	31.01.2019	25.06.2022	05.05.2022
3	Shares of Associates/Joint ventures held by the Company for the year end										
	No.	251	1,004	251	17,85,000	1,920	28	1	52,398	20,00,000	7,80,331
	Amount of Investment in Associate/Joint venture	6	9	1	0	14	2	6	16	85	3
	Extent of Holding %	25.1%	25.1%	25.1%	21.0%	25.1%	25.5%	36.0%	32.0%	50.0%	48.7%
4	Description of how there is significant influence	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares	By Holding Equal to more than 20% shares and as per Joint venture Agreement	By Holding Equal to more than 20% shares and as per Joint venture Agreement
5	Reason why to associate/joint venture is not consolidated	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
6	Networth attributable to share holding as per latest Audited/ Reviewed Balance sheet	6	9	1	0	14	2	6	16	85	(3)
7	Profit/(Loss) for the year										
i	Considered in consolidation	(1)	1	0	0	1	1	(3)	1	(0)	(7)
ii	Not considered in consolidation	-	-	-	-	-	-	-	-	-	-

Notes:

1. The Group has discontinued recognizing its share of further losses in above associates or joint venture companies since their share of losses has exceeded its interest in them.

   United Phosphorus (Bangladesh) Limited; Callitogo SA; Chemisynth (Vapi) Limited and Universal Pestochem Industries (India) Limited

2. Weather Risk Management Services Pvt Ltd includes the result of Ingen Technologies Private Limited.

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

Jai Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Date: May 8, 2023

Place: Mumbai

Independent Auditor's Report

To the Members of

UPL Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of UPL Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, together with the overriding effect of the Scheme of arrangement as approved by the Hon'ble High Court of Gujarat ("the Scheme") regarding accounting of amalgamation, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 45 of the Statement regarding the accounting for the amalgamation of Advanta Limited into the UPL Limited in the financial year 2016-17 with effect from April 1, 2015. In accordance with the Scheme approved by the Hon'ble High Court of Gujarat ('the Scheme') vide Order dated June 23, 2016, the amalgamation was accounted for as per Accounting Standard 14 - 'Accounting for Amalgamations'. Accordingly, all assets and liabilities of Advanta Limited were recorded at their respective existing book values. The difference between the book values of the net assets so recorded and the consideration (being fair value of equity shares and issue price of preference shares issued by the Company to the shareholders of Advanta Limited) aggregating ₹ 3,697 crores was recognised as goodwill. This goodwill is being amortised over 10 years as per terms of the Scheme and is also tested for impairment every year. Such accounting treatment of the above referred difference is not in compliance with the requirements of Ind AS 103 - 'Business Combinations' which requires the difference to be debited to revenue reserves rather than being recognised as goodwill. Had the accounting treatment prescribed under Ind AS 103 been followed, general reserves as at March 31, 2023 would have been lower by ₹ 870 crores with consequential impact on profit after tax reported for the period from 1 April 2022 to 31 March 2023 would have been higher by ₹ 246 crores, respectively. As referred in the note above the said goodwill has been transferred to Advanta Enterprises Limited as part of the Business Transfer Agreement with effect from 30 November 2022. Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

See Note 2.2 (b) and 2.3 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
Revenue recognition	Our procedures included the following:
The existence of revenue recognised during the year and at the period end is relevant to the performance of the Company. We identified existence of revenue recognised as a key audit matter because of the quantum of revenue and the time and audit effort involved in auditing the terms of the customers contract and the revenue recognised.	– We assessed the compliance of the revenue recognition accounting policies against the requirements of Indian Accounting Standards ("Ind AS"). – We evaluated the design and operating effectiveness of the relevant key financial controls with respect to revenue recognition on selected transactions. – Using statistical sampling, we tested the terms of the revenue contracts against the recognition of revenue based on the underlying documentation and records and evaluated accuracy and existence of the revenue being recognised in the correct accounting period. – We tested the accuracy and existence of revenue recognized at year end. On a sample basis, we evaluated the revenue being recognised in the correct accounting period. – We assessed the adequacy of disclosures in the standalone financial statements against the requirements of Ind AS 115, Revenue from contracts with customers

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report(s) thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Independent Auditor's Report (Contd.)

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 6 to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources to be updated or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.

   As stated in Note 12A to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No.: 040270
ICAI UDIN:23042070BGYGLF1515

Place: Mumbai
Date: 08 May 2023

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of UPL Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in companies and granted unsecured loans to companies and other parties, in respect of which the requisite information is as below. The Company has not made any investments in or granted any loans, secured or unsecured, to firms and limited liability partnership.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to any other entity as below:

₹ In Crores.

Particulars	Loans
Aggregate amount during the year	
Subsidiaries*	₹ 471
Others	Nil
Balance outstanding as at balance sheet date	
Subsidiaries*	Nil
Others	Nil

*As per the Companies Act, 2013

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of unsecured loans are, prima facie, not prejudicial to the interest of the Company.

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of UPL Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. The loan of ₹404 Crores given to SWAL Corporation Limited and ₹67 Crores given to UPL Sustainable Agri Solutions Limited which was repayable on demand and repaid during the year. The payment of interest has been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):.

₹ In Crores.

	Related Parties
Aggregate of loans/advances in nature of loan	
- Repayable on demand (A)	₹ 471
- Agreement does not specify any terms or period of Repayment (B)	Nil
Total (A+B)	₹ 471
Percentage of loans/advances in nature of loan to the total loans	100%

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods (and/or services provided by it) and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Goods and Service Tax, Provident Fund, Employees State Insurance and Income-Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of UPL Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

in arrears as at 31 March 2023 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount (₹ in Crores)	Period to which the amount relates	Due date	Date of payment	Remark s, if any
Provident fund	Contributions	0.05	June 2022 to September 2022	Various	Unpaid	

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Income-Tax, Duty of Customs or Cess and other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income tax Act	Income	10	AY*1995-96 to AY 1997- 98, AY 2008-09 to AY 2010-11 and AY 2015-16	Supreme Court, High Court, Commission er Income-tax and Income- tax Appellate Tribunal	
Sales Tax Act	Sales Tax demands	20	FY 1985-86, 1995-96, 2005-06 to 2007-08, 2011-12 to 2015-16	Supreme Court, Jt Commission er of Sales tax - Maharashtra, Sales tax Tribunal – Ahmedabad	
Central Excise/ Finance Act	Excise duty/ Service tax demands	93	FY 1989-90,1994- 2004 and 2007-2015	Commissioner (Appeals) Central Excise and Service tax Appellate Tribunal	
Custom Act	Custom duty demands	22	FY 1992 to1997, 2000, 2001 and 2004	Commissioner (Appeals) Central Excise and Service tax Appellate Tribunal	
Foreign Trade (Development and Regulation) Act	Fiscal Penalty	33	FY 1992 to1997	Bombay High Court	
Goods and Services Tax	Goods and Service Tax demands	1	FY 2019-20	Goods and Service Tax Appellate Tribunal	

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of UPL Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of UPL Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No.: 040270
ICAI UDIN:23042070BGYGLF1515

Place: Mumbai
Date: 08 May 2023

Annexure B to the Independent Auditor's Report on the standalone financial statements of UPL Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of UPL Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the

company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No.: 040270
ICAI UDIN:23042070BGYGLF1515

Place: Mumbai
Date: 08 May 2023

Standalone Balance Sheet

as at March 31, 2023

₹ Crores

	Notes	As at March 31, 2023	As at March 31, 2022
Assets			
Non-current assets			
Property, plant and equipment	3	4,124	4,051
Capital work-in-progress	3	856	809
Goodwill	4	-	1,115
Other intangible assets	4	136	198
Right of use assets	48	59	113
Intangible assets under development	4	11	100
Financial assets			
(i) Investments	5	3,208	1,534
(ii) Other financial assets	7	117	73
Other non-current assets	8	117	154
Total Non-current assets		**8,628**	**8,147**
Current assets			
Inventories	9	1,677	2,929
Financial assets			
(i) Trade receivables	10	5,713	5,567
(ii) Cash and cash equivalents	11	694	506
(iii) Investments-Liquid mutual fund units	5	-	840
(iv) Bank balances other than (ii) above	11A	45	319
(v) Loans	6	14	138
(vi) Other financial assets	7	213	168
Other current assets	8	960	1,019
Total Current assets		**9,316**	**11,486**
Total Assets		**17,944**	**19,633**
Equity and liabilities			
Equity			
Equity share capital	12	150	153
Other equity	13	6,918	8,048
Total Equity		**7,068**	**8,201**
Liabilities			
Non-current liabilities:			
Financial liabilities			
(i) Lease liabilities	48	22	67
(ii) Other financial liabilities	15	2	3
Deferred tax liabilities (net)	19	87	97
Other non-current liabilities	16	2,015	1,212
Total Non-current liabilities		**2,126**	**1,379**
Current liabilities:			
Financial liabilities			
(i) Borrowings	14	566	1,665
(ii) Lease liabilities	48	29	46
(iii) Trade payables			
- Total outstanding dues of micro and small enterprises	17	48	133
- Total Outstanding dues of creditors other than micro and small enterprises	18	6,653	6,318
(iv) Other financial liabilities	15	241	383
Provisions	20	158	167
Current tax liabilities (Net)		34	37
Other current liabilities	16	1,021	1,304
Total Current liabilities		**8,750**	**10,053**
Total liabilities		**10,876**	**11,432**
Total equity and liabilities		**17,944**	**19,633**
Summary of significant accounting policies	2.2		
See accompanying notes to the standalone financial statements	1-56		

In terms of our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
DIN -00191050
Place: Mumbai

Raj Kumar Tiwari
Whole-time Director
DIN.- 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

₹ Crores

	Notes	Year ended March 31, 2023	Year ended March 31, 2022
Revenue			
Revenue from operations	21	18,783	16,449
Other income	22	462	631
Total Income		**19,245**	**17,080**
Expenses			
Cost of materials consumed	23	10,708	8,690
Purchases of stock-in-trade		2,047	1,870
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	24	(1,116)	(678)
Employee benefit expenses	25	828	767
Finance costs	26	499	377
Depreciation and amortisation expense	27	951	1,044
Impairment loss		13	(2)
Exchange rate difference on receivables and payables (net)		61	54
Other expenses	28	3,958	3,691
Total Expenses		**17,949**	**15,813**
Profit before exceptional items and tax		**1,296**	**1,267**
Exceptional items	43	12	6
Profit before tax		**1,284**	**1,261**
Tax expenses			
Current tax	19	314	220
Deferred tax (credit)/charge	19	(5)	(135)
Total tax expenses		**309**	**85**
Profit For The Year		**975**	**1,176**
Other Comprehensive Income (OCI)	30		
(i) Items that will not be reclassified to profit or loss		(24)	5
(ii) Income tax relating to items that will not be reclassified to profit or loss		7	(2)
Total Other Comprehensive Income for the year, net of tax		**(17)**	**3**
Total Comprehensive Income for the year		**958**	**1,179**
Earnings per equity share (in ₹) of face value of ₹ 2 each			
Basic	31	12.96	15.39
Diluted	31	12.96	15.39
Summary of significant accounting policies	2.2		
See accompanying notes to the standalone financial statements	1-56		

In terms of our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
DIN -00191050
Place: Mumbai

Raj Kumar Tiwari
Whole-time Director
DIN.- 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Standalone Statement of Changes in Equity
for the year ended March 31, 2023

A. Equity Share Capital

Issued, subscribed and fully paid	Equity shares of ₹ 2 each Nos.	₹ Crores
At April 1, 2021	**764,045,456**	**153**
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2021	**764,045,456**	**153**
Changes in equity share capital during the year	-	-
At March 31, 2022	**764,045,456**	**153**
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2022	**764,045,456**	**153**
Buy back of shares	(13,437,815)	(3)
At March 31, 2023	**750,607,641**	**150**

B. Other Equity
For the year ended March 31, 2023

₹ in crores

	Reserve and Surplus						
	Capital reserve	Debenture redemption reserve	Securities premium	General reserve	Retained earnings	Other Comprehensive Income	Total Other Equity
At March 31, 2022	**86**	**140**	**4,594**	**1,848**	**1,373**	**7**	**8,048**
Profit for the year	-	-	-	-	975	-	975
Premium on buy back of shares (Refer Note 12)	-	-	(1,353)	-	-	-	(1,353)
Revaluation of Property, plant and equipment	16	-	-	-	-	-	16
Transfer to retained earnings	-	(140)	-	-	140	-	-
Other comprehensive income (refer note 30)	-	-	-	-	(16)	(1)	(17)
Dividends paid during the year (refer note 12A)	-	-	-	-	(751)	-	(751)
As at March 31, 2023	**102**	**-**	**3,241**	**1,848**	**1,721**	**6**	**6,918**

Standalone Statement of Changes in Equity
for the year ended March 31, 2023

For the year ended March 31, 2022

₹ in crores

	Reserve and Surplus						
	Capital reserve	Debenture redemption reserve	Securities premium	General reserve	Retained earnings	Other Comprehensive Income	Total Other Equity
At April 1, 2021	**86**	**140**	**4,594**	**1,848**	**959**	**6**	**7,633**
Profit for the year	-	-	-	-	1,176	-	1,176
Other comprehensive income (refer note 30)	-	-	-	-	2	1	3
Dividends paid during the year (refer note 12A)	-	-	-	-	(764)	-	(764)
As at March 31, 2022	**86**	**140**	**4,594**	**1,848**	**1,373**	**7**	**8,048**

In terms of our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

Place: Mumbai
Date: May 8, 2023

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
DIN -00191050
Place: Mumbai

Raj Kumar Tiwari
Whole-time Director
DIN.- 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Standalone Statement of Cash Flows

for the year ended March 31, 2023

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Cash flow from operating activities		
Profit before tax	1,284	1,261
Adjustments for		
Depreciation and amortisation expense (refer note 27)	951	1,044
Finance costs (refer note 26)	499	377
Allowances for doubtful debts and advances (net)	13	(2)
Assets written off	4	6
Net gain on sale of property, plant and equipment	-	(1)
Interest Income (refer note 22)	(29)	(18)
Profit on sale of investments	(29)	-
Excess provisions in respect of earlier years written back (net)	(22)	(9)
Fair value of financial assets at FVTPL	(1)	2
Dividend Income on Long-term investments in Subsidiary (refer note 22)	(369)	(555)
Share in profit from investment in United Phosphorus (India) LLP (refer note 22)	(12)	(44)
Unrealised exchange difference (net)	98	48
Operating profit before working capital changes	**2,387**	**2,109**
Working capital adjustments		
Decrease/ (Increase) in inventories	335	(986)
(Increase) in trade receivables	(1,989)	(1,499)
Decrease/ (Increase)in other non-current and current assets	27	(411)
(Increase) in non-current and current financial assets	(106)	(39)
Increase in other non-current and current trade payables	809	1,713
Increase in other current liabilities	589	1,476
(Decrease)/Increase in other non-current and current financial liabilities	(66)	118
(Decrease)/Increase and Net employee defined benefit liabilities	**(2)**	**11**
Cash flow from Operations	**1,984**	**2,492**
Income tax paid (net)	(317)	(143)
Net cash flows from operating activities	**1,667**	**2,349**
Cash flow from investing activities		
Purchase of property, plant and equipment (including CWIP and capital advances)	(1,080)	(1,070)
Purchase of intangible assets (including CWIP)	(27)	(41)
Proceeds from sale of property, plant and equipment	-	24
Insurance claim received against loss of property, plant and equipment due to fire	21	132
Proceeds from buy-back of shares by subsidiary	945	-
Proceeds from Sale of investments in subsidiary	67	-
Investments in subsidiaries	(2,597)	-
Proceeds for Sale of non current investments	9	2
Purchase of non current investments	(60)	(1)
Purchase of liquid mutual funds	-	(840)
Sale of liquid mutual funds	844	-
Dividend Income on Long-term investments in Subsidiaries	369	555
Interest received	33	24
Proceeds from sale of business divisions	2,412	-
Fixed deposits and margin money (net)	274	(266)
Net cash flows (used in) investing activities	**1,210**	**(1,481)**
Cash flow from financing activities		
Interest and other financial charges	(211)	(149)
(Repayments)/Proceeds from other current borrowings (net)	(351)	817
Repayments of debentures	(135)	(347)
Sundry loans -(net)	(2)	(10)
Loans to subsidiary	(404)	(126)
Repayment of Loans by subsidiary	530	-
Borrowings from subsidiary	250	-

Standalone Statement of Cash Flows

for the year ended March 31, 2023

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Repayments of borrowings to subsidiary	(200)	-
Buyback of shares	(1,355)	-
Payment of principal portion of lease liabilities	(61)	(65)
Payment of dividends	**(750)**	**(763)**
Net cash flows (used in) financing activities	(2,689)	(643)
Net increase / (decrease) in cash and cash equivalents	188	225
Cash and cash equivalents at the beginning of the year (Refer note 11)	506	281
Cash and cash equivalents at the end of the year (Refer note 11)	**694**	**506**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

₹ Crores

Particulars	Notes	March 31, 2022	Cash flows	Non-cash changes: Acquisition	Non-cash changes: Foreign exchange movement	Non-cash changes: Fair value change	Non-cash changes: Other adjustments	March 31, 2023
Unsecured Redeemable Non convertible Debentures (NCDs)	14	144	(135)	-	-	-	(9)	-
Cash credit, packing credit and working capital demand loan accounts and commercial papers and intercorporate Loans	14	1,521	(301)	-	-	-	(654)	566
Total liabilities from financing activities		**1,665**	**(436)**	**-**	**-**	**-**	**(663)**	**566**

₹ Crores

Particulars	Notes	March 31, 2021	Cash flows	Non-cash changes: Acquisition	Non-cash changes: Foreign exchange movement	Non-cash changes: Fair value change	Non-cash changes: Other adjustments	March 31, 2022
Unsecured Redeemable Non convertible Debentures (NCDs)	14	528	(347)	-	-	-	(37)	144
Cash credit, packing credit and working capital demand loan accounts and commercial papers and intercorporate Loans	14	704	817	-	-	-	-	1,521
Total liabilities from financing activities		**1,232**	**470**	**-**	**-**	**-**	**(37)**	**1,665**

See accompanying notes to the standalone financial statements

Notes:

The standalone statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS 7) Statement of Cash Flows.

In terms of our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

Place: Mumbai
Date: May 8, 2023

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
DIN -00191050
Place: Mumbai

Raj Kumar Tiwari
Whole-time Director
DIN.- 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Notes to Standalone Financial Statements

for the year ended March 31, 2023

1. Corporate Information

UPL Limited (the Company) is a public company domiciled in India and is incorporated under the provisions of the companies act applicable in India. Its shares are listed on Bombay Stock Exchange Limited and National Stock Exchange Limited in India. The registered office of the company is located at 3-11, G.I.D.C., Vapi, Dist- Valsad-396195, Gujarat

The Company is principally engaged in the agro business of production and sale of agrochemicals, field crops, vegetable seeds and non agro business of production and sale of industrial chemicals, chemical intermediates, speciality chemicals.

The standalone financial statements were authorised for issue in accordance with the resolution of the directors on May 8, 2023.

2.1 Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act 2013 ("the Act") as amended thereafter and other relevant provision of the Act.

The standalone financial statements have been prepared on an accrual basis and under the historical cost convention, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments),

The Company has consistently applied the accounting policies to all periods presented in these standalone financial statements, except if mentioned otherwise.

The standalone financial statements are presented in Indian Rupees ('₹') or ('₹') which is also the Company's functional currency and all values are rounded to the nearest crores, except when otherwise indicated. Wherever an amount is represented as ₹ '0' (zero) it construes a value less than rupees fifty lakhs.

2.2 Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for the purpose of current / non current classification of assets and liabilities.

b. Revenue recognition

The Company derives revenue primarily from sale of agro-chemical and other products. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. Revenue excludes amounts collected on behalf of government authorities such as goods and service Tax (GST). To recognize revenues, the Company applies the following five step approach:

Notes to Standalone Financial Statements

for the year ended March 31, 2023

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract, and
- recognize revenues when a performance obligation is satisfied.

Sale of Goods

The Company recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

Rendering of services

Income from services are recognized as and when performance obligation is met.

Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income (OCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Export Incentives

Duty free imports of raw materials under Advance License for Imports as per the Export and Import Policy are matched with the exports made against the said licenses and the benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit accrued under the Duty Drawback scheme and other schemes as per the Export and Import Policy in respect of exports made under the said Schemes is included under the head “Revenue from Operations” as ‘Export Incentive’ under the head 'Other Operative Revenue'.

Dividends and Royalties

Dividend income is recognised when the Company’s right to receive the payment is established, which is generally when shareholders approve the dividend. Royalty income is recognized on an accrual basis in accordance with the substance of the relevant agreement.

c. Property, Plant and Equipment

Items of Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work-in-progress is stated at cost, is not depreciated and is assessed for impairment. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure is only capitalised if it is probable that the future economic benefits associated with the expenditure will flow. Freehold land is carried at historical cost less any accumulated impairment losses. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. In respect of additions to /deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the month of addition/ deletion of the Assets.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

Depreciation

Leasehold Land:

No depreciation is provided for leasehold land since as per the lease agreements, the leases are renewable at the option of the Company for a further period of 99 years at the end of the lease period of 99 years, without / with marginal payment of further premium.

- Other Assets:

The Company depreciates on a straight-line method based on following estimated useful life of assets. Freehold land is not depreciated.

Nature of tangible Assets	Useful Life (years)
Plant and Equipment	3 to 25
Building	30 to 60
Laboratory Equipment's	10
Office Equipment's	5
Furniture, Fixtures and Equipment's	10
Vehicles	8
Leasehold improvements	over the primary period of lease

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

d. Intangible assets

i. Goodwill

Goodwill arising on amalgamation in accordance with court scheme.

Goodwill arising on amalgamation of Advanta Limited has been recognised in accordance with court scheme. Said goodwill has been amortised in accordance with the court scheme for which Company has estimated useful life of 10 years and the said goodwill is tested for impairment annually (Refer note 45).

ii. Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and accumulated impairment losses.

Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

The residual value, the amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit or loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the Company's intangible assets is as follows

Intangible Assets	Useful Life (years)	Amortisation method used
Product Acquisitions	Fifteen years	Amortised on straight-line basis from the month of additions to match their future economic benefits
Germplasm	Ten to fifteen years	Amortised on straight-line basis
Other Intangible assets	Five years	Amortised on straight-line basis

Notes to Standalone Financial Statements

for the year ended March 31, 2023

e. Borrowing costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred. Borrowing cost includes interest expense, amortisation of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

f. Foreign Currency

Transactions and balances

Transactions in foreign currency are recorded applying the exchange rate at the date of transaction. Monetary assets and liabilities denominated in foreign currency remaining unsettled at the end of the year, are translated at the closing rates prevailing on the Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising as a result of the above are recognized as income or expenses in the statement of profit and loss. Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous standalone financial statements, are recognised as income or expenses in the year in which they arise.

Foreign exchange difference on foreign currency borrowings, loans given, settlement gain/loss and fair value gain/loss on derivative contract relating to borrowings are accounted and disclosed under finance cost. Such exchange difference does not include foreign exchange difference regarded as an adjustment to the borrowings cost and capitalised with cost of assets.

g. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date on a portfolio basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summaries accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

- Quantitative disclosures of fair value measurement hierarchy (note 40)
- Financial instruments (including those carried at amortised cost) (note 5, 6, 7, 10, 11, 11A, 14, 15, 17,18, 38, 39, 40 and 41)

h. Leases

i. As a lessee

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

ii. As a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

i. Inventories

Stores and spares, packing materials and raw materials are valued at lower of cost or net realisable value. Cost is determined on moving weighted average basis. The aforesaid items are valued below cost if the finished products in which they are to be incorporated are expected to be sold at a loss.

Work-in-progress, finished products and by-products are valued at lower of cost or net realisable value. Cost is determined on standard cost basis which approximates the actual cost. Variances, exclusive of abnormally low volume and operating performance, are adjusted to inventory.

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow-moving items are valued at cost or estimated net realisable value, whichever is lower. Any write-down of inventories is recognised as an expense during the year.

j. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation and amortisation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

Goodwill is tested for impairment annually as at March 31, and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Company of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

k. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

l. Retirement and other employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Provident Fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the statement of profit and loss in the year when employee rendered related services.

Superannuation Fund is a defined contribution scheme and contributions to the scheme are charged to the statement of profit or loss in the year when the contributions are due. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

Defined benefit plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in standalone statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the standalone statement profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

m. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both its following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified at FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has designated certain debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Financial assets that are debt instruments and are measured as at FVTOCI

c) Lease receivables under Ind AS 116

d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 (referred to as contractual revenue receivables' in these standalone financial statements)

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

– Trade receivables or contract revenue receivables; and

– All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

– All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

– cash flows from the sale of collateral held or Other credit enhancements that are integral to the contractual terms

– Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

n. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Loans and borrowings

This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer Note 14.

Financial guarantee contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

o. Derivative financial instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, full currency swaps and interest rate swaps contracts to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Fair value changes are recognised in the statement of profit and loss.

p. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

q. Cash dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

r. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses are recognised to the extent that it is reasonably certain that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become reasonably certain that future taxable profits will allow the deferred tax asset to be recovered.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Company will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Uncertain tax positions

Determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

s. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related assets.

t. Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

u. Segment Reporting:

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

v. Contingent Liability and Contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non—occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits

Notes to Standalone Financial Statements

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will arise. When an inflow of economic benefits is probable, contingent asset are disclosed in the standalone financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

w. Share Based Payments:

Measurement and disclosure of the employee share based payment plans is done in accordance with Ind AS 102, Share Based Payment. The Company measures compensation cost relating to employee stock options using the fair value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.

x. Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset or disposal of Company to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale to owners are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

y. Recent pronouncement

Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023, as below:

Ind AS 1 - Presentation of Financial Statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The Company is currently assessing the impact of the amendments."

Ind AS 12 - Income Taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The

Notes to Standalone Financial Statements

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amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023. The Company is currently assessing the impact of the amendments.

The Company is currently assessing the impact of the amendments.

2.3 Significant accounting estimates, assumptions and judgements

The preparation of the Company's standalone financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities effected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

Defined benefit plans (gratuity benefits)

A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service. Refer note 33 for details of the key assumptions used in determining the accounting for these plans.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Notes 39 and 40 for further disclosures.

Provision against obsolete and slow-moving inventories

The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Company estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Company carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Company reassesses the estimation on each balance sheet date. Refer note 9.

Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model on trade receivables. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade

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receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment of non- financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share price for publicly traded subsidiaries or other available fair value indicators.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Impairment of investments in subsidiaries

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the standalone statement of profit and loss.

Discount/incentives and sales return

The Company recognises the accruals for discount/ incentives and returns based on accumulated experience and underlying schemes and agreements with customers.

Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Determining the fair value less costs to sell of the held for sale assets based on significant observable inputs

The fair value of assets held for sale are recognised at fair value less cost of disposal. These assets are planned to be disposed of to settle customers recoverable amount.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

3. Property, plant and equipment

₹ Crores

	Property, plant and equipment										
	Land - Freehold	Land - Leasehold	Building	Plant and Equipment	Laboratory Equipment	Office Equipment	Furniture, Fixtures and Equipment	Vehicles	Leasehold Improvements	Total	Capital work-in-progress
Cost or valuation											
At April 1, 2021	**94**	**252**	**404**	**5,233**	**61**	**86**	**91**	**35**	**56**	**6,312**	**638**
Additions	-	44	105	699	19	19	2	8	-	896	532
Disposals	-	-	(0)	(54)	(2)	(9)	(3)	-	(3)	(71)	-
Capitalised	-	-	-	-	-	-	-	-	-	-	(361)
At March 31, 2022	**94**	**296**	**509**	**5,878**	**78**	**96**	**90**	**43**	**53**	**7,137**	**809**
Additions	31	-	215	720	20	20		3	-	1,009	560
Disposals*	-	-	(22)	(399)	(8)	(29)	(9)	(9)	-	(476)	(7)
Capitalised	-	-	-	-	-	-	-	-	-	-	(506)
At March 31, 2023	**125**	**296**	**702**	**6,199**	**90**	**87**	**81**	**37**	**53**	**7,670**	**856**
Accumulated Depreciation											
At April 1, 2021	**-**	**-**	**87**	**2,242**	**23**	**70**	**66**	**32**	**46**	**2,566**	**-**
Depreciation (refer note 27)	-	-	21	503	7	15	8	3	4	561	-
Disposals	-	-	(0)	(25)	(2)	(8)	(3)	-	(3)	(41)	-
At March 31, 2022	**-**	**-**	**108**	**2,720**	**28**	**77**	**71**	**35**	**47**	**3,086**	**-**
Depreciation (refer note 27)			27	531	8	17	5	3	4	595	-
Disposals*			(6)	(90)	(4)	(21)	(7)	(7)	-	(135)	-
At March 31, 2023	**-**	**-**	**129**	**3,161**	**32**	**73**	**69**	**31**	**51**	**3,546**	**-**
Net book value											
At March 31, 2023	**125**	**296**	**573**	**3,038**	**58**	**14**	**12**	**6**	**2**	**4,124**	**856**
At March 31,2022	**94**	**296**	**401**	**3,158**	**50**	**19**	**19**	**8**	**6**	**4,051**	**809**

There was a fire at Ankleshwar Unit 1 in Gujarat during the year. In this incident certain property, plant and equipment were damaged. The Company has written off net book value of assets damaged of ₹ 31 crores.

Property, plant and equipment hypothecated against borrowings (refer note 14).

* Refer note 55 for Property, plant and equipment transferred on restructuring of business

Notes to Standalone Financial Statements

for the year ended March 31, 2023

3. Property, plant and equipment (Contd.)

Capital Work in Progress

Capital work in progress as at March 31, 2023 and March 31, 2022 comprises expenditure for buildings and plant and equipment's in the course of construction.

₹ Crores

Capital work in progress ageing schedule	As at March 31, 2023		As at March 31, 2022	
	Projects in progress	Projects temporarily suspended	Projects in progress	Projects temporarily suspended
Less than 1 year	600	-	662	-
1-2 years	212	-	110	-
2-3 years	22	-	25	-
More than 3 years	22	-	12	-
Total	**856**	**-**	**809**	**-**

Refer note 55 for Capital Work in Progress transferred on restructuring of business

Capital Work in Progress whose completion is overdue as compared to its original plan

₹ Crores

To be completed in	As at March 31, 2023				As at March 31, 2022			
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Less than 1 year	1-2 years	2-3 years	More than 3 years
Various Projects	222	-	-	-	140	-	-	-
	222	-	-	-	140	-	-	-

Notes to Standalone Financial Statements

for the year ended March 31, 2023

4. Intangible Assets

₹ Crores

	Other Intangible Assets										
	Goodwill*	Data Access Fees	Product Registrations	Product Acquisitions	Task Force Expenses	Software/ License Fees	Brands/ Trade Marks	Technical Knowhow	Germplasm	Total	Intangible asset under development
Cost or valuation											
At April 1, 2021	**3,704**	**97**	**233**	**603**	**23**	**56**	**63**	**11**	**13**	**1,099**	**84**
Additions	-	-	17	-	-	8	-	-	-	25	23
Disposals	-	-	-	-	-	(0)	-	-	-	(0)	(7)
Capitalised	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2022	**3,704**	**97**	**250**	**603**	**23**	**64**	**63**	**11**	**13**	**1,124**	**100**
Additions	-	-	14	-	-	4	-	-	-	18	33
Disposals	(3,704)	-	(19)	(10)	-	(5)	-	-	(9)	(43)	(104)
Capitalised	-	-	-	-	-	-	-	-	-	-	(18)
At March 31, 2023	**0**	**97**	**245**	**593**	**23**	**63**	**63**	**11**	**4**	**1,099**	**11**
Amortisation											
At April 1, 2021	**2,219**	**96**	**197**	**439**	**23**	**32**	**62**	**10**	**8**	**867**	**-**
Amortisation (refer note 27)	370	0	12	38	(0)	7	1	1	1	60	-
At March 31, 2022	**2,589**	**96**	**209**	**477**	**23**	**39**	**63**	**11**	**9**	**927**	**-**
Amortisation (refer note 27)	246	0	13	39		8				60	-
Disposals	(2,835)		(3)	(9)		(3)			(9)	(24)	
At March 31, 2023	**-**	**96**	**219**	**507**	**23**	**44**	**63**	**11**	**0**	**963**	**-**
Net book value											
At March 31, 2023	**0**	**1**	**26**	**86**	**-**	**19**	**-**	**-**	**4**	**136**	**11**
At March 31, 2022	**1,115**	**1**	**41**	**126**	**-**	**25**	**-**	**-**	**5**	**198**	**100**

Certain intangible assets which are required to be held outside India and where the Company is the beneficial owner of the said intangible assets, are held in the name of the overseas subsidiary companies.

Intangibles under development represents studies related to product registrations which are still under progress. These studies are for those products where feasibility has been established. Once development has been completed, these are transferred to intangible assets and amortisation are carried accordingly.

Refer note 55 for other intangibles and goodwill transferred on restructuring of business

* Goodwill arising on amalgamation

Goodwill includes goodwill arising on amalgamation of Advanta Limited fully described in note 45 of the standalone financial statements.

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell. The Company generally uses discounted cash flows method to determine the recoverable amount. These discounted cash flow calculations use five-year projections that are based on financial forecasts. Cash flow projections take into account past experience and represent managements' best estimate about future developments. (refer note 49).

Notes to Standalone Financial Statements

for the year ended March 31, 2023

4. Intangible Assets (Contd.)

₹ Crores

Intangible assets under development ageing schedule	As at March 31, 2023		As at March 31, 2022	
	Projects in progress	Projects temporarily suspended	Projects in progress	Projects temporarily suspended
Less than 1 year	4	-	26	-
1-2 years	0	-	19	-
2-3 years	1	-	11	-
More than 3 years	6	-	44	-
Total	**11**	**-**	**100**	**-**

There are no Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan

5. Investments

₹ Crores

Non Current			As at March 31, 2023	As at March 31, 2022
A.	**Investment stated at Cost**			
	a.	**Investment in Equity Instruments**		
		Investment in Subsidiaries (unquoted)		
	(i)	136,494 (March 31, 2022: 140,824) equity shares of US $ 100 each fully paid-up in UPL Corporation Limited	182	1,102
	(ii)	3,053 (March 31, 2022: 3,053) equity shares of Euro 100 each, fully paid-up in Advanta Holdings B.V., Netherlands	171	171
	(iii)	50,007 (March 31, 2022: 50,007) equity shares of ₹ 10 each fully paid-up in UPL Global Business Services Limited	0	0
	(iv)	99,000 (March 31, 2022 : 99,000) equity shares of US$ 1 each, fully paid-up in PT Advanta Indonesia	1	1
	(v)	Nil (March 31,2022: 1,000,007) equity shares of ₹ 10 each fully paid-up in SWAL Corporation Limited	-	17
	(vi)	1,000,000 (March 31, 2022: 1,000,000) ordinary shares of US$ 1 each, fully paid-up in Advanta Seed International, Mauritius	0	0
	(vii)	Nil [March 31, 2022: 5,010,000] equity shares of ₹ 100 each fully paid-up in Nurture Agtech Private Limited	-	50
	(viii)	69,300,000 equity shares of ₹ 10 each (March 31, 2022: Nil) in UPL Speciality Chemicals Limited	69	-
	(ix)	5,067,567 equity shares of ₹ 10 each (March 31, 2022: Nil) in Advanta Enterprises Limited	2,150	-
	(x)	10,000 equity shares of ₹ 10 each (March 31, 2022: Nil) in Nature Bliss Agro Limited	0	-
	(xi)	92,995 equity shares of ₹ 10 each (March 31, 2022: Nil) in Natural Plant Protection Ltd.	0	-
	(xii)	5,124,296 equity shares of ₹ 10 each (March 31, 2022: Nil) in UPL Sustainable Agri Solutions Limited	229	-
	(xiii)	10,000 equity shares of ₹ 10 each (March 31, 2022: Nil) in UPL Agri Science Private Limited'	0	-
	b.	**Investment in Associates (unquoted)**		
	(i)	6,100,000 (March 31, 2022: 3,350,000) equity shares of ₹10 each fully paid-up in Kerala Enviro Infrastructure Limited	7	3
	(ii)	68,133 (March 31, 2022: 68,133) equity shares of ₹ 10 each, fully paid-up in Weather Risk Management Services Pvt Ltd	15	15
	c.	**Investments in share-warrants**		
		Investment in Subsidiaries (unquoted)		
		132,634 share warrants partly paid up (March 31, 2022: Nil) in Advanta Enterprises Limited	102	-
B.	**Investment stated at Amortised Cost**			
		Investment in Government or trust securities (unquoted)		
		Indira Vikas Patra [Face Value: Current Year: ₹ 0 crores [March 31, 2022: ₹ 0 crores]]	0	0
		National Saving Certificates [Face Value: Current Year: ₹ 0 crores [March 31, 2022: ₹ 0 crores]]	0	0

Notes to Standalone Financial Statements

for the year ended March 31, 2023

5. Investments (Contd.)

₹ Crores

Non Current			As at March 31, 2023	As at March 31, 2022
C.	**Investment stated at Fair Value through profit and loss**			
a.	Investment in Optionally Convertible Bonds (unquoted)			
	Investment in Subsidiaries (unquoted)			
	4,750 (March 31, 2022: Nil) Optionally Convertible Debentures in Natural Plant Protection Ltd.		47	-
	Investment in Optionally Convertible Bonds (Others) (unquoted)			
	Nil (March 31, 2022: 725,000) Optionally Convertible Bonds All Fresh Supply Management Private Limited		-	7
	Investment in Compulsory Convertible Preference shares (Others) (unquoted)			
	1,561 (March 31, 2022: Nil) Compulsorily Convertible Bonds in Waycool Foods and Products Private Limited		9	-
b.	Investment in Others (unquoted)			
	10,000 (March 31, 2022:10,000) equity shares of ₹10 each fully paid-up in Janakalyan Sahakari Bank Limited		0	0
	1,000,000 (March 31, 2022: 1,000,000) equity shares of ₹10 each fully paid-up in Uniphos International Limited		7	5
	45,000 (March 31, 2022: 45,000) equity shares of ₹10 each fully paid-up in Bloom Packaging Private Limited		1	1
	19,025 (March 31, 2022: 19,025) equity shares of ₹10 each fully paid-up in Bench Bio Private Limited		1	1
	57 [March 31, 2022: 57] equity shares of 1 Rand each fully paid-up in Cropserve [PTY] Limited		0	0
	3,757,570 [March 31, 2022: 3,435,070] equity shares of ₹10 each fully paid-up in Narmada Clean Tech Limited		8	7
	Nil [March 31, 2022: 3,687] equity shares of ₹ 10 each fully paid-up in All Fresh Supply Management Private Limited		-	2
	35,0000 units [March 31, 2022: Nil units] of NAV ₹ 196.8873 in Avishkar Fund		7	-
	5,000 units [March 31, 2022: Nil units] of ₹ 10 each fully paid-up in UPL Care Foundation		0	-
D.	**Investment stated at Fair Value through OCI**			
	Investment in Equity Instruments (quoted)			
	28,100 (March 31, 2022: 28,100) equity shares of ₹10 each fully paid-up in Gujarat State Financial Corporation		0	0
	50,000 (March 31, 2022: 50,000) equity shares of ₹10 each fully paid-up in Nivi Trading Limited		0	0
	41,150 (March 31, 2022: 41,150) equity shares of ₹10 each fully paid-up in Transpek Industry Limited		6	8
	5,307 (March 31, 2022: 5,307) equity shares of ₹10 each fully paid-up in IDFC Limited		0	0
	5,307 (March 31, 2022: 5,307) equity shares of ₹10 each fully paid-up in IDFC Bank Limited.		0	0
	17,990 (March 31, 2022: 17,990) equity shares of ₹2 each fully paid-up in Bank of Baroda Limited		0	0
	Investment in Equity Instruments (unquoted)			
	1,14,464 (March 31, 2022: Nil) Equity Shares Of ₹ 10 Each, Fully Paid-Up In Clean Max Kratos Private Limited		40	-
E.	**Investment in others**			
	United Phosphorus (India) LLP - Capital Contribution in LLP		156	144
	United Phosphorus (Global) LLP		0	0
	Total Non-Current Investments		**3,208**	**1,534**
Aggregate book value and market value of quoted investments			6	8
Aggregate amount of unquoted investments			3,202	1,526
Impairment of investments			-	-

Impairment of investments

Investment at fair value through profit and loss (fully paid) reflect investment in debt instruments and unquoted equity securities. Refer note 39 for determination of their fair values.

Investment at fair value through OCI (fully paid) reflect investment in quoted and unquoted equity securities based on classification on date of investment. Refer note 39 for determination of their fair values.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

5. Investments (Contd.)

Extent of equity interest in subsidiaries and associates

Name and country of incorporation	Nature of Activities	% of equity interest As at March 31, 2023	% of equity interest As at March 31, 2022
a. Subsidiaries			
UPL Corporation Limited, Mauritius	Crop protection	100%	78%
Advanta Holdings B.V., Netherlands	Crop protection	86%	78%
PT Advanta, Indonesia	Crop protection	78%	78%
SWAL Corporation Limited, India	Crop protection	-	100%
Advanta Seed International, Mauritius	Crop protection	86%	78%
UPL Global Business Services Limited, India	Business solutions	100%	100%
Nurture Agtech Private Limited, India	Crop protection	-	100%
UPL Speciality Chemicals Limited, India	Crop protection	100%	0%
UPL Sustainable Solutions Limited, India	Crop protection	91%	100%
Advanta Enterprises Limited, India	Seed business	86%	0%
Natural Plant Protection Limited, India	Crop protection	100%	0%
UPL Agri Science Private Limited, India	Crop protection	100%	0%
Nature Bliss Agro Private Limited, India	Crop protection	100%	0%
b. Associates			
Chemiesynth (Vapi) Limited, India	Crop protection	30%	30%
Kerala Enviro Infrastructure Limited, India	Others	31%	23%
Weather Risk Management Services Pvt Ltd, India	Others	40%	40%

₹ Crores

Current	As at March 31, 2023	As at March 31, 2022
Investments stated at Fair Value through profit and loss	-	-
Liquid mutual fund units- quoted at market value (cost ₹ 840 crores)	-	840
Aggregate book value and market value of quoted investments	**-**	**840**

6. Loans

₹ Crores

	Non-current As at March 31, 2023	Non-current As at March 31, 2022	Current As at March 31, 2023	Current As at March 31, 2022
(A) Loans to subsidiary (refer note 36)	-	-	-	126
% of loans Nil % (March 31, 2022: 91%)				
(B) Loans to employees				
a. Unsecured, Considered good	-	-	14	12
	-	**-**	**14**	**12**
(C) Sundry loans				
Unsecured, Considered doubtful	-	2	-	-
Less: Impairment allowance for sundry loans	-	(2)	-	-
	-	**-**	**-**	**-**
Total loans	**-**	**-**	**14**	**138**

Loans and receivables are non-derivative financial assets which generate a fixed or variable interest income for the Company.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

6. Loans (Contd.)

The company has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

7. Other financial assets

₹ Crores

	Non-current As at March 31, 2023	Non-current As at March 31, 2022	Current As at March 31, 2023	Current As at March 31, 2022
(A) Security deposit				
a. Unsecured, Considered good				
- to related parties (refer note 36)	4	5	-	-
- to other than related parties	113	68	-	-
b. Security deposit which have significant increase in Credit Risk	2	2	-	-
Security deposit - credit impaired	(2)	(2)	-	-
	117	**73**	**-**	**-**
(B) Interest receivable				
a. Unsecured, considered good				
- from related party (refer note 36)	-	-	4	6
- from other than related parties	-	-	7	7
b. Unsecured, considered doubtful from other than related parties	-	-	-	2
Less: Impairment allowance for interest receivable	-	-	-	(0)
	-	**-**	**11**	**15**
(C) Export benefits receivable				
Unsecured, considered good	-	-	161	142
	-	**-**	**161**	**142**
(D) Other receivables				
Unsecured, considered good				
- receivables from related parties (refer note 36)	-	-	47	16
Less: Impairment allowance for receivables from related parties	-	-	(7)	(7)
			40	**9**
- receivables from others	-	-	3	4
Less: Impairment allowance for other receivables	-	-	(2)	(2)
	-	**-**	**1**	**2**
Total other financial assets	**117**	**73**	**213**	**168**

Refer note 55 for other financial assets transferred on restructuring of business

Notes to Standalone Financial Statements
for the year ended March 31, 2023

8. Other assets

₹ Crores

	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(a) Capital advances	49	81	-	-
(b) Statutory receivables	68	73	837	782
(c) Other advances	-	-	123	237
Total other assets	**117**	**154**	**960**	**1,019**

Refer note 55 for other assets transferred on restructuring of business

9. Inventories
(Valued at lower of cost and net realisable value)

₹ Crores

	As at March 31, 2023	As at March 31, 2022
a. Raw materials and components [includes goods in transit: ₹ 19 crores (March 31, 2022: ₹ 29 crores)]	956	1,088
b. Work-in-progress	169	307
c. Finished goods [includes goods in transit: ₹ 85 crores (March 31, 2022: ₹ 232 crores)]	327	1,129
d. Stock in trade [includes goods in transit: ₹ 2 crores (March 31, 2022: ₹ 7 crores)]	88	269
e. Store and spares [including fuel]	93	87
f. Packing material	30	40
g. By products	14	9
	1,677	**2,929**

The write down of inventories to net realisable value and other provisions / losses recognised in the statement of profit and loss as an expense is ₹ 25 crores (March 31, 2022: ₹ 24 crores)

The above includes inventories held by third parties amounting to ₹ 37 crores (March 31, 2022 - ₹ 696 crores)

Inventories hypothecated against borrowings (refer note 14).

Refer note 55 for inventories transferred on restructuring of business

10. Trade receivables

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered good		
- from related parties (refer note 36)	5,198	3,718
- from others	515	1,849
Trade receivables which have significant increase in Credit Risk		
- from others	26	110
	5,739	**5,677**
Trade Receivables - credit impaired		
- from others	(26)	(110)
Total trade receivables	**5,713**	**5,567**

Notes to Standalone Financial Statements
for the year ended March 31, 2023

10. Trade receivables (Contd.)

Trade receivables ageing schedule outstanding for following periods from due date of payment

₹ Crores

As at March 31, 2023	March 31, 2023						
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	3,020	2,186	368	127	12	-	**5,713**
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	1	-	4	**5**
Undisputed Trade receivable – credit impaired	-	-	-	-	-	21	**21**
Disputed Trade receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	**-**
	3,020	**2,186**	**368**	**128**	**12**	**25**	**5,739**
Less: Allowance for doubtful debts							(26)
							5,713

₹ Crores

As at March 31, 2022	March 31, 2022						
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	4,662	730	134	44	14	0	**5,584**
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	2	-	-	-	**2**
Undisputed Trade receivable – credit impaired	-	-	-	-	6	85	**91**
Disputed Trade receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
Disputed Trade receivables – credit impaired	0	0	-	-	-	-	**0**
	4,662	**730**	**136**	**44**	**20**	**85**	**5,677**
Less: Allowance for doubtful debts							**(110)**
							5,567

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows :

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Opening balance	110	113
Provision/(write-back) for the year	13	(3)
Transferred on restructuring of business	(97)	-
Write-off	-	(0)
	26	**110**

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. There are no trade or other receivables which are due from firms or private companies respectively in which any director is a partner, a director or a member.

For terms and conditions relating to related party receivables, refer note 36.

Trade receivables hypothecated against borrowings (refer note 14).

Certain trade receivables are interest bearing. Trade receivables are generally on terms of 45 to 270 days. The Company applies the practical expedient for receivables with credit period of upto one year i.e., the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

For explanations on Company's Credit risk management process, refer note 41 'Financial risk management objectives and policies'.

Refer note 55 for trade receivables transferred on restructuring of business

Notes to Standalone Financial Statements

for the year ended March 31, 2023

11. Cash and cash equivalents

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- Current accounts	694	506
Cash on hand	0	0
Total cash and cash equivalents	**694**	**506**

11A. Other bank balances

₹ Crores

	As at March 31, 2023	As at March 31, 2022
- Unclaimed dividend accounts	11	10
- Margin money deposit **	33	33
- Deposits with original maturity for more than 3 months but less than 12 months	1	276
Total other bank balances	**45**	**319**

** Margin money deposits given as security against bank guarantees

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Balances with banks:		
-Current accounts	694	506
Cash on hand	0	0
Total cash and cash equivalents	**694**	**506**

12. Share Capital

Authorised share capital

	Equity Shares of ₹ 2 each		Preference Shares of ₹ 10 each	
	No.	₹ Crores	No.	₹ Crores
At April 1, 2021	1,237,500,000	248	229,500,000	230
Increase during the year	-	-	-	-
At March 31, 2022	**1,237,500,000**	**248**	**229,500,000**	**230**
Increase during the year	-	-	-	-
At March 31, 2023	**1,237,500,000**	**248**	**229,500,000**	**230**

Issued equity capital

Equity shares of ₹ 2 each issued, subscribed and fully paid

	No.	₹ Crores
At April 1, 2021	764,045,456	153
Increase during the year		
Increase/(decrease) during the year	-	-
At March 31, 2022	**764,045,456**	**153**
Increase/(decrease) during the year	(13,437,815)	(3)
At March 31, 2023	**750,607,641**	**150**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

12. Share Capital (Contd.)

Terms/ rights attached to equity shares

The Company has one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended March, 2023, the amount of per share dividend proposed as distributions to equity shareholders is ₹ 10 (March, 2022: ₹ 10).

Details of shares held by promoters and promoter group

As at March 31, 2023

Promoters Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Nerka Chemicals Pvt Ltd	153,596,890	-	153,596,890	20.46%	0.36%
Uniphos Enterprises Limited	39,519,431	-	39,519,431	5.26%	0.09%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.19%	0.02%
Vikram Rajnikant Shroff	7,191,364	-	7,191,364	0.96%	0.02%
Shilpa P Sagar	3,388,443	-	3,388,443	0.45%	0.01%
Harmonic Ventures Limited	2,892,072	10,737,532	13,629,604	1.82%	1.44%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
Rajju D Shroff	15,000	-	15,000	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
Sandra Rajnikant Shroff	-	-	10,444	0.00%	0.00%
Suresight Ventures Limited	-	-	14,678,380	1.96%	0.00%
	217,377,535	**10,737,532**	**242,803,891**	**32.35%**	**1.94%**

As at March 31, 2022

Promoters Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Nerka Chemicals Pvt Ltd	153,596,890	-	153,596,890	20.10%	0.00%
Uniphos Enterprises Limited	39,056,181	463,250	39,519,431	5.17%	0.06%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.16%	0.00%
Vikram Rajnikant Shroff	6,754,324	437,040	7,191,364	0.94%	0.06%
Shilpa P Sagar	3,388,443	-	3,388,443	0.44%	0.00%
Harmonic Ventures Limited	-	2,892,072	2,892,072	0.38%	0.38%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
Rajju D Shroff	15,000	-	15,000	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
	213,585,173	**3,792,362**	**217,377,535**	**28.44%**	

Notes to Standalone Financial Statements
for the year ended March 31, 2023

12. Share Capital (Contd.)

Equity shares movement during the 5 years preceding March 31, 2023

The Board of Directors of the Company at its meeting held on 2nd March 2022, approved the proposal to buy-back fully paid-up equity shares of face value of ₹ 2/- each from the equity shareholders of the Company (other than the promoters, the promoter's group and persons in control of the Company). The Company completed acquisition of 13,437,815 equity shares having face value of ₹ 2 per share at aggregate consideration of ₹ 1,094 crores on 25th May 2022 and consequently extinguished such shares in accordance with applicable regulations. Further the Company has discharged ₹ 261 crores towards buyback tax liability under the Income Tax Act, 1961 and other ancillary expenses.

B. Equity shares allotted as bonus shares, for consideration without cash pursuant to contract and shares bought back during the 5 years preceding March 31, 2023

- **Equity shares issued as bonus**

  The Company allotted 254,671,335 equity shares as fully paid up bonus shares on July 4, 2019 by utilising capital redemption reserve amounting to Rs 38 crores and Securities premium amounting to ₹ 13 crores, pursuant to an ordinary resolution passed after taking the consent of shareholders.

C. The below mentioned shares were allotted under various ESOP Schemes in last 5 years i.e. from April 1, 2018 to March 31, 2023:

- 43725 Shares under Advanta India Limited Employees Stock Option and Shares Plan - 2006,
- 66491 Shares under Advanta Employee Stock Option Plan - 2013 and
- 22500 Shares under UPL Limited - Employee Stock Option Plan - 2017.

D. Conversion of Compulsory convertible preference share (CCPS) and optionally convertible preference share (OCPS)

During the year ended March 31, 2018 the Company has allotted 2,224,287 on conversion of Compulsory convertible preference share (CCPS) and optionally convertible preference share (OCPS).

Details of shareholders holding more than 5% shares in the company

Name of the shareholder

Equity shares of ₹ 2 each fully paid	As at March 31, 2023		As at March 31, 2022	
	No. in crores	% holding in the class	No. in crores	% holding in the class
Nerka Chemicals Private Limited	15	20.46%	15	20.10%
Uniphos Enterprises Limited	4	5.26%	4	5.17%
Life Insurance Corporation of India	5	6.71%	8	9.85%

As per the records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

As on March 31, 2023 there were 2,95,53,106 outstanding GDRs (representing 5,90,80,712 underlying equity shares) under two different GDR programmes [including 1,47,71,012 GDRs (representing 2,95,42,024 underlying equity shares) held by Promoters]. Total 2,95,27,606 GDRs (representing 5,90,55,212 underlying equity shares) (7.87% of paid-up share capital) are listed on Singapore Stock Exchange Ltd and London Stock Exchange, while 25,500 unlisted GDRs (representing 25,500 underlying equity shares) are under termination process.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

12A. Distribution made and proposed

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended March 31, 2022: ₹ 10 per share (March 31, 2021: ₹ 10 per share)	751	764
Proposed dividends on equity shares:		
Proposed cash dividend for the year ended March 31, 2023: ₹ 10 per share (March 31, 2022: ₹ 10 per share)	751	751

* Proposed dividends on equity shares is derived based on number of shares outstanding as on the date of board meeting.

Proposed dividend on equity shares is subject to approval at the annual general meeting and is not recognised as a liability as at the year end.

13. Other equity

i) Securities Premium

₹ Crores

At April 1, 2021	**4,594**
Increase during the year	-
At March 31, 2022	**4,594**
Decrease during the year	(1,353)
At March 31, 2023	**3,241**

ii) Retained Earnings

₹ Crores

At April 1, 2021	**959**
Add: Profit for the year	1,176
Add: Re-measurement gains (losses) on defined benefit plans	2
Add: Transfer from debenture redemption reserve	-
Less: Dividend on Equity Shares	(764)
At March 31, 2022	**1,373**
Add: Profit for the year	975
Less: Re-measurement gains (losses) on defined benefit plans	(16)
Add: Transfer from debenture redemption reserve	140
Less: Dividend on Equity Shares	(751)
At March 31, 2023	**1,721**

iii) Other Reserves

Capital Reserve

₹ Crores

At April 1, 2021	**86**
Increase during the year	-
At March 31, 2022	**86**
Increase during the year (refer note 55)	16
At March 31, 2023	**102**

Debenture Redemption Reserve

₹ Crores

At April 1, 2021	**140**
Add: Amount transferred from retained earnings	-
At March 31, 2022	**140**
Less: Amount transferred to retained earnings	(140)
At March 31, 2023	**-**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

13. Other equity (Contd.)

General Reserve

	₹ Crores
At April 1, 2021	**1,848**
Increase during the year	-
At March 31, 2022	**1,848**
Increase during the year	-
At March 31, 2023	**1,848**

Equity Instruments through Other Comprehensive Income

	₹ Crores
At April 1, 2021	**6**
Increase during the year (net of tax)	1
At March 31, 2022	**7**
Decrease during the year (net of tax)	(1)
At March 31, 2023	**6**

Retained earnings - The amounts represent profits that can be distributed by the Company as dividends to its equity shareholders

Securities Premium - Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium Reserve". The Company may issue fully paid-up bonus shares to its members out of the securities premium reserve and the Company can use this reserve for buy-back of shares.

Capital Reserve - The Company recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve. Also fair valuation gain on transfer of net assets under business restructuring are transferred to capital reserve.

Debenture Redemption Reserve (DRR)- The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the company to create DRR out of profits of the Company available for payment of dividend. DRR has been created for an amount which is equal to 25% of the value of debentures issued.

General Reserve - General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the statement of profit and loss. The Company can use this reserve for payment of dividend subject to compliance with declaration of dividend out of reserve rules and issue of fully paid-up and not paid-up bonus shares.

Equity Instruments through Other Comprehensive Income (OCI) - Equity Instruments through OCI includes remeasurements of defined benefit liability / asset comprises of actuarial gain and losses and return on plan assets (excluding interest income)

Other equity

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Securities premium	3,241	4,594
Capital Reserve	102	86
Debenture Redemption Reserve	-	140
General Reserve	1,848	1,848
Retained earnings	1,721	1,373
Equity Instruments through Other Comprehensive Income	6	7
Total other equity	**6,918**	**8,048**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

14. Borrowings

Non-current Borrowings

₹ Crores

	Effective interest rate	Maturity	As at March 31, 2023	As at March 31, 2022
Debentures				
Unsecured Redeemable non convertible debentures (NCDs) (Refer note a below) (Face value of ₹ 1,000,000 each)	10.58% to 10.85%	2021-2023	-	144
Current maturities of Non- current Borrowings				
Unsecured Redeemable non convertible debentures (NCDs) (Refer note a below) (Face value of ₹ 1,000,000 each)	10.62% to 10.80%		-	(144)
Net Non-current Borrowings			-	-

Aggregate unsecured loans (non-current)

Current Borrowings

₹ Crores

	Maturity	As at March 31, 2023	As at March 31, 2022
Loans repayable On demand			
Cash credit, packing credit and working capital demand loan accounts from Banks			
- Secured (in the range of 7.5% to 8% p.a) (Refer note b below)	On demand	85	363
- Unsecured (3 months Euribor+130 bps) (Refer note c below)	On demand	81	433
Unsecured Commercial papers from Banks and others (in the range of 7.35% to 7.65%) (Refer note d below)	74-90 days	350	725
Current maturities of Non- current Borrowings		-	144
Intercorporate Loans (8.30% p.a) (refer note 36)	On demand	50	-
Total current Borrowings		**566**	**1,665**
Aggregate Secured loans (current)		85	363
Aggregate Unsecured loans (current)		481	1,302

a. **Unsecured Redeemable Non-Convertible Debentures (NCD's)**

   i) The current maturities of long term borrowings include Nil (March 31, 2022: ₹ 9 crores) pertaining to interest accrued but not due on account of recognition of debentures at amortised cost as per EIR method.

   ii) NCDs of face value amounting to Nil (March 31, 2022: ₹ 150 crores) was redeemed during the year.

   iii) NCDs mentioned above carry a coupon rate ranging from 10.40% to 10.47%.

b. **Secured Loan repayable on demand from Banks**

   Outstanding loan is secured by hypothecation of inventories, trade receivables and all movable assets of the Company both present and future, wherever situated.

c. **Unsecured loans repayable on demands**

   Unsecured loans repayable on demands outstanding as of ₹ 81 crores for the current year (March 31, 2022 : ₹ 433 crores)

d. **Unsecured Commercial papers from Banks and others**

   Commercial paper outstanding of ₹ 350 crores for the current year (March 31, 2022 : ₹ 725 crores)

e. **Bank returns / stock statements filed by the Company with its bankers are in agreement with books of account.**

f. **Funds raised on short term basis have not been utilised for long term purposes and spent for the purpose it were obtained.**

g. **Refer note 55 for borrowings transferred on restructuring of business**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

15. Other financial liabilities

₹ Crores

	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Other financial liabilities carried at amortised Cost				
Trade Deposits	-	-	12	41
Creditors for capital goods	-	-	95	160
Unpaid dividend	-	-	11	10
Employee payables			120	168
Others	2	3	3	4
Total other financial liabilities	**2**	**3**	**241**	**383**

Refer note 55 for other financial liabilities transferred on restructuring of business

16. Other current liabilities

₹ Crores

	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Advances from customers (refer note 36)	2,015	1,212	979	1,258
Statutory liabilities	-	-	23	27
Other liabilities	-	-	19	19
Total other current liabilities	**2,015**	**1,212**	**1,021**	**1,304**

Refer note 55 for other current liabilities transferred on restructuring of business

17. Trade payables- Micro and small enterprises

₹ Crores

	Current	
	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro and small enterprises (refer note 52)	48	133
	48	**133**

18. Trade Payables- Creditors other than micro and small enterprises

₹ Crores

	Current	
	As at March 31, 2023	As at March 31, 2022
Total Outstanding dues of creditors other than micro and small enterprises	6,653	6,318
	6,653	**6,318**

Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 90-360 days terms

For payables to related parties (refer note 36)

For explanations on the Company's financial risk management processes, refer note 41'Financial risk management objectives and policies'.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

18. Trade Payables- Creditors other than micro and small enterprises (Contd.)

Trade payable ageing schedule outstanding for following periods from due date of payment

₹ Crores

As at March 31, 2023	Note due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Outstanding dues of micro enterprises and small enterprises	40	8	0	-	-	48
Outstanding dues of creditors other than micro enterprises and small enterprises	4,785	1,719	99	23	26	6,652
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	1	1
	4,825	**1,727**	**99**	**23**	**27**	**6,701**

₹ Crores

As at March 31, 2022	Note due	Less than 1 year	1-2 years	2-3 years	2-3 years	Total
Outstanding dues of micro enterprises and small enterprises	93	40	0	-	-	133
Outstanding dues of creditors other than micro enterprises and small enterprises	5,063	1,198	30	1	25	6,317
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	1	1
	5,156	**1,238**	**30**	**1**	**26**	**6,451**

Refer note 55 for trade payables transferred on restructuring of business

19. Income taxes

a) The major components of income tax expense for the year are as under:

i) Income tax expenses recognised in the statement of profit and loss:

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Current tax:		
In respect of current year	314	220
Adjustments of tax relating to earlier years	-	-
Deferred tax:		
In respect of current year	(5)	(135)
	309	**85**

ii) Income tax expenses recognised in OCI:

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Deferred tax expenses on remeasurement of defined benefit plan	5	(1)
Deferred tax expenses on remeasurement of equity instruments through other comprehensive income	2	(1)
	7	**2**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

19. Income taxes (Contd.)

b) Reconciliation of tax expense and the accounting profit for the year is as under:

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Accounting profit before income tax	1,284	1,261
Statutory income tax rate of 25.168% (March 31, 2022: 25.168%)	323	317
Dividend Income from Subsidiary	(93)	(140)
Charity and Donations	11	9
Amortisation of goodwill in books considered as not deductible in provision for tax	62	93
Long term Capital Gain on slump sale and sale of shares	67	-
Agricultural Income exempt from tax	(84)	(81)
Impacts of 43B items on business restructuring	34	-
Impact of shift to new tax regime under sec 115BAA	-	(64)
Others	(11)	(50)
	309	**85**
Adjustments of tax relating to earlier years	-	-
Income tax expense reported in the statement of profit and loss	**309**	**85**

During the previous year, the Company elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as per the amendment notified in the official Gazette. Accordingly, the Company had recognised Provision for Income Tax and remeasured its Deferred Tax Assets or Liabilities basis the reduced tax rate prescribed in the said section.

c) Deferred tax

The major components of deferred tax assets/ (liabilities) arising on account of temporary difference are as follows:

₹ Crores

	Balance Sheet		Statement of profit and loss	
	As at March 31, 2023	As at March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Differences in carrying values of property, plant and equipment	(124)	(158)	(34)	(161)
Provision for doubtful debts and advances	19	42	23	17
Gratuity	12	11	(1)	3
Compensated absences	28	31	3	10
Unwinding of interest cost of trade payables	(29)	(24)	5	(2)
Transition impact of Ind AS 116	4	6	2	(2)
Others	3	(5)	(8)	1
Net deferred tax assets/(liabilities)	**(87)**	**(97)**	**-**	**-**
Deferred tax expense/(income) including tax on OCI			**(10)**	**(134)**

Reflected in the balance sheet as follows:

₹ Crores

	Balance Sheet	
	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	63	90
Deferred tax liabilities:	(150)	(187)
Deferred tax liabilities, net	**(87)**	**(97)**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

19. Income taxes (Contd.)

Reconciliation of deferred tax liabilities (net):

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Opening balance as of 1 April	(97)	(231)
Tax income/(expense) during the year recognised in profit or loss	4	135
Tax income/(expense) during the year recognised in OCI	6	(2)
Minimum alternate tax credit utilisation	-	1
Closing balance as at March 31,	**(87)**	**(97)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Given that the Company does not have any intention to dispose investments in subsidiaries and associates in the foreseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised. Similarly, the Company does not have any intention to dispose of its free hold and lease hold land in the foreseeable future, therefore, deferred tax asset on indexation benefit in relation to these assets has not been recognised.

20. Provisions

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Net employee defined benefit liabilities		
Gratuity (refer note 33)	48	44
Compensated absences(refer note below)	110	123
Total Provisions	**158**	**167**

Movement in Compensated absences

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Opening	123	118
Arising during the year	38	19
Utilised	(22)	(14)
Transferred out (refer note 55 for provisions transferred on business restructuring)	(29)	-
Closing	**110**	**123**

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Discount rate	7.30%	6.80%
Return on plan assets	7.30%	6.80%
Annual increase in Salary costs	7.50%	7.50%
Attrition Rate	8%	8%

- Discount rate is based on yields (as on valuation date) of Government Bonds with a tenure similar to the expected working lifetime of the employees.
- The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.
- Annual increase in Salary costs is based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

21. Revenue from operations

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Sale of products	18,495	16,229
Sale / rendering of services		
Job-work income	-	-
Management service fees	60	65
Others	1	1
Other operating revenues		
Export Incentives	137	90
Refund of statutory receivable	12	15
Excess provisions in respect of earlier years written back (net)	15	8
Royalty income	24	19
Miscellaneous receipts	39	22
Total Revenue from operations	**18,783**	**16,449**

Disclosure under Ind AS 115 - Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Revenue by geographical market		
- India	7,675	7,294
- Outside India	11,108	9,155
Total Revenue from operations	**18,783**	**16,449**

Segment revenue in the geographical segments considered for disclosure are as follows:

a) Revenue within India includes sales to customers located within India.

b) Revenue outside India includes sales to end customers located outside India

Revenues from external customers attributed to an individual material foreign countries

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
USA	3,312	2,213
Brazil	2,463	2,191

The Company does not have any customer (other than following related parties), with whom revenue from transactions is more than 10% of Company's total revenue.

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
UPL Corporation Ltd.	206	3,280
UPL Mauritius Ltd	5,577	406
UPL Management DMCC	3,362	2,925
United Phosphorus (India) LLP	2,211	818

c. The Company's performance obligation are satisfied upon shipment and payment is generally due by 45 to 270 days.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

21. Revenue from operations (Contd.)

d. Contract balances

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Trade receivables (refer note 10)	5,739	5,677
Advance from customers (refer note 16)	2,994	2,470

e. Reconciliation of revenue from contract with customers with contracted price

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from contract with customer as per the contract price	21,075	18,337
Adjustments made to contract price on account of :-		
Discounts / Rebates (refer note below)	(608)	(812)
Sales returns (refer note below)	(1,948)	(1,277)
Revenue from contract with customer	**18,519**	**16,248**
Sale of services	61	66
Other operating revenue	203	135
Revenue from operations	**18,783**	**16,449**

Discounts / Rebates / Incentives

The Company issues multiple discount schemes to its customers in order to capture market share. The Company makes accruals for the discount it expects to give to its customers based on the terms of the schemes. Revenue is adjusted for the expected value of discount to be given.

Sales returns

The Company accrues based on the previous history of sales return. Revenue is adjusted for the expected value of return.

22. Other income

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on		
Bank deposits	2	3
Loans and others	27	15
Dividend Income on		
Long-term investments in subsidiary (refer note 36)	369	555
Other non-operating income		
Fair value gain/(loss) on financial instruments at fair value through profit or loss	1	(1)
Rent received	7	5
Profit on sale of assets (includes loss on sale of assets ₹ 0 crores)	-	1
Profit on sale of investments	29	
Sundry credit balances written back	7	1
Share in profit from investment in LLP	12	44
Miscellaneous income	8	8
Total other income	**462**	**631**

Notes to Standalone Financial Statements
for the year ended March 31, 2023

23. Cost of materials consumed

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Inventory at the beginning of the year	1,088	798
Add: Purchases	10,576	8,980
	11,664	**9,778**
Less: inventory at the end of the year	956	1,088
Cost of raw material and components consumed	**10,708**	**8,690**

24. Changes in inventories of finished goods (including stock-in-trade) and work-in-progress

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Inventories at the end of the year		
Finished goods	327	1,129
By-products	14	9
Work-in-progress	169	307
Traded goods	88	269
	598	**1,714**
Inventories at the beginning of the year		
Finished goods	1,129	712
By-products	9	8
Work-in-progress	307	187
Traded goods	269	129
	1,714	**1,036**
(Increase) /Decrease in inventory	**(1,116)**	**(678)**

25. Employee benefit expenses

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	669	630
Contribution to provident and other funds (refer note 33)	48	48
Retirement benefits (refer note 33)	38	19
Staff welfare expenses	73	70
	828	**767**

26. Finance costs

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Interest:		
- On Debentures	6	26
- On Current borrowings	157	76
- On lease liabilities	8	12
- On Income tax	-	-
Exchange Difference (net)	1	1
Finance cost relating to financing element on amounts of trade payables	299	235
Other financial charges	28	27
	499	**377**

Notes to Standalone Financial Statements
for the year ended March 31, 2023

27. Depreciation and amortisation expenses

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property plant and equipment	600	562
Depreciation of Right of Use Assets	45	53
Amortization of intangible assets	306	429
	951	**1,044**

28. Other expenses

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Power and fuel	1,007	797
Containers and packing materials consumed	474	474
Transport charges	610	580
Sub-contracting expenses	586	647
Sales commission	13	26
Rent	41	52
Effluent disposal charges	139	134
Travelling and conveyance	94	69
Advertising and sales promotion	115	124
Legal and professional fees	172	155
Consumption of stores and spares	124	131
Repairs and maintenance		
Plant and machinery	81	70
Buildings	8	10
Others	25	25
Rates and taxes	20	24
Charity and donations	14	1
CSR expenses (Refer note 46)	31	34
Insurance	50	42
Assets written off	4	6
Payment to auditor (Refer details below)	8	8
Loss on sale of investments	-	1
Directors' sitting fees	1	0
Miscellaneous expenses	341	281
	3,958	**3,691**

Payment to auditor

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Audit fee	3	3
Other audit/attestations services (includes certification and group reporting)	4	5
Reimbursement of expenses	0	0
	7	**8**

Notes to Standalone Financial Statements
for the year ended March 31, 2023

29. Research and development costs
Research and Development costs, as certified by the management

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
a) Revenue expenses debited to appropriate heads of account.	173	149
b) Capital Expenditure	23	15

30. Components of Other Comprehensive Income (OCI), net of tax
The disaggregation of changes to OCI by each type of reserve in equity is shown below:

₹ Crores

	Year ended March 31, 2023			Year ended March 31, 2022		
	FVTOCI reserve	Retained earnings	Total	FVTOCI reserve	Retained earnings	Total
Re-measurement gains (losses) on defined benefit plans	-	(16)	(16)	-	2	2
Gain/(loss) on FVTOCI financial assets	(1)	-	(1)	1	-	1
	(1)	**(16)**	**(17)**	**1**	**2**	**3**

31. Earnings per share (EPS)

	Year ended March 31, 2023	Year ended March 31, 2022
Profit attributable to equity holders for basic earnings (₹ crores)	975	1,176
Weighted average number of Equity shares for basic EPS	752,063,074	764,045,456
Weighted average number of Equity shares adjusted for the effect of dilution	**752,063,074**	**764,045,456**
Earnings per equity share (in Rupees)		
Basic (Face value of ₹ 2 each)	12.96	15.39
Diluted (Face value of ₹ 2 each)	**12.96**	**15.39**

32. Details of Loans and Investment as required u/s 186 of Companies Act, 2013

	March 31, 2023	March 31, 2022
Loan given to subsidiaries for working capital / business operations		
SWAL Corporation Limited (repayable on demand) (refer note 36)		
Opening balance	126	-
Loans given during the year	404	126
Loans repayments during the year	(530)	-
Closing balance	**-**	**126**
Maximum amount of loan outstanding during the year	**450**	**126**
UPL Sustainable Solutions Limited (formerly known as Optima Farm Solution Limited) (repayable on demand) (refer note 36)		
Opening balance	-	-
Loans given during the year	67	-
Loans repayments during the year	(67)	-
Closing balance	**-**	**-**
Maximum amount of loan outstanding during the year	**67**	**-**

Rate of interest charged on loans given in ₹ is 11% to 8.5% p.a.

Investments

Details required u/s 186 have been disclosed in note 5 of the standalone financial statements.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

33. Gratuity and other post-employment benefit plans

₹ Crores

	As at March 31, 2023	As at March 31, 2023
Gratuity Plan	48	44

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

The amounts recognised in the statement of profit and loss are as follows:
(i) Defined Benefit Plan

₹ Crores

	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	8	10
Interest cost on benefit obligation	6	5
Return on plan assets	(2)	(2)
Amount included under the head Employee Benefit Expense in Note 25	**11**	**13**
Actuarial losses (gains) arising from change in financial assumptions	(2)	(4)
Actuarial losses arising from experience adjustments	23	2
Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)	-	0
Remeasurements recognised in Other Comprehensive Income(OCI)	**21**	**(2)**
Total Expenses recognised in the statement of Profit and Loss	**32**	**11**
Actual return on plan assets	2	2

(ii) Defined Contribution Plan

₹ Crores

	Provident Fund	
	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost included under the head Employee Benefit Expense in Note 25	26	25

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Superannuation Fund		
Current service cost included under the head Employee Benefit Expense in Note 25	7	8
National Pension Scheme (NPS) Contribution		
Current service cost included under the head Employee Benefit Expense in Note 25	4	3

The amount recognised in Balance Sheet is as follows:

₹ Crores

	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Present value of funded obligation	79	82
Less: Fair value of plan assets	31	38
Net Liability (refer note 20)	**48**	**44**

Notes to Standalone Financial Statements
for the year ended March 31, 2023

33. Gratuity and other post-employment benefit plans (Contd.)

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

₹ Crores

	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Opening defined benefit obligation	82	76
Interest cost	6	5
Current service cost	8	10
Benefits paid	(23)	(6)
Transferred out	(14)	-
Actuarial losses (gains) arising from change in financial assumptions	(2)	(4)
Actuarial losses (gains) arising from change in demographic assumptions	-	-
Actuarial losses (gains) arising from experience adjustments	23	2
Closing defined benefit obligation	79	82

Changes in the fair value of plan assets are as follows:

₹ Crores

	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Opening fair value of plan assets	38	36
Return on plan assets	(2)	2
Benefits paid	0	0
Fund Transferred out	(8)	-
Actuarial gains and (losses)	4	(0)
Closing fair value of plan assets	31	38

Expected contribution to defined benefit plan for the year 2022-23

₹ Crores

	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Expected contribution to defined benefit plan	48	44

Expected Benefit Payments in Future Years

₹ Crores

	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Year 1	13	10
Year 2	6	6
Year 3	6	6
Year 4	5	6
Year 5	5	7
Year 6 to 10	8	26

Notes to Standalone Financial Statements
for the year ended March 31, 2023

33. Gratuity and other post-employment benefit plans (Contd.)

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

₹ Crores

	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Investments with insurer under:	%	%
Funds managed by insurer	100	100

The principal actuarial assumptions at the Balance Sheet date.

	Year ended March 31, 2023	Year ended March 31, 2022
Discount rate	7.30%	6.80%
Return on plan assets	7.30%	6.80%
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Annual increase in Salary costs	7.50%	7.50%
Attrition Rate	8%	8%

- Discount rate is based on yields (as on valuation date) of Government Bonds with a tenure similar to the expected working lifetime of the employees.
- The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.
- Annual increase in Salary costs is based on inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market.

A quantitative sensitivity analysis for significant assumption is as shown below:

₹ Crores

	March 31, 2023		March 31, 2022	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation				
Discount rate	(4)	5	(6)	8
Future salary increases	5	(4)	8	(6)
Withdrawal rate	(0)	0	0	(0)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

34. Commitments

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	343	466

Notes to Standalone Financial Statements
for the year ended March 31, 2023

35. Contingent liabilities

The Company is involved in a number of appellate, judicial and arbitration proceedings (including those described below) concerning matters arising in the course of conduct of the Company's businesses. Some of these proceedings in respect of matters under litigation are in early stages, and in some other cases, the claims are indeterminate. A summary of claims asserted on the Group in respect of these cases have been summarised below.

Amounts in respect of claims asserted by various revenue authorities on the Company, in respect of taxes, which are in dispute, have been tabulated below:

	As at March 31, 2023	As at March 31, 2022
Disputed Income-Tax Liability (excluding interest)	25	26
Disputed Excise Duty / Service Tax liability (excluding interest)	181	182
Disputed Sales Tax/ GST liability	58	52
Disputed Custom Duty liability	22	22
Disputed Fiscal Penalty for cancellation of licenses	33	33
Claims against the Company not acknowledged as debts	1	1

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Company may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period.

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

i. plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;

ii. the proceedings are in early stages;

iii. there is uncertainty as to the outcome of pending appeals or motions or negotiations;

iv. there are significant factual issues to be resolved; and/or

v. there are novel legal issues presented.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Company's standalone financial condition, though the outcomes could be material to the Group's operating results for any particular period, depending, in part, upon the operating results for such period.

Pursuant to the judgment of the Supreme Court of India on February 28, 2019 regarding the allowances to be considered for computing Provident Fund liability, certain components of compensation hitherto excluded from PF need to be included. There are interpretative challenges in application of the judgment retrospectively and the Company has been legally advised that the judgment would be applicable prospectively.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

36. Related party transactions

(a) Names of the related parties where control exists irrespective of whether transactions have occurred or not

(i) Name of the Subsidiary Companies:

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
1	UPL Global Business Services Limited	Crop protection	India	
2	SWAL Corporation Limited	Crop protection	India	
3	United Phosphorus (India) LLP	Crop protection	India	
4	United Phosphorus Global LLP	Crop protection	India	
5	UPL Sustainable Agri Solutions Limited	Crop protection	India	
6	UPL Europe Ltd	Crop protection	United Kingdom	
7	United Phosphorus Polska Sp.z o.o - Poland	Crop protection	Poland	$
8	UPL Benelux B.V.	Crop protection	Netherlands	
9	Cerexagri B.V. - Netherlands	Crop protection	Netherlands	
10	UPL Holdings Cooperatief U.A	Crop protection	Netherlands	
11	UPL Holdings BV	Crop protection	Netherlands	
12	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	Crop protection	Netherlands	
13	Decco Worldwide Post-Harvest Holdings B.V.	Crop protection	Netherlands	
14	UPL Holdings Brazil B.V.	Crop protection	Netherlands	
15	UPL Italia S.R.L.	Crop protection	Italy	
16	UPL IBERIA, SOCIEDAD ANONIMA	Crop protection	Spain	
17	Decco Iberica Postcosecha, S.A.U., Spain	Crop protection	Spain	
18	Transterra Invest, S. L. U., Spain	Crop protection	Spain	
19	Cerexagri S.A.S.	Crop protection	France	
20	UPL France	Crop protection	France	
21	UPL Switzerland AG (FKA United Phosphorus Switzerland Limited)	Crop protection	Switzerland	
22	Decco Italia SRL,Italy	Crop protection	Italy	
23	Limited Liability Company "UPL"	Crop protection	Russia	
24	Decco Portugal Post Harvest LDA	Crop protection	Portugal	
25	UPL NA Inc.	Crop protection	USA	
26	Cerexagri, Inc. (PA),USA	Crop protection	USA	
27	UPL Delaware, Inc.,USA	Crop protection	USA	
28	Decco US Post-Harvest Inc (US)	Crop protection	USA	
29	RiceCo LLC,USA	Crop protection	USA	
30	Riceco International, Inc.Bhamas	Crop protection	Bahamas	
31	UPL Corporation Limited, Mauritius	Crop protection	Mauritius	
32	UPL Management DMCC	Crop protection	United Arab Emirates	
33	UPL LIMITED,Gibraltor	Crop protection	Gibraltar	
34	UPL Agro SA DE CV.	Crop protection	Mexico	
35	Decco PostHarvest Mexico	Crop protection	Mexico	
36	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	Crop protection	Brazil	
37	UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	Crop protection	Brazil	
38	UPL Costa Rica S.A.	Crop protection	Costa Rica	
39	UPL Bolivia S.R.L	Crop protection	Bolivia	
40	UPL Paraguay S.A.	Crop protection	Paraguay	
41	UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	Crop protection	Argentina	
42	UPL Argentina S A	Crop protection	Argentina	
43	Decco Chile SpA	Crop protection	Chile	
44	UPL Colombia SAS(Foremerly Known as Evofarms Colombia SA)	Crop protection	Colombia	
45	United Phosphorus Cayman Limited	Crop protection	Cayman Islands	
46	UP Aviation Limited,Cayman Island	Crop protection	Cayman Islands	

Notes to Standalone Financial Statements

for the year ended March 31, 2023

36. Related party transactions (Contd.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
47	UPL Australia Pty Limited	Crop protection	Australia	
48	UPL Shanghai Ltd	Crop protection	China	
49	PT.UPL Indonesia	Crop protection	Indonesia	
50	PT Catur Agrodaya Mandiri, Indonesia	Crop protection	Indonesia	
51	UPL Limited,Hong Kong	Crop protection	Hong Kong	
52	UPL Philippines Inc.	Crop protection	Philippines	
53	UPL Vietnam Co. Ltd	Crop protection	Vietnam	
54	UPL Japan GK	Crop protection	Japan	
55	Anning Decco Biotech Co., Ltd (FKA Anning Decco Fine Chemical Co. Limited, China)	Crop protection	China	
56	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	Crop protection	Turkey	
57	UPL Agromed Tohumculuk Sa,Turkey	Crop protection	Turkey	
58	Decco Israel Ltd (FKA Safepack Products Limited, Israel)	Crop protection	Israel	
59	Citrashine (Pty) Ltd, South Africa (Formerly known as Friedshelf 1114 (Pty) Ltd,South Africa)	Crop protection	South Africa	
60	Prolong Limited	Crop protection	Israel	
61	Perrey Participações S.A	Crop protection	Brazil	
62	Advanta Netherlands Holdings BV, Netherlands	Seed Business	Netherlands	
63	Advanta Semillas SAIC, Argentina	Seed Business	Argentina	
64	Advanta Holdings BV, Netherland	Seed Business	Netherlands	
65	Advanta Seeds International, Mauritius	Seed Business	Mauritius	
66	Pacific Seeds Holdings (Thai) Ltd, Thailand	Seed Business	Thailand	
67	Pacific Seeds (Thai) Ltd, Thailand	Seed Business	Thailand	
68	Advanta Seeds Pty Ltd, Australia	Seed Business	Australia	
69	Advanta US, LLC (Formerly Known as Advanta US Inc,USA)	Seed Business	USA	
70	Advanta Commercio De Sementes Ltda,Brazil	Seed Business	Brazil	
71	Pt. Advanta Seeds Indonesia	Seed Business	Indonesia	
72	Advanta Seeds DMCC	Seed Business	United Arab Emirates	
73	UPL Jiangsu Limited	Crop protection	China	
74	RiceCo International Bangladesh Limited	Crop protection	Bangladesh	
75	Uniphos Malaysia Sdn Bhd	Crop protection	Malaysia	
76	Advanta Seeds Ukraine LLC	Seed Business	Ukraine	
77	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	Crop protection	Turkey	
78	Arysta LifeScience America LLC (FKA Arysta LifeScience America Inc.)	Crop protection	USA	$$1
79	Arysta LifeScience Management Company, LLC	Crop protection	USA	
80	Arysta LifeScience India Limited	Crop protection	India	
81	Arysta LifeScience Agriservice Private Limited	Crop protection	India	
82	UPL Togo SAU	Crop protection	Togo	
83	Arysta Agro Private Limited (under liquidation)	Crop protection	India	
84	GBM USA LLC	Crop protection	USA	$
85	UPL Agrosolutions Canada Inc	Crop protection	Canada	
86	Arysta LifeScience North America, LLC	Crop protection	USA	
87	Arysta LifeScience NA Holding LLC	Crop protection	USA	
88	Arysta LifeScience Inc.	Crop protection	USA	
89	Arysta LifeScience Services LLP	Crop protection	India	
90	Arysta LifeScience Benelux SRL (FKA Arysta LifeScience Benelux SPRL)	Principal activities	Belgium	
91	Arysta LifeScience (Mauritius) Ltd	Crop protection	Mauritius	
92	UPL South Africa (Pty) Ltd	Crop protection	South Africa	

Notes to Standalone Financial Statements

for the year ended March 31, 2023

36. Related party transactions (Contd.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
93	Arysta Health and Nutrition Sciences Corporation	Crop protection	Japan	
94	Arysta LifeScience Corporation	Health Nutrition Solution	Japan	
95	Arysta LifeScience S.A.S.	Crop protection	France	
96	Arysta LifeScience Chile S.A.	Crop protection	Chile	
97	Arysta LifeScience Mexico, S.A.de C.V	Crop protection	Mexico	
98	Grupo Bioquimico Mexicano, S.A. de C.V.	Crop protection	Mexico	
99	Arysta LifeScience UK & Ireland Ltd	Crop protection	U.K.	
100	UPL Agricultural Solutions	Crop protection	Italy	
101	UPL Europe Supply Chain GmbH (FKA Platform Sales Suisse GmbH)	Crop protection	Switzerland	
102	UPL Agricultural Solutions Holdings BV	Crop protection	Netherlands	
103	Netherlands Agricultural Investment Partners LLC	Crop protection	Netherlands	
104	UPL Bulgaria EOOD	Crop protection	Bulgaria	
105	UPL Agricultural Solutions Romania SRL	Crop protection	Romania	
106	Arysta LifeScience Great Britain Ltd	Crop protection	U.K.	
107	Arysta LifeScience Netherlands BV	Crop protection	Netherlands	
108	Arysta LifeScience Australia Pty Ltd.	Crop protection	Australia	
109	Arysta-LifeScience Ecuador S.A.	Crop protection	Ecuador	
110	Arysta LifeScience Ougrée Production SRL (FKA Arysta LifeScience Ougrée Production Sprl)	Crop protection	Belgium	
111	UPL Hellas S.A. (FKA Arysta LifeScience Hellas S.A. Plant Protection, Nutrition and Other Related Products and Services)	Crop protection	Greece	
112	Naturagri Soluciones, SLU	Crop protection	Spain	
113	Arysta LifeScience Switzerland Sarl	Crop protection	Switzerland	$
114	Vetophama SAS	Crop protection	France	
115	Sci PPWJ	Animal Health	France	
116	Vetopharma Iberica SL	Animal Health	Spain	$
117	United Phosphorus Global Services Limited	Animal Health	Ireland	
118	Arysta LifeScience European Investments Limited	Crop protection	U.K.	$
119	Arysta LifeScience U.K. Limited	Crop protection	U.K.	$
120	Arysta LifeScience U.K. CAD Limited	Crop protection	U.K.	$
121	Arysta LifeScience U.K. EUR Limited	Crop protection	U.K.	$
122	Arysta LifeScience U.K. JPY Limited	Crop protection	U.K.	
123	Arysta LifeScience U.K. USD Limited	Crop protection	U.K.	$
124	Arysta Lifescience U.K. Holdings Limited	Crop protection	U.K.	$
125	Arysta LifeScience Japan Holdings Goudou Kaisha	Crop protection	Japan	
126	Arysta LifeScience Cameroun SA	Crop protection	Cameroon	
127	Callivoire SGFD S.A.	Crop protection	Cote D'Ivoire	
128	UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	Crop protection	Egypt	
129	Calli Ghana Ltd.	Crop protection	Ghana	
130	Arysta LifeScience Kenya Ltd.	Crop protection	Kenya	
131	Mali Protection Des Cultures (M.P.C.) SA	Crop protection	Mali	
132	Agrifocus Limitada	Crop protection	Mozambique	
133	UPL Holdings SA (Pty) Ltd	Crop protection	South Africa	
134	Anchorprops 39 (Proprietary) Ltd	Crop protection	South Africa	
135	Sidewalk Trading (Pty) Ltd	Crop protection	South Africa	
136	Volcano Agroscience (Pty) Ltd	Crop protection	South Africa	
137	UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	Crop protection	Tanzania	

Notes to Standalone Financial Statements

for the year ended March 31, 2023

36. Related party transactions (Contd.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
138	Pt. Arysta LifeScience Tirta Indonesia	Crop protection	Indonesia	
139	UPL Limited Korea	Crop protection	Korea	
140	Arysta LifeScience Pakistan (Pvt.) LTD.	Crop protection	Pakistan	
141	Arysta LifeScience Philippines Inc.	Crop protection	Philippines	
142	Arysta LifeScience Asia Pte., Ltd.	Crop protection	Singapore	
143	Arysta LifeScience (Thailand) Co., Ltd.	Crop protection	Thailand	
144	Arysta LifeScience Vietnam Co., Ltd.	Crop protection	Vietnam	
145	Laboratoires Goëmar SAS	Crop protection	France	
146	UPL Czech s.r.o.	Crop protection	Czech Rpb	
147	UPL Deutschland GmbH	Crop protection	Germany	
148	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság.	Crop protection	Hungary	
149	UPL Polska Sp. z.o.o	Crop protection	Poland	
150	Betel Reunion S.A.	Crop protection	Reunion(Fr)	
151	UPL Slovakia S.R.O	Crop protection	Slovakia	
152	UPL Ukraine LLC	Crop protection	Ukraine	
153	UPL Global Limited (FKA Arysta LifeScience Global Limited)	Crop protection	U.K.	
154	Arysta LifeScience Colombia S.A.S	Crop protection	Colombia	
155	Arysta LifeScience CentroAmerica, S.A.	Crop protection	Guatemala	
156	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	Crop protection	Mexico	
157	Arysta LifeScience Paraguay S.R.L.	Crop protection	Paraguay	$$2
158	Arysta LifeScience Peru S.A.C	Crop protection	Peru	
159	Arysta LifeScience Costa Rica SA.	Crop protection	Costa Rica	$
160	Arysta LifeScience de Guatemala, S.A.	Crop protection	Guatemala	
161	Arysta LifeScience S.R.L	Crop protection	Bolivia	$$3
162	Myanmar Arysta LifeScience Co., Ltd.	Crop protection	Myanmar	
163	Arysta LifeScience U.K. BRL Limited	Crop protection	U.K.	
164	UPL New Zealand Limited	Crop protection	New Zealand	
165	MacDermid Agricultural Solutions Australia Pty Ltd	Crop protection	Australia	
166	Arysta LifeScience Registrations Great Britain Ltd	Crop protection	U.K.	
167	Industrias Agriphar SA	Crop protection	Guatemala	
168	Agripraza Ltda.	Crop protection	Portugal	
169	Arysta LifeScience Corporation Republica Dominicana, SRL	Crop protection	Dominican Rpb	
170	Grupo Bioquimico Mexicano Republica Dominicana SA	Crop protection	Dominican Rpb	
171	Arysta Lifescience Paraguay (FKA Arvesta Paraguay S.A.)	Crop protection	Paraguay	$
172	Arysta Agroquimicos y Fertilzantes Uruguay SA	Crop protection	Uruguay	
173	Arysta LifeScience U.K. USD-2 Limited	Crop protection	U.K.	$
174	Industrias Bioquim Centroamericana, Sociedad Anónima	Crop protection	Costa Rica	
175	Bioquim Panama, Sociedad Anónima	Crop protection	Panama	$$4
176	UPL Nicaragua, Sociedad Anónima	Crop protection	Nicaragua	
177	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	Crop protection	Dominic Republic	
178	Nutriquim De Guatemala, Sociedad Anónima	Crop protection	Guatemala	
179	UPL Agro Ltd	Crop protection	Hong Kong	
180	UPL Portugal Unipessoal, Ltda.	Crop protection	Portugal	
181	UPL Services LLC	Crop protection	USA	
182	United Phosphorus Holdings UK Ltd	Crop protection	U.K.	
183	Nurture Agtech Pvt Ltd.	Crop protection	India	

Notes to Standalone Financial Statements

for the year ended March 31, 2023

36. Related party transactions (Contd.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
184	Natural Plant Protection Limited	Crop protection	India	
185	Advanta Biotech General Trading Ltd	Crop protection	UAE	
186	UPL Mauritius Limited	Seed Business	Mauritius	
187	Hannaford Nurture Farm Exchange Pty Ltd	Crop protection	Australia	
188	UPL Zambia Ltd	Crop protection	Zambia	
189	INGEAGRO S.A	Crop protection	CHILE	
190	Laoting Yoloo Bio-Technology Co. Ltd	Crop protection	China	
191	Nurture Financial Solutions Limited (ceased to be subsidiary w.e.f 29th September 2022)	Crop protection	India	$
192	Decco Holdings UK Ltd	Crop protection	U.K.	@
193	Advanta Seeds Holdings UK Ltd	Crop protection	U.K.	@
194	Advanta Holdings US Inc.	Seed Business	USA	@
195	UPL Crop Protection Investments UK Limited	Seed Business	U.K.	@
196	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	Crop protection	Brazil	@,$$
197	UPL Investments Southern Africa Pty Ltd	Crop protection	South Africa	@
198	UPL Corporation Ltd,Cayman (FKA UPL Ltd)	Crop protection	Cayman Islands	@
199	UPL Health & Nutrition Science Holdings Limited	Crop protection	U.K.	@
200	UPL Animal Health Holdings Limited	Health Nutrition Solution	U.K.	@
201	UPL Investments UK Limited	Animal Health	U.K.	@
202	PT EXCEL MEG INDO	Crop protection	Indonesia	@1
203	PT Ace Bio Care	Crop protection	Indonesia	@1
204	UPL Speciality Chemicals Limited	Crop protection	India	#
205	UPL Agri Science Private Ltd	Crop protection	India	#
206	Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	Crop protection	India	#
207	Advanta Seeds Romania S.R.L	Seed Business	Romania	#
208	UPL GLOBAL SERVICES DMCC	Seed Business	UAE	#
209	Advanta Mauritius Limited	Crop protection	Mauritius	#
210	UPL LANKA (PRIVATE) LIMITED	Seed Business	Sri Lanka	#
211	UPL Radicle LP	Crop protection	USA	#
212	Kudos Chemie Ltd	Crop protection	India	#1
213	Nature Bliss Agro Limited (FKA Nature Bliss Agro Private Limited)	Crop protection	India	#1

Subsidiary formed during the current year

#1 Subsidiary acquired during the current year

@ Subsidiary formed during the previous year

@1 Subsidiary acquired during the previous year

$ Subsidiary liquidated during the year

Subsidiary formed during the current year

During the year the following group reorganizations were effected:

$$1 - UPL Limited Mauritius (Formerly known as UPL Agro Limited Mauritius) was merged into UPL Mauritius Limited.

$$2 - Arysta LifeScience RUS LLC was merged into Limited Liability Company "UPL" (formerly CJSC United Phosphorus Limited, Russia).

$$3 - Arysta LifeScience Vostok Ltd. was merged into Limited Liability Company "UPL" (formerly CJSC United Phosphorus Limited, Russia).

$$4 - Omega Agroindustrial, S.A. de C.V. was merged into Grupo Bioquimico Mexicano, S.A. de C.V.

$$5 - Servicios Agricolas Mundiales SA de CV was merged into Arysta LifeScience Mexico, S.A.de C.V.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

36. Related party transactions (Contd.)

(b) Names of the other related parties

(i)	Name of Associate Companies:	Country of incorporation/ Principal place of business	Notes
1	Weather Risk Management Private Ltd	India	
2	Ingen Technologies Private Limited	India	*
3	Kerala Enviro Infrastructure Limited	India	
4	3SB Produtos Agricolas S.A.	Brazil	
5	Sinagro Produtos Agropecuarios S.A.	Brazil	
6	Serra Bonita Sementes S.A.	Brazil	
7	Chemiesynth (Vapi) Limited	India	
8	Universal Pesto Chem Industries (India) Private Limited	India	
9	Agri Fokus (Pty) Ltd.	South Africa	
10	Novon Retail Company (Pty) Ltd.	South Africa	
11	Agronamic (Pty) Ltd.	South Africa	
12	Novon Protecta (Pty) Ltd	South Africa	
13	Silvix Forestry (Pty) Ltd.	South Africa	
14	Nexus AG (Pty) Ltd	South Africa	
15	Dalian Advanced Chemical Co.Ltd.	China	
16	Société des Produits Industriels et Agricoles	Senegal	
17	Callitogo SA	Togo	
18	Eswatini Agricultural Supplies Limited	South Africa	
19	Pixofarm GmbH	Austria	

* This is 100% step-down subsidiary of Weather Risk Management Private Ltd.

(ii) Joint Venture Companies:

	Name	Country of incorporation/ Principal place of business
1	Hodagaya UPL Co. Limited	Japan
2	Longreach Plant Breeders Management Pty Limited	Australia
3	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	Brazil
4	"Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A)"	
5	United Phosphorus (Bangladesh) Limited	Bangladesh

(iii) Enterprises over which key management personnel and their relatives have significant influence:

	Name
1	BEIL Infrastructure Limited
2	Bloom Packaging Private Limited
3	Bloom Seal Containers Private Limited
4	Daman Ganga Pulp and Papers Private Limited
5	Demuric Holdings Private Limited
6	Enviro Technology Limited
7	Gharpure Engineering and Construction Private Limited
8	Accolade Properties Pvt Ltd
9	Uniphos Envirotronic Private Limited
10	Jai Trust
11	Pot Plants
12	Sanguine Holdings Private Limited
13	Tatva Global Environment Private Limited (formerly Tatva Global Environment Limited)
14	Tatva Global Environment (Deonar) Limited
15	Ultima Search
16	Uniphos International Limited
17	Uniphos Enterprises Limited
18	UPL Environmental Engineers Limited
19	Nerka Chemicals Private Limited
20	Bench Bio Private Limited
21	Pentaphos Industries Private Ltd (up to November 30, 2022)
22	Vikram Farm

(iv) Key Management Personnel and their relatives :

Directors and their relatives

Mr. Rajnikant.D. Shroff (director up to November 30, 2022)*
Mrs. Sandra R. Shroff (director up to August 31, 2020) *
Mrs. Shilpa Sagar*
Mr. Arun C. Ashar (director up to November 30, 2022)
Mr. Jai Shroff
Mr. Vikram R. Shroff
Mr. Suresh Kumar (director from October 20, 2022)
Mr. Navin Ashar* (up to November 30, 2022)
Mr. Hardeep Singh
Mr. Vasant Gandhi
Mr. Pradeep Goyal (up to November 30, 2022)
Mr Raj Tiwari (director from November 1, 2022)
Mr. Carlos Alberto De Paiva Pellicer (director From November 1, 2022)
Dr. Reena Ramchandran (up to November 30, 2022)
Mrs. Usha Mohan Rao-Monari (up to May 12, 2021)
Mrs. Naina Lal Kidwai (with effect from Oct 1, 2021)
Mr. Anand K Vora - Chief Financial Officer
Mr. Sandeep Deshmukh - Company Secretary

* Relatives of Key management personnel.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

36. Related party transactions (Contd.)

(c) The following transactions were carried out with related parties in the ordinary course of business:

₹ Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
NATURE OF TRANSACTIONS:										
1 INCOME										
(A) SALES:										
(i) GOODS	**14,382**	**11,500**	**2**	**7**	**2**	**4**	**2**	**1**	**14,388**	**11,512**
UPL Corporation Ltd.	209	3,361	-	-	-	-	-	-	209	3,361
Upl Ltd. - Mauritius	-	607	-	-	-	-	-	-	-	607
UPL Mauritius Ltd	5,577	396	-	-	-	-	-	-	5,577	396
UPL Management DMCC	3,302	2,925	-	-	-	-	-	-	3,302	2,925
United Phosphorus (India) LLP	2,211	2,132	-	-	-	-	-	-	2,211	2,132
Others	3,083	2,079	2	7	2	4	2	1	3,090	2,091
(ii) FIXED ASSETS:	**3**	**1**	**-**	**-**	**-**	**-**	**-**	**-**	**3**	**1**
United Phosphorus (India) LLP	-	0	-	-	-	-	-	-	-	0
Arysta Lifescience India Ltd	-	1	-	-	-	-	-	-	-	1
Nurture Agtech Pvt Ltd	3	-							3	-
(B) DIVIDEND RECEIVED	**369**	**555**	**-**	**-**	**-**	**-**	**-**	**-**	**369**	**555**
Swal Corporation Ltd	325	-	-	-	-	-	-	-	325	-
UPL Corporation Limited	-	555							-	555
Advanta Seeds International - Mauritius	44	0							44	-
(C) MANAGEMENT FEES / OTHER SERVICES										
MANAGEMENT FEES	5	5	-	-	-	-	3	3	8	8
United Phosphorus (India) LLP	5	5	-	-	-	-	-	-	5	5
BEIL Infrastructure Limited	-	-	-	-	-	-	1	1	1	1
Uniphos Enterprises Limited	-	-	-	-	-	-	-	1	-	1
Tatva Global Environment Private Limited	-	-	-	-	-	-	1	1	1	1
Enviro Technology Ltd	-	-	-	-	-	-	0	0	0	0
(D) RENT RECEIVED	**6**	**3**	**-**	**-**	**-**	**-**	**1**	**0**	**7**	**3**
United Phosphorus (India) LLP	6	3	-	-	-	-	-	-	6	3
Others	-	-	-	-	-	-	1	0	1	0

Notes to Standalone Financial Statements
for the year ended March 31, 2023

36. Related party transactions (Contd.)

₹ Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
(E) ROYALTY INCOME	**33**	**23**	**-**	**-**	**-**	**-**	**-**	**-**	**33**	**23**
United Phosphorus (India) LLP	29	23	-	-	-	-	-	-	29	23
UPL Sustainable Agri Solutions Ltd.	5								5	-
(F) OTHER INCOME	**6**	**8**	**-**	**-**	**-**	**-**	**-**	**-**	**6**	**8**
UP Aviation Limited	6	8							6	8
(G) SLUMP SALE	**2,428**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,428**	**-**
Advanta Enterprises Ltd	667	-	-	-	-	-	-	-	667	-
Nurture Ag-tech Pvt Ltd	301	-	-	-	-	-	-	-	301	-
UPL Sustainable Agri Solutions Ltd	1,460	-	-	-	-	-	-	-	1,460	-
(H) WRITE BACK OF PAYABLES	1	3	-	-	-	-	-	-	1	3
UPL Corporation Ltd.	1	3	-	-	-	-	-	-	1	3
2 EXPENSES										
(A) PURCHASES										
(i) GOODS	**1,784**	**1,615**	**4**	**11**	**-**	**-**	**134**	**148**	**1,922**	**1,774**
UPL Sustainable Agri Solutions Ltd. (form -Optima Farm Solutions Ltd.)	202	167	-	-	-	-	-	-	202	167
Arysta Life Science India Ltd.	1,230	1,166	-	-	-	-	-	-	1,230	1,166
Others	352	282	4	11	-	-	134	148	490	441
(ii) PURCHASE OF LICENCES	**0**	**49**	**-**	**-**	**-**	**-**	**-**	**-**	**0**	**49**
United Phosphorus India LLP	0	49	-	-	-	-	-	-	0	49
Others	-	0	-	-	-	-	-	-	-	0
(iii) FIXED ASSETS	**0**	**11**	**-**	**-**	**-**	**-**	**1**	**1**	**1**	**12**
Uniphos Envirotronic Pvt. Ltd.	-	-	-	-	-	-	1	1	1	1
Arysta Lifescience India Ltd	-	3	-	-	-	-	-	-	-	3
Arysta Lifescience Management		8							-	8
United Phosphorus India LLP	0	-	-	-	-	-	-	-	0	-
(iv) OTHERS	-	-	-	-	-	-	0	0	0	0
Vikram Farm	-	-	-	-	-	-	0	0	0	0
Others	-	-	-	-	-	-	0	0	0	0

Notes to Standalone Financial Statements
for the year ended March 31, 2023

36. Related party transactions (Contd.)

₹ Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
(B) SERVICES	**23**	**19**	**6**	**7**	**-**	**-**	**117**	**89**	**146**	**115**
UPL Global Business Services Ltd	23	19	-	-	-	-	-	-	23	19
BEIL Infrastructure Limited	-	-	-	-	-	-	112	85	112	85
Others	0	0	6	7	-	-	5	4	11	11
(C) RENT	**-**	**-**	**-**	**-**	**-**	**-**	**6**	**1**	**6**	**1**
Sanguine Holdings Pvt. Ltd.	-	-	-	-	-	-	-	0	-	0
Accolade Properties							6	-	6	-
Bloom Packaging Pvt. Ltd.	-	-	-	-	-	-	-	0	-	0
Ultima Search	-	-	-	-	-	-	-	0	-	0
Jai Trust	-	-	-	-	-	-	-	0	-	0
Others	-	-	-	-	-	-	-	0	-	0
(D) COMMISSION ON SALES	**5**	**17**		**-**		**-**		**-**	**5**	**17**
Nurture Agtech Pvt Ltd	5	17		-		-		-	5	17
(E) CONTRIBUTION / C.S.R.	-	-	-	-	-	-	1	0	1	0
Crop Care Federation of India	-	-	-	-	-	-	1	0	1	0
(F) Sales Promotion	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2**	**-**	**2**
Uniphos Envirotronic Pvt. Ltd	-	-	-	-	-	-	-	2	-	2
(G) Royalty/Loyalty	1	5	-	-	-	-	-	-	1	5
Nurture Agtech Pvt. Ltd.	1	5	-	-	-	-	-	-	1	5
3 FINANCE										
(A) LOAN / INTER CORPORATE DEPOSITS GIVEN	**404**	**126**	**-**	**-**	**-**	**-**	**-**	**-**	**404**	**126**
SWAL Corporation Limited	404	126	-	-	-	-	-	-	404	126
(B) INTEREST Paid	**0**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0**	**-**
Advanta Enterprises Ltd	0								0	-
(B) INTEREST RECEIVED	**18**	**1**	**-**	**-**	**-**	**-**	**0**	**0**	**18**	**1**
SWAL Corporation Limited	18	1	-	-	-	-	-	-	18	1
Others	0	-	-	-	-	-	0	0	0	0
(C) Buyback of Shares by Subsidiary	**945**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**945**	**-**
UPL Corporation Ltd.(Formerly known as Biowin Corpn. Ltd.	945	-	-	-	-	-	-	-	945	-

Notes to Standalone Financial Statements
for the year ended March 31, 2023

36. Related party transactions (Contd.)

₹ Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
(C) REPAYMENT AGAINST LOAN GIVEN	**530**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**530**	**-**
Swal Corporation Limited	530	-	-	-	-	-	-	-	530	-
(D) SALE OF BONDS/Shares	**67**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**67**	**-**
Swal Corporation Limited	17	-	-	-	-	-	-	-	17	-
Nurture Agtech Private Limited	50								50	
(E) Borrowings taken	**250**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**250**	**-**
Advanta Enterprises Ltd	250	-	-	-	-	-	-	-	250	-
(E) Borrowings repaid	**200**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**200**	**-**
Advanta Enterprises Ltd	200	-	-	-	-	-	-	-	200	-
(F) Investments made	**2,597**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,597**	**-**
Advanta Enterprises Ltd.	2,252	-	-	-	-	-	-	-	2,252	-
Others	345	-	-	-	-	-	-	-	345	-
4 (A) REIMBURSMENTS RECEIVED	**193**	**51**	**-**	**-**	**-**	**-**	**0**	**1**	**193**	**52**
Swal Corporation Limited	18	19	-	-	-	-	-	-	18	19
United Phosphorus (India) LLP	8	9	-	-	-	-	-	-	8	9
Advanta Enterprises Limited	18	-	-	-	-	-	-		18	-
UPL Sustainable Solutions Limited	113	-	-	-	-	-	-		113	-
UPL Global Business Services LTD.	2	8	-	-	-	-	-		2	8
Nurture Agtech Pvt Ltd	-	9	-	-	-	-	-		-	9
Others	34	6	-	-	-	-	0	0	34	6
(B) REIMBURSEMENTS MADE	**64**	**33**	**-**	**-**	**-**	**-**	**0**	**0**	**64**	**33**
Swal Corporation Ltd.	-	32	-	-	-	-	-	-	-	32
Advanta Enterprises Ltd	5	-	-	-	-	-	-	-	5	
Others	59	1	-	-	-	-	0	0	60	1
5 ADVANCES FROM CUSTOMERS	**-**	**2,321**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,321**
UPL Limited Mauritius	-	1,141	-	-	-	-	-	-	-	1,141
UPL Management DMCC	-	1,180	-	-	-	-	-	-	-	1,180

Notes to Standalone Financial Statements

for the year ended March 31, 2023

36. Related party transactions (Contd.)

₹ Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
(d) The following are the outstanding balances with related parties as at the year end:										
6 OUTSTANDING AT THE YEAR END										
(A) PAYABLES	**1,102**	**258**	**0**	**0**	**0**	**-**	**17**	**23**	**1,120**	**281**
UPL Corporation Ltd.	-	-	-	-	-	-	-	-	-	-
UPL Ltd, Hong Kong	123	136	-	-	-	-	-	-	123	136
UPL Vietnam Co. Limited	1	54	-	-			-	-	1	54
UPL Sustainable Agri Solutions LTD	539	-	-	-			-	-	539	-
Arysta Lifescience India Ltd.	260	-	-	-	-	-	-	-	260	-
Others	179	68	0	0	0	-	17	23	197	91
(B) RECEIVABLE	**5,198**	**3,714**	**1**	**1**	**0**	**1**	**3**	**2**	**5,094**	**3,718**
United Phosphorus (India) LLP	785	841	-	-	-	-	-	-	785	841
Swal Corporation Limited	433	393	-	-	-		-		433	393
UPL Corporation Ltd.	0	848	-	-	-	-	-	-	(64)	848
UPL Management DMCC	0	1,006	-	-	-		-		(44)	1,006
UPL Sustainable Agri Solutions LTD	1,223	119		-					1,223	119
UPL Mauritius Ltd	1,854	419	-	-	-	-	-	-	1,854	419
Others	903	88	1	1	0	1	3	2	907	92
(C) LOANS AND ADVANCES GIVEN	**-**	**126**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**126**
Swal Corporation Ltd.	-	126	-	-	-	-	-	-	-	126
(D) INTEREST RECEIVABLE	**4**	**6**	**-**	**-**	**-**	**-**	**-**	**0**	**4**	**6**
Swal Corporation Ltd.	3	6	-	-	-	-	-	-	3	6
Others	1	-	-	-	-	-	-	0	1	0
(E) MANAGEMENT FEES RECEIVABLE	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1**	**-**	**1**
Tatva Global Environment Private Limited	-	-	-	-	-	-	-	0	-	0
Gharpure Engineering and Construction Private Limited	-	-	-	-	-	-	-	0	-	0
Bharuch Enviro Inf. Ltd.	-	-	-	-	-	-	-	0	-	0
Uniphos Enterprises Ltd.	-	-	-	-	-	-	-	0	-	0
Enviro Technology Ltd	-	-	-	-	-	-	-	0	-	0

Notes to Standalone Financial Statements

for the year ended March 31, 2023

36. Related party transactions (Contd.)

₹ Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
(F) REIMBURSEMENT RECEIVABLE	**47**	**17**	**-**	**-**	**-**	**-**	**-**	**-**	**47**	**17**
Advanta Semilas SAIC	9	8	-	-	-	-	-	-	9	8
UP Aviation Limited	6	8	-	-	-	-	-	-	6	8
United Phosphorus (India) LLP	31	-	-	-	-	-	-	-	31	-
Others	1	1	-	-	-	-	-	-	1	1
(G) ADVANCES FROM CUSTOMERS	**2,853**	**2,304**	**-**	**-**	**-**	**-**	**-**	**-**	**2,853**	**2,304**
UPL Limited Mauritius	-	1,130	-	-	-	-	-	-	-	1,130
UPL Management DMCC	1,436	1,174	-	-	-	-	-	-	1,436	1,174
UPL Mauritius Ltd	1,417	-							1,417	-
Others	-	-	-	-	-	-	-	-	-	-
(H) DEPOSIT GIVEN	**-**	**-**	**-**	**-**	**-**	**-**	**4**	**5**	**4**	**5**
Daman Ganga Pulp And Papers	-	-	-	-	-	-	4	4	4	4
BEIL Infrastructure Limited	-	-	-	-	-	-	-	1	-	1
Others	-	-	-	-	-	-	0	0	0	0
(I) Borrowings including interest payable	**50**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**50**	**-**
Advanta Enterprises Ltd	50	0	-	-	-	-	-	-	50	-

(Above figures are gross of tax)

Notes to Standalone Financial Statements

for the year ended March 31, 2023

36. Related party transactions (Contd.)

e. Transactions with Key Management Personnel and their relatives

₹ Crores

Nature of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
Remuneration (refer note 1 below)		
Short term benefits	38	19
Post-Employment benefits	6	4
	44	**23**
Rent Paid	0	0
Professional Fees	1	1
Reimbursements Made	0	0
Outstanding's as at the Balance Sheet Date:		
Sundry Deposits given	0	0

Notes:

1. The remuneration of key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. The above figures do not include provisions for gratuity and compensated absence as separate actuarial valuation are not available.
2. Terms and conditions of transactions with related parties

   The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

37. Capitalization of expenditure

During the year, the Company has capitalized the following expenses of revenue nature to the cost of property, plant and equipment / capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalized by the Company.

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Employee cost and other expenses	62	55
Finance cost capitalised	19	18

Borrowing cost was capitalized at the rate 7.94% (March 2022: 7.94%)

38. Hedging activities and derivatives

Derivatives not designated as hedging instruments

The Company uses full currency interest rate swap and foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

38. Hedging activities and derivatives (Contd.)

The Company enters into foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

	Currency	As at March 31, 2023 (In. '000)	As at March 31, 2023 (₹ Crores)	As at March 31, 2022 (In. '000)	As at March 31, 2022 (₹ Crores)	Purpose
Nature of Instrument						
Forward contract - Buy	USD	147,702	1,214	234,884	1,746	Hedging

Un-hedged Foreign Currency balances:

	Currency	As at March 31, 2023 (In. '000)	As at March 31, 2023 (₹ Crores)	As at March 31, 2022 (In. '000)	As at March 31, 2022 (₹ Crores)
Payables					
	USD	318,883	2,620	230,756	1,712
	EUR	10,980	1	26,957	227
	GBP	111	1	249	2
	AUD	6	0	19	0
	CHF	86	1	1,196	10
	AED	115	0	115	0
	NZD	-	-	1	0
	CAD	11	0	-	-
Receivable	USD	290,828	2,390	360,834	2,682
	EUR	15,651	140	21,057	177
	AUD	958	5	-	
	PHP	33	0	33	0
	CHF	8	0	3,406	28
	GBP	171	2	1	0
	ARS	915	0	915	0
	BRL	-	-	-	-
	IDR	-	-	-	-

39. Category-wise classification of financial instruments

₹ Crores

Particulars	Notes	Non-current		Current	
		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
(A) Accounting, classification and fair values					
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in unquoted equity shares	5	24	16	-	-
Investments in unquoted optionally convertible bonds	5	56	7	-	-
Investments in quoted mutual funds	5	-	-	-	840
		80	**23**	**-**	**840**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

39. Category-wise classification of financial instruments (Contd.)

₹ Crores

Particulars	Notes	Non-current		Current	
		Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investments in quoted equity shares	5	6	8	-	-
Investments in unquoted equity shares	5	40	-	-	-
		46	**8**	**-**	**-**
(A) Accounting, classification and fair values:					
Financial assets measured at amortised cost					
Security Deposits	7	117	73	-	-
Investments	5	0	0	-	-
Loans to subsidiary	6	-	-	-	126
Loans to employees	6	-	-	14	12
Interest receivable	7	-	-	11	15
Export benefits receivable	7	-	-	161	142
Insurance claim receivable against loss due to fire	7	-	-	-	-
Receivables from related parties	7	-	-	40	9
receivables from others				1	2
Trade receivable	10	-	-	5,713	5,567
Cash and cash equivalents	11	-	-	694	506
Other bank balance	11A	-	-	45	319
		117	**73**	**6,679**	**6,698**
Financial liabilities measured at amortised cost					
Unsecured Redeemable Non convertible Debentures (NCDs)	14 and 15	-	-	-	144
Lease liabilities	48	22	67	29	46
Loans repayable on demand					
- Secured	14	-	-	85	363
- Unsecured	14	-	-	81	433
Intercorporate Loan	14	-	-	50	-
Unsecured Commercial papers from Banks and others	14	-	-	350	725
Trade Deposits	15	-	-	12	41
Creditors for capital goods	15	-	-	95	160
Unpaid dividend	15	-	-	11	10
Employee payables	15	-	-	120	168
Others	15	2	3	3	4
Trade payables MSME	17	-	-	48	133
Trade payables (current)	18	-	-	6,653	6,318
		24	**70**	**7,537**	**8,545**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

39. Category-wise classification of financial instruments (Contd.)

(B) Measurement of fair value:

Valuation techniques and significant unobservable inputs:

(i) Financial instruments measured at fair value

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- The fair value of mutual funds are based on NAV at the reporting date
- The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.
- The fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2023 was assessed to be insignificant.
- The discount for lack of marketability represents the amounts that the Company has determined that market participants would take into account when pricing the investments.

(ii) Financial instrument measured at amortized cost:

The carrying amount of financial assets and financial liability measured at amortized cost in the standalone financial statements are a reasonable approximation of their fair value since the Company does not anticipate that the carrying amounts would be significantly different from the value that would eventually be received or settled.

40. Fair Value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

₹ Crores

	Fair value measurement using				
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
FVTOCI financial investments (Note 5):					
Quoted equity shares	Mar 31, 2023	6	6	-	-
Unquoted equity shares	Mar 31, 2023	40	-	-	40
FVTPL financial investments (Note 5):					
Unquoted equity shares	Mar 31, 2023	24	-	-	24
Quoted mutual funds	Mar 31, 2023	-	-	-	-
Unquoted optionally convertible bonds	Mar 31, 2023	56	-	56	-

There have been no transfers between Level 1 and Level 2 during the period.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

40. Fair Value hierarchy (Contd.)

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2022:

₹ Crores

	Fair value measurement using				
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
FVTOCI financial investments (Note 5):					
Quoted equity shares	Mar 31, 2022	8	8	-	-
Unquoted equity shares	Mar 31, 2022	-	-	-	-
FVTPL financial investments (Note 5):					
Unquoted equity shares	Mar 31, 2022	16	-	-	16
Quoted mutual funds	Mar 31, 2022	840	-	840	-
Unquoted optionally convertible bonds	Mar 31, 2022	7	-	7	-

There have been no transfers between Level 1 and Level 2 during the period.

The management assessed that cash and bank balances, trade receivables, loans, trade payables, cash credits, commercial papers and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

₹ Crores

	Mar 31, 2023	Mar 31, 2022
Opening balance	16	17
Additions during the year	7	0
Fair value impact of unquoted equity shares	1	(1)
Closing balance	**24**	**16**

41. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to its subsidiaries to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds FVTOCI investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

41. Financial risk management objectives and policies (Contd.)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ Crores

	Increase/ decrease in basis points	Effect on profit or loss	Effect on equity
March 31, 2023	+100	(1)	(1)
	-100	1	1
March 31, 2022	+100	(2)	(2)
	-100	2	2

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of actual sales and purchases and 12-month period for foreign currency loans.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Company hedges its exposure to fluctuations on the foreign currency loan by using foreign currency swaps and forwards.

At March 31, 2022, the Company's hedge position is stated in Note 38. This foreign currency risk is hedged by using foreign currency forward contracts and full currency interest rate swaps.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

41. Financial risk management objectives and policies (Contd.)

₹ Crores

	Change in USD Rate	Effect on profit or loss	Effect on equity
March 31, 2023	1%	(24)	(18)
	-1%	24	18
March 31, 2022	1%	10	9
	-1%	(10)	(9)

₹ Crores

	Change in Euro Rate	Effect on profit or loss	Effect on equity
March 31, 2023	1%	0	0
	-1%	(0)	(0)
March 31, 2022	1%	0	0
	-1%	(0)	(0)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in US dollars, where the functional currency of the entity is a currency other than US dollars. Although the derivatives have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur.

Equity price risk

The Company's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in listed and unlisted equity securities are not significant.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables and contract assets

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company assesses impairment based on expected credit losses (ECL) model. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Notes to Standalone Financial Statements
for the year ended March 31, 2023

41. Financial risk management objectives and policies (Contd.)

Set out below is the information about the credit risk exposure on the Company's trade receivables and contract assets using a provision matrix:

₹ Crores

Trade receivables-Days past due	As at March 31, 2023		As at March 31, 2022	
	Expected credit loss	Average %	Expected credit loss	Average %
Current	1	0.04%	8	0.58%
0-60 Days	0	0.04%	3	1.51%
61-180 days	1	0.06%	5	6.60%
181-270 days	0	0.08%	2	19.95%
more than 270 Days	24	9.78%	91	69.27%
Total	**26**		**110**	

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as illustrated in Note 10 except for financial guarantees and derivative financial instruments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

₹ Crores

	As at March 31, 2023			
	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings (refer note 14)	566	-	-	566
Other financial liabilities (refer note 15)	241	2	-	243
Lease liabilities (refer note 48)	29	22	-	51
Trade and other payables (refer note 17 and 18)	6,789	-	-	6,789
	7,625	**24**	**-**	**7,649**

₹ Crores

	As at March 31, 2022			
	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings (refer note 14)	1,665	-	-	1,665
Other financial liabilities (refer note 15)	383	3	-	386
Lease liabilities (refer note 48)	46	67	-	113
Trade and other payables (refer note 17 and 18)	6,544	-	-	6,544
	8,638	**70**	**-**	**8,708**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

42. Capital management

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2023 and March 31,2022.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Borrowings (refer notes 14)	566	1,665
Less: cash and cash equivalents (Note 11)	(694)	(506)
Net debt*	-	**1,159**
Equity (Note 12 and 13)	7,068	8,201
Total equity	**7,068**	**8,201**
Capital and net debt	7,068	9,360
Gearing ratio*	0%	12%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

* There is no net debt outstanding as at March 31, 2023 so this ratio is not applicable for the year ended March 31, 2023.

43. Exceptional items

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Losses due fire at factory (refer note (i) below)	12	6
	12	**6**

(i) Losses due fire at factory- Ankleshwar

Pursuant to a fire incident on 6th May 2022, in a portion of one of the manufacturing plant in Ankleshwar Unit 1, certain property, plant and equipment, inventory and other assets were damaged. During the year, the Company has written off net book value of assets damaged and inventory, and recognized provision for employee compensation aggregating ₹ 31 crores. Basis valid insurance contracts with respect to the said loss, an insurance claim of ₹ 19 crores was recognised and received during the year and balance ₹ 12 crores booked as expenses under exceptional items.

44. Income tax

Pursuant to the search operations conducted by the Income Tax authorities in the prior year, block assessment u/s 153A of the Income Tax Act 1961 ('the Act') has been completed for the Assessment Years ('AY') 2014-15 to 2020-21 for corporate tax and transfer pricing in the previous quarter. The Company has evaluated these orders and considering the proposed rectification applications to the assessment orders, adequate tax provisions has already been made in the books of accounts in prior years. Furthermore, based on the legal advice, the Company has also challenged the assessment orders before the appropriate authority. Further, in case of certain overseas subsidiaries of the Company, the Indian income tax authorities have invoked provisions of 'Place of Effective Management in India' for AY 2017-18 to AY 2020-21, and the provisions related to 'control and management wholly in India' for AY 2014-15 to AY 2016-17 and have started tax proceedings against these companies in India during the year. Based on legal advice, the entire proceedings

Notes to Standalone Financial Statements

for the year ended March 31, 2023

have been challenged before the appropriate authorities. The Company has been advised by legal counsel that they have strong grounds to succeed in the above matters.

45. Amalgamation with Advanta Limited

The Hon'ble High Court of Gujarat vide its order dated June 23, 2016 had sanctioned the Scheme of Amalgamation of Advanta Limited with the Company with an appointed date of April 1, 2015. In accordance with the provisions of the scheme and as approved by the High Court, the amalgamation was accounted for under the purchase method specified in Accounting Standard 14 - 'Accounting for Amalgamations' which is different from Ind AS 103 'Business Combinations'. As per the Court approval the goodwill arising on amalgamation is being amortised over a period of ten years from the appointed date, which is not amortised under Ind AS 103 but only tested for impairment.

If the Company had the accounting treatment prescribed under Ind AS 103 been followed, general reserves at 31st March 2023 and 31st March 2022 would have been lower by ₹ 870 and ₹ 1,115 crores respectively with consequential impact on profit after tax reported for the year ended 31st March 2023 and 31st March 2022 would have been higher by ₹ 246 crores and ₹ 370 crores respectively. Subsequently the said goodwill has been transferred to Advanta Enterprises Limited as part of the Business Transfer Agreement with effect from 30th November 2022.

46. CSR expenditure

Details of CSR expenditure:

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Gross amount required to be spent by the company during the year	15	9
	15	**9**

₹ Crores

	Year ended March 31, 2023		
	In cash	Yet to be paid in Cash	Total
Amount spent during the year			
Construction/acquisition of any asset	-	-	-
On purposes other than above (refer note 28)	31	0	31
	31	**0**	**31**

₹ Crores

	Year ended March 31, 2022		
	In cash	Yet to be paid in Cash	Total
Amount spent during the year			
Construction/acquisition of any asset	-	-	-
On purposes other than above (refer note 28)	34	0	34
	34	0	34

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	-	-
The total of previous years' shortfall amounts;	-	-
The reason for above shortfalls	NA	NA
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	-	-
	-	-

Notes to Standalone Financial Statements

for the year ended March 31, 2023

Nature of CSR activities

Disaster Relief, Education, Skilling, Employment, Entrepreneurship, Health, Wellness and Water, Sanitation and Hygiene, Heritage

47. Segment information

The consolidated financial statements of the Company contain segment information as per Ind AS 108-Operating Segments accordingly separate segment information is not included in the Standalone financial statement.

48. Leases

Leases as lessee

Qualitative Note: Nature of the lessee's leasing activities.

i. Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment

₹ Crores

Particulars	March 31, 2023				
	Land and Building*	Plant and Machinery	Vehicles	Office equipment	Total
Balance at March 31, 2022	95	14	4	0	113
Additions to right of use assets	28	13	0	-	41
Depreciation charge for the year	(39)	(4)	(2)	-	(45)
Derecognition of right of use assets	(49)	(1)	(0)	(0)	(50)
Balance at March 31, 2023	**35**	**22**	**2**	**(0)**	**59**

₹ Crores

Particulars	March 31,2022				
	Land and Building*	Plant and Machinery	Vehicles	Office equipment	Total
Balance at March 31, 2021	110	15	9	0	134
Additions to right of use assets	31	1	0	-	32
Depreciation charge for the year	(46)	(2)	(5)	-	(53)
Balance at March 31, 2022	95	14	4	0	113

* Leasehold land is included under Note 3 Property, plant and equipment.

ii. Lease liability

Maturity analysis of lease liability - undiscounted contractual cash flows

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Less than one year	27	58
One to three years	31	29
More than three years	25	79
Total undiscounted cash flows	**83**	**166**
Discounted lease liabilities		
Current	29	46
Non-current	22	67

iii. Amount recognised in profit or loss

Income from sub-leasing right-of-use assets presented in 'other revenue' ₹ Nil crores.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

48. Leases (Contd.)

Lease expenses recognised in statement of profit and loss account not included in the measurement of lease liability:

₹ Crores

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Short-term lease rent expense (refer note 28)	41	52
	41	**52**

Depreciation and impairment losses

₹ Crores

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of right of use lease asset (refer note 27)	45	53
	45	**53**

Finance cost

₹ Crores

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest expense on lease liability (refer note 26)	8	12
	8	**12**

iv. Amount recognised in statement of cash flows

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Cash outflow for short-term leases	41	52
Principal component of Cash outflow for long-term leases	61	65
Total cash outflow for leases	**102**	**117**

Refer note 55 for on right of use assets and lease liability transferred on restructuring of business

49. Goodwill Impairment

For the purpose of impairment testing, goodwill has been allocated to the Company's CGU of ₹ Nil (March 31, 2022 ₹ 1,115 crores)

The recoverable amount of the CGUs have been determined based on the value in use, determining by discounting the future cash flows to be generated from the continuing use of the CGU. Discount rates reflect Management's estimate of risk specific to each CGU. The key assumptions used in the estimation of the recoverable amount are set out below.

Growth Rate	Discount rate March 31, 2023	Discount rate March 31, 2023	Growth Rate March 31, 2022	Discount rate March 31, 2022
Cash Generating Unit (CGU)	NA	NA	8%-12%	10%-13%

The discount rate reflect management's estimate of risk specific to each CGU. The cashflow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on Management's estimate of the long term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Sensitivity Analysis:

The Company has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount of CGU to which goodwill is allocated. The management believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related CGU.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

49. Goodwill Impairment (Contd.)

Subsequently the goodwill has been transferred to Advanta Enterprises Limited as part of the Business Transfer Agreement with effect from 30th November 2022. (Refer note 55 for goodwill transferred on restructuring of business)

50. Relationship with struck off companies

The Company has the following transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the Struck off Company, if any, to be disclosed
Bluepeter Shipping Private Limited	Purchase of services	-	-	NA

51. Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be framed. The Company is in the process of carrying out the evaluation and will give appropriate impact in the standalone financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

52. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

₹ Crores

	As at March 31, 2023	As at March 31, 2022
The principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount due to micro and small enterprises (refer note 17)	48	133
Interest due on above, current year ₹ 0 (March 31,2022: ₹ 0)	0	0
Total	**48**	**133**
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	0	-
The amount of interest accrued and remaining unpaid at the end of each accounting year, current year ₹ 0 (March 31,2022: ₹ 0)	0	0
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure u/s 23 of MSMED Act, 2006.	-	-

Note: The information has been given in respect of such vendors to the extent they could be identified as Micro, and Small enterprises on the basis of information available with the Company.

53. Other Statutory Information

(i) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(ii) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property

(iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies Restriction on number of Layers) Rules, 2017.

(v) There are no charge or satisfaction yet to be registered with Registrar of Company beyond the statutory period.

(vi) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

Notes to Standalone Financial Statements

for the year ended March 31, 2023

54. Key ratios

Ratios	March 31, 2023	March 31, 2022	Variance in %	Remarks
Net Worth (₹ in Crores)	7,068	8,201	-14%	
Debenture Redemption Reserve (₹ in Crores)	-	140	-100%	
Debt-Equity ratio (times) [Total Debt/Equity]	0.08	0.20	-61%	Note 1
Long term Debt to Working Capital (times) [(Non-Current Borrowings + Current Maturities of Long Term Debts)/ Net Working Capital excluding Current Borrowings]	0.00	0.05	-100%	Note 2
Total Debts to Total Assets ratio (%) [(Short term debt + Long term debt)/Total Assets]	3.15	8.48	-63%	Note 1
Debt Service Coverage ratio (times) [(Profit before Interest, Tax and Exceptional Items)/ (Interest Expense + Principal Repayments made during the period for long term debts)]	4.51	3.69	22%	Note 3
Interest Service Coverage ratio (times) (Profit before Interest, Tax and Exceptional Items)/(Interest Expense)	7.69	13.64	-44%	Note 1
Current ratio (times) (Current Assets/Current Liabilities excluding Current Borrowings)	1.14	1.37	-17%	
Bad debts to Account receivable ratio (%) [Bad Debts/Average Trade Receivable]	0%	0%	0%	
Current liability ratio (%) (Current Liabilities excluding Current Borrowings / Total Liabilities)	75.25	73.37	3%	
Debtors Turnover (times) [(Sales of Products /Average Trade Receivable)]- Annualised	2.94	3.02	-3%	
Inventory Turnover (times) [(Sales of Products /Average inventory)]- Annualised	5.62	5.54	1%	
Operating Margin (%) [(Profit before Interest and Tax - Other Income) /Revenue from operations]	7.03	6.16	14%	
Return on equity ratio (Profit For The Year /Total Equity)%	13.79	14.34	-4%	
Trade payables turnover ratio (Net Credit Purchases / Average Accounts Payable)	1.74	1.65	6%	
Net capital turnover ratio (Revenue from operations/ Average working capital)	14.65	17.11	-14%	
Return on capital employed (Profit before interest and tax/ Shareholders Equity+Long term liabilities)%	15.84	14.42	10%	
Return on investment (Profit For The Year /Total Equity)%	13.79	14.34	-4%	
Net Profit Margin (%) [Profit after tax/ Revenue from operations]	5.19	7.15	-27%	Note 4

Note 1- Debt equity ratio/ Total Debts to Total Assets ratio/ Interest Service Coverage ratio has decreased due to decrease in borrowings during the year ended March 31, 2023 as compared to March 31, 2022

Note 2- Long term Debt to Working Capital ratio has changed due to repayment of long term borrowings during the year ended March 31, 2023

Note 3- Debt Service Coverage ratio has changed due to lower repayment of long term borrowings during the year ended March 31, 2023 as compared to March 31, 2022.

Note 4- Variance is due to decrease in dividend income from subsidiary companies resulting in lower profits during the year ended March 31, 2023 as compared to the year ended March 31, 2022

Notes to Standalone Financial Statements

for the year ended March 31, 2023

55. Restructuring of Business

Pursuant to approval of lenders', shareholders', and Competition Commissioner of India the Company completed the reorganisation of below divisions on slump sale basis -

a. The Company's Seeds business is consolidated under 'Advanta Enterprises Limited', a subsidiary of the Company in India. On 30 November 2022, the Company transferred net assets to Advanta Enterprises Limited ('AEL') for a consideration of ₹ 667 crores as part of seeds business consolidation. Private equity investor Kohlberg Kravis Roberts & Co (KKR) has invested ₹ 2,474 Crores for minority stake of 13.63% in Advanta Enterprises Limited.

b. In India, a new 'Integrated Agtech Platform' is created under UPL Sustainable Agri Solutions Limited ('UPL SAS'), a subsidiary of the Company which includes crop protection business of the Company and its subsidiary, SWAL Corporation Limited, farm services business of the Company and its subsidiary, Nurture Agtech Private Limited('NAPL'). On 31 December 2022, the Company has transferred net assets to UPL SAS and Nurture Agtech Private Limited of ₹ 1,460 crores and ₹ 301 crores respectively. Private equity investors - TPG, ADIA and Brookfield have invested 1,580 Crores for minority stake of 9.09% in UPL Sustainable Agri Solutions Limited.

Following assets and liabilities were transferred on reorganisations-

	AEL	UPL SAS	NAPL
Assets			
Property, plant and equipment	33	7	293
Capital work-in-progress	7	-	-
Other intangible assets	4	119	-
Right of use assets	1	-	-
Goodwill	870	-	-
Inventories	407	500	10
Trade receivables	209	1,609	2
Other financial assets	2	11	-
Other current assets	33	7	29
Total Assets (A)	**1,566**	**2,253**	**334**
Liabilities			
Borrowings	661	-	-
Lease liability	1	-	-
Trade payables	210	724	11
Other payables	13	47	22
Provisions	30	22	-
Total Liabilities (B)	**915**	**793**	**33**
Net Assets transferred (C)=(A-B)	**651**	**1,460**	**301**
Consideration received (D)	**667**	**1,460**	**301**
Transferred to Capital Reserves (D)-(C)	**16**	**-**	**-**

Notes to Standalone Financial Statements

for the year ended March 31, 2023

56. Event After Reporting Period

There are no subsequent events that require adjustment to the assumptions and disclosures in the standalone financial statements.

In terms of our report of even date attached.

In terms of our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

Place: Mumbai
Date: May 8, 2023

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
DIN -00191050
Place: Mumbai

Raj Kumar Tiwari
Whole-time Director
DIN.- 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Independent Auditor's Report

To the Members of
UPL Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of UPL Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31 March 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, its associates and joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

See Note 2.3e and 21 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The existence of revenue recognised during the year and at the period end is relevant to the performance of the Group. We identified existence of revenue recognised as a key audit matter because of quantum of revenue and the time and audit effort involved in auditing the terms of the customers contract and the revenue recognised.	Our procedures include the following: We assessed the compliance of the revenue recognition accounting policies against the requirements of Indian Accounting Standards ("Ind AS"). We evaluated the design and operating effectiveness of the relevant key financial controls with respect to revenue recognition on selected transactions. Using statistical sampling, we tested the terms of the revenue contracts against the recognition of revenue based on the underlying documentation and records and evaluated accuracy and existence of the revenue being recognised in the correct accounting period. We tested the accuracy and existence of revenue recognized at year end. On a sample basis, we have verified recognition of revenue in the correct accounting period. We assessed the adequacy of disclosures in the consolidated financial statements against the requirements of Ind AS 115, Revenue from contracts with customers

Estimation of period end rebates and sales returns

See Note 2.3e and 21 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group provides rebates to various customers in terms of formal agreements. The recognition and measurement of rebates, including establishing an accrual at year end, involves significant judgement and estimates, particularly the expected level of rebates of each of the customers. As disclosed in Note 2.3e to the consolidated financial statements, revenue is recognised net of sales returns. Estimation of sales returns involves significant judgement and estimates. The value of rebates and sales returns together with the level of judgement involved resulted in rebates and sales returns being a key audit matter.	Our procedures include the following: Understanding the process followed by the Group for identifying and determining the value of rebates and sales returns. We evaluated the design and tested the operating effectiveness of the relevant key financial controls with respect to recognition and accrual of the rebate expense and sales returns. We have examined the rebate and sales return roll forward and tested the data used by the Company in assessing the provision for rebates and sales return for completeness and accuracy by agreeing the invoices for the rebate and sales return to the formal agreements. On a sample basis, we evaluated the basis of rebate and sales return provision by agreeing amounts recognized to the terms of agreements and approvals. We assessed the assumptions and judgements used in the sales return provision by comparing against historical trends returns and subsequent actual sales returns. We assessed appropriateness of the year-end rebate accrual by comparing the current year-end customer rebate accruals and rebate costs with the prior year rebate accruals and rebate cost taking into account the actual sales for the current year and prior year. We also performed a retrospective review by verifying, on a sample basis, that the actual cost incurred booked in the current year which pertained to prior year was appropriately accrued as at prior year-end and also, by verifying, on a sample basis, that there has been no significant reversal from the accrual as at prior year.

Impairment of goodwill and other intangible assets

See Note 2.3a and 41 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group has goodwill of ₹ 19,898 crores as at 31 March 2023. In accordance with Ind AS, the Group has allocated the goodwill to their respective cash generating units (CGU) and tested these for impairment using a discounted cash flow model. The Group compares the carrying value of these assets with their respective recoverable amount. The inputs to the impairment testing model include: a) Future cash flows and growth rate; and b) Discount rate applied to the projected cash flows. The impairment test model includes sensitivity testing of key assumptions. The annual impairment testing is considered a significant accounting judgement and estimate and a key audit matter because: – the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain; and – the significance of the balance to the consolidated financial statements	Our procedures included the following: We assessed the Group's methodology applied in determining the CGUs to which these assets are allocated. We assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used; We compared the cash flow forecasts to approved budgets and other relevant market and economic information. We evaluated the sensitivities of the assumptions relative to the recoverable value by performing sensitivity testing. We involved our valuation specialist to assess the assumptions and methodology used by the Group to determine the recoverable amount. We assessed the adequacy of the Group's disclosures related to the impairment tests and their compliance with Ind AS.

Independent Auditor's Report (Contd.)

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements / financial information of 179 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of ₹209,099 crores as at 31 March 2023, total revenues (before consolidation adjustments) of ₹51,944 crores and net cash inflows (before consolidation adjustments) amounting to ₹360 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub- section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on consolidated financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on consolidated financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

   a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 37 to the consolidated financial statements.

   b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 7C and 16 to the consolidated financial statements in respect of such items as it relates to the Group, its associates and joint ventures.

   c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate companies incorporated in India during the year ended 31 March 2023.

   d (i) The management of the Holding Company and its subsidiary companies and associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and associate companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 53 (vii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies and associate companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies and associate companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (ii) The management of the Holding Company and its subsidiary companies and associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and associate companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 53 (viii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies and associate companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies and associate companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 14 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies and associate companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies and associate companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No.: 042070
ICAI UDIN:23042070BGYGLG3530

Place: Mumbai
Date: 08 May 2023

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of UPL Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1.	UPL Limited	L24219GJ1985 PLC025132	Holding Company	Clause 3(vii) (a)
2.	Arysta LifeScience India Limited	U51420MH194 9PLC007856	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)
3.	Advanta Enterprises Limited	U01100MH202 2PLC383998	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)
4.	UPL Sustainable Agri Solutions Limited	U01403MH201 0PLC312849	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No.: 042070
ICAI UDIN:23042070BGYGLG3530

Place: Mumbai
Date: 08 May 2023

Annexure B to the Independent Auditor's Report on the Consolidated Financial Statements of UPL Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of UPL Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies and its associate companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements/financial information of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies and its associate companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable

Annexure B to the Independent Auditor's Report on the Consolidated Financial Statements of UPL Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter(s)

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 13 subsidiary companies and 5 associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No.: 042070
ICAI UDIN:23042070BGYGLG3530

Place: Mumbai
Date: 08 May 2023

Consolidated Balance Sheet

as at March 31, 2023

₹ Crores

	Note	As at March 31, 2023	As at March 31, 2022
Assets			
Non-current assets			
Property, plant and equipment	3	8,164	7,286
Capital work-in-progress	3	1,197	1,184
Goodwill	4	19,898	18,364
Right of use assets	48	906	792
Other intangible assets	4	9,745	9,751
Intangible assets under development	4	1,621	1,317
Investments accounted for using the equity method	5	973	560
Financial assets			
(i) Investments	5	605	522
(ii) Loans	6	57	67
(iii) Trade receivables	10	62	6
(iv) Other financial assets	7	211	315
Non-current tax assets (net)	18	96	154
Deferred tax assets (net)	18	2,661	2,076
Other non-current assets	8A	353	557
Total non-current assets		**46,549**	**42,951**
Current assets			
Inventories	9	13,985	13,078
Financial assets			
(i) Investments	5	46	840
(ii) Trade receivables	10	18,224	15,328
(iii) Cash and cash equivalents	11	5,967	5,797
(iv) Bank balances other than cash and cash equivalents	11A	130	323
(v) Loans	6	25	16
(vi) Other financial assets	7	350	1,318
Current tax assets (net)	18	141	86
Other current assets	8A	3,120	2,894
Total current assets		**41,988**	**39,680**
Assets classified as held for sale	8B	40	48
Total Assets		**88,577**	**82,679**
Equity and Liabilities			
Equity			
Equity share capital	12	150	153
Other equity	13	26,708	21,522
Equity attributable to owners of the parent		**26,858**	**21,675**
Perpetual subordinated capital securities	12A	2,986	2,986
Non-controlling interests		5,585	4,647
Total Equity		**35,429**	**29,308**
Liabilities			
Non-current liabilities:			
Financial liabilities			
(i) Borrowings	15	20,144	21,605
(ia) Lease Liabilities	48	675	626
(ii) Other financial liabilities	16	613	417
Provisions	17	217	235
Deferred tax liabilities (net)	18	2,462	2,512
Total non-current liabilities		**24,111**	**25,395**
Current liabilities:			
Financial liabilities			
(i) Borrowings	15	2,855	4,261
(ia) Lease liabilities	48	265	217
(ii) Trade payables	19		
Total outstanding dues of Micro enterprises and Small enterprises		82	144
Total outstanding dues of creditors other than Micro enterprises and Small enterprises		17,532	16,408
(iii) Other financial liabilities	16	2,422	2,644
Other current liabilities	20	4,723	3,325
Provisions	17	503	527
Current tax liabilities (net)		655	450
Total current liabilities		**29,037**	**27,976**
Total liabilities		**53,148**	**53,371**
Total Equity and Liabilities		**88,577**	**82,679**
Summary of significant accounting policies	2.3		
The accompanying notes are an integral part of these consolidated financial statements	1 - 54		

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Consolidated Statement of Profit or Loss

for the year ended March 31, 2023

₹ Crores

	Note	Year ended March 31, 2023	Year ended March 31, 2022
Revenue			
Revenue from operations	21	53,576	46,240
Other income	22	477	281
Total Income		**54,053**	**46,521**
Expenses			
Cost of materials and components consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade)		27,281	22,072
Employee benefits expenses	23	5,056	4,622
Finance costs	24	2,963	2,295
Impairment loss on trade receivables	10	123	(15)
Depreciation and amortisation expenses	25	2,547	2,359
Exchange Difference (net) on trade receivables and trade payables		964	636
Other expenses	26	9,956	9,396
Total Expenses		**48,890**	**41,365**
Profit before share of profit of associates and joint ventures, exceptional items and tax		5,163	5,156
Share of profit of associates and joint ventures	33 & 34	157	134
Profit before exceptional items and tax		**5,320**	**5,290**
Exceptional items	27	170	324
Profit before tax		**5,150**	**4,966**
Tax expenses		**736**	**529**
Current tax	18	1,566	1,048
Adjustments of tax relating to earlier years	18	(60)	48
Deferred tax	18	(770)	(567)
Profit for the year		**4,414**	**4,437**
Other comprehensive income (OCI)			
A (i) Items that will not be reclassified subsequently to profit or loss	28	23	20
(ii) Income tax relating to items that will not be reclassified to profit or loss	28, 18	(3)	(1)
B (i) Items that will be reclassified subsequently to profit or loss	28	2,002	1,350
(ii) Income tax relating to items that will be reclassified to profit or loss	28, 18	(12)	-
Total Other Comprehensive Income for the year, net of tax		**2,010**	**1,369**
Total Comprehensive Income for the year		**6,424**	**5,806**
Profit for the year		**4,414**	**4,437**
Attributable to:			
Owners of the parent		3,570	3,626
Non-controlling interests		844	811
Other Comprehensive Income		**2,010**	**1,369**
Attributable to:			
Owners of the parent		1,697	1,030
Non-controlling interests		313	339
Total comprehensive income for the year		**6,424**	**5,806**
Attributable to:			
Owners of the parent		5,267	4,656
Non-controlling interests		1,157	1,150
Earnings per equity share	29		
Basic (₹)		**45.79**	**45.87**
Diluted (₹)		**45.79**	**45.87**
Summary of significant accounting policies	2.3		
The accompanying notes are an integral part of these consolidated financial statements.	1 - 54		

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

A. Equity Share Capital

	Equity shares of ₹ 2 each	
	Nos.	₹ Crores
Balance at April 1, 2021	**764,045,456**	**153**
Changes during the year	-	-
At March 31, 2022	**764,045,456**	**153**
Changes during the year (Refer note 12)	(13,437,815)	(3)
At March 31, 2023	**750,607,641**	**150**

B. Other Equity

For the year ended March 31, 2023

₹ crores

	Reserves and surplus								Items of OCI		Total	Non-controlling interest	Total other equity
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Effective portion of cash flow hedges	Equity Instruments through other comprehensive income	Exchange differences on translation of a foreign operation			
At April 1, 2022	6	182	4,594	140	1,848	20	15,395	7	(136)	(534)	21,522	4,647	26,169
Profit for the year	-	-	-	-	-	-	3,570	-	-	-	3,570	844	4,414
Other comprehensive income (net of tax)	-	14	-	-	-	-	(6)	-	11	1,679	1,697	313	2,010
Total comprehensive income	**-**	**14**	**-**	**-**	**-**	**-**	**3,564**	**-**	**11**	**1,679**	**5,267**	**1,157**	**6,424**
Dividends paid during the year	-	-	-	-	-	-	(751)	-	-	-	(751)	-	(751)
Gain / (loss) on disposal of derivatives	-	-	-	-	-	-	-	(7)	-	-	(7)	(2)	(9)
Buyback of share capital	-	-	(1,352)	-	-	-	-	-	-	-	(1,352)	-	(1,352)
Payment of coupon on Perpetual Subordinated Capital securities	-	-	-	-	-	-	(135)	-	-	-	(135)	(39)	(174)
Transfer to retained earnings	-	-	-	(140)	-	-	140	-	-	-	-	-	-
Share based payments	-	-	-	-	-	-	-	-	-	-	-	132	132
Impact due to movement in equity stake of NCI (refer note 52)	-	33	-	-	-	-	2,130	-	-	-	2,163	(309)	1,854
Movement in capital reserve due to due to Bioplanta Investment	-	2	-	-	-	-	(2)	-	-	-	-	-	-
At March 31, 2023	**6**	**231**	**3,242**	**-**	**1,848**	**20**	**20,341**	**-**	**(125)**	**1,145**	**26,708**	**5,584**	**32,293**

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

For the year ended March 31, 2022

₹ Crores

	Reserves and surplus								Items of OCI		Total	Non-controlling interest	Total other equity
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Effective portion of cash flow hedges	Equity Instruments through other comprehensive income	Exchange differences on translation of a foreign operation			
At April 1, 2021	6	177	4,594	140	1,848	0	12,668	(112)	(147)	(1,427)	17,748	3,693	21,441
Profit for the year	-	-	-	-	-	-	3,626	-	-	-	3,626	811	4,437
Other comprehensive income (net of tax)	-	6	-	-	-	-	1	119	11	892	1,029	339	1,369
Total comprehensive income	**-**	**6**	**-**	**-**	**-**	**-**	**3,627**	**119**	**11**	**892**	**4,655**	**1,150**	**5,805**
Dividends paid during the year	-	-	-	-	-	-	(764)	-	-	-	(764)	(159)	(923)
Payment of coupon on Perpetual Subordinated Capital securities	-	-	-	-	-	-	(121)	-	-	-	(121)	(35)	(156)
Share based compensation	-	-	-	-	-	20	-	-	-	-	20	-	20
Gain / (loss) on acquisition of additional stake from NCI	-	-	-	-	-	-	(14)	-	-	-	(14)	14	-
Acquisition of non controlling interest	-	-	-	-	-	-	(1)	-	-	-	(1)	(16)	(17)
NCI on Acquisition during the period	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign exchange impact	-	-	-	-	-	-	-	-	-	1	1	(1)	-
Gain on equity dilution in subsidiary	-	(1)	-	-	-	-	-	-	-	-	(1)	-	(1)
At March 31, 2022	**6**	**182**	**4,594**	**140**	**1,848**	**20**	**15,395**	**7**	**(136)**	**(534)**	**21,522**	**4,647**	**26,169**

Notes:

For nature and purpose of above reserves (Refer note 13)

The accompanying notes are an integral part of these consolidated financial statements.
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

Place: Mumbai
Date: May 8, 2023

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

₹ Crores

Sr. No	Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
A	**Cash Flow from operating activities**				
	Profit before tax		5,150		4,966
	Adjustments for:				
	Depreciation and amortization expenses	2,547		2,359	
	Finance costs	2,984		1,775	
	Exchange Difference & Finance charges	(21)		520	
	Allowance for doubtful debts and advances (net)	61		(73)	
	Assets written off	6		11	
	Bad debts written off	62		58	
	Profit on sale of property, plant and equipment (net)	(21)		(42)	
	Fair value loss on financial assets at Fair Value through Profit & Loss	8		0	
	Interest Income	(330)		(136)	
	Unwinding of interest on trade receivables	(11)		(22)	
	Excess provisions in respect of earlier years written back (net)	(56)		(16)	
	Share based payments	133		-	
	Share of (profit) / loss of associates / joint ventures	(157)		(134)	
	Exceptional items	20		-	
	Loss on sale of current and non current investments (net)	7		1	
			5,232		**4,301**
	Operating profit before working capital changes		**10,382**		**9,267**
	Working capital adjustments				
	Increase in inventories	(902)		(3,594)	
	Increase in non current and current trade receivables	(2,124)		(3,091)	
	Increase in other non current and current assets	(49)		(850)	
	Increase in other non current and current financial assets	(9)		(3)	
	Increase in non current and current trade payables	139		3,925	
	Increase/(decrease) in non current and current provisions	22		(98)	
	Increase in other current liabilities	1,493		1,180	
	Increase in other non current and current financial liabilities	61		764	
			(1,369)		**(1,767)**
	Cash generated from operations		**9,013**		**7,500**
	Income taxes paid (net)		(1,262)		(1,004)
	Net cash flow from operating activities		**7,751**		**6,496**
B	**Cash flow from investing activities**				
	Purchase of Property, plant and equipment including Capital-work-in-progress and capital advances		(1,672)		(2,022)
	Purchase of intangible assets including assets under development		(688)		(666)
	Proceeds from sale of property, plant and equipment		71		123
	Insurance claim received against loss of property, plant and equipment due to fire		21		132
	Payment for acquisition of subsidiaries and intangible assets, net of cash acquired		(56)		(130)
	Purchase of Liquid mutual funds		-		(840)
	Purchase of investments		(619)		(319)
	Proceeds from sale of investments		1,107		16
	Sundry loans given		(61)		(17)
	Fixed deposit, margin money and dividend accounts (net)		193		(267)
	Dividend received		30		16
	Interest received		184		155
	Net cash flow used in investing activities		**(1,490)**		**(3,819)**
C	**Cash flow from financing activities**				
	Proceeds from Non-current borrowings		6,163		7,193
	Repayment of Non-current borrowings		(7,864)		(8,464)
	Current term borrowings (net)		(2,894)		2,577

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

₹ Crores

Sr. No	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	Proceeds from realisation of Forward contract	1,384	-
	Expenses on issuance of bonds	(48)	(86)
	Interest paid and other financial charges	(2,345)	(1,941)
	Payment of principal portion of lease liabilities	(370)	(278)
	Dividend paid to minority shareholders by subsidiaries	-	(158)
	Payment of Dividends	(750)	(764)
	Shareholding restructuring Cost	(208)	-
	Buy-back of shares (Refer note 12)	(1,355)	-
	Proceeds from equity share dilution in subsidiary (Refer note 52)	4,054	-
	Payment for acquisition of NCI (Refer note 52)	(1,994)	-
	Net cash flow used in financing activities	**(6,227)**	**(1,921)**
D	**Exchange difference arising on conversion debited to foreign currency translation reserve**	136	244
	Net (Decrease)/Increase in cash and cash equivalents (A+B+C+D)	**170**	**1,000**
	Cash and cash equivalents as at the beginning of the year (Refer note 11)	5,797	4,797
	Cash and cash equivalents as at the end of the year (Refer note 11)	**5,967**	**5,797**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

(₹ crores)

Particulars	Notes	March 31, 2022	Cash flows	Non-cash changes: Accruals	Non-cash changes: Foreign exchange movement	Non-cash changes: Fair value change	Non-cash changes: Other adjustments	March 31, 2023
Debentures								
Unsecured Redeemable Non convertible Debentures (NCDs)	15 and 16	144	(144)	-	-	-	-	-
Bonds (Unsecured)								
4.50% Senior Notes	15	2,188	(124)	-	187	-	3	2,254
4.625% Senior Notes	15	3,479	(145)	-	297	-	6	3,637
Term Loan								
From Banks (Unsecured)	15	15,919	(1,298)	-	1,162	-	106	15,889
From others (Unsecured)	15	19	(19)	-	-	-	-	-
Cash credit, packing credit and working capital demand loan accounts and Commercial Papers	15	4,011	(2,905)	-	-	-	-	1,106
Discounted Trade Receivables	15	8	(8)	-	-	-	-	-
Interest accrued and not due on borrowings	15	98	(2,345)	2,360	-	-	-	113
Total liabilities from financing activities		**25,866**	**(6,988)**	**2,360**	**1,646**	**-**	**115**	**22,999**

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

Particulars	Notes	March 31, 2021	Cash flows	Non-cash changes				March 31, 2022
				Accruals	Foreign exchange movement	Fair value change	Other adjustments	
Debentures								
Unsecured Redeemable Non convertible Debentures (NCDs)	15 and 16	492	(348)	-	-	-	-	144
Bonds (Unsecured)								
4.50% Senior Notes	15	2,111	-	-	77	-	-	2,188
4.625% Senior Notes	15	3,353	-	-	126	-	-	3,479
Term Loan								
From Banks (Unsecured)	15	16,274	(947)	-	460	-	131	15,919
From others (Unsecured)	15	19	-	-	-	-	-	19
Cash credit, packing credit and working capital demand loan accounts and Commercial Papers	15	1,140	2,785	-	78	-	8	4,011
Discounted Trade Receivables	15	275	(269)	-	2	-	-	8
Interest accrued and not due on borrowings	15	105	(1,941)	1,934			-	98
Total liabilities from financing activities		**23,769**	**(720)**	**1,934**	**743**	**-**	**139**	**25,866**

Notes:

(i) Cashflows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associate with investing or financing cashflows. The cash flows from operating, investing and financing activities of the Group are segregated.

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, cheques in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. (Refer Note-11).

(ii) Figures in brackets represent cash outflows.

The accompanying notes are an integral part of these consolidated financial statements.
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/ W-100022

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership no.: 042070

Jaidev R. Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

1. Corporate Information

UPL Limited (the Company) is a public Company domiciled in India and is incorporated under the provisions of the companies act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at 3-11, G.I.D.C., Vapi, Dist.- Valsad, Gujarat, Pin-396195. The consolidated financial statements comprise the financial statements of UPL Limited ('the Company' or 'the holding Company' or "the parent") and its subsidiaries (collectively, 'the Group'), its associates and joint ventures as at and for the year ended March 31, 2023.

The Group is principally engaged in the business of agrochemicals, industrial chemicals, chemical intermediates, speciality chemicals and production and sale of field crops and vegetable seeds. Information on the Group is provided in Note 31.

The consolidated financial statements were authorised for issue in accordance with the resolution of the Board of Directors on May 08, 2023.

2 Accounting Policies

2.1 Basis of Preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("the Act") as amended thereafter and other relevant provision of the Act.

The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined Benefit Plans
- Equity settled Share Based Payments
- Consideration for business combination (including contingent consideration).
- Assets and Liabilities acquired in business combination.

The Group conducts it's business with customers in 100+ countries with manufacturing facilities in 7 locations across the globe supplying intermediate and or finished products which are further processed / packaged prior to sale. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials and components consumed is disclosed as a single figure.

The Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

The consolidated financial statements are presented in Indian Rupees ['₹'] or ['₹'] which is also the Company's functional currency and all values are rounded to the nearest crores, except when otherwise indicated. Wherever an amount is represented as ₹ '0' (zero), it construes a value less than rupees fifty lakhs.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries, (collectively, 'the Group') and the Group's interest in associate and joint ventures as at and for the year ended March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Subsidiaries are entities controlled by the Group. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control and until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

The financial statements of each of the subsidiaries, associates and joint ventures, other than Sinagro Produtos Agropecuarios SA. Group, 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A. and Serra Bonita Sementas S.S used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31. The audited consolidated financial statements of Sinagro Produtos Agropecuarios SA. Group, audited financial statements of 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A. and Serra Bonita Sementas S.S for the year ended December 31, 2022 have been considered for the purpose of consolidation after making necessary adjustments for the effects of significant transactions or events, if any that occur till the reporting date of the group i.e. March 31.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. The Business combinations policy explains how the group accounts for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any interest retained in the form of subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the statement of profit or loss.

2.3 Summary of significant accounting policies

a Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values.

The consideration transferred does not include amount related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in the statement of profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

in statement of profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and any difference subsequent on its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of identifiable assets acquired net of fair value of liabilities assumed. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence, of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. (Refer Note 2.3 (n) for more details).

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

b. Non-controlling interests (NCI)

NCI are measured initially at their fair value at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

c. Interests in equity-accounted investees

The group's interest in equity in investees comprise interests in associates and joint ventures. An associate is an entity in which the group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the group has joint control and has right to the net assets of the arrangement, rather than the right to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition the consolidated financial statements include the groups share of profit or loss and OCI of equity accounted investee until the date on which significant influence or joint control ceases.

d. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has identified twelve months as its operating cycle for the purpose of current / non current classification of assets and liabilities.

e. Revenue recognition

The Group derives revenue primarily from sale of agro-chemicals, seeds and other products. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the Group applies the following five step approach:

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract, and
- recognize revenues when a performance obligation is satisfied."

The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Sale of goods

The Group recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient under Ind AS 115 are measured at the transaction price.

Rendering of services

Income from services are recognized as and when the services are rendered.

Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

Export Incentive

Duty free imports of raw materials under Advance License for Imports as per the Export and Import Policy are matched with the exports made against the said licenses and the benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit accrued under the Duty Drawback scheme and other schemes as per the Export and Import Policy in respect of exports made under the said Schemes is included under the head “Revenue from Operations” as ‘Export Incentive’.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Dividends and Royalties

Dividend income is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend. Royalty income is recognized on an accrual basis in accordance with the substance of the relevant agreement.

f. Assets classified as held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset or disposal of Company to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

g. Property, plant and equipment

Items of Property, plant and equipment are stated at cost, net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any. Capital work-in-progress is stated at cost, is not depreciated and is assessed for impairment. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. In respect of additions to /deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the month of addition/deletion of the Assets.

Depreciation:

(i) Leasehold Land:

UPL Limited

No depreciation is provided for leasehold land since as per the lease agreements, the leases are renewable at the option of the Group for a further periods of 99 years at the end of the lease periods of 99 years, without /with marginal payment of further premium.

(ii) Other Assets:

The Group depreciates on a straight line method based on following estimated useful life of assets.

Sr. No.	Nature of tangible Assets	Useful Life (years)
1.	Aircraft	15 Years
2.	Building	15 - 60 Years
3.	Furniture, Fixtures & Equipments	2 - 20 Years
4.	Land & Building Improvements	2 - 10 Years
5.	Office Equipment	3 - 20 Years
6.	Plant and Machinery	3 - 25 Years
7.	Vehicles	3 - 10 Years

The group, based on management estimate, depreciates aircraft over estimated useful lives which

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

h. Intangible assets

i) Goodwill

- Goodwill is initially measured at cost, being the excess of the aggregate fair value of the consideration transferred over the net of fair value of identifiable assets acquired and liabilities assumed. (Refer 2.3(a) - Accounting policy for Business Combination and Goodwill)
- Subsequent measurement is at cost less accumulated impairment losses.
- Goodwill is not amortised and is tested for impairment annually.

ii) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

The residual value, amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

The useful life of brands that the Group holds currently have been determined to be indefinite as there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of our brands and the level of marketing support. These assets are not amortised but are subject to a review for impairment annually, or more frequently if events or circumstances indicate this is necessary. Any impairment is charged to the income statement as it arises. Intangible assets with indefinite lives are reviewed annually to determine whether indefinite-life assessment continues to be supportable. If not, the change in the useful-life assessment from indefinite to finite is made on a prospective basis.

Expenditure on research activities is recognized in profit or loss as incurred. Development expenditure can be capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment loss.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit or loss unless such expenditure forms part of carrying value of another asset.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

A summary of the policies applied to the Group's intangible assets is as follows

Intangible assets	Useful life	Amortisation method
Product Acquisitions	Fifteen years	Amortised on straight-line basis from the month of additions to match their future economic benefits
Product Registrations	Five to Fifteen years	Amortised on straight-line basis
Other Intangible assets	Ten to Fifteen years	Amortised on straight-line basis
Customer Contracts	Fifteen years	Amortised on straight-line basis
Software / License Fees	One to Five Years	Amortised on straight-line basis
Non compete agreements	Five Years	Amortised on straight-line basis
Brand	Indefinite	To be tested for impairment

i. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Foreign currencies

The Group's consolidated financial statements are presented in Indian Rupee (₹). For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Transactions in foreign currency are recorded applying the exchange rate at the date of transaction. Monetary assets and liabilities denominated in foreign currency remaining unsettled at the end of the year, are translated at the closing rates prevailing on the Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising as a result of the above are recognized as income or expenses in the statement of profit or loss except for exchange differences arising on a monetary item which, in substance, forms part of the Group's net investment in a foreign operation which is accumulated in OCI under Foreign Currency Translation Reserve until the disposal of the net investment. Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or expenses in the year in which they arise.

Foreign exchange differences on foreign currency borrowings, loans given/taken, settlement gain/loss and fair value gain/losses on derivative contracts relating to borrowings are accounted and disclosed under 'finance cost'.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or statement of profit or loss are also recognised in OCI or statement of profit or loss, respectively).

Translation of financial statements of foreign operations

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses a monthly average rate to translate income and

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to the statement of profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

k. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date on a mark-to-market basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Contingent consideration (note 41)
- Quantitative disclosures of fair value measurement hierarchy (note 45)
- Financial instruments (including those carried at amortised cost) (note 5, 6, 7, 10, 11, 11A, 15, 16, 19, 44, 45, 46, 47)

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

l. Leases

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

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m. Inventories

(i) Stocks of stores and spares, packing materials and raw materials are valued at lower of cost or net realisable value. Cost is determined on moving average basis. The aforesaid items are valued below cost if the finished products in which they are to be incorporated are expected to be sold at a loss.

(ii) Semi-finished products, finished products and by-products are valued at lower of cost or net realisable value and for this purpose, cost is determined on standard cost basis which approximates the actual cost. Variances pertaining to abnormally low volume and operating performance, are charge to statement of profit or loss.

(iii) Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow-moving items are valued at cost or estimated net realisable value, whichever is lower. Any write-down of inventories is recognised as an expense during the year. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials and components consumed is disclosed as a single figure.

n. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/ forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired.

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Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at March 31 at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

o. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

p. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside statement of profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to

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the extent that it has become reasonable certainty that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits recognised as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in statement of profit or loss.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period.

Uncertainty over Income Tax Treatment

The group is subject to taxation in the many countries in which it operates. The tax legislation of these countries differs, is often complex and is subject to interpretation by management and the government authorities. These matters of judgement give rise to the need to create provisions for tax payments that may arise in future years with respect to transactions already undertaken. Provisions are made against individual exposures and take into account the specific circumstances of each case, including the strength of technical arguments, recent case law decisions or rulings on similar issues and relevant external advice. The provision is estimated based on one of two methods, the expected value method (the sum of the probability weighted amounts in a range of possible outcomes) or the single most likely amount method, depending on which is expected to better predict the resolution of the uncertainty.

q. Retirement and other employee benefits

i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

iii) Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

v) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

iv) Provident Fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the statement of profit and loss in the year when employee rendered related services.

v) Superannuation Fund is a defined contribution scheme and contributions to the scheme are charged to the statement of profit or loss in the year when the contributions are due. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

All Other subsidiaries:

The Companies contribute to a defined contribution plan which are charged to the statement of profit or loss as incurred.

r. Share-based payments

Measurement and disclosure of the employee share based payment plans is done in accordance with Ind AS 102, "Share based payments". The Group measures compensation cost relating to employee stock options using the fair value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.

s. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, are classified as at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Company initially measures a financial asset at its fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

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Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit or loss.

Equity investments

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement

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and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Financial assets that are debt instruments and are measured as at FVTOCI

c) Lease receivables under Ind AS 116

d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 (referred to as contractual revenue receivables' in these consolidated financial statements)

e) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract assets; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group recognises impairment loss allowance based on lifetime ECLs for the aforementioned items, at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

t. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments

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entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to borrowings. For more information refer Note 15.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

u. Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, full currency swaps and interest rate swaps, foreign currency options to hedge its foreign currency risks and interest rate risks, respectively. The foreign exchange forward contracts and options are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions. Profit or loss on these contracts are recorded in income statement and relevant asset or liability is recorded as per the valuation as on reporting date.

Hedge Accounting:

The Company designates certain hedging instruments in respect of foreign currency risk, interest rate risk at the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

If the hedges are effective, changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges are recognised in OCI and accumulated under equity. If the hedges are ineffective, the gains or losses relating to the ineffective portion are recognised immediately in the statement of profit and loss.

v. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

w. Cash dividend

The Group recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

x. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

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y. Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

z. Segment Reporting:

Based on "Management Approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

aa. Contingent Liability and Contingent Asset:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the consolidated financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.4 Significant accounting estimates, assumptions and judgements

The preparation of the Group's consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit plan (gratuity benefits)

A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan assets. The present value of the defined benefit obligation is based on expected future payments at the reporting date, calculated annually by independent actuaries.

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Consideration is given to expected future salary levels, experience of employee departures and periods of service. Refer note 35 for details of the key assumptions used in determining the accounting for these plans.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 44 and 45 for further disclosures.

Provision against obsolete and slow-moving inventories

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Group estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Group reassesses the estimation on each balance sheet date.

Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model on trade receivables.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

Impairment of goodwill

Goodwill is tested annually for impairment. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units (CGUs). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of the CGUs have been determined based on the value in use, by discounting the future cash flows to be generated from the continuing use of the CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

Useful lives of tangible and intangible assets

The Group reviews the useful life of tangible and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Discounts, rebates and sales returns

The Group recognises the accruals for rebates/ discount/incentives and returns based on accumulated experience and underlying schemes and agreements with customers.

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Determining the fair value less costs to sell of the held for sale assets based on significant observable inputs

The fair value of assets held for sale are recognised at fair value less cost of disposal. These assets are planned to be disposed of to settle customers recoverable amount.

Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources

The Group recognises provisions which are discounted, where necessary, to its present value based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.5 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023, as below. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Ind AS 1 - Presentation of Financial Statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Group is currently assessing the impact of the amendments.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments are not expected to have a material impact on the Group's financial statements. The Group is currently assessing the impact of the amendments.

Ind AS 12 - Income Taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023. The Group is currently assessing the impact of the amendments.

The Ministry of Corporate Affairs had notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated 23 March 2022 to amend various Ind AS which are effective from April 01, 2022. These amendments had no significant impact on the consolidated financial statements of the Group.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

3 Property, plant and equipment and capital work-in-progress

₹ Crores

	Land-Freehold	Land-Leasehold	Building	Plant and Machinery	Furniture Fixtures and Equipments	Office Equipment	Vehicles	Land and Building Improvements	Aircraft	Total Property, Plant and Equipment	Capital Work-in-Progress	Total
Cost												
At March 31, 2021	**370**	**280**	**1,962**	**8,548**	**218**	**259**	**256**	**251**	**83**	**12,228**	**899**	**13,127**
Acquisition through business combinations (Refer Note 41)	17	-	16	1	-	0	3	-	-	37	-	37
Additions during the year	0	44	158	1,002	26	66	52	1	395	1,744	1,199	2,943
Disposals during the year	(0)	-	(77)	(434)	(18)	(21)	(33)	(7)	(133)	(724)	-	(724)
Transfers/Capitalised	(3)	-	4	(29)	1	0	(0)	(3)	-	(30)	(924)	(954)
Exchange differences	8	2	36	48	2	6	14	7	2	126	10	136
At March 31, 2022	**392**	**326**	**2,099**	**9,136**	**229**	**310**	**292**	**250**	**347**	**13,381**	**1,184**	**14,565**
Additions during the year	73	-	377	1,229	15	61	71	3	-	1,829	1,158	2,987
Disposals during the year	-	-	(23)	(59)	(14)	(8)	(53)	(0)	-	(157)	-	(157)
Transfers/Capitalised	-	(19)	(16)	(77)	6	(21)	(6)	-	-	(133)	(1,164)	(1,297)
Exchange differences	21	(0)	95	156	7	9	7	5	30	330	19	349
At March 31, 2023	**486**	**307**	**2,532**	**10,385**	**243**	**351**	**311**	**258**	**377**	**15,250**	**1,197**	**16,447**
Depreciation												
At March 31, 2021	-	2	781	4,275	155	198	174	127	64	5,776	-	5,776
Depreciation charge for the year (Refer Note 25)	-	0	89	724	16	42	34	16	31	953		953
Disposals during the year	-	-	(77)	(394)	(17)	(19)	(30)	(6)	(91)	(635)		(635)
Transfers	-	-	6	(24)	(0)	(0)	0	(10)	-	(28)		(28)
Exchange differences	-	0	(2)	12	1	4	8	3	3	29		29
At March 31, 2022	-	**2**	**797**	**4,593**	**154**	**225**	**185**	**130**	**7**	**6,095**	-	**6,095**
Depreciation charge for the year (Refer Note 25)	-	1	114	828	21	51	43	6	25	1,089		1,089
Disposals during the year	-	(1)	(19)	(49)	(12)	(6)	(44)	0	-	(131)		(131)
Transfers	-	-	(13)	(76)	3	(21)	(6)	-	-	(113)		(113)
Exchange differences	-	(0)	45	95	(5)	5	4	2	0	146		146
At March 31, 2023	-	**2**	**924**	**5,390**	**161**	**254**	**183**	**139**	**33**	**7,086**	-	**7,086**
Net book value												
At March 31, 2023	486	305	1,608	4,995	82	97	128	119	344	8,164	1,197	9,361
At March 31, 2022	392	324	1,302	4,543	75	84	106	119	340	7,286	1,184	8,471

Depreciation for the year includes impact on account of exchange difference of ₹ 14 crores [March 2022: ₹ (5) crores]

Capital work-in-Progress

Capital work in progress as at March 31, 2023 and March 31, 2022 comprises expenditure for the Building, Plant and equipment in the course of construction.

For property, plant and equipment given as security (Refer Note 15)

For capital expenditure on research and development (refer note 38)

For contractual commitment with respect to property, plant and equipment (refer note 37)

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

3 Property, plant and equipment and capital work-in-progress (Contd.)

Capital work in progress (CWIP) Ageing Schedule

As at March 31, 2023

₹ Crores

	Less than 1 year	Amount in CWIP for a period of			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	854	264	50	26	1,194
Projects temporarily suspended	0	2	-	1	3
Total	**854**	**266**	**50**	**27**	**1,197**

As at March 31, 2022

₹ Crores

	Less than 1 year	Amount in CWIP for a period of			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	936	189	41	16	1,182
Projects temporarily suspended	1	1	-	0	2
Total	**937**	**190**	**41**	**16**	**1,184**

Details of capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2023

₹ Crores

	Less than 1 year	To be completed in			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	222	-	1	-	223
Projects temporarily suspended	-	-	-	-	-
Total	**222**	**-**	**1**	**-**	**223**

As at March 31, 2022

₹ Crores

	Less than 1 year	To be completed in			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	141	2	0	3	147
Projects temporarily suspended	-	-	-	-	-
Total	141	2	0	3	147

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

4. Intangible assets

₹ Crores

		Other Intangible Assets							
	Goodwill**	Product Registrations / Product Acquisitions	Software/ Licence Fees	Customer Contracts	Brands	Non-compete agreements	Others	Intangible assets under development	Total (Including Goodwill)
Cost									
At March 31, 2021	**17,689**	**12,591**	**300**	**2,041**	**399**	**382**	**715**	**1,218**	**35,336**
Acquisition through business combinations (Refer Note 41)	46	11	0	44	3	39	-	-	142
Additions during the year	-	464	39	-	-	-	-	485	988
Deductions during the year	-	(9)	(10)	-	-	(92)	-	-	(111)
Transfer/Capitalised	-	(81)	(40)	-	-	-	-	(427)	(548)
Reclassification	-	(8)	-	-	-	-	-	-	(8)
Exchange differences	629	374	6	100	14	12	5	41	1,182
At March 31, 2022	**18,364**	**13,342**	**295**	**2,185**	**416**	**341**	**720**	**1,317**	**36,981**
Additions during the year	-	517	34	-	-	-	6	696	1,253
Deductions during the year	-	(17)	(8)	-	-	-	(0)	-	(25)
Transfer/Capitalised	-	(9)	(3)	-	-	-	(83)	(443)	(538)
Exchange differences	1,534	719	16	168	35	28	14	51	2,565
At March 31, 2023	**19,898**	**14,552**	**334**	**2,353**	**451**	**369**	**657**	**1,621**	**40,236**
Amortisation / Impairment									
At March 31, 2021	**-**	**4,755**	**198**	**608**	**-**	**230**	**707**	**-**	**6,498**
Amortisation for the year (Note 25)	-	878	49	118	-	55	3	-	1,103
Amortisation on disposals	-	(5)	(10)	-	-	(92)	-	-	(107)
Transfer/Capitalised	-	(81)	(40)	-	-	-	-	-	(121)
Exchange differences	-	111	3	51	-	7	5	-	177
At March 31, 2022	**-**	**5,658**	**200**	**777**	**-**	**200**	**715**	**-**	**7,550**
Amortisation for the year (Note 25)	-	908	51	130	-	66	6	-	1,161
Amortisation on disposals	-	(6)	(8)	-	-	-	-	-	(14)
Transfer/Capitalised	-	(9)	(3)	-	-	-	(83)	-	(95)
Reclassification	-	-	-	-	-	-	-	-	-
Exchange differences	-	275	12	51	-	18	13	-	369
At March 31, 2023	**-**	**6,826**	**252**	**958**	**-**	**284**	**651**	**-**	**8,971**
Net book value									
At March 31, 2023	19,898	7,726	82	1,395	451	85	6	1,621	31,264
At March 31, 2022	18,364	7,685	95	1,409	416	141	5	1,317	29,432

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

4. Intangible assets (Contd.)

Net book value

₹ Crores

Net book value	March 31, 2023	March 31, 2022
Goodwill	19,898	18,364
Other intangible assets	9,745	9,751
Intangible assets under development	1,621	1,317
Total	**31,264**	**29,432**

(i) Amortisation for the year includes impact on account of exchange difference of ₹ (7) crore [March 2022: ₹ (57) crore]

(ii) **Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell.

(iii) The Group generally uses discounted cash flows method to determine the recoverable amount. The discounted cash flow model uses specific estimates for five years that are based on financial forecasts. Cash flow projections take into account past experience and represent managements's best estimate about future development.

(iv) Intangible assets under development represent studies related to product registrations which are still under progress. These studies are for those products where feasibility has been established. Once development has been completed, these assets are transferred to intangible assets and amortisation are carried out accordingly.

(v) Others includes Intangible Assets in the nature of Data Access Fees, Trade Secrets and Trademarks

Intangible Asset under Development Ageing Schedule

As at March 31, 2023

₹ Crores

	Less than 1 year	Amount in Intangible Asset under Development for a period of			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	472	486	305	338	1,601
Projects temporarily suspended	1	0	0	19	20
Total	**473**	**486**	**305**	**357**	**1,621**

As at March 31, 2022

₹ Crores

	Less than 1 year	Amount in Intangible Asset under Development for a period of			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	228	483	176	417	1,304
Projects temporarily suspended	0	0	1	12	13
Total	**228**	**483**	**177**	**429**	**1,317**

Details of Intangible Asset under Development whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2023

₹ Crores

	Less than 1 year	To be completed in			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	7	-	12	4	23
Projects temporarily suspended	-	3	-	15	18
Total	**7**	**3**	**12**	**19**	**41**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

4. Intangible assets (Contd.)

As at March 31, 2022

₹ Crores

	Less than 1 year	To be completed in			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	0	-	-	0	1
Projects temporarily suspended	-	-	-	-	-
Total	0	-	-	0	1

5. Investments

₹ Crores

		As at March 31, 2023	As at March 31, 2022
Non-current			
Investments accounted for using the equity method			
(A)	**Investments in equity instruments**		
a.	**Investment in Associates (Unquoted)**		
(i)	30,000 [31 March 2022: 30,000] Equity Shares fully paid-up in 3SB Produtos Agricolas SA [includes goodwill of ₹ 61 Crores [31 March 2022: ₹ 60 Crores]	162	125
(ii)	677,585,304 [31 March 2022: 454,307,170] Equity Shares fully paid-up in Sinagro Produtos Agropecuarios SA. [includes goodwill of ₹ 40 Crores [31 March 2022: ₹ 39 Crores]	251	15
(iii)	921,000 [31 March 2022: 921,000] Equity Shares of ₹ 10 each fully paid-up in Chemiesynth [Vapi] Limited (refer Note (a) below)	-	-
(iv)	18,130 [31 March 2022: 18,130] Equity shares of ₹ 100 each of Universal Pesto Chem Industries (India) Pvt. Ltd. (refer Note (a) below)	-	-
(v)	6,100,000 [31 March 2022: 3,350,000] Equity Shares of ₹10 each fully paid-up in Kerala Enviro Infrastructure Limited	9	4
(vi)	68,133 [31 March 2022: 68,133] Equity shares of ₹ 10 each, fully paid-up in Weather Risk Management Services Pvt Ltd [includes goodwill of ₹ 4 Crores (31 March 2022: ₹ 4 Crores)]	9	11
(vii)	105,519,781 [31 March 2022: 103,016,214] Equity shares, fully paid-up in Serra Bonita Sementes S.A.[includes goodwill of ₹ (11) Crores {31 March 2022: ₹ (11) Crores}]	216	195
(viii)	17,85,000 [31 March 2022: 17,85,000] Equity shares of CNY 0.30 each, fully paid up in Dillian Advanced Chemical (DAC)	0	0
(ix)	260 [31 March 2022: 260] Equity shares having no par value, in Agronamic (Pty) Ltd. [includes goodwill of ₹ 5 crores (31 2022: ₹ 4 Crores)]	6	5
(x)	2,145,983 [31 March 2022: 2,41,071] Equity shares of ZAR 1 each, fully paid-up in Novon Protecta (Pty) Ltd [includes goodwill of ₹ (1) Crores {31 2022: ₹ (3) Crores}]	27	9
(xi)	251 [31 March 2022: 251] Equity shares of ZAR 1 each, fully paid-up in Agri Fokus (Pty) Ltd. [includes goodwill of ₹ (5) Crores {31 2022: ₹ (4) Crores}]	6	8
(xii)	1,004 [31 March 2022: 1,004] Equity shares having no par value, in Novon Retail Company (Pty) Ltd. [includes goodwill of ₹ 4 Crores (31 March 2022: ₹ 3 Crores)]	9	9
(xiii)	251 [31 March 2022: 251] Equity shares of ZAR 1 each, fully paid up in Silvix Forestry (Pty) Ltd. [includes goodwill of ₹ 0.10 Crores (31 March 2022: ₹ 0.14 Crores)]	1	1
(xiv)	1,920 [31 March 2022: 1,920] Equity shares of ZAR 0.10 each, fully paid-up in Nexus AG [includes goodwill of ₹ 4 Crores (31 March 2022: ₹ 3 Crores)]	14	15
(xv)	52,398 [31 March 2022: 52,398] Equity shares of XOF 10,000 each, fully paid-up in Société des Produits Industriels et Agricoles	16	14
(xvi)	28 [31 March 2022: 28] Equity shares of E 1 each, fully paid-up in Eswatini Agricultural Supplies Limited [includes goodwill of ₹ (0.61) Crores (31 March 2022: ₹ (0.34) Crores)]	2	2
(xvii)	1 [31 March 2022: 1] Equity shares of EUR 19,687.50 each, fully paid-up in Pixofarm GmbH [includes goodwill of ₹ 7 Crores (31 March 2022: ₹ 7 Crores)]	6	8

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

5. Investments (Contd.)

₹ Crores

		As at March 31, 2023	As at March 31, 2022
b.	**Investment in Joint Ventures (Unquoted)**		
(i)	1,627 [31 March 2022: 1,627] Equity Shares of Tk.1,000 each fully paid-up in United Phosphorus [Bangladesh] Limited [refer Note (a) below]	0	0
(ii)	200 [31 March 2022: 200] Equity shares fully paid up in Hodogaya UPL Co. Ltd	23	24
(iii)	88,223 [31 March 2022: 88,223] Equity shares of 1 AUD each fully paid-up in Longreach Plant Breeders Management Private Limited [includes goodwill of ₹ 20 Crores [31 March 2022: ₹ 21 Crores]	128	115
(iv)	7,80,331 [31 March 2022: Nil] common shares subscribed and paid with no par value in Bioplanta Nutrição Vegetal, Indústria e Comércio S.A.	3	-
(v)	2,000,000 [31 March 2022: Nil] common shares, all nominative and with no par value [31 March 2022: Nil] in Orígeo Comércio de Produtos Agropecuários S.A	85	-
Total non-current investments accounted for using the Equity Method		**973**	**560**
Investments stated at Fair Value through OCI			
Investments in Equity Instruments (Quoted)			
Investment in Others			
(i)	11,700,000 [31 March 2022: 11,700,000 Equity shares fully paid up in Ishihara Sangyo Kaisha Ltd.	80	78
(ii)	28,100 [31 March 2022: 28,100] Equity Shares of ₹10 each fully paid-up in Gujarat State Financial Corporation	0	0
(iii)	50,000 [31 March 2022: 50,000] Equity Shares of ₹10 each fully paid-up in Nivi Trading Limited	0	0
(iv)	41,150 [31 March 2022: 41,150] Equity Shares of ₹10 each fully paid-up in Transpek Industry Limited	6	8
(v)	5,307 [31 March 2022: 5,307] Equity Shares of ₹10 each fully paid-up in IDFC Limited	0	0
(vi)	5,307 [31 March 2022: 5,307] Equity Shares of ₹10 each fully paid-up in IDFC Bank Limited.	0	0
(vii)	17,990 [31 March 2022: 17,990] Equity Shares of ₹2 each fully paid-up in Bank of Baroda Limited	0	0
(viii)	1,891,630 [31 March 2022: 1,891,630] Equity Shares of USD 3.35 each fully paid-up in Agrofresh Solutions Inc. (Listed on the NASDAQ)	46	27
Investments in Equity Instruments (Unquoted)			
Investment in Others			
(i)	7,41,800 [31 March 2022: 7,41,800] Equity shares of TWD 9.53 each, fully paid-up in Grand Biotechnology Co., Ltd.	2	2
(ii)	3,44,000 [31 March 2022: 3,44,000] Equity shares of JPY 267.91 each, fully paid-up in Kyoyu Agri	6	6
(iii)	1000 [31 March 2022: 1000] Equity shares, fully paid-up in Rogatory letter (A)	9	9
(iv)	Fully paid up equity shares of Meiji Lukang Pharmaceutical Co., Ltd	10	10
	Less: Provision for diminution of investment	(10)	(10)
(v)	35,50,716 fully paid and non-assessable shares of Series B-1 Preferred Stock, par value $ 0.0001 of Telesense INC.	23	21
	Less: Provision for diminution of investment	(23)	-
(vi)	Investment in Tenacious Ventures Fund I, LP (Partnership)	2	2
(vii)	Investment in Yield Lab Global Opportunity Fund, L.P.	4	3
(viii)	1,14,464 [31 March 2022: Nil] Equity Shares of ₹10 each fully paid-up in Clean Max Kratos Private Limited	40	-
(ix)	196.8873 units [31 March 2022: Nil units] of Avishkar Fund	7	-
(x)	459,714 [31 March 2022: Nil] Preference shares of USD 3 each of Pluton Biosciences, Inc	11	-
Investments stated at Fair Value through Profit and Loss			
(A)	**Investments in Convertible Bonds (Unquoted)**		
(i)	Nil [31 March 2022: 725,000] Optionally Convertible Bonds All Fresh Supply Management Private Limited	-	7

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

5. Investments (Contd.)

₹ Crores

		As at March 31, 2023	As at March 31, 2022
(ii)	1,561 [31 March 2022: Nil] Compulsorily Convertible Bonds in Waycool Foods and Products Private Limited	9	-
(iii)	Convertible Loan Notes in Amira Nature foods Limited	-	38
(iv)	Convertible Promissory Note of Phospholutions, Inc. at 8% p.a.	3	-
(B)	**Investment in Equity Instruments (Unquoted)**		
(i)	57 [31 March 2022: 57] Ordinary Shares of 1 Rand each fully paid-up in Cropserve [PTY] Limited	0	0
(ii)	3,757,570 [31 March 2022: 3,757,570] Equity Shares of ₹10 each fully paid-up in Narmada Clean Tech Limited	8	7
(iii)	10,000 [31 March 2022: 10,000] Equity Shares of ₹10 each fully paid—up in Janakalyan Sahakari Bank Limited	0	0
(iv)	1,000,000 [31 March 2022: 1,000,000] Equity Shares of ₹10 each fully paid-up in Uniphos International Limited	7	5
(v)	45,000 [31 March 2022: 45,000] Equity Shares of ₹10 each fully paid-up in Bloom Packaging Private Limited	1	1
(vi)	19,025 [31 March 2022: 19,025] Equity Shares of ₹10 each fully paid-up in Bench Bio Private Limited	1	1
(vii)	126 [31 March 2022: 126] Equity shares of HUF 10,000 each, fully paid-up in Cseber	0	0
(viii)	Nil [31 March 2022: 3,687] equity shares of ₹ 10 each fully paid-up in All Fresh Supply Management Private Limited	-	2
(C)	**Investment in Others**		
(i)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 1 ("FIDC") with the assistance of Rabobank International Bank S.A	159	158
(ii)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 2 ("FIDC") with the assistance of BANCO ITAÚ BBA S.A.,	121	117
(iii)	3% investment in Fundo de Investimento em Direitos Creditórios COOPERCITRUS ("FIDC") as a result of a commercial partnership between UPL do Brasil and Coopercitrus Cooperativa De Produtores Rurais	34	26
(iv)	12% investment in FARMTECH UP CREDIT FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS ("FIDC") as a result of a commercial partnership between UPL do Brasil and FARM INVESTIMENTOS GESTÃO DE RECURSOS LTDA. with the assistance of BANCO ITAÚ BBA S.A.	45	-
(v)	Investments in Others (Unquoted)	4	4
Total Other Non-Current Investments		**605**	**522**
Total Non-Current Investments		**1,578**	**1,082**
Current			
Investments stated at Fair Value through profit and loss			
(i)	**Investments in Others (Unquoted)**		
	Convertible Loan Notes in Amira Nature foods Limited	41	-
	Investment in Stallions Fusion Fund	5	-
(ii)	**Investments in Mutual Funds (Quoted)**		
	14,33,944 units in UTI Liquid Cash Plan - Direct Plan - Growth	-	500
	6,53,023 Units In Nippon India Liquid Fund - Direct Plan Growth Plan - Growth Option (LFAGG)	-	340
	Total Current Investments	**46**	**840**
	Total Investments	**1,624**	**1,922**
	Aggregate amount and market value of quoted investments	131	953
	Aggregate amount of unquoted investments	1,493	969
	Aggregate amount of impairment in value of investments (refer Note (b) below)	**33**	**10**
	Investment stated at Amortised Cost	**-**	**0**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

5. Investments (Contd.)

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Investments carried at Fair Value through Other Comprehensive Income	213	156
Investments carried at Fair Value through Profit or Loss	438	1,206
Investments accounted for using the equity method	973	560

For Investments at fair value through Profit and loss and Investments at fair value through OCI, refer note 45 for determination of their fair values.

Investments at fair value through OCI (fully paid) were irrevocably designated as FVTOCI as the Group considers these investments to be strategic in nature.

Note:

a. Share of losses has been restricted to the carrying value of the investment

b. Investment in equity shares of Telesense Inc. has been impaired fully during the year due to initiation of liquidation process of the company.

Investment in equity shares of Meiji Lukang Pharmaceutical Co., Ltd has been impaired fully during the previous year due to initiation of liquidation process of the company.

6. Loans

₹ Crores

		Non-current		Current	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(A)	**Loans and Advances to related parties (refer note 39)**				
a.	Unsecured, Considered good	57	67	-	-
		57	**67**	**-**	**-**
(B)	**Loans to employees**				
a.	Unsecured, Considered good	-	-	25	16
		-	**-**	**25**	**16**
Total loans		**57**	**67**	**25**	**16**

Loans and receivables are non-derivative financial assets which generate a fixed or variable interest income for the Group.

Details of loans granted to promoters, directors, KMPs and the related parties repayable on demand or without specifying any terms or period of repayment:

₹ Crores

Type of Borrower	March 31, 2023		March 31, 2022	
	Amount of loan or advance in the nature of loan outstanding	% of total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	% of total Loans and Advances in the nature of loans
Loan to Promoters	-	-	-	-
Loan to Directors	-	-	-	-
Loan to KMPs	-	-	-	-
Loan to Related parties	-	-	-	-
Total	**-**	**-**	**-**	**-**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

7. Other Financial Assets

₹ Crores

		Non Current		Current	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(A)	**Security Deposits**				
a.	Unsecured, Considered good*	210	140	3	2
b.	Unsecured, credit impaired	5	2	-	-
	Less: Impairment Allowance for credit impaired security deposit	(5)	(2)	-	-
		210	**140**	**3**	**2**
	* Non current security deposits includes deposits given to related parties of ₹ 4 Crores (March 31, 2022: ₹ 5 Crores) (refer note 39)				
(B)	**Interest receivable**				
a.	Unsecured, Considered good	-	-	23	14
		-	**-**	**23**	**14**
(C)	**Derivative instruments at fair value through profit or loss**				
	Derivative contracts (net)**	-	172	18	17
		-	**172**	**18**	**17**
(D)	**Export Benefits receivables**				
	Unsecured, Considered good	-	-	166	144
		-	**-**	**166**	**144**
(E)	**Receivable on account of trade receivables sales on a non recourse basis (refer note 10)**				
	Unsecured, Considered good	-	-	58	515
		-	-	58	515
(F)	**Insurance receivables**				
	Unsecured, Considered good ***	-	-	6	594
		-	**-**	**6**	**594**
(G)	**Others**				
a.	Unsecured, Considered good	1	3	76	30
b.	Unsecured, credit impaired	-	0	-	4
	Less: Impairment Allowance for credit impaired Other Financial Assets	-	-	-	(2)
		1	**3**	**76**	**32**
Total Other Financial Assets		**211**	**315**	**350**	**1,318**

**Derivative contract corresponds to fair value gains/losses on hedging instruments contracted with banks to manage foreign exchange currency.

For details of classification of financial assets, refer note 44 - Financial instruments

8 (A) Other Assets

₹ Crores

		Non Current		Current	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	March 31, 2022
(i)	Capital advances Unsecured, Considered good	54	81	-	-
(ii)	Statutory receivables	299	476	2,185	1,962
(iii)	Other advances	-	-	935	932
Total Other Assets		**353**	**557**	**3,120**	**2,894**

8 (B) Assets held for sale

Assets held for sale represents assets amounted to ₹ 40 crores (31 March 2022 : ₹ 48 crores) refer to assets received in debt renegotiations, substantially represented by land (farms and lots) acquired from customers who have not been able to settle their debts in cash. Management does not intend to maintain these assets and has made efforts to sell them. These assets are recognised at fair value less cost of disposal and are planned to be disposed off.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

9. Inventories

₹ Crores

		As at March 31, 2023	As at March 31, 2022
a.	Raw materials and components	3,012	4,167
b.	Work in progress	721	761
c.	Finished goods	7,929	5,954
d.	Traded goods	1,754	1,709
e.	Store and spares [including fuel]	225	163
f.	Packing material	327	312
g.	By products	17	12
Total inventories		**13,985**	**13,078**

(i) Inventories of holding company is hypothecated with the bankers against working capital limits (Refer note 15).

(ii) Amount of write down (net of reversal) of inventories to net realisable value and other provisions / losses recognised in the statement of profit or loss as an expense is ₹ 264 Crores (31 March 2022: ₹ 241 Crores). This is recognised in cost of materials and components consumed.

10. Trade receivables

₹ Crores

	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Trade receivables - Considered good, Secured				
- From related parties (refer note 39)	-	-	1,458	511
- From others	62	6	16,766	14,817
Trade receivables, which have significant increase in credit risk	-	-	-	0
Trade receivables, credit impaired				
- From others	-	-	1,085	986
Less: Impairment allowance for trade receivables- Credit Impaired	-	-	(1,085)	(986)
Total Trade receivables	**62**	**6**	**18,224**	**15,328**

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows

₹ Crores

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	(986)	(957)
Foreign exchange movement	(160)	(102)
"Provision (Net of reversal) of impairment allowance for the period"	(123)	15
Less: Bad debts netted off with receivables	62	58
Closing balance	**(1,085)**	**(986)**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. However, there are trade or other receivable that are due from firms or private companies respectively in which any director is a partner, a director or a member (Refer note 39).

- Trade receivables are non-interest bearing and are generally on terms of 45 to 270 days. Non-current trade receivables are non-interest bearing and are generally on terms of 365 to 450 days. The Group applies the practical expedient for receivables with credit period of upto one year i.e., the promised amount of consideration is not adjusted for the effects of a significant

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

10. Trade receivables (Contd.)

financing component if the period between the transfer of the promised good or service and the payment is one year or less.
- For explanations on Group's Credit risk management process. (Refer note 46)

The Group enters into various factoring agreements with third-party financial institutions to sell its trade receivables under non- recourse agreements in exchange for cash proceeds. These arrangements result in a transfer of the Group's trade receivables and risks to the third-party financial institutions. As these transfers qualify as true sale under the applicable accounting guidance, the receivables are derecognized from the Consolidated Statement of financial position upon transfer, and the Group receives a payment for the receivables from the third-party within a mutually agreed upon time period.

The Group has also sold with recourse its certain trade receivables to a bank for cash proceeds. These trade receivables have not been derecognised from the statement of financial position, because the Group retains substantially all of the risks and rewards - primarily credit risk. The amount received on transfer has been recognised as Discounted trade receivables (Unsecured) (see Note 15). The arrangement with the bank is such that the customers remit cash directly to the Group and the Group transfers the collected amounts to the bank.

Trade receivables of holding company are hypothecated with the bankers against working capital limits (Refer note 15).

For terms and conditions of related party transactions refer Note 39.

Trade receivables Ageing Schedule - Current and non-current

₹ Crores

As at March 31, 2023	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	16,066	1,932	182	180	61	20	18,441
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	28	-	-	-	28
Undisputed Trade receivable – credit impaired	-	1	4	47	124	725	901
Disputed Trade receivables - considered good	0	-	-	-	-	-	0
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	0	0	0
Total	**16,066**	**1,933**	**214**	**228**	**185**	**745**	**19,371**
Less: Impairment allowance for trade receivables- Credit Impaired							(1,085)
Total (net of allowance for doubtful Trade receivables)	**16,066**	**1,933**	**214**	**228**	**185**	**745**	**18,286**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

10. Trade receivables (Contd.)

₹ Crores

As at March 31, 2022	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	13,959	1,139	161	167	21	3	15,450
Undisputed Trade Receivables – which have significant increase in credit risk		0	21	-	-	-	21
Undisputed Trade receivable – credit impaired	0	1	7	61	140	622	831
Disputed Trade receivables - considered good	0	1	0	1	1	2	5
Disputed Trade receivables – which have significant increase in credit risk	-	-	0	-	-	-	0
Disputed Trade receivables – credit impaired	-	-	-	6	0	7	13
Total	**13,959**	**1,141**	**189**	**235**	**162**	**634**	**16,320**
Less: Impairment allowance for trade receivables- Credit Impaired							(986)
Total (net of allowance for doubtful Trade receivables)	**13,959**	**1,141**	**189**	**235**	**162**	**634**	**15,334**

11. Cash and cash equivalents

₹ Crores

	March 31, 2023	March 31, 2022
Balances with banks		
- Current accounts	937	628
- Foreign currency accounts	1	-
- Current accounts outside India	3,542	3,323
- Fixed deposit accounts with original Maturity of less than 3 months	1,483	1,832
Cheques/drafts on hand	3	11
Cash on hand	1	3
	5,967	**5,797**

11A. Other Bank Balances

₹ Crores

	March 31, 2023	March 31, 2022
- Deposits with original maturity for more than 3 months but less than 12 months	84	278
- Margin money deposit **	36	35
-Unclaimed dividend accounts	10	10
	130	**323**

** Margin money deposits given as security against bank guarantees.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

12. Share Capital

Authorised Share Capital

	Equity Shares of ₹ 2 each		Preference Shares of ₹ 10 each	
	No.	₹ Crores	No.	₹ Crores
At April 1, 2021	**1,237,500,000**	**248**	**229,500,000**	**230**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2022	**1,237,500,000**	**248**	**229,500,000**	**230**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2023	**1,237,500,000**	**248**	**229,500,000**	**230**

Issued equity capital

Equity shares of ₹ 2 each issued, subscribed and fully paid-up

	No.	₹ Crores
At April 1, 2021	**764,045,456**	**153**
Increase during the year		
Buyback of shares	-	-
At March 31, 2022	**764,045,456**	**153**
Increase during the year	-	-
Buyback of shares	(13,437,815)	(3)
At March 31, 2023	**750,607,641**	**150**

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended 31 March 2023, the amount of per share dividend proposed as distributions to equity shareholders is ₹ 10 (31 March 2022: ₹ 10)

Equity shares movement during the 5 years preceding March 31, 2023

A. The Board of Directors of the Company at its meeting held on 02 March 2022, approved the proposal to buy-back fully paid-up equity shares of face value of ₹ 2/- each from the equity shareholders of the Company (other than the promoters, the promoter's group and persons in control of the Company). The Company completed acquisition of 13,437,815 equity shares having face value of ₹ 2 per share at aggregate consideration of ₹ 1,094 crores on 25 May 2022 and consequently extinguished such shares in accordance with applicable regulations. Further the Company has discharged ₹ 261 crores towards buyback tax liability under the Income Tax Act, 1961 and other ancillary expenses.

B. Equity shares allotted as bonus shares, for consideration without cash pursuant to contract and shares bought back during the 5 years preceding 31 March 2023.

   - Equity shares issued as bonus

   The Company allotted 254,671,335 equity shares as fully paid up bonus shares on 04 July 2019 by utilising capital redemption reserve amounting to ₹ 38 crores and Securities premium amounting to ₹ 13 crores, pursuant to an ordinary resolution passed after taking the consent of shareholders.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

12. Share Capital (Contd.)

C The below mentioned shares were allotted under various ESOP Schemes in last 5 years i.e. from 01 April 2018 to 31 March 2023:

   - 43,725 Shares under Advanta India Limited Employees Stock Option and Shares Plan - 2006,
   - 66,491 Shares under Advanta Employee Stock Option Plan - 2013 and
   - 22,500 Shares under UPL Limited - Employee Stock Option Plan - 2017.

Details of shareholders holding more than 5% shares in the company

Name of the shareholder

Equity shares of ₹ 2 each fully paid	March 31, 2023		March 31, 2022	
	No. in Crores	% holding in the class	No. in Crores	% holding in the class
Nerka Chemicals Private Limited	15	20.46%	15	20.10%
Uniphos Enterprises Limited	4	5.26%	4	5.17%
Life Insurance Corporation of India	5	6.71%	8	9.85%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

As on March 31, 2023 there were 2,95,53,106 outstanding GDRs (representing 5,90,80,712 underlying equity shares) under two different GDR programmes [including 1,47,71,012 GDRs (representing 2,95,42,024 underlying equity shares) held by Promoters]. Total 2,95,27,606 GDRs (representing 5,90,55,212 underlying equity shares) (7.87% of paid-up share capital) are listed on Singapore Stock Exchange Ltd and London Stock Exchange, while 25,500 unlisted GDRs (representing 25,500 underlying equity shares) are under termination process.

Details of shares held by promoters

As at March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Nerka Chemicals Pvt Ltd	153,596,890	-	153,596,890	20.46%	0.36%
Uniphos Enterprises Limited	39,519,431	-	39,519,431	5.26%	0.09%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.19%	0.02%
Vikram Rajnikant Shroff	7,191,364	-	7,191,364	0.96%	0.02%
Shilpa P Sagar	3,388,443	-	3,388,443	0.45%	0.01%
Harmonic Ventures Limited	2,892,072	10,737,532	13,629,604	1.82%	1.44%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
Rajju D Shroff	15,000	-	15,000	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
Sandra Rajnikant Shroff	-	-	10,444	0.00%	0.00%
Suresight Ventures Limited	-	-	14,678,380	1.96%	0.00%
Total	**217,377,535**	**10,737,532**	**242,803,891**	**32.35%**	

Notes to Consolidated Financial Statements

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12. Share Capital (Contd.)

As at March 31, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Nerka Chemicals Pvt Ltd	153,596,890	-	153,596,890	20.10%	0.00%
Uniphos Enterprises Limited	39,056,181	463,250	39,519,431	5.17%	0.06%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.16%	0.00%
Vikram Rajnikant Shroff	6,754,324	437,040	7,191,364	0.94%	0.06%
Shilpa P Sagar	3,388,443	-	3,388,443	0.44%	0.00%
Harmonic Ventures Limited	-	2,892,072	2,892,072	0.38%	0.38%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
R D Shroff	15,000	-	15,000	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
Total	**213,585,173**	**3,792,362**	**217,377,535**	**28.44%**	

12A. Perpetual Subordinated Capital Securities

5.25% Perpetual Subordinated Capital Securities

	₹ Crores
At April 1, 2021	**2,986**
Issued during the year	-
At March 31, 2022	**2,986**
Issued during the year	-
At March 31, 2023	**2,986**

During the year ended March 31 2020, the Group had raised ₹ 2,986 Crores (net of issue expenses of ₹ 41 Crores) through issue of Perpetual Subordinated Capital Securities (the "Securities") by it's subsidiary. These Securities are perpetual securities in respect of which there is no fixed redemption date and are callable only at the option of the issuer. As these Securities are perpetual in nature and ranked senior only to the Share Capital of the subsidiary company and the subsidiary company does not have any redemption obligation, these are considered to be in the nature of equity instruments. The stated coupon on these is payable at the discretion of the issuer.

13. Other equity

(i) Securities premium

	₹ Crores
At April 1, 2021	**4,594**
Additions / decrease during the year	-
At March 31, 2022	**4,594**
Additions / decrease during the year	(1,352)
At March 31, 2023	**3,242**

(ii) Retained earnings

	₹ Crores
At April 1, 2021	**12,668**
Add: Profit for the year	3,626
Add: Transfer from debenture redemption reserve	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

13. Other equity (Contd.)

	₹ Crores
Less: Remeasurement gains/(losses) of defined benefit plans	1
Less: Dividend on equity shares paid during the year	(764)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(121)
Gain / (loss) on acquisition of additional stake from NCI	(14)
At March 31, 2022	**15,395**
Add: Profit for the year	3,570
Add: Transfer from debenture redemption reserve	140
Less: Remeasurement gains/(losses) of defined benefit plans	(6)
Less: Dividend on equity shares paid during the year	(751)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(135)
Gain on equity dilution	-
Movement in capital reserve	(2)
Gain / (loss) on acquisition of additional stake from NCI (refer note 52)	2,130
At March 31, 2023	**20,341**

(iii) Other reserves

Capital redemption reserve

	₹ Crores
At April 1, 2021	**6**
Changes during the year	-
At March 31, 2022	**6**
Changes during the year	-
At March 31, 2023	**6**
Capital reserve	
At April 1, 2021	**177**
Changes during the year	5
At March 31, 2022	**182**
Changes during the year	49
At March 31, 2023	**231**
Debenture redemption reserve	
At April 1, 2021	**140**
Add: Amount transferred from retained earnings	-
At March 31, 2022	**140**
Add: Amount transferred to retained earnings	(140)
At March 31, 2023	**-**
General reserve	
At April 1, 2021	**1,848**
Changes during the year	-
At March 31, 2022	**1,848**
Changes during the year	-
At March 31, 2023	**1,848**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

13. Other equity (Contd.)

	₹ Crores
Share based payment reserve	
At April 1, 2021	0
Changes during the year	20
At March 31, 2022	**20**
Changes during the year	-
At March 31, 2023	**20**
Cashflow hedge reserve for OCI	
At April 1, 2021	**(112)**
Changes during the year	119
At March 31, 2022	**7**
Changes during the year	(7)
At March 31, 2023	**-**
Equity Instruments through other comprehensive income	
At April 1, 2021	**(147)**
Changes during the year	11
At March 31, 2022	**(136)**
Changes during the year	11
At March 31, 2023	**(125)**
Foreign currency translation reserve	
At April 1, 2021	**(1,427)**
Changes during the year	893
At March 31, 2022	**(534)**
Changes during the year	1,679
At March 31, 2023	**1,145**

Retained earnings - The amounts represent profits that can be distributed by the Group as dividends to its equity shareholders.

Securities Premium - Where the Group issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium ". The Group may issue fully paid-up bonus shares to its members out of the securities premium reserve and can use this reserve for buy-back of shares.

Capital redemption reserve - Capital redemption reserve was created for buy-back of shares and can be utilised for issuance of fully paid up bonus shares.

Capital reserve - The Group recognises profit or loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

Debenture redemption reserve (DRR) - The Group has issued redeemable non-convertible debentures. The Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Company to create DRR out of profits of the Company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued.

Share based payment reserve - The Group has an employee stock option scheme under which the option to subscribe for the companies share have been granted to the key employees and directors. The share-based payment reserve is used to recognize the value of equity-settled share-based payments provided to the key employees and directors as part of their remuneration. Refer to Note 36 for further details of the scheme.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

13. Other equity (Contd.)

General reserve - General reserve is created out of the profits earned by the Group by way of transfer from surplus in the statement of profit or loss. The Group can use this reserve for payment of dividend and issue of fully paid-up and not paid-up bonus shares.

Cash flow hedge reserve - The Group uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Group uses foreign currency forward contracts, cross currency swaps, foreign currency option contracts and interest rate swaps. The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the Effective portion of cash flow hedges. Amounts recognised in the effective portion of cash flow hedges is reclassified to the statement of profit or loss when the hedged item affects profit or loss (e.g. interest payments).

Equity Instruments through other comprehensive income - The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Foreign currency translation reserve - Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Securities premium	3,242	4,594
Retained earnings	20,341	15,395
Capital redemption reserve	6	6
Capital reserve	231	182
Debenture redemption reserve	-	140
General reserve	1,848	1,848
Share based payment reserve	20	20
Cashflow hedge reserve for OCI	-	7
Equity Instruments through other comprehensive income	(125)	(136)
Foreign currency translation reserve	1,145	(534)
Total other equity	**26,708**	**21,522**

14. Distribution made and proposed

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Cash dividends on Equity shares declared and paid:		
Final dividend for the year ended March 31, 2023: ₹ 10 per share (March 31, 2022: ₹ 10 per share)	751	764
	751	**764**
Proposed dividends on Equity shares:		
Final dividend for the year ended March 31, 2023: ₹ 10 per share (March 31, 2022: ₹ 10 per share)	751	751
	751	**751**

Note

Proposed dividend on equity shares outstanding as on 08 May 2023 is subject to approval at the annual general meeting and is not recognised as a liability as at March 31 2023 and March 31 2022.

14 A. Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the Company refer note 36.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

15. Borrowings

₹ Crores

Particulars	Effective interest Rate %	Maturity	As at March 31, 2023	As at March 31, 2022
Non-current borrowings				
Debentures				
Redeemable non-convertible debentures (NCDs) (Unsecured) (refer note a below)	10.40% to 10.470%	2021-2023	-	144
			-	**144**
Bonds (Unsecured) (Refer Note b below)				
4.50% Senior Notes	4.50%	8th March 2028	2,254	2,188
4.625% Senior Notes	4.625%	16th June 2030	3,637	3,479
Term Loan				
From Bank				
Foreign currency loan (Unsecured)	SOFR + 1.25% and 1.40% (FY 22 LIBOR + 1.60%)	Sep 2025 and Sep 2027 (FY 22 : Jan 2024)	6,117	5,077
Sustainability linked Foreign currency loan (Unsecured)	SOFR + 1.27%, 1.46%, 1.65% (FY 22 LIBOR + 0.92%, 1.30%/1.12%)	January 2024/ March 2026/Dec 2026	9,772	10,842
From others (Unsecured)	2.00%	1st January 2023	-	19
			21,780	**21,749**
Less: Amount clubbed under "Current Borrowings"			1,636	144
Net non-current borrowings			**20,144**	**21,605**
Aggregate secured loans (non-current)			-	-
Aggregate unsecured loans (non-current)			**20,144**	**21,605**
Current borrowings				
Loan from banks				
Secured (Refer Note c below)	Euribor +1.30% to 8% (FY 22 : 4.25% to 14.70%)	On demand	83	364
Unsecured:				
Working capital loan repayable on demand from banks:	3.65% to 32% (FY 22: 0.20% -21.25%)	On demand	673	2,922
Interest accrued and not due on borrowings			113	98
Commercial paper	7.6% (FY 22 : 4.46%)	Within 90 days	350	725
			1,219	**4,109**
Discounted trade receivables (Unsecured)	5.00% - 9.90%	2021-22	-	8
			-	**8**
Current maturities of non current borrowings	-	-	**1,636**	**144**
Total current borrowings			**2,855**	**4,261**
Aggregate secured loans (current)			**83**	**364**
Aggregate unsecured loans (current)			**2,772**	**3,897**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

15. Borrowings (Contd.)

a. Unsecured redeemable non-convertible debentures (NCD's)

i) The current maturities of non-current borrowings include Nil (March 31, 2022: ₹ 9 crores) pertaining to interest accrued but not due on account of recognition of debentures at amortised cost as per EIR method.

ii) NCDs of face value amounting to Nil (March 31, 2022: ₹ 150 crores) was redeemed during the year.

iii) NCDs mentioned above carry a coupon rate ranging from 10.40% to 10.47%.

b. Bonds (Unsecured)

All Bonds are listed on Singapore Stock exchange and are recorded at amortised cost.

i) Bonds of USD 443 million 4.625% Senior Notes due 2030 with carrying value of ₹ 3,637 Crores (March 31, 2022: ₹ 3,479 Crores) are recorded at net of amortised cost bearing an interest rate of 4.625%, repayable on 16 June 2030

ii) Bonds of USD 274 million 4.50% Senior Notes due 2028 with carrying value of ₹ 2,254 Crores (March 31, 2022: ₹ 2,188 Crores) are recorded at net of amortised cost bearing an interest rate of 4.50%, repayable on 8 March 2028.

c. Loan repayable on demand from Banks (Secured)

Outstanding loan is secured by hypothecation of inventories, bills receivables, book debts and all movable assets of the holding company both present and future, wherever situated.

The Company has utilised borrowings from banks and financial institutions for same purpose for which loans are taken.

Additional disclosures

(a)	whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts	Yes
(b)	reconciliation and reasons of material discrepancies, if any	NA

16. Other financial liabilities

₹ Crores

	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial liabilities at fair value through profit or loss / other comprehensive income				
Derivative contracts (net)	-	-	301	622
Payable towards acquisition of subsidiary (refer note 41)	234	204	-	-
Other financial liabilities carried at amortised cost				
Payable towards acquisition of subsidiary (refer note 41)	369	203	46	37
Creditors for capital goods	-	-	100	163
Unpaid dividend*	-	-	11	10
Trade deposits	-	-	81	69
Accrued Payable	-	-	365	216
Payable towards Non recourse sales of receivables	-	-	594	219
Employee benefits payables	-	-	924	1,082
Others	10	10	-	226
Total other financial liabilities	**613**	**417**	**2,422**	**2,644**

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

17. Provisions

₹ Crores

	Non-Current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(A) Employee Benefits				
Provision for Gratuity	54	43	51	47
Provision for other defined benefit plans	141	140	29	18
Compensated absences	-	-	174	159
	195	**183**	**254**	224
(B) Other provisions				
Environmental provision	21	19	-	-
Labour / employee claim provision	1	33	12	-
Contingencies acquired in a business combination	-	-	184	262
Provision for Dismantling	-	-	34	32
Claims	-	-	19	9
	22	**52**	**249**	**303**

(C) Movement of other provisions

	Environmental provision	Labour / employee claim provision	Contingencies acquired in a business combination	Provision for Dismantling	Claims	Total
At the beginning of the year	19	33	262	32	9	355
Arising during the year	-	5	-	-	11	16
Utilised during the year	-	(20)	-	-	(1)	(21)
Written back	-	(5)	(100)	-	-	(105)
Foreign currency translation effect	2	-	22	2	-	26
At the end of the year	**21**	**13**	**184**	**34**	**19**	**271**

i) Environmental provision:

The Group's operations are subject to environmental laws and regulations in the jurisdictions in which group operates. Some of these laws restrict the amount and type of emissions that group's operations can release into the environment. Group has made necessary provision required by respective local laws. The out flow of these would depend on the cessation of the respective operations.

ii) Labour / employee claim provision:

Companies in the Group are parties to various lawsuits that are at administrative or judicial level or in their initial stages, involving labour, tax and civil matters. The Group contest in court all claims and based on the assessment of their legal counsel, record a provision when the risk of loss is considered probable. The outflow is expected on completion of the respective events.

iii) Contingencies acquired in a business combination:

Provision for litigation includes provision that were recognized on acquisition of Arysta Group for indirect tax and legal claims against the Arysta Group. Provisions for indirect taxes related to Arysta Group's subsidiaries in Brazil and comprise of disputes with Brazilian authorities. These provisions are separate from the matters listed as contingent liabilities in note 37. The proceedings and investigations related to legal claims are at various stages and concern a variety of product markets. Where specific issues arise, provisions are made to the extent appropriate. Due to the nature of the legal cases and disputed indirect taxes, the timing of utilisation of these provisions is uncertain.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

17. Provisions (Contd.)

iv) Provision for Dismantling :

The Group has recognised a provision for decommissioning obligations associated with a plant to dismantle and remove the plant from the site.

v) Provision for gratuity :

Some entities of the Group have a defined benefit gratuity plan. Every employee who has completed five years or more of a service gets a gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

vi) Provision for other defined benefit plans :

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

18. Income Tax

The major components of income tax expense for the years ended 31 March 2023 and 31 March 2022 are:

Consolidated statement of profit or loss and other comprehensive income:

Profit or loss section

₹ Crores

	March 31, 2023	March 31, 2022
Current income tax:		
Current income tax charge	1,566	1,048
Adjustments of tax relating to earlier years	(60)	48
Deferred tax:		
Relating to origination and reversal of temporary differences	(770)	(567)
Income tax expense reported in the statement of profit or loss	**736**	**529**

OCI section

Deferred tax related to items recognised in OCI during the year:

₹ Crores

	March 31, 2023	March 31, 2022
Gain on FVTOCI financial assets and net gain/loss on remeasurement of defined benefit plans.	(3)	(1)
Income tax charged to OCI	**(3)**	**(1)**

Reconciliation of tax expense and the accounting profit multiplied by India's applicable tax rate for 31 March 2023 and 31 March 2022:

₹ Crores

	March 31, 2023	March 31, 2022
Accounting profit before tax	**5,150**	**4,966**
Accounting profit before income tax	5,150	4,966
At India's statutory income tax rate of 25.167% (31 March 2022 : 25.167%)	1,296	1,250
Profit taxable at higher/lower/nil tax rates in certain jurisdictions	(565)	(564)
Additional deduction on expenditure on research and development	(10)	(7)
Adjustment of tax relating to previous years	(88)	4
Income exempt for tax purpose	(162)	(73)
Impact of change in tax rates	-	(108)

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

18. Income Tax (Contd.)

₹ Crores

	March 31, 2023	March 31, 2022
Utilisation of previously unrecognised tax losses	(38)	(234)
Other non-deductible expenses	186	270
Tax effect of Joint ventures / associates	(40)	(46)
Unrecognised deferred tax asset on carry forward losses	122	28
Others	35	8
At the effective income tax rate of 14.29% (31 March 2022: 10.64%)	**736**	**529**
Income tax expense reported in the statement of profit or loss	736	529
	14.29%	**10.64%**

Deferred tax

Deferred tax relates to the following:

₹ Crores

	Balance Sheet		Statement of Profit or Loss	
	As at March 31, 2023	As at March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Property, plant & equipment	(247)	(142)	105	(189)
Financial assets	603	453	(150)	(279)
Unrealised profits on intercompany transactions	418	298	(120)	98
Carry forward of tax losses and unabsorbed depreciation	939	621	(318)	(368)
Provision	873	443	(430)	(390)
Intangible Assets	(2,428)	(2,216)	212	289
Others	42	108	(69)	272
Deferred tax expense/(income)			**(770)**	**(567)**
Net deferred tax assets/(liabilities)	**199**	**(436)**		

Reflected in the balance sheet as follows:

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	2,661	2,076
Deferred tax liabilities:	(2,462)	(2,512)
Deferred tax liabilities (net)	**199**	**(436)**

Reconciliation of deferred tax assets (net):

₹ Crores

	March 31, 2023	March 31, 2022
Opening balance as of 1 April	(436)	(1,042)
Tax income/(expense) during the period recognised in profit or loss	770	567
Tax income/(expense) during the period recognised in OCI	(15)	4
Exchange impact	(120)	72
Deferred tax acquired in business combinations	-	(37)
Closing balance as at 31 March	**199**	**(436)**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The Group has tax losses of ₹ 1,712 Crores (March 31, 2022: ₹ 1,480 Crores) that are available for offsetting for period upto ten years against future taxable profits of the companies in which the losses arose.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

18. Income Tax (Contd.)

Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group, they have arisen in subsidiaries that have been loss-making for some time, and there are no other tax planning opportunities or other evidence of recoverability in the near future. If the Group were able to recognise all unrecognised deferred tax assets of current year, the profit would increase by ₹ 122 Crores.

The temporary differences associated with investments in subsidiaries, associates and joint venture, for which a deferred tax liability has not been recognised in the periods presented, aggregate to ₹ 8,787 crore (31 March 2022 : ₹ 7,825 crore). The Group has not recognized deferred tax liability with respect to unremitted retained earnings and associated foreign currency translation reserve with respect to certain of its subsidiaries and joint ventures where the Group is in a position to control the timing of the distribution of profits and it is probable that the subsidiaries and joint ventures will not distribute the profits in the foreseeable future.

₹ Crores

	March 31, 2023	March 31, 2022
Break-up of tax assets and liabilities		
Non-current tax asset (net)		
Income tax assets	96	154
	96	**154**
Current tax asset (net)		
Income tax assets	141	86
	141	**86**
Current tax liabilities (net)		
Current tax liabilities (net)	655	450
	655	**450**

Of the Group's current tax liabilities, ₹ 73 crore (31 March, 2022: ₹ 72 crore) relates to Group's subsidiary in Brazil which was created at the time of acquisition of Arysta Group and represents management's estimate of the amount of tax payable for an ongoing tax review. The first level of administrative decision was not in favour of Arysta Group on account of disallowance of expenses as deduction by Brazilian IRS. However, management was certain on eligibility of those expenses as deduction and hence an appeal has been initiated to second administrative level in October 2022. Due to the ongoing uncertainty involved and basis the status of the tax review, management anticipates that the most likely outcome of the tax liability would be approximately ₹ 73 crore.

19. Trade payables

₹ Crores

	Current	
	As at March 31, 2023	As at March 31, 2022
Trade payables		
Total outstanding dues of Micro enterprises and Small enterprises	82	144
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	17,532	16,408
	17,614	**16,552**

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 90-360 days terms.
- For explanations on Group's Credit risk management process. Refer note 46
- For terms and conditions of related party transactions refer Note 39.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

19. Trade payables (Contd.)

Trade payables Ageing Schedule
As at March 31 2023

₹ Crores

	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	53	29	0	-	0	82
Total outstanding dues of creditors other than micro enterprises and small enterprises	15,753	1,728	21	13	17	17,532
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	0	-	0
Total	**15,806**	**1,757**	**21**	**13**	**17**	**17,614**

As at March 31 2022

₹ Crores

	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	101	43	0	-	-	144
Total outstanding dues of creditors other than micro enterprises and small enterprises	14,719	1,629	31	13	16	16,408
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	0	-	0
Total	**14,820**	**1,672**	**31**	**13**	**16**	**16,552**

20. Other liabilities

₹ Crores

	As at March 31, 2023	As at March 31, 2022
Advances against orders	4,011	2,651
Statutory liabilities	712	674
Total other liabilities	**4,723**	**3,325**

21. Revenue from operations

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Sale of products	53,031	45,898
Sale of services		
Job-Work /Service income	103	73
Other operating revenues		
Export incentives	144	71
Refund of statutory receivables	12	17
Royalty income	7	5
Excess provisions in respect of earlier years written back (net)	56	17
Miscellaneous receipts	223	159
Total Revenue from operation	**53,576**	**46,240**

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

21. Revenue from operations (Contd.)

Disaggregation of revenue from contracts with customers

a. The management determines that the segment information reported under Note 40 Segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 Revenue from contract with Customers. Hence, no separate disclosures of disaggregated revenues are reported.

b. The Group's performance obligation are satisfied upon shipment and payment is generally due by 45 to 270 days.

c. Contract balances

₹ Crores

	March 31, 2023	March 31, 2022
Trade receivables (refer note 10)	18,286	15,334
Advance against orders (refer note 20)	4,011	2,651

Revenue recognised from amounts included in contract liabilities at the beginning of the year	2,651	1,574

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Revenue from contract with customer as per the contract price	63,909	54,409
Adjustments made to contract price on account of :-		
a) Discounts / Rebates / Incentives (Refer note below)	7,460	5,976
b) Sales Returns (Refer note below)	3,418	2,535
Revenue from contract with customers	**53,031**	**45,898**
Sale of services	103	73
Other operating revenue	442	269
Revenue from operations	**53,576**	**46,240**

Discounts / Rebates / Incentives
The Group issues multiple discount schemes to its customers in order to capture market share. The Group makes a accrual for the discount it expects to give to its customers based on the terms of the scheme as at March 31, 2023. Revenue is adjusted for the expected value of discount to be given.

Sales returns
The Group recognizes a accrual based on the previous history of sales return. Revenue is adjusted for the expected value of return.

22. Other income

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on		
Loans and others	330	137
Unwinding of interest on trade receivable	11	22
Other non-operating income		
Rent received	2	2
Profit on sale of property, plant and equipment (net)	21	42
Sundry credit balances written back (net)	104	75
Miscellaneous income	9	3
Total	**477**	**281**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

23. Employee benefits expense

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	4,509	4,248
Contribution to provident and other funds (Refer note 35)	64	63
Share based payments to employees (Refer note 36)	132	20
Gratuity and other retirement benefits (Refer note 35)	24	33
Staff welfare expenses	327	260
Total	**5,056**	**4,622**

24. Finance costs

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Interest:		
- On Debentures	6	26
- On Term Loans	959	566
- On Cash Credit and Working Capital Demand Loan Accounts	278	88
- On Fixed Deposits and Fixed Loans	34	5
- On Others	1,054	704
Exchange difference (net) and fair value change on derivative instruments	(187)	349
Unwinding of interest on trade payables	602	340
Other financial charges	166	171
Interest on lease Liabilities	51	46
Total	**2,963**	**2,295**

25. Depreciation and amortization expense

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment	1,075	958
Amortization of intangible assets	1,168	1,160
Depreciation charge on the right-of-use asset	304	241
Total	**2,547**	**2,359**

26. Other expense

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Power and fuel	1,150	890
Transport charges	2,010	1,929
Sub-contracting expenses	825	1,725
Travelling and conveyance	596	363
Advertising and sales promotion	1,002	651
Legal and professional fees	742	742
Sales commission	233	152
Rent	141	136
Labour charges	387	366
Repairs and maintenance		
Plant and machinery	158	138
Buildings	30	31

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

26. Other expense (Contd.)

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Others	202	163
Loss on financial assets at Fair Value through Profit & Loss (FVTPL)	8	-
Effluent disposal charges	217	206
Consumption of stores and spares	226	215
Rates and taxes	223	245
Warehousing costs	289	232
Insurance	288	215
Registration charges	169	133
Communication costs	95	82
Royalty charges	114	99
Charity and Donations [(includes ₹ 50 Crores (March 31, 2022: ₹ 30 Crores) paid for political purpose)]	113	77
Assets written off	6	11
Research and development expenses	122	100
Other expenses	610	495
Total	**9,956**	**9,396**

27 Exceptional items

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Restructuring and other cost (Refer note a below)	49	93
Litigation cost charge / (writeback) (Refer note b below)	55	78
Loss due to fire (Refer note c below)	66	153
Total	**170**	**324**

a) **Restructuring and other cost:**

During the earlier years, the Group decided to stop production at its Netherlands plant which is one of the oldest manufacturing unit and requires significant repairs and maintenance year on year and the exceptional items during the year includes restructuring and severance cost provisions of ₹ 13 Crores (March 31, 2022: ₹ 60 Crores) for shut down of this plant. The balance amount of ₹ 36 Crores (March 31, 2022: ₹ 33 Crores) pertains to one time legal & professional cost and severance pay across various subsidiaries.

b) **Litigation cost charge / (writeback):**

Other exceptional cost includes certain litigation expenses which were incurred in certain regions. During the period ended March 31, 2023, the Group incurred amounting to a net sum of ₹ 55 Crores (March 31, 2022: ₹ 78 Crores) towards legal expenses for pursuing legal actions against companies and individuals alleged to be counterfeiting its products and agricultural pesticide's financial fines. In earlier years, the Group had received complaints about product contamination with respect to its products sold in Chile. The Group has insurance policies in place for third party liability claims for property damage and resulting losses due to product contamination. The group expected total pay-outs on account of settlement for grower claims aggregates to ₹ 260 crores. Out of which, Management had estimated ₹ 56 crores were beyond the insurance policy limits, hence booked as expenses amounting ₹ 44 crores under exceptional items during the year ended 31 March 2023 and ₹ 12 crores during the year ended 31 March 2022. The Group has received the outstanding insurance claim amount in the month of October 2022.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

27 Exceptional items Contd.)

c) Loss due to fire:

In previous year, Warehouse in Cornubia which was rented by UPL South Africa (PTY) Ltd, a subsidiary based in South Africa was set alight by arsonists following rioting and civil unrest in the area. Management had estimated loss of inventory and clean-up cost amounting to approximately ₹ 604 crores. Out of which, Management had estimated ₹ 210 crores were beyond the insurance policy limits, hence booked as expenses amounting ₹ 57 crores under exceptional items during the year ended 31 March 2023 and ₹ 153 crores during the year ended 31 March 2022. The Group has received the outstanding insurance claim amount in the month of October 2022. There are no legal claims or proceedings against UPL group in relation to the incident.

28. Components of Other comprehensive income (OCI), net of tax

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended March 31, 2023

₹ Crores

	Attributable to the owners of the parent						
	Cash flow hedge reserve	Equity Instruments through other comprehensive income	Foreign currency translation reserve	Capital Reserve	Retained earnings	Attributable to non controlling interest	Total
Foreign exchange translation differences	-	-	1,679	14	-	313	2,006
Mark-to-market gain/(loss) on cash flow hedges	-	-	-	-	-	(2)	(2)
Gain/(loss) on FVTOCI financial assets	-	11	-	-	-	3	14
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	(6)	(2)	(8)
Total	**-**	**11**	**1,679**	**14**	**(6)**	**312**	**2,010**

During the year ended March 31, 2022

₹ Crores

	Attributable to the owners of the parent						
	Cash flow hedge reserve	Equity Instruments through other comprehensive income	Foreign currency translation reserve	Capital Reserve	Retained earnings	Attributable to non controlling interest	Total
Foreign exchange translation differences	-	-	892	6	-	301	1,199
Mark-to-market gain/(loss) on cash flow hedges	119	-	-	-	-	34	153
Gain/(loss) on FVTOCI financial assets	-	11	-	-	-	3	14
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	1	1	2
Total	**119**	**11**	**892**	**6**	**1**	**339**	**1,368**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

28. Components of Other comprehensive income (OCI), net of tax (Contd.)

Analysis of items of OCI, net of tax

Foreign exchange translation differences

These comprise of all exchange differences arising from translation of financial statements of foreign operations as well as translation of liabilities that hedge the group's net investment in a foreign subsidiary.

Gain/(loss) on FVTOCI financial assets

The Group has elected to recognise changes in fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments within the equity. The Group transfers amount therefrom to retained earnings when the relevant equity securities are derecognized.

Re-measurement gains/(losses) on defined benefit plans

Remeasurement of defined benefit plans comprises actuarial gains and losses and return on plan assets (excluding interest income).

Mark-to-market gain/loss on cash flow hedges

The Group uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Group uses foreign currency forward contracts, cross currency swaps, foreign currency option contracts and interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the effective portion of cash flow hedges.

29. Earnings per share (EPS)

₹ Crores

	Year ended March 31, 2023	Year ended March 31, 2022
Profit for the year	**3,570**	**3,626**
Less: Payment of coupon on Perpetual Subordinated Capital Securities	(135)	(121)
Profit attributable to equity holders of the parent	**3,435**	**3,505**
Weighted average number of Equity shares for basic and diluted EPS	750,607,641	764,045,456
Earnings per Equity share (in ₹)		
Basic	45.79	45.87
Diluted	45.79	45.87

30. Amalgamation with Advanta Limited

The Hon'ble High Court of Gujarat vide its order dated June 23, 2016 had sanctioned the Scheme of Amalgamation of Advanta Limited with the Company with an appointed date of April 01, 2015. In accordance with the provisions of the scheme and as approved by the High Court, the amalgamation was accounted for under the purchase method specified in Accounting Standard 14 - 'Accounting for Amalgamations' which is different from Ind AS 103 'Business Combinations' in the standalone financial statements, the same has been accounted for as per Ind AS 103 and Ind AS 101 in the consolidated financial statements in the relevant prior year.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

31 Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
1	UPL Global Business Services Limited	Crop protection	India		100%	100%
2	SWAL Corporation Limited	Crop protection	India		91%	100%
3	United Phosphorus (India) LLP	Crop protection	India		100%	100%
4	United Phosphorus Global LLP	Crop protection	India		100%	100%
5	UPL Sustainable Agri Solutions Limited	Crop protection	India		91%	100%
6	UPL Europe Ltd	Crop protection	United Kingdom		78%	78%
7	United Phosphorus Polska Sp.z o.o - Poland	Crop protection	Poland	$	0%	78%
8	UPL Benelux B.V.	Crop protection	Netherlands		78%	78%
9	Cerexagri B.V. - Netherlands	Crop protection	Netherlands		78%	78%
10	UPL Holdings Cooperatief U.A	Crop protection	Netherlands		78%	78%
11	UPL Holdings BV	Crop protection	Netherlands		78%	78%
12	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	Crop protection	Netherlands		100%	78%
13	Decco Worldwide Post-Harvest Holdings B.V.	Crop protection	Netherlands		100%	78%
14	UPL Holdings Brazil B.V.	Crop protection	Netherlands		78%	78%
15	UPL Italia S.R.L.	Crop protection	Italy		78%	78%
16	UPL IBERIA, SOCIEDAD ANONIMA	Crop protection	Spain		78%	78%
17	Decco Iberica Postcosecha, S.A.U., Spain	Crop protection	Spain		100%	78%
18	Transterra Invest, S. L. U., Spain	Crop protection	Spain		78%	78%
19	Cerexagri S.A.S.	Crop protection	France		78%	78%
20	UPL France	Crop protection	France		78%	78%
21	UPL Switzerland AG (FKA United Phosphorus Switzerland Limited)	Crop protection	Switzerland		78%	78%
22	Decco Italia SRL,Italy	Crop protection	Italy		100%	78%
23	Limited Liability Company "UPL"	Crop protection	Russia		78%	78%
24	Decco Portugal Post Harvest LDA	Crop protection	Portugal		100%	78%
25	UPL NA Inc.	Crop protection	USA		78%	78%
26	Cerexagri, Inc. (PA),USA	Crop protection	USA		78%	78%
27	UPL Delaware, Inc.,USA	Crop protection	USA		78%	78%
28	Decco US Post-Harvest Inc (US)	Crop protection	USA		100%	78%
29	RiceCo LLC,USA	Crop protection	USA		78%	78%
30	Riceco International, Inc.Bhamas	Crop protection	Bahamas		78%	78%
31	UPL Corporation Limited, Mauritius	Crop protection	Mauritius		100%	78%
32	UPL Management DMCC	Crop protection	United Arab Emirates		78%	78%
33	UPL LIMITED,Gibraltor	Crop protection	Gibraltar		78%	78%
34	UPL Agro SA DE CV.	Crop protection	Mexico		78%	78%
35	Decco PostHarvest Mexico	Crop protection	Mexico		100%	78%
36	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	Crop protection	Brazil		78%	78%
37	UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	Crop protection	Brazil		76%	76%
38	UPL Costa Rica S.A.	Crop protection	Costa Rica		78%	78%

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

31 Group information (Contd.)

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
39	UPL Bolivia S.R.L	Crop protection	Bolivia		78%	78%
40	UPL Paraguay S.A.	Crop protection	Paraguay		78%	78%
41	UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	Crop protection	Argentina		78%	78%
42	UPL Argentina S A	Crop protection	Argentina		78%	78%
43	Decco Chile SpA	Crop protection	Chile		100%	78%
44	UPL Colombia SAS(Formerly Known as Evofarms Colombia SA)	Crop protection	Colombia		78%	78%
45	United Phosphorus Cayman Limited	Crop protection	Cayman Islands		78%	78%
46	UP Aviation Limited,Cayman Island	Crop protection	Cayman Islands		100%	78%
47	UPL Australia Pty Limited	Crop protection	Australia		78%	78%
48	UPL Shanghai Ltd	Crop protection	China		78%	78%
49	PT.UPL Indonesia	Crop protection	Indonesia		78%	78%
50	PT Catur Agrodaya Mandiri, Indonesia	Crop protection	Indonesia		78%	78%
51	UPL Limited,Hong Kong	Crop protection	Hong Kong		78%	78%
52	UPL Philippines Inc.	Crop protection	Philippines		78%	78%
53	UPL Vietnam Co. Ltd	Crop protection	Vietnam		78%	78%
54	UPL Japan GK	Crop protection	Japan		78%	78%
55	Anning Decco Biotech Co., Ltd (FKA Anning Decco Fine Chemical Co. Limited, China)	Crop protection	China		55%	43%
56	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	Crop protection	Turkey		78%	78%
57	UPL Agromed Tohumculuk Sa,Turkey	Crop protection	Turkey		78%	78%
58	Decco Israel Ltd (FKA Safepack Products Limited,Isreal)	Crop protection	Israel		100%	78%
59	Citrashine (Pty) Ltd, South Africa(Formerly known as Friedshelf 1114 (Pty) Ltd,South Africa)	Crop protection	South Africa		100%	78%
60	Prolong Limited	Crop protection	Israel		100%	78%
61	Perrey Participações S.A	Crop protection	Brazil		78%	78%
62	Advanta Netherlands Holdings BV,Netherlands	Seed Business	Netherlands		86%	78%
63	Advanta Semillas SAIC, Argentina	Seed Business	Argentina		86%	78%
64	Advanta Holdings BV, Netherland	Seed Business	Netherlands		86%	78%
65	Advanta Seeds International, Mauritius	Seed Business	Mauritius		86%	78%
66	Pacific Seeds Holdings (Thai) Ltd,Thailand	Seed Business	Thailand		86%	78%
67	Pacific Seeds (Thai) Ltd, Thailand	Seed Business	Thailand		86%	78%
68	Advanta Seeds Pty Ltd,Australia	Seed Business	Australia		86%	78%
69	Advanta US, LLC (Foremerly Known as Advanta US Inc,USA)	Seed Business	USA		86%	78%
70	Advanta Commercio De Sementes Ltda,Brazil	Seed Business	Brazil		86%	78%
71	Pt. Advanta Seeds Indonesia	Seed Business	Indonesia		86%	78%
72	Advanta Seeds DMCC	Seed Business	United Arab Emirates		86%	78%
73	UPL Jiangsu Limited	Crop protection	China		54%	54%
74	Riceco International Bangladesh Limited	Crop protection	Bangladesh		78%	78%
75	Uniphos Malaysia Sdn Bhd	Crop protection	Malaysia		78%	78%

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31 Group information (Contd.)

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
76	Advanta Seeds Ukraine LLC	Seed Business	Ukraine		86%	78%
77	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	Crop protection	Turkey		100%	78%
78	Arysta LifeScience America LLC (FKA Arysta LifeScience America Inc.)	Crop protection	USA	$$1	78%	78%
79	Arysta LifeScience Management Company, LLC	Crop protection	USA		78%	78%
80	Arysta LifeScience India Limited	Crop protection	India		78%	78%
81	Arysta LifeScience Agriservice Private Limited	Crop protection	India		78%	78%
82	UPL Togo SAU	Crop protection	Togo		78%	78%
83	Arysta Agro Private Limited (under liquidation)	Crop protection	India		78%	78%
84	GBM USA LLC	Crop protection	USA	$	0%	78%
85	UPL Agrosolutions Canada Inc	Crop protection	Canada		78%	78%
86	Arysta LifeScience North America, LLC	Crop protection	USA		78%	78%
87	Arysta LifeScience NA Holding LLC	Crop protection	USA		78%	78%
88	Arysta LifeScience Inc.	Crop protection	USA		78%	78%
89	Arysta LifeScience Services LLP	Crop protection	India		78%	78%
90	Arysta LifeScience Benelux SRL (FKA Arysta LifeScience Benelux SPRL)	Crop protection	Belgium		78%	78%
91	Arysta LifeScience (Mauritius) Ltd	Crop protection	Mauritius		78%	78%
92	UPL South Africa (Pty) Ltd	Crop protection	South Africa		78%	78%
93	Arysta Health and Nutrition Sciences Corporation	Health Nutrition Solution	Japan		100%	78%
94	Arysta LifeScience Corporation	Crop protection	Japan		78%	78%
95	Arysta LifeScience S.A.S.	Crop protection	France		78%	78%
96	Arysta LifeScience Chile S.A.	Crop protection	Chile		78%	78%
97	Arysta LifeScience Mexico, S.A.de C.V	Crop protection	Mexico		78%	78%
98	Grupo Bioquimico Mexicano, S.A. de C.V.	Crop protection	Mexico		78%	78%
99	Arysta LifeScience UK & Ireland Ltd	Crop protection	U.K.		78%	78%
100	UPL Agricultural Solutions	Crop protection	Italy		78%	78%
101	UPL Europe Supply Chain GmbH (FKA Platform Sales Suisse GmbH)	Crop protection	Switzerland		78%	78%
102	UPL Agricultural Solutions Holdings BV	Crop protection	Netherlands		78%	78%
103	Netherlands Agricultural Investment Partners LLC	Crop protection	Netherlands		78%	78%
104	UPL Bulgaria EOOD	Crop protection	Bulgaria		78%	78%
105	UPL Agricultural Solutions Romania SRL	Crop protection	Romania		78%	78%
106	Arysta LifeScience Great Britain Ltd	Crop protection	U.K.		78%	78%
107	Arysta LifeScience Netherlands BV	Crop protection	Netherlands		78%	78%
108	Arysta LifeScience Australia Pty Ltd.	Crop protection	Australia		78%	78%
109	Arysta-LifeScience Ecuador S.A.	Crop protection	Ecuador		78%	78%
110	Arysta LifeScience Ougrée Production SRL (FKA Arysta LifeScience Ougrée Production Sprl)	Crop protection	Belgium		78%	78%
111	UPL Hellas S.A. (FKA Arysta LifeScience Hellas S.A. Plant Protection, Nutrition and Other Related Products and Services)	Crop protection	Greece		78%	78%

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for the year ended March 31, 2023

31 Group information (Contd.)

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
112	Naturagri Soluciones, SLU	Crop protection	Spain		78%	78%
113	Arysta LifeScience Switzerland Sarl	Crop protection	Switzerland	$	0%	78%
114	Vetophama SAS	Animal Health	France		100%	78%
115	Sci PPWJ	Animal Health	France		100%	78%
116	Vetopharma Iberica SL	Animal Health	Spain	$	0%	78%
117	United Phosphorus Global Services Limited	Crop protection	Ireland		78%	78%
118	Arysta LifeScience European Investments Limited	Crop protection	U.K.	$	0%	78%
119	Arysta LifeScience U.K. Limited	Crop protection	U.K.	$	0%	78%
120	Arysta LifeScience U.K. CAD Limited	Crop protection	U.K.	$	0%	78%
121	Arysta LifeScience U.K. EUR Limited	Crop protection	U.K.	$	0%	78%
122	Arysta LifeScience U.K. JPY Limited	Crop protection	U.K.		78%	78%
123	Arysta LifeScience U.K. USD Limited	Crop protection	U.K.	$	0%	78%
124	Arysta Lifescience U.K. Holdings Limited	Crop protection	U.K.	$	0%	78%
125	Arysta LifeScience Japan Holdings Goudou Kaisha	Crop protection	Japan		78%	78%
126	Arysta LifeScience Cameroun SA	Crop protection	Cameroon		78%	78%
127	Callivoire SGFD S.A.	Crop protection	Cote D'Ivoire		78%	78%
128	UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	Crop protection	Egypt		78%	78%
129	Calli Ghana Ltd.	Crop protection	Ghana		78%	78%
130	Arysta LifeScience Kenya Ltd.	Crop protection	Kenya		78%	78%
131	Mali Protection Des Cultures (M.P.C.) SA	Crop protection	Mali		66%	66%
132	Agrifocus Limitada	Crop protection	Mozambique		78%	78%
133	UPL Holdings SA (Pty) Ltd	Crop protection	South Africa		78%	78%
134	Anchorprops 39 (Proprietary) Ltd	Crop protection	South Africa		78%	78%
135	Sidewalk Trading (Pty) Ltd	Crop protection	South Africa		78%	78%
136	Volcano Agroscience (Pty) Ltd	Crop protection	South Africa		78%	78%
137	UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	Crop protection	Tanzania		78%	78%
138	Pt. Arysta LifeScience Tirta Indonesia	Crop protection	Indonesia		39%	39%
139	UPL Limited Korea	Crop protection	Korea		78%	78%
140	Arysta LifeScience Pakistan (Pvt.) LTD.	Crop protection	Pakistan		78%	78%
141	Arysta LifeScience Philippines Inc.	Crop protection	Philippines		78%	78%
142	Arysta LifeScience Asia Pte., Ltd.	Crop protection	Singapore		78%	78%
143	Arysta LifeScience (Thailand) Co., Ltd.	Crop protection	Thailand		78%	78%
144	Arysta LifeScience Vietnam Co., Ltd.	Crop protection	Vietnam		78%	78%
145	Laboratoires Goëmar SAS	Crop protection	France		78%	78%
146	UPL Czech s.r.o.	Crop protection	Czech Rpb		78%	78%
147	UPL Deutschland GmbH	Crop protection	Germany		78%	78%
148	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság.	Crop protection	Hungary		78%	78%
149	UPL Polska Sp. z.o.o	Crop protection	Poland		78%	78%
150	Betel Reunion S.A.	Crop protection	Reunion(Fr)		51%	51%
151	UPL Slovakia S.R.O	Crop protection	Slovakia		78%	78%
152	UPL Ukraine LLC	Crop protection	Ukraine		78%	78%

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31 Group information (Contd.)

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest March 31, 2023	% equity interest March 31, 2022
153	UPL Global Limited (FKA Arysta LifeScience Global Limited)	Crop protection	U.K.		78%	78%
154	Arysta LifeScience Colombia S.A.S	Crop protection	Colombia		78%	78%
155	Arysta LifeScience CentroAmerica, S.A.	Crop protection	Guatemala		78%	78%
156	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	Crop protection	Mexico		78%	78%
157	Arysta LifeScience Paraguay S.R.L.	Crop protection	Paraguay	$$2	78%	78%
158	Arysta LifeScience Peru S.A.C	Crop protection	Peru		78%	78%
159	Arysta LifeScience Costa Rica SA.	Crop protection	Costa Rica	$	0%	78%
160	Arysta LifeScience de Guatemala, S.A.	Crop protection	Guatemala		78%	78%
161	Arysta LifeScience S.R.L	Crop protection	Bolivia	$$3	78%	78%
162	Myanmar Arysta LifeScience Co., Ltd.	Crop protection	Myanmar		78%	78%
163	Arysta LifeScience U.K. BRL Limited	Crop protection	U.K.		78%	78%
164	UPL New Zealand Limited	Crop protection	New Zealand		78%	78%
165	MacDermid Agricultural Solutions Australia Pty Ltd	Crop protection	Australia		78%	78%
166	Arysta LifeScience Registrations Great Britain Ltd	Crop protection	U.K.		78%	78%
167	Industrias Agriphar SA	Crop protection	Guatemala		78%	78%
168	Agripraza Ltda.	Crop protection	Portugal		78%	78%
169	Arysta LifeScience Corporation Republica Dominicana, SRL	Crop protection	Dominican Rpb		78%	78%
170	Grupo Bioquimico Mexicano Republica Dominicana SA	Crop protection	Dominican Rpb		78%	78%
171	Arysta Lifescience Paraguay (FKA Arvesta Paraguay S.A.)	Crop protection	Paraguay	$	0%	78%
172	Arysta Agroquimicos y Fertilzantes Uruguay SA	Crop protection	Uruguay		78%	78%
173	Arysta LifeScience U.K. USD-2 Limited	Crop protection	U.K.	$	0%	78%
174	Industrias Bioquim Centroamericana, Sociedad Anónima	Crop protection	Costa Rica		78%	78%
175	Bioquim Panama, Sociedad Anónima	Crop protection	Panama	$$4	78%	78%
176	UPL Nicaragua, Sociedad Anónima	Crop protection	Nicaragua		78%	78%
177	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	Crop protection	Domnic Republic		78%	78%
178	Nutriquim De Guatemala, Sociedad Anónima	Crop protection	Guatemala		78%	78%
179	UPL Agro Ltd	Crop protection	Hong Kong		78%	78%
180	UPL Portugal Unipessoal, Ltda.	Crop protection	Portugal		78%	78%
181	UPL Services LLC	Crop protection	USA		78%	78%
182	United Phosphorus Holdings Uk Ltd	Crop protection	U.K.		78%	78%
183	Nurture Agtech Pvt Ltd.	Crop protection	India		91%	100%
184	Natural Plant Protection Limited	Crop protection	India		93%	93%
185	Advanta Biotech General Trading Ltd	Seed Business	UAE		86%	78%
186	UPL Mauritius Limited	Crop protection	Mauritius		78%	78%
187	Hannaford Nurture Farm Exchange Pty Ltd	Crop protection	Australia		78%	78%
188	UPL Zambia Ltd	Crop protection	Zambia		78%	78%

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31 Group information (Contd.)

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest March 31, 2023	% equity interest March 31, 2022
189	INGEAGRO S.A	Crop protection	CHILE		58%	58%
190	Laoting Yoloo Bio-Technology Co. Ltd	Crop protection	China		78%	78%
191	Nurture Financial Solutions Limited	Crop protection	India	#,$$	0%	-
192	Decco Holdings UK Ltd	Crop protection	U.K.	@	100%	78%
193	Advanta Seeds Holdings UK Ltd	Seed Business	U.K.	@	86%	78%
194	Advanta Holdings US Inc.	Seed Business	USA	@	86%	78%
195	UPL Crop Protection Investments UK Limited	Crop protection	U.K.	@	78%	78%
196	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	Crop protection	Brazil	@,$$	0%	78%
197	UPL Investments Southern Africa Pty Ltd	Crop protection	South Africa	@	78%	78%
198	UPL Corporation Ltd,Cayman (FKA UPL Ltd)	Crop protection	Cayman Islands	@	78%	78%
199	UPL Health & Nutrition Science Holdings Limited	Health Nutrition Solution	U.K.	@	100%	78%
200	UPL Animal Health Holdings Limited	Animal Health	U.K.	@	100%	78%
201	UPL Investments UK Limited	Crop protection	U.K.	@	100%	78%
202	PT EXCEL MEG INDO	Crop protection	Indonesia	@1	78%	78%
203	PT Ace Bio Care	Crop protection	Indonesia	@1	78%	78%
204	UPL Speciality Chemicals Limited	Crop protection	India	#	100%	-
205	UPL Agri Science Private Ltd	Crop protection	India	#	100%	-
206	Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	Seed Business	India	#	86%	-
207	Advanta Seeds Romania S.R.L	Seed Business	Romania	#	86%	0%
208	UPL GLOBAL SERVICES DMCC	Crop protection	UAE	#	100%	0%
209	Advanta Mauritius Limited	Seed Business	Mauritius	#	86%	0%
210	UPL LANKA (PRIVATE) LIMITED	Crop protection	Sri Lanka	#	78%	0%
211	UPL Radicle LP	Crop protection	USA	#	100%	0%
212	Kudos Chemie Ltd	Crop protection	India	#1	100%	-
213	Nature Bliss Agro Limited (FKA Nature Bliss Agro Private Limited)	Crop protection	India	#1	100%	-

Subsidiary formed during the current year

#1 Subsidiary acquired during the current year

@ Subsidiary formed during the previous year

@1 Subsidiary acquired during the previous year

$ Subsidiary liquidated during the year

$$ Divested during the year

During the year the following group reorganizations were effected:

$$1 - Arysta LifeScience America LLC was merged into Arysta LifeScience NA Holding LLC.

$$2 - Arysta LifeScience Paraguay S.R.L. was merged into UPL Paraguay S.A.

$$3 - Arysta LifeScience S.R.L. was merged into UPL Bolivia

$$4 - Bioquim Panama, Sociedad Anónima was merged into Industrias Bioquim Centroamericana, Sociedad Anónima

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

31 Group information (Contd.)

Information about associates

The Group's interest in associates is summarised as below

Sr No	Name	Country of incorporation/ Principal place of business	% equity interest	
			March 31, 2023	March 31, 2022
1	Weather Risk Management Private Ltd	India	40%	40%
2	Ingen Technologies Private Limited	India	*	*
3	Kerala Enviro Infrastructure Limited	India	31%	23%
4	3SB Produtos Agricolas S.A.	Brazil	45%	45%
5	Sinagro Produtos Agropecuarios S.A.	Brazil	39%	45%
6	Serra Bonita Sementes S.A.	Brazil	33%	33%
7	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	Brazil	**	**
8	Chemiesynth (Vapi) Limited	India	30%	30%
9	Universal Pesto Chem Industries (India) Private Limited	India	44%	44%
10	Agri Fokus (Pty) Ltd.	South Africa	25%	25%
11	Novon Retail Company (Pty) Ltd.	South Africa	25%	25%
12	Agronamic (Pty) Ltd.	South Africa	28%	28%
13	Novon Protecta (Pty) Ltd	South Africa	49%	25%
14	Silvix Forestry (Pty) Ltd.	South Africa	25%	25%
15	Nexus AG (Pty) Ltd	South Africa	25%	25%
16	Dalian Advanced Chemical Co.Ltd.	China	21%	21%
17	Société des Produits Industriels et Agricoles	Senegal	32%	32%
18	Callitogo SA	Togo	35%	35%
19	Eswatini Agricultural Supplies Limited	South Africa	25%	25%
20	Pixofarm GmbH	Austria	36%	36%

* This is 100% step-down subsidiary of Weather Risk Management Private Ltd.

Joint arrangement in which the group is a venturer

The Group's interest in joint ventures is summarised below

Sr No	Name	Country of incorporation/ Principal place of business	% equity interest	
			March 31, 2023	March 31, 2022
1	Hodagaya UPL Co. Limited	Japan	40%	40%
2	Longreach Plant Breeders Management Pty Limited	Australia	70%	70%
3	United Phosphorus (Bangladesh) Limited	Bangladesh	50%	50%
4	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	Brazil	50%	**
5	Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A)	Brazil	50%	0%

** In previous year, Bioplanta Nutricao Vegetal, Industria e Comercio S.A. (investee company) was 50% Joint venture of Sinagro Produtos Agropecuários S.A. During the current year, the Group has acquired the stake from Sinagro Productos Agropecuários S.A. and the investee company has became a direct joint venture of the Group.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

32. Material partly owned subsidiary

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests(NCI):

Name	Country of incorporation / Principal place of business	March 31, 2023	March 31, 2022
UPL Corporation Limited	Mauritius	0%	22%
UPL Corporation Limited, Cayman	Cayman Islands	22%	0%
Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	India	14%	0%

(i) UPL Corporation Limited (consolidated financial statements)

Information regarding non-controlling interest

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Accumulated balances of material non-controlling interest	-	4,499
Profit/(loss) allocated to material non-controlling interest	-	790

Summarised statement of profit or loss for the year ended March 31, 2023 and March 31, 2022:

Particulars	March 31, 2023	March 31, 2022
Revenue	-	39,868
Profit for the year	-	3,556
Total comprehensive income	-	3,556
Profit attributable to non-controlling interests	-	790
Dividends paid to non-controlling interests	-	159

Summarised balance sheet as at the year end:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Non-current Assets	-	38,325
Current Assets	-	32,283
Non-current Liabilities	-	(25,341)
Current Liabilities	-	(22,023)
Perpetual Subordinated Capital Securities	-	(2,986)
Total equity	-	20,258
Attributable to:		
Equity holders of parent	-	15,759
Non-controlling interest	-	4,499

Summarised cash flow for the year end:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Operating	-	4,529
Investing	-	(1,640)
Financing	-	(1,965)
Net (decrease) / increase in cash and cash equivalents.	-	**924**
Attributable to:		
Equity holders of parent	-	719
Non-controlling interest	-	205

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

32. Material partly owned subsidiary (Contd.)

(ii) UPL Corporation Limited, Cayman (consolidated financial statements)

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Accumulated balances of material non-controlling interest	4,782	-
Profit/(loss) allocated to material non-controlling interest	721	-

Summarised statement of profit or loss for the year ended March 31, 2023 and March 31, 2022:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Revenue	42,343	-
Profit for the year	3,248	-
Total comprehensive income	3,248	-
Profit attributable to non-controlling interests	721	-
Dividends paid to non-controlling interests	-	-

Summarised balance sheet as at the year end:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Non-current Assets	37,587	-
Current Assets	34,198	-
Non-current Liabilities	(25,862)	-
Current Liabilities	(21,144)	-
Perpetual Subordinated Capital Securities	(3,246)	-
Total equity	21,533	-
Attributable to:		
Equity holders of parent	16,750	-
Non-controlling interest	4,782	-

Summarised cash flow for the year end:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Operating	5,921	-
Investing	(860)	-
Financing	(4,731)	-
Net (decrease) / increase in cash and cash equivalents.	330	-
Attributable to:		
Equity holders of parent	257	-
Non-controlling interest	73	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

32. Material partly owned subsidiary (Contd.)

(iii) Advanta Enterprises Limited (consolidated financial statements)

Information regarding non-controlling interest

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Accumulated balances of material non-controlling interest	400	-
Profit/(loss) allocated to material non-controlling interest	19	-

Summarised statement of profit or loss for the year ended March 31, 2023 and March 31, 2022:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Revenue	1,059	-
Profit for the year	140	-
Total comprehensive income	140	-
Profit attributable to non-controlling interests	19	-
Dividends paid to non-controlling interests	-	-

Summarised balance sheet as at the year end:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Non-current Assets	1,048	-
Current Assets	3,669	-
Non-current Liabilities	(244)	-
Current Liabilities	(1,541)	-
Perpetual Subordinated Capital Securities	-	-
Total equity	2,932	-
Attributable to:		
Equity holders of parent	2,532	-
Non-controlling interest	400	-

Summarised cash flow for the year end:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Operating	(1,587)	
Investing	(556)	
Financing	1,638	
Net (decrease) / increase in cash and cash equivalents.	(505)	
Attributable to:		
Equity holders of parent	(436)	-
Non-controlling interest	(69)	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

33. Investment in Joint Ventures

a) The Group has a 40% (March 31, 2022 : 40%) interest in Hodogaya UPL Co. Limited, a joint venture incorporated in Japan. Hodogaya UPL Co. Limited is involved in the manufacturing, trading and distribution of crop protection chemicals. The Group's interest in Hodogaya UPL Co. Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

₹ Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	0	0
Current assets, including cash and cash equivalents ₹ 16 Crores (March 31, 2022: ₹ 16 Crores)	109	121
Current liabilities, including tax payable ₹ 1 Crores (March 31, 2022: ₹ 3 Crores)	(51)	(62)
Equity*	58	59
Proportion of the Group's ownership	**40%**	**40%**
Carrying amount of the investment	23	24

Note: The Group does not have Goodwill on acquisition of investment in Hodogaya UPL Co. Limited.

₹ Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	76	88
Profit for the year	6	8
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	6	8
Group's share of total comprehensive income(40%)	2	3

* Changes in equity also includes movement on account of foreign exchange differences impact of ₹ (1) crore [March 2022: ₹ (2) crore]

The group has received dividend of ₹ 3 Crores from Hodogaya UPL Co. Limited during the year ended March 31, 2023 (31 March 2022: ₹ 2 Crores)

The joint venture had no contingent liabilities or capital commitments as at March 31, 2023 and March 31, 2022.

b) The Group has a 70% (March 31, 2022 : 70%) interest in Longreach Plant Breeders Management Pty Limited, a joint venture incorporated in Australia. Longreach Plant Breeders Management Pty Limited is involved in the development of wheat seeds. The Group's interest in Longreach Plant Breeders Management Pty Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

₹ Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	45	41
Current assets including cash and cash equivalents ₹ 47 Crores (March 31, 2022: ₹ 72 Crores).	160	204
Non-current liabilities	(1)	(2)
Current liabilities	(50)	(108)
Equity*	154	135
Proportion of the Group's ownership	70%	70%
Carrying amount of the investment before Goodwill	**108**	**95**
Add: Goodwill**	20	21
Carrying amount of the investment	128	115

33. Investment in Joint Ventures (Contd.)

₹ Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	85	123
Profit for the year	23	52
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	23	52
Group's share of total comprehensive income(70%)	16	36

* Changes in equity also includes movement on account of foreign exchange differences impact of ₹ (3) crore [March 2022: ₹ 2 crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of ₹ (1) crore [March 2022: Nil]

The joint venture had no contingent liabilities or capital commitments as at March 31, 2023 and March 31, 2022.

c) The Group has 50% (March 31, 2022 : Nil) interest in Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A), which is involved in the business of sale or distribution of Agri-Inputs; financing of agricultural activities; and rendering services related to information technology and digital solutions applied to the agribusiness sector. The Group's interest in Orígeo Comércio de Produtos Agropecuários S.A is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Orígeo Comércio de Produtos Agropecuários S.A as included in its own financial statements. The following table illustrates the summarised financial information of the Group's investment in Orígeo Comércio de Produtos Agropecuários S.A

₹ Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	2	-
Current assets including cash and cash equivalents ₹ 169 Crores. (March 31, 2022: Nil).	169	-
Non-current liabilities	-	-
Current liabilities	-	-
Equity*	171	-
Proportion of the Group's ownership	50%	0%
Carrying amount of the investment before Goodwill	85	-
Add: Goodwill**	-	-
Carrying amount of the investment	85	-

₹ Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	-	-
Profit for the year	(0)	-
Total comprehensive income for the year	**(0)**	**-**
Group's share of total comprehensive income(70%)	(0)	-

* Changes in equity also includes movement on account of foreign exchange differences impact of ₹ (0) crore [March 2022: Nil]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of Nil [March 2022: Nil]

The joint venture had no contingent liabilities or capital commitments as at March 31, 2023 and March 31, 2022.

d) Other Joint Ventures

The following is summarised financial information for the Group's interest in immaterial joint ventures, based on the amounts reported in the Group's consolidated financial statements:

₹ Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Carrying amount of interests in joint ventures	2	1
Group's share of:		
- Profit from continuing operations	-	0
- Other comprehensive income	-	-
Total comprehensive income	**-**	**0**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

34. Investment in Associates

a) The Group has a 45% (March 31, 2022 : 45%) interest in 3SB Produtos Agricolas S.A., which is involved in business of planting, cultivation and commercialization of agriculture products. 3SB Produtos Agricolas S.A. is a private entity that is not listed on any public exchange. The Group's interest in 3SB Produtos Agricolas S.A. is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of 3SB Produtos Agricolas S.A. as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The following table illustrates the summarised financial information of the Group's investment in 3SB Produtos Agricolas S.A.:

₹ Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	204	328
Current assets	462	340
Non-current liabilities	(159)	(142)
Current liabilities	(281)	(369)
Equity*	227	157
Proportion of the Group's ownership	**45%**	**45%**
Carrying amount of the investment excluding Goodwill	**102**	**71**
Goodwill**	**60**	**60**
Impact of dilution of Equity holding	-	(6)
Carrying amount of the investment	162	125

₹ Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	362	264
Profit for the year	80	94
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	**80**	**94**
Group's share of profit for the year	36	42

* Changes in equity also includes movement on account of foreign exchange differences impact of ₹ 1 crore [March 2022: ₹ 10 crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of ₹ 1 crore [March 2022: ₹ 12 crore]

The associate had contingent liabilities of ₹ 0.11 Crores (March 31, 2022: ₹ 0.15 Crores). The associate had no capital commitments as at March 31, 2023 and March 31, 2022.

b) The Group has 33.33% (March 31, 2022 : 33.33%) interest in Serra Bonita Sementes S.A, which is mainly engaged in producing certified soy beans & crop seeds, producing soy beans, corn grains, sorghum grains, millet grains & beans. The Group's interest in Serra Bonita Sementes S.A. is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Serra Bonita Sementes S.A. as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The following table illustrates the summarised financial information of the Group's investment in Serra Bonita Sementes S.A:

₹ Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	703	673
Current assets	404	355
Non-current liabilities	(201)	(185)
Current liabilities	(225)	(224)
Non-controlling interest	-	-
Equity*	681	619
Proportion of the Group's ownership	**33%**	**33%**
Carrying amount of the investment excluding Goodwill	227	206
Goodwill**	**(11)**	**(11)**
Carrying amount of the investment	216	195

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

34. Investment in Associates (Contd.)

₹ Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	480	364
Profit for the year	132	107
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	**132**	**107**
Group's share of profit for the year	44	36

* Changes in equity also includes movement on account of foreign exchange differences impact of ₹ 4 crore [March 2022: ₹ 31 crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of ₹ (0) crore [March 2022: ₹ (2) crore]

The associate had contingent liabilities of ₹ 25 Crores (March 31, 2022: ₹ 25 Crores). The associate had no capital commitments as at March 31, 2023 and March 31, 2022.

c) The Group has 39% (March 31, 2022 : 45%) interest in Sinagro Produtos Agropecuarios S.A., which is involved in the business of retail sales and commercial representation of crop protection chemical and seeds. The Group's interest in Sinagro Produtos Agropecuarios S.A. is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Sinagro Produtos Agropecuarios S.A. as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The following table illustrates the summarised financial information of the Group's investment in Sinagro Produtos Agropecuarios S.A.:

₹ Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	659	370
Current assets	4,760	3,242
Non-current liabilities	(60)	(224)
Current liabilities	(4,813)	(3,447)
Equity**	546	(59)
Proportion of the Group's ownership	**39%**	**45%**
Carrying amount of the investment excluding Goodwill	**212**	**(27)**
Goodwill***	**39**	**39**
Impact of dilution of Equity holding	-	3
Unrecognised share of losses	-	-
Carrying amount of the investment*	251	15

*Share of losses has been restricted to the carrying value of the investment in the previous year

₹ Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	7,182	4,165
Total profit for the year	158	77
Profit for the year after adjustment of unrecognised share of losses	158	33
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	**158**	**33**
Group's share of profit for the year	61	15

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

34. Investment in Associates (Contd.)

₹ Crores

Unrecognised share of losses of associate	March 31, 2023	March 31, 2022
Cumulative unrecognised share of losses at the beginning of the year	-	(29)
Unrecognised share of losses for the year	-	-
Adjusted against profit for the year	-	29
Cumulative unrecognised share of losses at the end of the year	-	-

* Changes in equity also includes movement on account of foreign exchange differences impact of ₹ 16 crore [March 2022: Nil crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of Nil [March 2022: Nil]

The associate had contingent liabilities of ₹ 199 Crores (March 31, 2022: ₹ 62 Crores). The associate had no capital commitments as at March 31, 2023 and March 31, 2022.

d) Other Associates

The following is summarised financial information for the Group's interest in immaterial associates, based on the amounts reported in the Group's consolidated financial statements:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Carrying amount of interests in immaterial associates	104	86
Group's share of:		
- Profit from continuing operations	(3)	2
- Other comprehensive income	-	-
Total comprehensive income	**(3)**	**2**

35 Net employee defined benefit liabilities

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Net employee defined benefit liabilities	275	248
- Gratuity Plan (Note 35 (b) to (g))	105	90
- Defined benefit pension scheme (Note 35(h))	170	158

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

a) The amounts recognised in the statement of Profit or Loss are as follows:

(i) Defined Benefit Plan Gratuity

₹ Crores

	March 31, 2023	March 31, 2022
Current service cost	16	14
Past Service Cost	-	15
Interest cost on benefit obligation	8	3
Expenses recognised in Profit and Loss (under the head Employee Benefit Expenses in Note 23)	**24**	**33**
Return on plan assets	0	1
Net actuarial (gain)/loss recognised during the year	(8)	(2)
Remeasurements recognised in Other Comprehensive Income (OCI)	**(8)**	**(1)**
Total Expenses recognised in total comprehensive income	17	32
Actual return on plan assets	**0**	**1**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

35 Net employee defined benefit liabilities (Contd.)

₹ Crores

(ii) Defined Contribution Plan	Provident Fund	
	March 31, 2023	March 31, 2022
Current service cost included under the head Employee Benefit Expense in Note 23	53	51

₹ Crores

(iii) Defined Contribution Plan	Superannuation Fund	
	March 31, 2023	March 31, 2022
Current service cost included under the head Employee Benefit Expense in Note 23	7	8

b) The amounts recognised in the Balance Sheet are as follows:

₹ Crores

	Defined Benefit Plan - Gratuity (Funded)	
	March 31, 2023	March 31, 2022
Present value of funded obligation	210	194
Less: Fair value of plan assets	105	104
Net Liability	**105**	**90**

c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

₹ Crores

	Gratuity	
	March 31, 2023	March 31, 2022
Opening defined benefit obligation	194	194
Interest cost	8	8
Current service cost	16	14
Benefits paid	(32)	(17)
Actuarial changes arising from changes in financial assumption	(5)	(2)
Past service cost	-	15
Exchange difference	30	(19)
Taxes paid	-	(0)
Actual Participants contributions	-	1
Closing defined benefit obligation	**210**	**194**

d) Changes in the fair value of plan assets are as follows:

₹ Crores

	Gratuity	
	March 31, 2023	March 31, 2022
Opening fair value of plan assets	104	131
Fair Value of plan assets on account of acquisition	-	(38)
Actual employer contributions	-	5
Actual Participants contributions	-	1
Benefits paid	(5)	(5)
Actual expenses	-	(0)
Actual Taxes Paid	-	(0)
Interest income	-	5
Return on plan assets	0	1
Exchange Differences	3	4
Actuarial changes arising from changes in financial assumption	3	(0)
Closing fair value of plan assets	**105**	**104**

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

35 Net employee defined benefit liabilities (Contd.)

e) Expected contribution to defined benefit plan in future years

₹ Crores

	Gratuity	
	March 31, 2023	March 31, 2022
Net Liability	48	48

f) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	Gratuity	
	March 31, 2023	March 31, 2022
Investments with insurer under:	%	%
Funds managed by insurer	100	100

g) The principal actuarial assumptions at the Balance Sheet date.

	March 31, 2023	March 31, 2022
Discount rate	1.90%- 8.00%	1.80%- 8.50%
Return on plan assets	1.90%- 8.00%	1.80%- 8.50%
Annual increase in salary costs	7.50%	7.50%
Attrition rate	8.00%	8.00%

A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

Assumptions

₹ Crores

Sensitivity Level	1% increase	1% decrease
Impact on defined benefit obligation		
Discount rate	(10)	8
Future salary increases	7	(10)
Withdrawal rate	(8)	(0)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

h) Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

Expected future cash flows	₹ Crores
Expected benefit payments in Financial Year + 1	19
Expected benefit payments in Financial Year + 2	13
Expected benefit payments in Financial Year + 3	18
Expected benefit payments in Financial Year + 4	10
Expected benefit payments in Financial Year + 5	10
Expected benefit payments in Financial Year + 6 to + 10	60
	130

Notes to Consolidated Financial Statements
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36. Share based payments

During the year ended March 31, 2023, the following employee stock option plan (ESOPs) were in existence. The relevant details of the scheme and the grant are as follows:

1. Employee Stock Option Plan (ESOP) 2022

Nurture Agtech Pvt Ltd, has implemented Employee Stock Options Scheme titled 'Nurture Agtech Stock Option Scheme 2022' dated 01 January 2022 (""ASOS 2022") whereby stock options aggregating to a maximum of 5,01,000 stock options would be granted to eligible employees of the Company.

The said ESOPs to be granted would be treated as equity settled share-based payment and the Company is required to fair value the ESOPs at each financial reporting date using option pricing model for the purpose of financial reporting.

This scheme replaces the earlier Employee Stock Options Scheme titled 'AFS AGTech Phantom Option Scheme 2020' dated 18 December 2020 ("APOS 2020") whereby stock options aggregating to a maximum of 1,00,000 stock options would be granted to eligible employees of the Company based on cash settlement.

Terms of Tranche A ESOPs ASOS 2022

Tenure based options to vest over a 4 year period.

Grant date: On or after January 01, 2022

Vesting Period: Over a period of 4 years in equal instalments or such vesting schedule as set out in letter of grant

Exercise price: Exercise price shall be ₹ 100 per share for ESOPs granted as per ASOS 2022

Exercisable event: Upon occurrence of a Liquidity Event.

Exercise period: Maximum by January 01, 2027

The fair value of the share options is estimated at the grant date using Black Scholes Option Pricing ("BSOP") method, taking into account the terms and conditions upon which the share options were granted.

Terms of Tranche B ESOPs of ASOS 2022

Performance based options to vest only upon the following performance conditions being met –

i. 33% vesting: Valuation of the Company is USD 500 million

ii. 67% vesting: Valuation of the Company is USD 1 billion

Grant date: On or after January 01, 2022

Exercise price: Exercise price shall be ₹ 29,852 per share for ESOPs granted as per ESOP 2019

Exercisable event: Upon occurrence of a Liquidity Event.

Exercise period: Maximum by 30-Jun-2025

The fair value of the share options is estimated at the grant date using Monte Carlo Simulation Pricing ("MCS") method so as to evaluate whether the performance conditions (i.e. Milestone 1 and Milestone 2) have been achieved.

The carrying amount of the ESOP reserve relating to the ESOPs at 31 March 2023 is ₹ 48 crores (31 March 2022: ₹ 20 crores)

Nil stock options have been vested as at 31 March 2023 (31 March 2022: Nil). The expense recognised for employee services received during the year is shown in the following table:

₹ Crores

	March 31, 2023	March 31, 2022
Expense arising from equity-settled share-based payment transactions	29	17
Vested options	**29**	**17**

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

36. Share based payments (Contd.)

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	478,379	86,000
Granted during the year	20,300	479,379
Cancelled during the year*	-	(86,000)
Forfeited during the year	(277,017)	(1,000)
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	**221,662**	**478,379**
Vested / Exercisable options	116,505	-

*On account of replacement of old scheme with ASOS 2022 scheme

Valuation of ESOP scheme

The Black Scholes valuation model has been used for computing the fair value for Tranche A stock options considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Weighted average share price/market price (₹ per share)	3,705	3,705
Exercise price (₹ per share)	100	100
Expected volatility	40.72%	40.72%
Life of the options granted (vesting and exercise period) in years	5	5
Expected dividends	-	-
Average risk-free interest rate	6.21%	6.21%
Fair value of option (₹ per share)	3,631.84	3,631.84

The Monte Carlo Simulation Pricing ("MCS") method has been used for computing the fair value for Tranche B stock options considering the following inputs:

Tranche B	Milestone 1	Milestone 2	Total
Fair value (a)	3,631.84	3,631.84	
Weightage%	33%	67%	100%
No of options (b)	81,173	164,807	245,980
Probability adj. of performance vesting (c)	19.20%	5.20%	
Total Fair value (d) = (a)*(b)*(c)	56,603,290	31,124,663	87,727,952
Fair value per option			356.65

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Cancellation or modification to ESOPs

1. The Company currently has in place a Phantom Stock Option Plan 2020 ("APOS") under which certain units have been granted to eligible employees. Company has now launched a new Employee Stock Option scheme to enable employees to have the option to truly become owners in the company which is called AFS stock option scheme 2022. This scheme would replace the earlier APOS and employees will receive equivalent value of grants under the ESOP in lieu of the cancelled phantom stock options under the APOS

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

36. Share based payments (Contd.)

2. Incremental fair value granted on account of new ASOS scheme 2022 is Nil

   There is negligible difference in the fair value of both the schemes as on January 01, 2022

3. Below is the details of input used for computing incremental fair value per option on the date of modification i.e. January 01, 2022

₹ Crores

Particulars	As on January 01, 2022	
	APOS 2020	ASOS 2022
Modification date / Grant date	01-Jan-22	01-Jan-22
Weighted average share price/market price (₹ per share)	3,705	3,705
Exercise price (₹ per share)	1	100
Expected volatility	40.72%	40.72%
Life of the options granted (vesting and exercise period) in years	5	5
Expected dividends	-	-
Average risk-free interest rate	6.21%	6.21%
Fair value of option (₹ per share)	**3,704.27**	**3,631.84**

2. During the current year, Group has granted awards to its employees and employees of subsidiary entity under UPL Limited, Cayman LTI 2023 plan. Awards are granted in the form of Retention Awards and Performance Awards which are described in detail below:

(i) Retention awards

Under the Retention Award, Restricted Stock Unit ("RSU") are granted to employees where employees will have a right to receive equity shares of the Group at no cost subject to rules of the plan. The RSUs are granted to the employees of the Group and to the employees of Subsidiary Companies. The RSU will vest if those employees remain in service till 31 March 2025 ("service condition").

The RSUs can be exercised as soon as they vest after the expiry of vesting period. The RSUs will lapse (to the extent not already exercised) on 1 April 2032 as per the rules of plan. The Group has an option to settle the RSUs in cash or equity shares. The employees only have a right to claim equity settlement for RSUs granted. The Group has an intent to settle the RSUs in equity shares and does not have a past practice of cash settlement. Therefore, Group has classified RSUs as equity-settled.

(ii) Performance Award

Under the Performance Award, performance based share options (PSO) are granted to the employees of the Group and to the employees of subsidiary Companies. The performance based share options will vest if and when the EBITDA, cash flow and Revenue ("non-market performance condition") meets the target setout in the Deed of Grant. The performance period is one year (i.e., from 1 April 2022 to 31 March 2023) under the Deed of Grant. PSOs will vest once the non-market performance conditions are met and the employees remain in service during that period. ("service condition").

Once the PSOs are vested, in case of some PSOs, employees are required to hold the PSOs for two years ("holding period"). The PSOs can be exercised after the expiry of holding period ("non-vesting condition"). The PSOs will lapse (to the extent not already exercised) on 1 April 2032 as per the rules of plan. In some PSOs, the Group has an option to settle the PSOs in cash or equity shares. The employees only have a right to claim equity settlement for PSOs granted. The Group has an intent to settle the PSOs in equity shares and does not have a past practice of cash settlement. Therefore, Group has classified PSOs as equity-settled.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

36. Share based payments (Contd.)

In case of some PSOs, exercise date is dependent on liquidity event (i.e., listing, sale shares or any other arrangement approved by board). If the liquidity event does not occur by 30 June 2023, Group shall use all reasonable endeavours to procure and facilitate the exercise by the Participants to the extent of 33%. If the liquidity event does not occur by 30 June 2025, Group shall use all reasonable endeavours to procure and facilitate the exercise by the Participants for the balance PSOs.

The expense recognised for employee services received is shown in the following table:

₹ Crores

Particulars	31-Mar-23	
	RSU	PSO
Expense arising from equity-settled share-based payment transactions	2	98
Total expense arising from share-based payment transactions	**2**	**98**

There were no cancellations or modifications to the awards during the year ended 31 March 2023.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year :

	RSU		PSO	
	Number	WAEP	Number	WAEP
Outstanding at 1 April				
Granted during the year	96,277	-	5,967,245	In range USD 6.70 - USD 8.30
Forfeited during the year	-	-	-	0
Exercised during the year	-	-	-	0
Expired during the year	-	-	-	0
Outstanding at 31 March	**96,277**	**-**	**5,967,245**	**In range USD 6.70 - USD 8.30**
Exercisable at 31 March				

The following tables list the inputs to the models used for the RSUs and PSOs plans for the years ended 31 March 2023:

	RSU	PSO
Weighted average fair values at the measurement date	USD 7.79	Within range of USD 1.44 per option to USD 2.21 per option
Dividend yield (%)	-	-
Expected volatility (%)	29%	29%
Risk–free interest rate (%)	4%	4%
Expected life of share options (years)	2 years and 16 days	Approx 2.25 Years
Weighted average share price	USD 7.79	USD 7.79
Model used	Black Scholes	Black Scholes

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Group's publicly-traded equity shares during a period equivalent to the expected term of the options.

37. Commitments and contingencies

A. Commitments:

₹ Crores

	March 31, 2023	March 31, 2022
a) Estimated amount of contracts (on account of outstanding contracts and outstanding letter of credits) remaining to be executed on capital account and not provided for (net of advances)	408	492

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

B. Contingent liabilities

The Group is involved in a number of appellate, judicial and arbitration proceedings (including those described below) concerning matters arising in the course of conduct of the Group's businesses. Some of these proceedings in respect of matters under litigation are in early stages, and in some other cases, the claims are indeterminate. A summary of claims asserted on the Group in respect of these cases have been summarised below.

a. Guarantees

₹ Crores

	March 31, 2023	March 31, 2022
Guarantees given by the Group on behalf of third parties	604	860

b. Tax Contingencies

Amounts in respect of claims asserted by various revenue authorities on the Group, in respect of taxes, which are in dispute, have been tabulated below:

₹ Crores

Nature of Tax	March 31, 2023	March 31, 2022
Disputed Excise Duty / Service Tax Liability (excluding interest)	322	355
Disputed Income-tax Liability (excluding interest)	295	338
Disputed Sales-tax Liability	14	23
Disputed Custom duty Liability	112	101
Disputed Fiscal Penalty for cancellation of licenses	33	33

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Group may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period.

c. Amount in respect of other claims

₹ Crores

Nature of Claim	March 31, 2023	March 31, 2022
Claims payable to growers.	37	32
Other Claims (claims related to contractual and other disputes)	855	637
Claims against the Group not acknowledged as debts.	11	59

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

i. plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;

ii. the proceedings are in early stages;

iii. there is uncertainty as to the outcome of pending appeals or motions or negotiations;

iv. there are significant factual issues to be resolved; and/or

v. there are novel legal issues presented.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Group's financial condition, though the outcomes could be material to the Group's operating results for any particular period, depending, in part, upon the operating results for such period.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

37. Commitments and contingencies (Contd.)

Pursuant to the judgment of the Supreme Court of India on February 28, 2019 regarding the allowances to be considered for computing Provident Fund liability, certain components of compensation hitherto excluded from PF need to be included. There are interpretative challenges in application of the judgment retrospectively and the Parent has been legally advised that the judgment would be applicable prospectively. The consolidated financial statements disclose a contingent liability in this regard. No provision has been made for the year ended March 31, 2023 and March 31, 2022.

38. Research and development costs

₹ Crores

Research and Development costs, as certified by the Management.	March 31, 2023	March 31, 2022
a) Revenue expenses debited to appropriate heads in statement of Profit or Loss	1,093	879
b) Capital Expenditure	102	61

39. Related Party Disclosures:

a) Name of other related parties with whom transactions have taken place during the year.

i) Joint Venture Companies:

United Phosphorus (Bangladesh) Limited
Hodogaya UPL Co. Limited
Longreach Plant Breeders Management Pty Limited
Bioplanta Nutricao Vegetal,Industria e Comercio S.A.
Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A)

ii) Associate Companies:

Kerala Enviro Infrastructure Limited
Weather Risk Management Services Private Limited
3SB Produtos Agrícolas S.A.
Sinagro Produtos Agropecuários S.A.
Serra Bonita Sementes S.A.
Chemiesynth (Vapi) Limited
Universal Pesto Chem Industries (India) Private Limited
Agri Fokus (Pty) Ltd.
Novon Retail Company (Pty) Ltd.
Agronamic (Pty) Ltd.
Novon Protecta (Pty) Ltd
Silvix Forestry (Pty) Ltd.
Nexus AG (Pty) Ltd
Dalian Advanced Chemical Co.Ltd.
Société des Produits Industriels et Agricoles
Callitogo SA
Ingen Technologies Private Limited
Eswatini Agricultural Supplies Limited
Pixofarm GmbH
Seara Comercial Agricola Ltda.

iii) Enterprises over which key management personnel and their relatives have significant influence (Other Related Parties):

BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)
Bloom Packaging Private Limited
Bloom Seal Containers Private Limited
Daman Ganga Pulp and Papers Private Limited
Demuric Holdings Private Limited
Enviro Technology Limited

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

39. Related Party Disclosures: (Contd.)

Gharpure Engineering and Construction Private Limited
Jai Trust
Nerka Chemicals Private Limited
Pot Plants
Sanguine Holdings Private Limited
Tatva Global Environment Private Limited
Tatva Global Environment (Deonar) Limited
Ultima Search
Uniphos International Limited
Uniphos Enterprises Limited
Uniphos Envirotronic Private Limited
UPL Environmental Engineers Limited
Vikram Farm
Urbania Realty LLP
Crop Care Federation of India
Bench Bio Private Limited
JRF America
JRF International
Pentaphos Industries Private Ltd (up to 30th Nov, 2022)
Accolade Properties Private Limited
IBI Brasil Empreendimentos e Participacoes S.A. (with effect from 1st Nov, 2022)

iv) Key Management Personnel and their relatives :

Directors and their relatives
Mr. Rajnikant D. Shroff (up to 30th November 2022) *
Mr. Jaidev R. Shroff
Mr. Vikram R. Shroff
Mrs. Sandra R. Shroff (up to 31st August 2020) *
Mr. Arun Ashar (up to 30th Nov, 2022)
Mr. Raj Tiwari - Whole time Director (with effect from 1st Nov, 2022)
Mr. Navin Ashar (up to 30th Nov, 2022) *
Mr. Hardeep Singh
Mr. Vasant Gandhi
Mr. Suresh Kumar (with effect from 20th Oct, 2022)
Mr. Pradeep Goyal (up to 30th Nov, 2022)
Mr. Carlos Pellicer (with effect from 1st Nov, 2022)
Dr. Reena Ramchandran (up to 30th Nov, 2022)
Mrs. Shilpa Sagar*
Mrs. Naina Lal Kidwai (with effect from 1st Oct, 2021)
Mr. Anand K Vora - Chief Financial Officer
Mr. Sandeep Deshmukh - Company Secretary

* Relative of key management personnel.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

39. Related Party Disclosures: (Contd.)

(b) The following transactions were carried out with related parties in the ordinary course of business as disclosed in the audited accounts of the individual companies in the Group, associate companies and joint ventures.

₹ Crores

Nature of Transactions		March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
1.	**INCOME**								
a)	**SALE OF GOODS**	**270**	**1,761**	**3**	**2,034**	**85**	**1,122**	**3**	**1,210**
	Sinagro Produtos Agropecuários S.A.	-	871	-	871	-	417	-	417
	Hodogaya UPL Co. Limited	57	-	-	57	81	-	-	81
	Orígeo Comércio de Produtos Agropecuários S.A	210	-	-	210				
	3SB Productos Agricolas S.A.	-	87	-	87	-	26	-	26
	Nexus AG (Pty) Ltd	-	160	-	160	-	151	-	151
	Novon Protecta (Pty) Ltd	-	231	-	231	-	164	-	164
	Agronamic (Pty) Ltd.	-	132	-	132	-	123	-	123
	Novon Retail Company (Pty) Ltd.	-	113	-	113	-	101	-	101
	Agri Fokus (Pty) Ltd.	-	107	-	107	-	63	-	63
	Others	3	60	3	66	4	77	3	84
b)	**MANAGEMENT FEES**	**-**	**-**	**3**	**3**	**-**	**-**	**3**	**3**
	Tatva Global Environment Private Limited	-	-	-	-	-	-	1	1
	Uniphos Enterprises Limited	-	-	-	-	-	-	1	1
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	-	-	-	-	1	1
	Others	-	-	3	3	-	-	0	0
c)	**RENT RECEIVED**	**-**	**-**	**1**	**1**	**-**	**-**	**0**	**0**
	Others	-	-	1	1	-	-	0	0
d)	**GROUP RECHARGE**	2	0	-	2	2	-	-	2
	Longreach Plant Breeders Management Services Pty Limited	2	-	-	2	2	-	-	2
	Others	-	0	-	0	-	-	-	-
e)	**ROYALTY RECEIVED**	**12**	**-**	**-**	**12**	15	-	-	15
	Longreach Plant Breeders Management Services Pty Limited	12	-	-	12	15	-	-	15
f)	**COMMISSION INCOME**	**-**	**-**	**4**	**4**	**-**	**-**	**-**	**-**
	IBI Brasil Empreendimentos e Participacoes S.A.	-	-	4	4	-	-	-	-
g)	**OTHER INCOME**	1	-	-	1	1	-	-	1
	Others	1	-	-	1	1	-	-	1

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for the year ended March 31, 2023

39. Related Party Disclosures: (Contd.)

₹ Crores

Nature of Transactions		March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
2.	**EXPENSES**								
a)	**PURCHASES OF GOODS**	**-**	**4**	**178**	**182**	**0**	**11**	**169**	**180**
	Hodogaya UPL Co. Limited	-	-	-	-	-	-	-	-
	Bloom Seal Containers Private Limited	-	-	57	57	-	-	60	60
	Bloom Packaging Private Limited	-	-	45	45	-	-	24	24
	Ultima Search	-	-	34	34	-	-	24	24
	Pentaphos Industries Private Limited	-	-	1	1			37	37
	Others	-	4	41	45	0	11	24	35
b)	**Property, plant and equipment**	**-**	**-**	**4**	**4**	**-**	**-**	**5**	**1**
	Uniphos Envirotronic Private Limited	-	-	1	1	-	-	1	1
	JRF America	-	-	-	-			2	
	JRF International	-	-	3	3			2	
c)	**OTHER EXPENSES**	**-**	**-**	**8**	**8**	**-**	**-**	**0**	**0**
	JRF International	-	-	4	4	-	-	-	-
	Others	-	-	4	4	-	-	0	0
d)	**SERVICES**	**0**	**7**	**124**	**131**	**1**	**7**	**98**	**106**
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	114	114	-	-	87	87
	Chemie Synth (Vapi) Limited.	-	6	-	6	-	7	-	7
	Others	0	1	10	11	1	0	11	12
e)	**RENT**	**-**	**-**	**7**	**7**	**-**	**-**	**2**	**2**
	JRF America Inc	-	-	1	1			1	1
	ACCOLADE PROPERTIES PVT LTD	-	-	6	6	-	-	-	-
	Others	-	-	0	0	-	-	1	1
f)	**COMMISSION EXPENSE**	**-**	**9**	**-**	**9**	**-**	**7**	**-**	**7**
	Agri Fokus (Pty) Ltd.	-	1	-	1	-	1	-	1
	Novon Retail Company (Pty) Ltd.	-	2	-	2	-	1	-	1
	Agronamic (Pty) Ltd.	-	2	-	2	-	2	-	2
	Nexus AG (Pty) Ltd	-	1	-	1	-	2	-	2
	Others	-	3	-	3	-	1	-	1
g)	**GROUP RECHARGE**	**2**	**-**	**-**	**2**	**0**	**-**	**-**	**0**
	Longreach Plant Breeders Management Services Pty Limited	2	-	-	2	0	-	-	0
h)	**SALES PROMOTION EXPENSE**	**-**	**-**	**-**	**-**	**-**	**-**	**2**	**2**
	Uniphos Envirotronic Private Limited	-	-	-	-			2	2

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

39. Related Party Disclosures: (Contd.)

₹ Crores

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
3.	**FINANCE**								
a)	**INTEREST INCOME**	**5**	**1**	**0**	**6**	**5**	**-**	**1**	**6**
	Tatva Global Environment Private Limited	-	-	0	0	-	-	-	-
	Longreach Plant Breeders Management Services Pty Limited	4	-	-	4	5	-	-	5
	Others	1	1	0	2	-	-	1	1
b)	**INTEREST EXPENSE**	**0**	**3**	**-**	**3**	**3**	**-**	**-**	**3**
	Agri Fokus (Pty) Ltd.	-	3	-	3	-	-	-	-
	Longreach Plant Breeders Management Services Pty Limited	-	-	-	-	3	-	-	3
	Others	0	0	-	0	0	-	-	0
c)	**LOAN GIVEN**	**27**	**-**	**-**	**27**	**-**	**-**	**-**	**-**
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	27	-	-	27	-	-	-	-
d)	**ADVANCES/ DEPOSIT / LOANS RECEIVED BACK**	**36**	**-**	**1**	**37**	**-**	**-**	**12**	**12**
	Longreach Plant Breeders Management Services Private Limited	36	-	-	36				
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	1	1	-	-	2	2
	Urbania Realty LLP	-	-	-	-	-	-	10	10
	Others	-	-	0	0	-	-	-	-
e)	**DIVIDEND RECEIVED**	**3**	**27**	**-**	**30**	**2**	**16**	**-**	**18**
	Hodogaya UPL Co. Limited	3	-	-	3	2	-	-	2
	Serra Bonita Sementes S.A.	-	27	-	27	-	14	-	14
	Others	-	0	-	0	-	2	-	2
f)	**INVESTMENT MADE**	**91**	**181**	**-**	**272**	**-**	**-**	**-**	**-**
	Kerala Enviro Infrastructure Limited	-	5	-	5	-	-	-	-
	Novon Protecta (Pty) Ltd	-	15	-	15	-	-	-	-
	Sinagro Produtos Agropecuários S.A.	-	161	-	161	-	-	-	-
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	7	-	-	7	-	-	-	-
	Orígeo Comércio de Produtos Agropecuários S.A	84	-	-	84	-	-	-	-

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39. Related Party Disclosures: (Contd.)

₹ Crores

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
4.	**REIMBURSEMENTS**								
a)	**RECEIVED**	**-**	**-**	**0**	**0**	**-**	**-**	**1**	**1**
	Uniphos Envirotronic Private Limited	-	-	0	0	-	-	0	0
	Ultima Search	-	-	0	0	-	-	1	1
	Others	-	-	0	0	-	-	0	0
b)	**MADE**	**-**	**-**	**0**	**0**	**-**	**-**	**0**	**0**
	Ultima Search	-	-	-	-	-	-	-	-
	Others	-	-	0	0	-	-	0	0
5.	**OUTSTANDINGS AS AT BALANCE SHEET DATE**								
a)	**PAYABLES**	**35**	**7**	**31**	**73**	**42**	**2**	**31**	**75**
	Longreach Plant Breeders Management Services Pty Limited	34	-	-	34	41	-	-	41
	Sinagro Produtos Agropecuários S.A.	-	4	-	4	-	1	-	1
	Hodogaya UPL Co. Limited	1	-	-	1	1	-		1
	Bloom Seal Containers Private Limited	-	-	10	10	-	-	8	8
	Others	-	3	21	24	-	1	23	24
b)	**RECEIVABLES**	**232**	**1,214**	**12**	**1,458**	**22**	**485**	**4**	**511**
	Hodogaya UPL Co. Limited	12	-	-	12	20			20
	Orígeo Comércio de Produtos Agropecuários S.A	220	-	-	220	-	-	-	-
	3SB Produtos Agrícolas S.A.	-	95	-	95		28		28
	Sinagro Produtos Agropecuários S.A.	-	796	-	796		147		147
	Longreach Plant Breeders Management Services Pty Limited	-	-	-	-	1			1
	Novon Protecta (Pty) Ltd	-	112	-	112		129		129
	Agronamic (Pty) Ltd.	-	74	-	74		52		52
	Novon Retail Company (Pty) Ltd.	-	48	-	48		41		41
	Nexus AG (Pty) Ltd	-	56	-	56		48		48
	Others	-	33	12	45	1	40	4	45
c)	**LOANS / INTER CORPORATE DEPOSITS GIVEN**	**57**	**-**	**0**	**57**	**67**	**-**	**-**	**67**
	Longreach Plant Breeders Management Services Pty Limited	29	-	-	29	67	-	-	67
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	28	-	-	28				
	Bloom Packaging Private Limited	-	-	-	-	-	-		-
	Others	-	-	0	0	-	-	-	-

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39. Related Party Disclosures: (Contd.)

₹ Crores

Nature of Transactions	March 31, 2023				March 31, 2022			
	Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
d) INTEREST RECEIVABLES	**1**	**-**	**-**	**1**	**-**	**-**	**-**	**-**
Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	1	-	-	1	-	-	-	-
e) GUARANTEE GIVEN	**-**	**-**	**604**	**604**	**-**	**-**	**11**	**11**
IBI Brasil Empreendimentos e Participacoes S.A.			592	592	-	-	-	-
JRF America	-	-	12	12	-	-	11	11
f) DEPOSITS GIVEN	**-**	**-**	**4**	**4**	**-**	**-**	**5**	**5**
BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	-	-	-	-	1	1
Daman Ganga Pulp and Papers Private Limited	-	-	4	4	-	-	4	4
Bloom Packaging Private Limited	-	-	-	-	-	-	-	-
Others	-	-	0	0	-	-	-	-
g) ADVANCES GIVEN	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Urbania reality LLP				-				-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

39. Related Party Disclosures: (Contd.)

c) Transactions with key management personnel of the Holding Company and their relatives

₹ Crores

Nature of Transactions	Year ended March 31, 2023	Year ended March 31, 2022
Remuneration (refer note 1 below)		
Short term benefits	185	117
Post-Employment benefits	-	4
Share based payments	18	-
	203	**121**
Rent paid	2	2
Commission	2	1
Professional fees	-	1
Sundry Deposits Given	-	0
Loan repaid	19	-
Out standings as at the Balance Sheet Date	11	14

Note

1. This includes short term employee benefits and key management personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19- Employee Benefits. As these employee benefits are lumpsum such amounts provided on the basis of actuarial valuation, the same is not included above.

2. **Terms and conditions of transactions with related parties**

   The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

40. Segment information

In the periods presented, the CEO and group of COO/CFO/Executive directors reviewed and evaluated the Group's operating performance to make decisions about resource to be allocated and has been identified as the CODM. Utilizing the internal reporting information provided to the CODM, it has been determined that the Group has 3 business reporting segments - Crop protection, Seeds business & Others. During the year, the changes in the internal organisation restructuring resulted in the change in composition of reportable business segments, and hence a new business segment in the name of 'Seeds business' has been added and accordingly the comparative period has been restated.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

40. Segment information (Contd.)

(A) Primary Segment Reporting (by Business Segment)

₹ Crores

Sr. No.	Particulars	March 31, 2023 Crop protection	March 31, 2023 Seeds business	March 31, 2023 Non-Agro	March 31, 2023 Unallocated	March 31, 2023 Total	March 31, 2022 Crop protection	March 31, 2022 Seeds business	March 31, 2022 Non-Agro	March 31, 2022 Unallocated	March 31, 2022 Total
1	**Revenue from operations (net)**										
a	External	47,568	3,603	2,741	4	53,916	41,302	2,868	2,422	4	46,596
c	Intersegment	(340)	-	-	-	(340)	(356)	-			(356)
	Total	**47,228**	**3,603**	**2,741**	**4**	**53,576**	**40,946**	**2,868**	**2,422**	**4**	**46,240**
2	**Segment Results**										
a	Contribution	7,956	686	303	-	8,945	7,644	604	367	-	8,615
	Total Segment Results	**7,956**	**686**	**303**	**-**	**8,945**	**7,644**	**604**	**367**	**-**	**8,615**
	Less :										
	(i) Finance Costs					2,963					2,295
	(ii) Unallocable Expenditure / Income (net)					819					1,164
	(iii) Share of profit/(loss) of associates and joint ventures					157					134
	(iii) Exceptional items (refer note no. 27)					170					324
	Total Profit before Tax					**5,150**					**4,966**
	Provision for tax										
	Current tax					1,566					1,048
	Adjustments of tax relating to earlier years					(60)					48
	Deferred tax					(770)					(567)
	Profit for the year attributable to					**4,414**					**4,437**
	Owners of the parent					3,570					3,626
	Non-controlling interest					844					811
	Other Information										
	Segment Assets	72,940	3,462	1,392	10,783	88,577	66,431	3,271	1,504	11,473	82,679
	Segment Liabilities	24,231	1,610	894	26,413	53,148	21,978	1,400	814	29,179	53,371
	Capital Expenditure	1,892	86	542	68	2,588	2,074	119	49	426	2,668
	Depreciation	931	36	69	39	1,075	816	28	70	44	958
	Amortization	1,295	64	15	98	1,472	1,238	55	15	94	1,402
	Non cash expenses other than depreciation	6	19	(1)	-	24	70	10	-	-	80

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

40. Segment information (Contd.)

(B) Secondary Segment Reporting (by Geographical location of the customers)

₹ Crores

Particulars	March 31, 2023 India	Europe	North America	Latin America	ROW	Total
Revenue by geographical market	6,539	7,324	8,735	21,975	9,002	53,576
Carrying amount of Non Current Operating Assets (Non Current Assets for this purpose consists of property, plant and equipment, right-of-use assets,Capital work-in-progress, Intangible assets, Intangible assets under development and other non current assets)	6,483	9,244	6,125	12,471	7,561	41,884

(B) Secondary Segment Reporting (by Geographical location of the customers)

₹ Crores

Particulars	March 31, 2022 India	Europe	North America	Latin America	ROW	Total
Revenue by geographical market	5,687	6,893	7,808	18,039	7,812	46,240
Carrying amount of Non Current Operating Assets (Non Current Assets for this purpose consists of property, plant and equipment, right-of-use assets,Capital work-in-progress, Intangible assets, Intangible assets under development and other non current assets)	5,766	8,558	5,784	11,766	7,374	39,250

Countries with revenue in excess of 10 percent of consolidated revenue consisted of Brazil, U.S.A and India. Revenue for the years ended 31 March 2023 and 31 March 2022 for Brazil aggregated to ₹ 14,634 crore and ₹ 12,120 crore, respectively, for the U.S.A. aggregated to ₹ 7,742 crore and ₹ 7,021 crore, respectively and for India aggregated to ₹ 6,245 crore and ₹ 5,498 crore, respectively.

Countries with non current operating assets in excess of 10 percent of consolidated Non Current Operating Assets at 31 March 2023 are Brazil, India and the U.S.A which aggregated to ₹ 7,020 crore, ₹ 6,483 crore and ₹ 6,086 crore respectively. Further, Countries with non current operating assets in excess of 10 percent of consolidated Non Current Operating Assets 31 March 2022 are Brazil, India and the U.S.A which aggregated to ₹ 6,744 crore, ₹ 5,766 crore and ₹ 5,742 crore respectively.

Notes

(1) The business of the Group is divided into three business segments. These segments are the basis for management control and hence form the basis for reporting. The business of each segment comprises of :

a) Crop Protection - This is the main area of the Group's operation and includes the manufacture and marketing of conventional agrochemical products, and other agricultural related products.

b) Seeds business - This is the one of the area of the Group's operation and includes the manufacture and marketing of seeds.

c) Non-Agro - This includes manufacture and marketing of industrial chemical and other non agricultural related products.

(2) Capital expenditure consist of additions of property, plant and equipment and intangible assets.

(3) Segment Revenue in the above segments includes sales of products net of taxes.

(4) Inter Segment Revenue is taken as comparable third party average selling price for the year.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

40. Segment information (Contd.)

(5) Segment Revenue in the geographical segments considered for disclosure are as follows:

a) Revenue in India includes sales to customers located within India.

b) Revenue in Europe includes sales to customers located within Europe.

c) Revenue in North America includes sales to customers located within North America.

d) Revenue in Latin America includes sales to customers located within Latin America.

e) Revenue in Rest of world includes sales to customers located other than above Geographic segments.

(6) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

(7) Based on "management approach" defined under Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the group's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly information has been presented along these segments.

41. Goodwill and acquisition of a subsidiary

₹ crores

	March 31, 2023	March 31, 2022
Movement of Goodwill		
At beginning of the period	18,364	17,689
Acquisition (Refer Note (i) below)		
-Pt Excel Meg Indo and PT Ace Bio Care (Refer Note(i))	-	46
Effect of movements in exchange rates	1,534	629
	19,898	18,364

The Group performs its annual impairment test for Goodwill acquired through business combinations and Brands with indefinite useful lives.

For the purpose of impairment testing, goodwill and brand has been allocated to the Group's CGU as follows:

₹ crores

Cash Generating Unit (CGU)	March 31, 2023	March 31, 2022
Europe	4,100	3,779
Brazil	5,361	4,949
Latin America	3,237	2,985
North America	3,213	2,955
Rest of the World	3,987	3,696
Total Goodwill	19,898	18,364
Add: Brand	451	416
Grand Total	20,349	18,780

The recoverable amount of the CGUs have been determined based on the value in use, determining by discounting the future cash flows to be generated from the continuing use of the CGU. Discount rates reflect Management's estimate of risk specific to each CGU. The key assumptions used in the estimation of the recoverable amount are set out below.

The values assigned to the key assumptions represent Management assessment of the trends in the relevant industries and have been based on the historical data.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

41. Goodwill and acquisition of a subsidiary (Contd.)

Cash Generating Unit (CGU)	Growth Rate March 31, 2023	Discount rate March 31, 2023	Growth Rate March 31, 2022	Discount rate March 31, 2022
Europe	3%	12%	3%	10%
Brazil	8%	15%	8%	12%
LATAM	8%	14%	8%	14%
North America	8%	9%	8%	9%
Rest of the World	8%	10%-13%	8%	11%-12%

The discount rate reflect management's estimate of risk specific to each CGU. The cashflow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on Management's estimate of the long term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Sensitivity Analysis:

The Group has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each of the group of CGUs to which goodwill is allocated. The management believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related CGUs.

Acquisition of subsidiary

The Group acquired the shares and voting interests of the following subsidiaries:

Name of subsidiary company	Date of Acquisition	% Holding
Pt Excel Meg Indo and PT Ace Bio Care (Refer Note(i))*	December 28, 2021	100%

*The group has acquired 80% interest in Pt Excel Meg Indo and PT Ace Bio Care. However, Group has entered into forward purchase agreement with its founder shareholder to acquire balance 20% interest on 30 June 2024. The group has an call option to acquire 20% interest on occurrence of specific events mentioned in the agreement.

The group has elected to apply anticipated-acquisition method as per accounting policy choice available and the contract has been accounted for as an anticipated acquisition of underlying NCI.

(i) Consideration transferred for Pt Excel Meg Indo and PT Ace Bio Care

The following table summarises the acquisition date fair value consideration :

₹ crores

Cash (Including payments already made and future payments to be made as per the contract)	146
Contingent considerations	123
Total	269

On 28 December 2021 (date of acquisition), the Group completed an acquisition of 100% of the shares of Pt Excel Meg Indo, an agrochemical company based in Indonesia and its subsidiary (PT Ace Bio Care), for a consideration of ₹ 269 Crores and goodwill recognised of ₹ 45 Crores.The Group is engaged in the business of wholesale trade (main distributor and import) of merchandise, among others, formations, pesticides, seeds, fertilizers, insecticides, herbicides, fungicides and fumigants. Pt Excel Meg Indo has good presence in Indonesia, offering a wide range of agro-chemical products. This acquisition shall provide the group, market access and access to product portfolio of the acquiree company.

Contingent consideration

As part of the purchase agreement with the founder shareholder of Pt Excel Meg Indo and PT Ace Bio Care, a contingent consideration has been agreed. This consideration is dependent on the Average of audited EBITDA of Pt Excel Meg Indo and PT Ace Bio Care for the Fiscal Year 2023 and 2024. The fair value of the contingent consideration at the acquisition date was ₹ 123 Crores.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

41. Goodwill and acquisition of a subsidiary (Contd.)

Significant unobservable valuation inputs are provided below:

Assumed probability-adjusted average EBIDTA of Pt Excel Meg Indo and PT Ace Bio Care	**₹ 75-85 Crores**
Discount rate	6.41%

Significant increase/ (decrease) in the average EBIDTA of Pt Excel Meg Indo and PT Ace Bio Care would result in higher/ (lower) fair value of the contingent consideration liability, while significant increase/ (decrease) in the discount rate and own non-performance risk would result in lower/ (higher) fair value of the liability.

As at 31 March 2022, the key performance indicators of Pt Excel Meg Indo and PT Ace Bio Care show that it is highly probable that the target will be achieved due to a significant expansion of the business and the synergies realised. The subsequently re-measurement charge would be recognised through profit or loss. A reconciliation of fair value measurement of the contingent consideration liability is provided below:

₹ crores

	March 31, 2023	March 31, 2022
Opening balance	106	Nil
Liability arising on business combination	-	123
Unrealised fair value changes recognised in profit or loss	8	2
Less: Payment made	-	20
Effect of foreign exchange	8	1
Closing balance	**122**	**106**

A. Goodwill

Goodwill arising from the acquisition has been recognised as follows:

₹ crores

	March 31, 2023
Consideration transferred	**269**
Fair valuation of identified net assets on date of acquisition	**(223)**
	46

B. Identifiable assets acquired and liabilities assumed

The following table summarises the recognized amounts of assets acquired and liabilities assumed at the date of acquisition:

₹ crores

	March 31, 2023
Total consideration	269
Less: Cash & cash equivalents acquired	6
Total consideration paid net of cash acquired (A)	**263**
Intangible assets	95
Tangible assets	37
Working capital	114
Deferred tax liabilities (primarily arising on account of Purchase Price Allocation)	(29)
Others	
Total net identifiable assets (B)	**217**
Goodwill (A-B)	**46**

The fair value of the net assets acquired has been determined by the Management with the assistance of an external expert. The goodwill of ₹ 46 crores comprises the value of expected synergies arising from the acquisition.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

41. Goodwill and acquisition of a subsidiary (Contd.)

Working capital as on acquisition date includes trade receivables of ₹ 73 Crores having gross contractual amount receivable of ₹ 76 Crore. Provision for ECL is ₹ 3 crores.

Measurement of fair values

Purchase price accounting is finalised during the year and there is no change in the fair values as per provisional and final Purchase price allocation.

The valuation techniques used for measuring the fair values of material assets acquired were as follows:

Assets Acquired	Valuation technique used
General	The relevant intangible assets were identified and assessed and its valuation is conducted by applying Income, Market and / or Cost approach based on market participant perspective.
Identified Intangible assets	The relevant intangible assets are identified, assessed and conducted valuation by applying Income, Market and / or Cost approach based on market participant perspective.
Identified Tangible assets	Tangible Assets are considered at Book Value considering the nature of the net property, plant and equipment except Land & Building. Book values are fairly representative of the fair value. The fair value of land and building is based on the land valuation report.
Inventory / Working capital	Inventory was fair valued after considering a step-up over book value. Working capital is considered at book value that is fairly representative of the fair value.

Contingent consideration (Sensitivity analysis)

Increase / Decrease in basis points	Effect on profit or (loss)	Effect on equity
Mar-23		
Discounting rate		
+50	0.46	0.39
-50	(0.46)	(0.39)
Mar-22		
Discounting rate		
+50	0.10	0.09
-50	(0.10)	(0.09)

There would be no sensitivity impact on account of changes in EBITDA assumptions, as the maximum range of assumptions is considered while valuing the contingent consideration

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023								March 31, 2022							
				Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
1	Parent	1000	UPL Limited	10%	3,050	20%	701			15%	701	23%	5,653	39%	1,430			31%	1,430
2	Subsidiaries																		
	Indian	1060	UPL GLOBAL BUSINESS SERVICES LIMITED	0%	8	0%	6			0%	6	0%	2	0%	3			0%	3
		1200	SWAL Corporation Limited	0%	28	3%	117			3%	117	0%	121	0%	1			0%	1
		1300	United Phosphorus (India) LLP	1%	160	1%	24			1%	24	1%	150	1%	49			1%	49
		1350	United Phosphorus Global LLP	0%	(7)	0%	(7)			0%	(7)	0%	0	0%	0			0%	0
		1400	UPL SUSTAINABLE AGRI SOLUTIONS LIMITED	6%	1,832	5%	181			4%	181	0%	91	0%	15			0%	15
		1450	Agrinet Solution Limited	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		1500	Arysta LifeScience India Limited	1%	307	3%	115			2%	115	1%	183	1%	45			1%	45
		1530	Arysta LifeScience Agriservice Private Limited	0%	0	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		1540	Arysta Agro Private Limited	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		1550	Arysta LifeScience Services LLP	0%	0	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		1600	Natural Plant Protection Limited	0%	(12)	0%	(6)			0%	(6)	0%	(5)	0%	(4)			0%	-4
		1700	Nurture Agtech Pvt Ltd. (FKA AFS Agtech Pvt. Limited)	-1%	(304)	-7%	(244)			-5%	(244)	0%	(65)	-3%	(107)			-2%	-107
		1070	UPL SPECIALITY CHEMICALS LIMITED	0%	21	0%	1			0%	1								
		1090	UPL Agri Science Private Limited	0%	0	0%	(0)			0%	(0)								
		1150	Kudos Chemie Ltd	0%	11	-1%	(39)			-1%	(39)								
		1250	Nature Bliss Agro Private Limited	0%	(1)	0%	(1)			0%	(1)								
		1900	Advanta Enterprises Private Limited	4%	1,161	1%	53			1%	53								
		1800	Fed Of Agri-Value Chain,Mfg	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
										0%	-								
	Foreign	2010	ANESA S.A.	0%	-	0%	-			0%	-	0%	-	-2%	(89)			-2%	-89
		2020	Arysta LifeScience Benelux SPRL	4%	1,182	7%	250			5%	250	4%	872	7%	262			6%	262
		2025	Arysta LifeScience Ougree Production Sprl	1%	167	1%	32			1%	32	1%	125	0%	16			0%	16
		2030	UPL EUROPE LIMITED	-11%	(3,224)	-97%	(3,464)			-74%	(3,464)	-26%	(6,530)	78%	2,842			61%	2,842

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023								March 31, 2022							
				Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		2035	Arysta LifeScience U.K. BRL Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2040	Arysta LifeScience UK & Ireland Ltd	0%	(0)	0%	-			0%	-	0%	(0)	0%	(3)			0%	-3
		2045	United Phosphorus Global Services Limited	1%	175	0%	(2)			0%	(2)	-2%	(506)	0%	(1)			0%	-1
		2060	United Phosphorus Polska Sp.z o.o - Poland	0%	-	0%	0			0%	0	0%	(0)	0%	-			0%	-
		2065	Arysta LifeScience U.K. JPY Limited	4%	1,215	2%	61			1%	61	5%	1,157	-82%	(2,960)			-64%	-2,960
		2070	Arysta LifeScience U.K. Limited	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		2075	Arysta Lifescience U.K. Holdings Limited	0%	-	0%	-			0%	-	0%	69	0%	-			0%	-
		2080	UPL Agricultural Solutions Romania SRL	0%	39	0%	13			0%	13	0%	22	0%	5			0%	5
		2085	UPL Global Limited (FKA Arysta LifeScience Global Limited)	-21%	(6,310)	103%	3,681			79%	3,681	-7%	(1,653)	-12%	(421)			-9%	-421
		2090	Arysta LifeScience Switzerland Sarl	0%	-	0%	0			0%	0	0%	0	0%	(0)			0%	-0
		2095	Arysta LifeScience U.K. CAD Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2100	UPL Benelux B.V.(Formerly Known as AgriChem B.V.)	1%	254	1%	42			1%	42	1%	198	1%	22			0%	22
		2165	Arysta LifeScience European Investments Limited	0%	-	0%	-			0%	-	0%	0	0%	-			0%	-
		2175	Arysta LifeScience Great Britain Ltd	0%	15	0%	9			0%	9	0%	(5)	0%	(7)			0%	-7
		2180	Arysta LifeScience U.K. USD Limited	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		2185	Arysta LifeScience Registrations Great Britain Ltd	0%		0%				0%	-	0%	-	0%	-			0%	-
		2190	UPL Deutschland GmbH	0%	46	0%	6			0%	6	0%	19	0%	12			0%	12
		2195	Arysta LifeScience U.K. EUR Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2200	Cerexagri B.V. - Netherlands	0%	14	0%	(8)			0%	(8)	0%	23	-1%	(41)			-1%	-41
		2220	Arysta LifeScience Netherlands BV	1%	370	1%	22			0%	22	1%	327	1%	31			1%	31
		2245	UPL Agricultural Solutions Holdings BV	9%	2,797	4%	158			3%	158	19%	4,611	12%	430			9%	430

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount	March 31, 2022 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount
		2250	UPL Holding Cooperatief U.A	-10%	(3,106)	-1%	(36)			-1%	(36)	-23%	(5,737)	-3%	(109)			-2%	-109
		2255	UPL Agricultural Solutions Netherlands BV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2260	UPL Holdings BV	5%	1,539	3%	100			2%	100	10%	2,498	49%	1,781			38%	1,781
		2265	Arysta LifeScience Technology BV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2270	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	-0
		2275	Dutch Agricultural Formations CV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2280	Decco Worldwide Post-Harvest Holdings B.V.	0%	(73)	0%	(7)			0%	(7)	0%	(67)	0%	7			0%	7
		2285	Netherlands Agricultural Technologies CV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2290	UPL Holdings Brazil B.V.	0%	9	-1%	(20)			0%	(20)	-1%	(359)	0%	(11)			0%	-11
		2310	Advanta Holdings BV, Netherland	-5%	(1,602)	4%	136			3%	136	-7%	(1,804)	-1%	(51)			-1%	-51
		2320	Advanta Netherlands Holdings BV,Netherlands	1%	323	0%	(14)			0%	(14)	1%	282	-1%	(25)			-1%	-25
		2330	United Phosphorus Holdings UK Ltd	0%	(1)	0%	12			0%	12	3%	644	16%	596			13%	596
		2400	UPL Italia S.R.L.	0%	119	0%	(0)			0%	(0)	0%	114	0%	12			0%	12
		2440	UPL Agricultural Solutions	0%	24	0%	(0)			0%	(0)	0%	23	0%	(4)			0%	-4
		2470	UPL Bulgaria EOOD	0%	58	1%	21			0%	21	0%	34	0%	15			0%	15
		2475	UPL Hellas S.A	0%	12	0%	(1)			0%	(1)	0%	12	0%	7			0%	7
		2480	UPL Portugal Unipessol, Ltda.	0%	1	0%	4			0%	4	0%	(4)	0%	3			0%	3
		2500	UPL IBERIA, SOCIEDAD ANONIMA	0%	136	0%	16			0%	16	0%	111	0%	14			0%	14
		2530	Vetopharma Iberica SL	0%	-	0%	(0)			0%	(0)	0%	0	0%	2			0%	2
		2540	Naturagri Soluciones, SLU	0%	52	0%	0			0%	0	0%	46	0%	1			0%	1
		2580	Decco Iberica Postcosecha, S.A.U., Spain	1%	211	1%	22			0%	22	1%	176	1%	25			1%	25
		2590	Transterra Invest, S. L. U., Spain	0%	(96)	0%	9			0%	9	0%	(99)	0%	5			0%	5
		2600	Cerexagri S.A.S.	2%	461	-1%	(18)			0%	(18)	2%	429	0%	7			0%	7
		2630	Neo-Fog S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2680	UPL Switzerland AG	0%	13	0%	(2)			0%	(2)	0%	14	0%	13			0%	13
		2700	UPL France(formerly Known as AS pen SAS)	0%	(72)	0%	6			0%	6	0%	(73)	0%	17			0%	17
		2730	Arysta LifeScience S.A.S.	1%	363	2%	65			1%	65	2%	415	1%	45			1%	45

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount	March 31, 2022 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount
		2740	Arysta LifeScience France SAS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2750	United Phosphorus Switzerland Limited.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2760	Agrodan, ApS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2780	UPL Europe Supply Chain GmbH	0%	(144)	1%	50			1%	50	-1%	(260)	4%	141			3%	141
		2800	Decco Italia SRL,Italy	0%	66	0%	4			0%	4	0%	67	0%	5			0%	5
		2810	Natural Plant Protection S.A.S.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2820	Arysta LifeScience Holdings France SAS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2830	Goemar Developpement SAS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2840	Laboratoires Goemar SAS	-1%	(205)	1%	52			1%	52	-1%	(241)	2%	60			1%	60
		2860	Vetopharma SAS	1%	321	2%	54			1%	54	1%	247	1%	45			1%	45
		2870	Betel Reunion S.A.	0%	6	0%	0			0%	0	0%	5	0%	(0)			0%	-0
		2880	Arysta LifeScience Europe Sarl	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2890	Sci PPWJ	0%	1	0%	0			0%	0	0%	1	0%	0			0%	0
		2900	Limited Liability Company "UPL"	0%	100	1%	22			0%	22	0%	110	1%	18			0%	18
		2910	UPL Czech s.r.o. (FKA Arysta LifeScience Czech s.r.o.)	0%	47	0%	11			0%	11	0%	32	0%	5			0%	5
		2920	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősség	0%	67	0%	13			0%	13	0%	62	0%	8			0%	8
		2930	Advanta Seeds Ukraine LLC	0%	2	0%	(10)			0%	(10)	0%	8	0%	(9)			0%	-9
		2935	Arysta LifeScience Vostok Ltd.	0%	-	0%	-			0%	-	0%	-	0%	(2)			0%	-2
		2940	UPL Polska Sp. z.o.o	0%	130	0%	8			0%	8	0%	114	1%	27			1%	27
		2945	Arysta LifeScience RUS LLC	0%	-	0%	-			0%	-	0%	0	0%	(4)			0%	-4
		2950	Decco Portugal Post Harvest LDA	0%	0	0%	0			0%	0	0%	0	0%	0			0%	0
		2955	Agripraza Ltda.	0%		0%				0%	-	0%	-	0%	-			0%	-
		2970	UPL Slovakia S.R.O.	0%	12	0%	3			0%	3	0%	8	0%	2			0%	2
		2980	UPL Ukraine LLC (FKA Arysta LifeScience Ukraine LLC)	0%	67	1%	21			0%	21	0%	53	1%	19			0%	19
		2990	Arysta LifeScience Kiev LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3000	UPL NA Inc. (formerly known as United Phosphorus Inc.)	1%	154	4%	131			3%	131	-2%	(521)	8%	279			6%	279
		3050	UPI Finance LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		March 31, 2022 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		3100	Cerexagri, Inc. (PA),USA	1%	443	0%	2			0%	2	2%	406	0%	(0)			0%	-0
		3150	UPL Delaware, Inc.,USA	0%	(89)	0%	3			0%	3	0%	(85)	-1%	(21)			0%	-21
		3200	Canegrass LLC, USA	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3300	Decco US Post-Harvest Inc (US)	0%	(66)	-1%	(34)			-1%	(34)	0%	(27)	0%	5			0%	5
		3350	Essentiv LCC (50%)	0%	-	0%	-			0%	-	0%	-	1%	21			0%	21
		3400	RiceCo LLC,USA	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		3450	Riceco International, Inc. Bhamas	1%	376	0%	4			0%	4	1%	346	0%	(0)			0%	-0
		3550	Arysta LifeScience Inc.	6%	1,667	0%	8			0%	8	9%	2,262	-1%	(23)			-1%	-23
		3560	Arysta LifeScience Management Company, LLC	-1%	(279)	0%	0			0%	0	-1%	(257)	0%	(15)			0%	-15
		3570	Arysta LifeScience SPC, LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3580	Arysta LifeScience America Inc.	0%	(0)	-2%	(67)			-1%	(67)	0%	79	0%	(0)			0%	-0
		3600	Advanta US, LLC (Foremerly Known as Advanta US Inc,USA)	0%	109	-3%	(116)			-3%	(116)	0%	120	-1%	(27)			-1%	-27
		3700	UPL Agrosolutions Canada Inc	11%	3,350	5%	167			4%	167	12%	2,951	3%	116			2%	116
		3730	Arysta Canada BC Inc.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3800	Arysta LifeScience North America, LLC	-9%	(2,577)	9%	317			7%	317	-11%	(2,673)	-5%	(187)			-4%	-187
		3830	Arysta LifeScience NA Holding LLC	2%	603	3%	96			2%	96	2%	449	0%	(0)			0%	-0
		3840	GBM USA LLC	0%	-	0%	-			0%	-	0%	-	0%	9			0%	9
		3850	Dutch Agricultural Investment Partners LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3860	Netherlands Agricultural Investment Partners LLC	0%	76	0%	1			0%	1	0%	69	0%	4			0%	4
		3870	Arysta LifeScience Investments LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3880	UPL Services LLC	0%	99	0%	14			0%	14	0%	78	0%	11			0%	11
		4000	UPL Corporation Limited, Mauritius	97%	28,972	-38%	(1,358)			-29%	(1,358)	95%	23,451	-41%	(1,483)			-32%	-1,483
		4050	UPL Management DMCC	10%	2,932	23%	828			18%	828	7%	1,786	25%	901			19%	901
		4100	UPL Limited	0%	-	0%	-			0%	-	0%	-	4%	139			3%	139
		4200	Advanta Seeds International, Mauritius	1%	403	43%	1,525			33%	1,525	5%	1,340	5%	176			4%	176
		4250	Advanta Seeds DMCC [Formerly Advanta Seeds JLT], UAE	0%	21	0%	(15)			0%	(15)	1%	147	0%	(5)			0%	-5

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for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		March 31, 2022 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		4260	Advanta Biotech General Trading Ltd	0%	5	0%	3			0%	3	0%	2	0%	1			0%	1
		4600	UPL LIMITED,Gibraltor	0%	0	0%	4			0%	4	0%	0	0%	(7)			0%	-7
		4700	Arysta LifeScience (Mauritius) Ltd	1%	386	1%	25			1%	25	1%	334	0%	16			0%	16
		4800	UPL Mauritius Limited	10%	3,133	26%	922			20%	922	7%	1,690	0%	18			0%	18
		5000	UPL Agro SA DE CV.	2%	572	0%	7			0%	7	2%	454	2%	60			1%	60
		5030	Arysta LifeScience Mexico, S.A.de C.V	1%	412	1%	40			1%	40	1%	315	2%	64			1%	64
		5040	Arysta LifeScience Mexico Holding S.A.de C.V	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5050	Decco Post Harvest Mexico	0%	(17)	0%	(2)			0%	(2)	0%	(13)	0%	(1)			0%	-1
		5060	Bioenzymas S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5065	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	0%	33	0%	5			0%	5	0%	16	-1%	(21)			0%	-21
		5070	Grupo Bioquimico Mexicano, S.A. de C.V.	2%	641	0%	(12)			0%	(12)	2%	575	0%	(7)			0%	-7
		5075	Agroquimicos y Semillas, S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5080	Omega Agroindustrial, S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		5085	Servicios Agricolas Mundiales SA de CV	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		5090	Tecno Extractos Vegetales, S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5095	Tesaurus Mexico S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		5130	Advanta Commercio De Sementes Ltda,Brazil	1%	214	-1%	(36)			-1%	(36)	-1%	(143)	-1%	(35)			-1%	-35
		5140	Perrey Participações S.A.	0%	8	0%	1			0%	1	0%	7	0%	0			0%	0
		5170	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	0%	10	0%	(0)			0%	(0)	0%	9	0%	0			0%	0
		5190	UPL Do Brasil - Industria e Comercio de Insumos Agropecuário	0%	(85)	-2%	(57)			-1%	(57)	1%	146	13%	473			10%	473
		5230	Volcano Agrociencia Industria e Comercio de Defensivos Agric	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5240	Arysta LifeScience CentroAmerica, S.A.	0%		0%				0%	-	0%	-	0%	-			0%	-
		5260	Arysta LifeScience de Guatemala, S.A.	0%	27	0%	2			0%	2	0%	25	0%	5			0%	5
		5270	Industrias Agriphar SA	0%		0%				0%	-	0%	-	0%	-			0%	-

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for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		March 31, 2022 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		5290	Grupo Bioquimico Mexicano Republica Dominicana SA	0%		0%				0%	-	0%	-	0%	-			0%	-
		5300	UPL Costa Rica S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5330	Arysta LifeScience S.R.L.	0%	-	0%	1			0%	1	0%	42	0%	(7)			0%	-7
		5360	UPL Bolivia S.R.L	0%	146	1%	46			1%	46	0%	47	2%	59			1%	59
		5380	Arysta LifeScience Paraguay S.R.L.	0%	-	0%	(2)			0%	(2)	0%	16	0%	(7)			0%	-7
		5430	UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	-0
		5440	UPL Paraguay S.A	0%	55	0%	(14)			0%	(14)	0%	49	1%	29			1%	29
		5460	Arysta LifeScience Costa Rica SA.	0%	1	0%	(0)			0%	(0)	0%	1	0%	4			0%	4
		5480		0%		0%				0%	-	0%	-	0%	-			0%	-
		5490	Advanta Semillas SAIC, Argentina	1%	383	1%	43			1%	43	1%	312	2%	81			2%	81
		5540	Arysta-LifeScience Ecuador S.A.	0%	6	0%	(7)			0%	(7)	0%	12	0%	(1)			0%	-1
		5560	Industrias Bioquim Centroamericana, Sociedad AnÃƒÂ³nima	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5570	Procultivos, Sociedad Anónim	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5580	Inversiones Lapislazuli Marino, Sociedad Anónima	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5590	Bioquim, Sociedad Anónima	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5610	Bioquim Panama, Sociedad Anónima	0%	-	0%	-			0%	-	0%	(2)	0%	(0)			0%	-0
		5620	UPL Nicaragua, Sociedad Anónima	0%	(19)	0%	(1)			0%	(1)	0%	(17)	0%	(2)			0%	-2
		5630	UPL Argentina S A (Formerly known as Icona S A - Argentina)	0%	17	-3%	(105)			-2%	(105)	1%	143	3%	101			2%	101
		5640	Arysta LifeScience Argentina S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5650	Decco Chile SpA	0%	13	0%	(3)			0%	(3)	0%	15	0%	7			0%	7
		5660	Arysta LifeScience Chile S.A.	1%	231	1%	37			1%	37	2%	590	2%	73			2%	73
		5670	Arysta LifeScience Peru S.A.C	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5690	Arysta LifeScience do Brasil Indústria Química e Agropecuári	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		March 31, 2022 Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		5700	UPL Colombia SAS(Foremerly Known as Evofarms Colombia SA)	0%	110	1%	19			0%	19	0%	91	1%	49			1%	49
		5730	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		5740	Nutriquim De Guatemala, Sociedad Anónima	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		5750	Arysta LifeScience Colombia S.A.S	0%	91	1%	19			0%	19	0%	86	0%	(8)			0%	-8
		5780	Arysta LifeScience Peru S.A.C	0%	10	0%	4			0%	4	0%	5	0%	2			0%	2
		5790	INGEAGRO S.A.	0%	16	0%	(1)			0%	(1)	0%	16	0%	1			0%	1
		5930	Uniphos Colombia Plant Limited	2%	460	-2%	(61)			-1%	(61)	2%	434	0%	(13)			0%	-13
		5950	United Phosphorus Cayman Limited	-1%	(362)	0%	0			0%	0	-1%	(290)	0%	2			0%	2
		5960	UP Aviation Limited,Cayman Island	0%	20	0%	1			0%	1	0%	17	0%	(2)			0%	-2
		6000	UPL Australia Limited	-1%	(179)	0%	7			0%	7	-1%	(183)	1%	25			1%	25
		6030	Arysta LifeScience Australia Pty Ltd.	0%	132	0%	15			0%	15	0%	120	0%	14			0%	14
		6050	UPL New Zealand Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6060	UPL New Zealand Limited (FKA Etec Crop Solutions Limited)	0%	95	1%	34			1%	34	0%	76	0%	6			0%	6
		6070	HANNAFORD NURTURE FARM EXCHANGE PTY LTD	0%	(6)	0%	(2)			0%	(2)	0%	(4)	0%	(3)			0%	-3
		6100	UPL Shanghai Ltd	0%	(71)	-2%	(64)			-1%	(64)	0%	6	0%	13			0%	13
		6110	UPL Jiangsu Limited	0%	38	0%	(0)			0%	(0)	0%	39	0%	(1)			0%	-1
		6140	Arysta LifeScience (Shanghai) Co., Ltd.	0%	-	0%	-			0%	-	0%	-	1%	46			1%	46
		6150	Advanta Seeds Pty Ltd,Australia	1%	420	2%	67			1%	67	1%	363	2%	56			1%	56
		6180	MacDermid (Shanghai) Chemical Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6190	Laoting Yoloo Bio-Technology Co. Ltd.	1%	151	-1%	(51)			-1%	(51)	1%	199	0%	4			0%	4
		6200	UPL Limited Korea Co.Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6230	UPL Limited Korea (FKA Arysta LifeScience Korea Ltd.)	0%	23	0%	7			0%	7	0%	22	0%	8			0%	8
		6250	Anhui Yoloo Hexie Plant Protection Co. Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount	March 31, 2022 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount
		6260	Arysta LifeScience Pakistan (Pvt.) LTD.	0%	40	0%	12			0%	12	0%	47	0%	3			0%	3
		6300	Pacific Seeds (Thai) Ltd, Thailand	3%	908	4%	157			3%	157	3%	743	2%	76			2%	76
		6330	Myanmar Arysta LifeScience Co., Ltd.	0%	56	0%	(8)			0%	(8)	0%	70	0%	1			0%	1
		6350	Pacific Seeds Holdings (Thai) Ltd,Thailand	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		6370	Arysta LifeScience (Thailand) Co., Ltd.	0%	53	0%	(0)			0%	(0)	0%	58	0%	5			0%	5
		6380	Chemtura (Thailand) Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6400	PT.UPL Indonesia	0%	7	0%	(1)			0%	(1)	0%	6	0%	11			0%	11
		6450	PT Catur Agrodaya Mandiri, Indonesia	0%	15	0%	(0)			0%	(0)	0%	14	0%	13			0%	13
		6460	Pt. Advanta Seeds Indonesia	0%	43	0%	(2)			0%	(2)	0%	43	0%	4			0%	4
		6470	Pt. Arysta LifeScience Tirta Indonesia	0%	29	0%	6			0%	6	0%	31	0%	1			0%	1
		6500	UPL Limited,Hong Kong	2%	520	3%	120			3%	120	2%	385	4%	149			3%	149
		6530	UPL Agro Ltd	0%	(3)	0%	(1)			0%	(1)	0%	(2)	0%	(1)			0%	-1
		6550	UPL Philippines Inc.	0%	1	0%	6			0%	6	0%	(2)	0%	(9)			0%	-9
		6560	Arysta LifeScience Philippines Inc.	0%	(1)	0%	(0)			0%	(0)	0%	(0)	0%	6			0%	6
		6600	UPL Vietnam Co. Ltd	1%	287	0%	(8)			0%	(8)	1%	280	1%	31			1%	31
		6630	Arysta LifeScience Vietnam Co., Ltd.	0%	97	0%	3			0%	3	0%	87	0%	8			0%	8
		6650	Uniphos Malaysia Sdn Bhd	0%	(1)	0%	(4)			0%	(4)	0%	3	0%	1			0%	1
		6700	Arysta Health and Nutrition Sciences Corporation	1%	160	1%	30			1%	30	0%	110	1%	44			1%	44
		6730	Arysta LifeScience Corporation	0%	(44)	2%	77			2%	77	-2%	(492)	48%	1,743			37%	1,743
		6740	Arysta LifeScience Japan Holdings Goudou Kaisha	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		6780	UPL Japan GK	-8%	(2,245)	0%	13			0%	13	-9%	(2,272)	-2%	(86)			-2%	-86
		6800	Anning Decco Biotech Co., Ltd	0%	52	0%	6			0%	6	0%	46	0%	2			0%	2
		6830	Arysta LifeScience Asia Pte., Ltd.	0%	70	0%	1			0%	1	0%	60	0%	11			0%	11
		6900	Riceco International Bangladesh Limited	0%	34	0%	5			0%	5	0%	32	0%	5			0%	5
		7100	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	0%	(15)	-1%	(43)			-1%	(43)	0%	(83)	-1%	(43)			-1%	-43
		7150	UPL Agromed Tohumculuk Sa,Turkey	0%	(1)	0%	(6)			0%	(6)	0%	(23)	0%	(15)			0%	-15

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount	March 31, 2022 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount
		7170	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	0%	18	0%	2			0%	2	0%	7	0%	(5)			0%	-5
		7180	Arysta LifeScience Turkey Tarim Urunleri Limited Sirketi	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7200	Decco Israel Ltd (FKA Safepack Products Limited,Isreal)	0%	(1)	0%	(14)			0%	(14)	0%	13	0%	(4)			0%	-4
		7240	Agrifocus Limitada	1%	216	1%	20			0%	20	1%	180	1%	26			1%	26
		7250	Citrashine (Pty) Ltd, South Africa	0%	(5)	0%	(3)			0%	(3)	0%	(2)	0%	1			0%	1
		7260	Anchorprops 39 (Pty) Ltd	0%	(2)	0%	0			0%	0	0%	(2)	0%	(0)			0%	-0
		7270	UPL Holding SA FKA Arysta LifeScience Holdings SA (Pty) Ltd	0%	(83)	0%	(2)			0%	(2)	0%	(92)	0%	(2)			0%	-2
		7280	Callietha Investments (Pty) Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7290	Volcano Agroscience (Pty) Ltd	0%	4	0%	2			0%	2	0%	4	-4%	(156)			-3%	-156
		7300	UPL South Africa (Pty) Ltd.	0%	111	-2%	(59)			-1%	(59)	1%	193	2%	67			1%	67
		7330	Volcano Chemicals (Pty) Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7360	Sidewalk Trading (Pty) Ltd	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		7370	Arysta LifeScience Kenya Ltd.	0%	(17)	0%	(5)			0%	(5)	0%	(15)	0%	(9)			0%	-9
		7380	UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	0%	(4)	0%	3			0%	3	0%	(7)	0%	1			0%	1
		7390	Arysta LifeScience Cameroun SA	0%	7	0%	3			0%	3	0%	6	0%	8			0%	8
		7400	UPL Zambia Limited	0%	(13)	0%	(11)			0%	(11)	0%	1	0%	1			0%	1
		7550	Prolong Limited	0%	-	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		7560	UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	0%	2	0%	2			0%	2	0%	1	0%	(0)			0%	-0
		7570	UPL Togo SAU	0%	(2)	0%	(1)			0%	(1)	0%	(2)	0%	(1)			0%	-1
		7580	Calli Ghana Ltd.	0%	(23)	0%	(17)			0%	(17)	0%	(10)	0%	(8)			0%	-8
		7590	Callivoire SGFD S.A.	0%	26	0%	(10)			0%	(10)	0%	33	0%	(3)			0%	-3
		7630	Mali Protection Des Cultures (M.P.C.) SA	0%	5	0%	13			0%	13	0%	(8)	0%	(5)			0%	-5
		2670	Wyjolab S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6170	MacDermid (Nanjing) Chemical Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2170	UPL Crop Protection Investments UK Limited	0%	(0)	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		2315	UPL Health & Nutrition Science Holdings Limited	0%	(0)	0%	(1)			0%	(1)	-3%	(656)	-12%	(442)			-10%	(442)

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount	March 31, 2022 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount
		2325	UPL Animal Health Holdings Limited	0%	(0)	0%	(13)			0%	(13)	-3%	(644)	-16%	(596)			-13%	(596)
		2335	UPL Investments UK Limited	0%	(0)	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		2360	DECCO Holdings UK Ltd	1%	172	0%	(10)			0%	(10)	0%	(0)	-13%	(473)			-10%	(473)
		2370	Advanta Seeds Holdings UK Ltd	-1%	(285)	0%	(11)			0%	(11)	0%	(0)	-44%	(1,586)			-34%	(1,586)
		3650	Advanta Holdings US Inc	0%	26	1%	28			1%	28	0%	(2)	9%	324			7%	324
		5510	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	0%	(0)	0%	0			0%	0	0%	0	0%	-			0%	-
		5710	UPL Costa Rica S.A.	0%	31	0%	14			0%	14	0%	16	1%	42			1%	42
		5720	Industrias Bioquim Centroamericana, Sociedad Anónima	0%	134	-1%	(34)			-1%	(34)	1%	157	0%	(15)			0%	(15)
		5970	UPL Ltd, Cayman	-44%	(13,082)	-12%	(430)			-9%	(430)	-29%	(7,080)	0%	(0)			0%	(0)
		6480	PT EXCEL MEG INDO	1%	338	2%	79			2%	79	1%	251	0%	(15)			0%	(15)
		6490	PT Ace Bio Care	0%	10	0%	(0)			0%	(0)	0%	9	0%	(0)			0%	(0)
		7460	UPL Investments Southern Africa Pty Ltd	0%	(14)	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		2380	Advanta Seeds Romania S.R.L	0%	0	0%	(0)			0%	(0)								
		3460	UPL-Radicle, LP	0%	16	0%	0			0%	0								
		4060	UPL GLOBAL SERVICES DMCC	0%	(25)	-1%	(24)			-1%	(24)								
		4300	ADVANTA MAURITIUS LIMITED	5%	1,586	-7%	(250)			-5%	(250)								
3	Non-controlling interest			-18%	(5,480)	-24%	(844)			-18%	(844)	-19%	(4,647)	-22%	(811)			-17%	-811
4	Associates																		
	Indian																		
		1460	Kerala Enviro Infrastructure Limited	0%	9	0%	-			0%	-	0%	4	0%	(1)			0%	-1
		1470	Weather Risk Management Private Ltd	0%	9	0%	(2)			0%	(2)	0%	11	0%	(0)			0%	-0
										0%	-	0%		0%				0%	-
	Foreign	5120	3SB Produtos Agr	1%	163	1%	36			1%	36	1%	125	1%	42			1%	42
		5110	Sinagro Produtos Agropecu	1%	252	2%	61			1%	61	0%	15	0%	15			0%	15
		5220	Seara Bonita Sementes SA	1%	216	1%	44			1%	44	1%	195	1%	36			1%	36
		7730	Agri Fokus (Pty) Ltd.	0%	6	0%	-			0%	-	0%	8	0%	(0)			0%	-0

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013: (Contd.)

Amount in ₹ crores

S. No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount	March 31, 2022 Net Assets i.e. total assets minus total liabilities %	Amount	Share in profit or loss %	Amount	Share in other comprehensive income %	Amount	Share in total comprehensive income %	Amount
		7740	Novon Retail Company (Pty) Ltd.	0%	9	0%	-			0%	-	0%	9	0%	1			0%	1
		7760	Agronamic (Pty) Ltd.	0%	6	0%	-			0%	-	0%	5	0%	(0)			0%	-0
		7780	Novon Protecta (Pty) Ltd	0%	27	0%	-			0%	-	0%	9	0%	1			0%	1
		7750	Silvix Forestry (Pty) Ltd.	0%	1	0%	-			0%	-	0%	1	0%	0			0%	0
		7770	Nexus AG (Pty) Ltd	0%	14	0%	8			0%	8	0%	15	0%	2			0%	2
		6120	Dalian Advanced Chemical Co.Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7670	des Produits Industriels et Agricoles	0%	16	0%	1			0%	1	0%	14	0%	1			0%	1
		7230	Eswatini Agricultural Supplies Limited	0%	2	0%	-			0%	-	0%	2	0%	1			0%	1
		2135	Pixofarm GmbH	0%	6	0%	(3)			0%	(3)	0%	8	0%	(2)			0%	-2
5	Joint Venture																		
	Foreign	6790	Hodogaya (40%):	0%	23	0%	2			0%	2	0%	24	0%	3			0%	3
		6160	Longreach Plant Breeders Management Pty Ltd,Australia	0%	128	0%	16			0%	16	0%	115	1%	36			1%	36
		6910	United Phosphorus (Bangladesh) Limited	0%	0	0%	-				-								
		5320	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	0%	3	0%	(7)				(7)								
		5515	Origeo Comercio De Produtos Agropecuarios S.A	0%	85	0%	(0)				(0)								
											-								
6	Other Comprehensive Income							100%	1,697	36%	1,697					100%	1,030	22%	1,030
			Total	100%	29,844	100%	3,570	100%	1,697	113%	5,267	100%	24,661	100%	3,626	100%	1,030	100%	4,656

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

43. Hedging activities and derivatives

Derivatives designated as hedging instruments (Refer note 46)

Derivatives not designated as hedging instruments

The Group uses foreign exchange forward contracts, call and put options to manage some of its net transaction exposures and Forex risk on advance orders in Latin America. These foreign exchange forward contracts and options are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

These contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions.

The Group enters into foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Details of all the transactions and exposures are given below:

Nature of Instrument	Currency	March 31, 2023 (In '000) Amount outstanding	March 31, 2023 (₹ Crores) Amount outstanding	March 31, 2022 (In '000) Amount outstanding	March 31, 2022 (₹ Crores) Amount outstanding	Purpose - Hedging/ Speculation
(a) Forward contracts - Sell	USD	282,482	24,529	252,890	1,915	Hedging
Forward contracts - Sell	AUD	7,000	37	10,506	60	Hedging
Forward contracts - Sell	EUR	26,606	817	33,278	280	Hedging
Forward contracts - Sell	CAD	18,500	31	24,255	147	Hedging
Forward contracts - Sell	NZD	691	0	704	4	Hedging
Forward contracts - Sell	GBP	3,000	-	1,200	12	Hedging
Forward contracts - Sell	JPY	545,000	-	316,117	20	Hedging
Forward contracts - Sell	CLP	1,661,591	-	651,171	6	Hedging
Forward contracts - Sell	PLN	-	-	22,000	40	Hedging
Forward contracts - Sell	RON	22,000	-	-	-	Hedging
Forward contracts - Sell	ZAR	101,000	36,618	38,000	20	Hedging
Forward contracts - Buy	USD	1,034,233	-	1,175,165	8,898	Hedging
Forward contracts - Buy	USD	53,350	1,396	164,050	1,242	Hedging (refer note 2 below)
Forward contracts - Buy	EUR	51,179	141	60,939	512	Hedging
Forward contracts - Buy	CAD	40,000	-	-	-	Hedging
Forward contracts - Buy	JPY	2,693,283	-	1,891,283	118	Hedging
Forward contracts - Buy	GBP	5,000	-	4,290	43	Hedging
Forward contracts - Buy	CZK	98,500	-	74,768	26	Hedging
Forward contracts - Buy	HUF	-	-	4,400,000	100	Hedging
Forward contracts - Buy	RON	10,500	-	15,000	25	Hedging
Forward contracts - Buy	PLN	-	-	22,000	40	Hedging
Forward contracts - Buy	BGN	8,500	-	4,700	20	Hedging

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

43. Hedging activities and derivatives (Contd.)

Nature of Instrument	Currency	March 31, 2023 (In '000) Amount outstanding	March 31, 2023 (₹ Crores) Amount outstanding	March 31, 2022 (In '000) Amount outstanding	March 31, 2022 (₹ Crores) Amount outstanding	Purpose - Hedging/ Speculation
(b) Derivative contracts						
(i) (a) Put Option- Buy	USD	13,202	108	52,150	395	Hedging (refer note 2 below)
(b) Put Option- Sell	USD	-	-	-	-	Hedging
(b) Call Option- Buy	USD	65,100	535	429,775	3,254	Hedging
(d) Call Option- Sell	USD	-	-	-	-	Hedging
(ii) Cross Currency Interest Rate Swaps on Loans Payable (Refer note 46)	EUR	-	-	1,106,946	9,308	Hedging (refer note 1 below)
(iii) Cross Currency Interest Rate Swaps on Loans Payable (Refer note 46)	JPY	-	-	-	-	Hedging (refer note 1 below)

Note 1:-

Hedging against the underlying USD borrowings by which:

- Group will receive principal in USD and pay in EUR and JPY
- Group will receive floating interest in USD and pay fixed interest in EUR and JPY.

Note 2:-

Hedging against the underlying USD FX risk linked to Sales Orders and probable sales returns in Brazil

Nature of Instrument	Currency	March 31, 2023 (In '000) Amount outstanding	March 31, 2023 (₹ Crores) Amount outstanding	March 31, 2022 (In '000) Amount outstanding	March 31, 2022 (₹ Crores) Amount outstanding	Purpose - Hedging/ Speculation
(c) Un-hedged Foreign Currency Exposure on:						
1 Payables						
(including Foreign Currency payable in respect of	USD	1,177,573	9,676	790,981	5,989	
derivative contracts as mentioned in (b) (ii & iii) above)	EUR	181,695	1,626	158,776	1,335	
	GBP	2,803	29	8,165	81	
	JPY	9,972,100	617	10,547,219	656	
	CHF	-	-	1,219	10	
	DKK	1,384	2	1,193	1	
	CLP	-	-	74,500	1	
	NZD	-	-	8	0	
	PLN	-	-	(22,000)	(40)	
	CAD	44,573	271	1,916	12	
	BRL	2,000	3	-	-	
	MUR	45,246	8	41,857	7	
	AUD	28,209	155	7,239	41	
	COP	-	-	-	-	
	ARS	2,015,306	79	1,394,242	95	
	CZK	320	0	47,461	16	
	HUF	-	-	60,080	1	
	XOF	669,972	9	306,979	4	
	ZAR	-	-	9,798	5	
	PYG	-	-	-	-	
	RMB	198,492	237	181,300	216	
	TZS	-	-	-	-	

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

43. Hedging activities and derivatives (Contd.)

Nature of Instrument	Currency	March 31, 2023 (In '000) Amount outstanding	March 31, 2023 (₹ Crores) Amount outstanding	March 31, 2022 (In '000) Amount outstanding	March 31, 2022 (₹ Crores) Amount outstanding	Purpose - Hedging/ Speculation
	SEK	-	-	-	-	
	KES	14,987	1	26,097	2	
	MXN	5,523	3	5,523	2	
	RON	24	0	7	0	
	THB	25,525	6	24,141	5	
	XAF	64,325	1	56,333	1	
	ZMW	-	-	15	0	
	PHP	-	-	-	-	
	CRC	3,107,476	47	30,508	0	
2 Receivable	USD	976,559	8,024	1,354,529	10,256	
	EUR	473,236	4,236	351,122	2,952	
	GBP	16,130	164	18,201	181	
	JPY	44,011,230	2,724	44,049,432	2,739	
	CHF	-	-	3,406	28	
	DKK	-	-	-	-	
	CLP	727,353	8	906,781	9	
	AED	-	-	-	-	
	NZD	-	-	(241)	(1)	
	PLN	1,212	2	(21,215)	(38)	
	CAD	33	0	159	1	
	AUD	6,098	34	2,190	12	
	COP	17,883,067	32	5,841,501	12	
	ARS	2,719,994	107	869,680	59	
	XOF	2,623	0	855	0	
	ZAR	564,076	261	582,433	304	
	PYG	725,509	1	209,409	0	
	RON	(275)	(0)	21,855	37	
	HUF	-	-	-	-	
	PKR	-	-	-	-	
	TZS	149,623	1	27,739	0	
	SEK	-	-	-	-	
	RMB	-	-	-	-	
	MAD	-	-	-	-	
	HRK	-	-	-	-	
	TRY	-	-	-	-	
	PHP	-	-	33	0	
	ZMK	-	-	2,389	1	
	CRC	-	-	158,499	2	

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

44. Category-Wise Classification of Financial Instruments

₹ crores

	Refer note	Non-Current As at March 31, 2023	Non-Current As at March 31, 2022	Current As at March 31, 2023	Current As at March 31, 2022
(A) Accounting, classification and Fair Value :					
Investments accounted for using the equity method	5	973	560	-	-
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in others (unsecured)	5	363	305	-	-
Investments in unquoted equity shares	5	17	16	46	-
Investments in unquoted optionally convertible bonds	5	11	45	-	-
Investments in Mutual Funds (Quoted)	5	-	-	-	840
Derivative contracts (net)	7	-	172	18	17
		391	**538**	**64**	**857**
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investments in quoted equity shares	5	132	113	-	-
Investments in unquoted equity shares	5	81	43	-	-
		213	**156**	**-**	**-**
Financial assets measured at amortised cost					
Security Deposits	7	210	140	3	2
Loans and advances to related party	6	57	67	-	-
Loans to employees	6	-	-	25	16
Sundry loans	6	-	-	-	-
Trade receivables	10	62	6	18,224	15,328
Interest Receivable	7	-	-	23	14
Export benefit receivables	7	-	-	166	144
Receivable on account of trade receivables sales on a non recourse basis	7	-	-	58	515
Insurance receivables	7	-	-	6	594
Cash and cash equivalents	11	-	-	5,967	5,797
Other bank balances	11A	-	-	130	323
Other advances	7	1	3	76	32
		330	**216**	**24,678**	**22,765**
Financial liabilities measured at fair value through profit or loss (FVTPL)					
Derivative contracts	16	-	-	301	622
Payable towards acquisition of subsidiary (Refer note 41)	16	234	204	-	-
		234	**204**	**301**	**622**
Financial liabilities measured at amortised cost					
Redeemable Non convertible Debentures (Unsecured)	15	-	144	-	-
Bonds (Unsecured)					
- 3.25% Senior Notes	15	-	-	-	-
- 4.50% Senior Notes	15	2,254	2,188	-	-
- 4.625% Senior Notes	15	3,637	3,479	-	-

Notes to Consolidated Financial Statements

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44. Category-Wise Classification of Financial Instruments (Contd.)

₹ crores

	Refer note	Non-Current		Current	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
From Bank					
- Foreign currency loan (Unsecured)	15	6,117	5,077	-	-
- Sustainability linked Foreign currency loan (Unsecured)	15	8,136	10,698	-	-
- Foreign currency loan (Secured)	15	-	-	83	364
- Interest accrued and not due on borrowings				113	98
- Others borrowings	15	-	19	673	2,922
Commercial Papers	15	-	-	350	725
Discounted Trade receivables (Unsecured) - Factoring with recourse	15	-	-	-	8
Current maturities of long term borrowings	16	-	-	1,636	144
Payable towards acquisition of subsidiary	16	369	203	46	37
Capital goods creditors	16	-	-	100	163
Trade Deposits	16	-	-	81	69
Trade payables	19	-	-	17,614	16,552
Unpaid dividend	16	-	-	11	10
Current maturities of long term lease Liabilities	16	-	-	-	-
Others	16	10	10	-	226
Accrued Payable	16	-	-	365	216
Payable towards Non recourse sales of receivables		-	-	594	219
Employee benefits payables	16	-	-	924	1,082
		20,523	**21,818**	**22,590**	**22,835**

(B) Measurement of fair value:

Valuation techniques and significant unobservable inputs:

(i) Financial instruments measured at fair value

Trade receivables, other financial assets (except derivative assets) and cash and cash equivalents

The carrying amount of trade receivables, other financial assets (except derivative assets) and cash and cash equivalents are approximate their fair values. For non-current trade receivables the amount is not significant and there is no material impact on account of fair valuation.

Financial assets under level 3 measured at fair value through profit or loss (""FVTPL"") and other comprehensive income (""FVOCI"").

Investment classified as FVTPL and FVOCI amount to ₹ 132 crore (March 2022: ₹ 101 crore). The Group has used valuation technique as the Price of recent investment calibrated by using qualitative analysis approach. There is no material difference between cost and fair value of such investments. Management performs qualitative analysis as per its internal policy.

Other financial assets at fair value through other comprehensive income (""FVOCI"")

The fair values of the remaining FVOCI and FVTPL financial assets amount to ₹ 132 crore (March 2022 : ₹ 113 crore) are derived from quoted market prices in active markets. Hence there is no unobservable inputs and sensitivity analysis disclosed.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

44. Category-Wise Classification of Financial Instruments (Contd.)

The value of FVTPL investments measured at level 2 are driven by the prevailing local inter-bank rate.

Derivative asset / liability

The valuation of both non-current and current derivatives recorded in the books of accounts is basis the Mark-to-Market (MTM) valuation provided by the respective bank. The MTM on forwards is linked to the forward rate quoted in the live market while for the MTM on swaps, the banks use an internal models to arrive at the valuation.

Trade and other payables

The carrying amount of trade and other payables approximate their fair value due to its short term nature.

Financial instruments at amortised cost

The carrying amount of financial instruments carried at amortised cost approximately equals to the fair values since the rate of interest charged is considered to at par with prevailing market rates of interest, and classified at level 2 of fair value hierarchy.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.
- The fair values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2023 was assessed to be insignificant.
- Other non-current financial liabilities (Payable towards acquisition of subsidiary)

The fair value measurement for the payable has been categorized as a Level 3 fair value based on the inputs to the valuation techniques used. The valuation technique and significant unobservable inputs for determining the same are described below-"

Valuation technique	Significant unobservable inputs	Relationship between unobservable inputs and fair value measurement
The components of the payable towards acquisition of subsidiary have been valued using a discounted cash flow method as follows: - the committed portion of the deferred payment liability discounted using the market cost of debt and - the contingent portion based on the contractually agreed EBIDTA multiple of the acquiree's future cash flows subject to a maximum cap, discounted using the weighted average cost of capital.	Expected cash flows relating to the business of the acquiree for the contingent portion of the consideration.	The value would reduce in case the future cash flows are not achieved. Increase in cash flows would not increase the value of the liability except for the discounting element.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

44. Category-Wise Classification of Financial Instruments (Contd.)

Particulars	Significant unobservable inputs	Weighted average	Sensitivity of the input to fair value
Payable towards acquisition of subsidiary - Pt Excel Meg Indo and PT Ace Bio Care	Weighted average cost of capital	6.41%	0.5% increase (decrease) would result in an increase (decrease) in fair value by ₹ 0.94 crore (31 March 2022: ₹ 1.42 crore)

Particulars	Significant unobservable inputs	Weighted average	Sensitivity of the input to fair value
Payable towards acquisition of subsidiary - Laoting Yoloo Bio-Technology Co. Ltd	Weighted average cost of capital	13.67%	0.5% increase (decrease) would result in an increase (decrease) in fair value by ₹ 1.10 crore (31 March 2022: ₹ 1.39 crore)

There would be no sensitivity impact on account of changes in EBITDA assumptions, as the maximum range of assumptions is considered while valuing the contingent consideration.

Refer to note 45 for level 3 financial liability movement in the above payable towards acquisition of subsidiary table deferred payment liability incurred in the period presented.

The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the investments.

The carrying amount of financial assets and financial liability measured at amortized cost in the consolidated financial statements are a reasonable approximation of their fair value since the Group does not anticipate that the carrying amounts would be significantly different from the value that would eventually be received or settled.

45. Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

₹ Crores

Particulars	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
FVTOCI financial investments (Refer note 5):					
Investments in equity instruments (Quoted)	March 31, 2023	132	132	-	-
Others (Unquoted)	March 31, 2023	81	-	11	70
FVTPL financial investments (Refer note 5):					
Investments in equity instruments (Unquoted)	March 31, 2023	17	-	-	17
Investments in Optionally Convertible Bonds (Unquoted)	March 31, 2023	52	-	11	41
Investments in Others (Unquoted)	March 31, 2023	368	-	364	4
Investments in Mutual Funds (Quoted)	March 31, 2023	-	-	-	-
FVTPL Derivative Contracts (Refer note 7):					
Derivative contracts	March 31, 2023	18	-	18	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

45. Fair value hierarchy (Contd.)

₹ Crores

Particulars	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
FVTOCI financial investments (Refer note 5):					
Investments in equity instruments (Quoted)	March 31, 2022	113	113	-	-
Others (Unquoted)	March 31, 2022	43	-	-	43
FVTPL financial investments (Refer note 5):					
Investments in equity instruments (Unquoted)	March 31, 2022	16	-	-	16
Investments in Optionally Convertible Bonds (Unquoted)	March 31, 2022	45	-	7	38
Investments in Others (Unquoted)	March 31, 2022	305	-	301	4
Investments in Mutual Funds (Quoted)	March 31, 2022	840	-	840	-
FVTPL Derivative Contracts (Refer note 7):					
Derivative contracts	March 31, 2022	189	-	189	-

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2023:

₹ Crores

Particulars	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial liabilities at fair value through profit or loss / other comprehensive income:					
Derivative financial liabilities (Refer note 16)					
Derivative contracts	March 31, 2023	301	-	301	-
Payable towards acquisition of subsidiary (Refer note 16 & 41)	March 31, 2023	234	-	-	234

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2022:

₹ Crores

Particulars	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial liabilities at fair value through profit or loss / other comprehensive income:					
Derivative financial liabilities (Refer note 16)					
Derivative contracts	March 31, 2022	622	-	622	-
Payable towards acquisition of subsidiary (Refer note 16 & 41)	March 31, 2022	204	-	-	204

As on March 31, 2023, there are no transfers between Level 1 and Level 2 financial instruments.

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

45. Fair value hierarchy (Contd.)

₹ Crores

Particulars	Level 3 financial assets	
	March 31, 2023	March 31, 2022
Opening balance	101	112
Acquisition	47	-
Disposal	(2)	(4)
Total gains and losses recognised in Profit and loss	1	-
Total gains and losses recognised in OCI	1	(9)
Impairment	(21)	-
Foreign exchange movement	5	1
Closing balance	**132**	**101**

₹ Crores

Particulars	Financial liability stated at fair value through profit or loss	
	March 31, 2023	March 31, 2022
Opening balance	204	81
Acquisition	-	120
Disposal	-	(20)
Total gains and losses recognised in Profit and loss	21	11
Foreign exchange movement	9	13
Closing balance	**234**	**204**

46. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Groups principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds FVTOCI investments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

46. Financial risk management objectives and policies (Contd.)

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings and by using interest rate swaps.

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

₹ Crores

Fixed rate instruments	March 31, 2023	March 31, 2022
Borrowings from banks and other financial institutions	6,306	16,743
	6,306	**16,743**

₹ Crores

Variable rate instruments	March 31, 2023	March 31, 2022
Borrowings from banks and other financial institutions	16,693	9,121
	16,693	**9,121**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ Crores

	Increase/ decrease in basis points	Effect on profit or loss	Effect on equity
March 31, 2023			
USD & EUR	+50	(80)	(69)
	-50	80	69
Others	+100	(7)	(6)
	-100	7	6
March 31, 2022			
USD & EUR	+50	(43)	(37)
	-50	43	37
Others	+100	(6)	(5)
	-100	6	5

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of actual sales and purchases and 12-month period for foreign currency loans.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Group hedges its exposure to fluctuations on the foreign currency loan by using foreign currency swaps and forwards.

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

46. Financial risk management objectives and policies (Contd.)

At March 31, 2023, the Group hedge position is stated in Note 43. This foreign currency risk is hedged by using foreign currency forward contracts and full currency interest rate swaps.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

₹ Crores

	Change in USD rate	Effect on profit or loss	Effect on equity
March 31, 2023	1%	(17)	(14)
	-1%	17	14
March 31, 2022	1%	43	38
	-1%	(43)	(38)

₹ Crores

	Change in USD rate	Effect on profit or loss	Effect on equity
March 31, 2023	1%	26	22
	-1%	(26)	(22)
March 31, 2022	1%	16	14
	-1%	(16)	(14)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in US dollars, where the functional currency of the entity is a currency other than US dollars. Although the derivatives have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur.

Equity price risk

The Group's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in listed and unlisted equity securities are not significant.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables and contract assets

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company assesses impairment based on expected credit losses (ECL) model. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

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for the year ended March 31, 2023

46. Financial risk management objectives and policies (Contd.)

March 31, 2023

₹ Crores

	Trade receivables Days past due					
	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
Gross carrying amount for exposure at default	16,066	1,277	656	138	1,234	19,371
Expected credit loss	110	23	48	24	880	1,085
Average %	0.68%	1.80%	7.31%	17.37%	71.33%	

March 31, 2022

₹ Crores

	Trade receivables Days past due					
	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
Gross carrying amount for exposure at default	14,023	749	318	113	1,111	16,314
Expected credit loss	109	15	27	22	813	986
Average %	0.79%	2.05%	8.54%	19.53%	73.10%	

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as illustrated in Note 10 except for derivative financial instruments.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

₹ Crores

	Carrying a mount	Less than 1 year	1 to 5 years	> 5 years	Total
Year ended					
March 31, 2023					
Borrowings (Refer Note 15)	22,999	4,095	19,904	4,118	28,117
Other financial liabilities (Refer Note 16)	2,734	2,121	613	-	2,734
Trade and other payables (Refer Note 19)	17,614	17,614	-	-	17,614
Derivative contracts (Refer Note 16)	301	301	-	-	301
Lease Liabilities (Refer Note 48)	940	317	671	99	1,087
	44,588	**24,448**	**21,188**	**4,217**	**49,853**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

46. Financial risk management objectives and policies (Contd.)

₹ Crores

	Carrying amount	Less than 1 year	1 to 5 years	> 5 years	Total
Year ended					
March 31, 2022					
Borrowings (Refer Note 15)	25,866	4,261	16,090	5,732	26,083
Other financial liabilities (Refer Note 16)	2,439	2,022	417	-	2,439
Trade and other payables (Refer Note 19)	16,552	16,552	-	-	16,552
Derivative contracts (Refer Note 16)	622	622	-	-	622
Lease Liabilities (Refer Note 48)	843	254	775	-	1,029
	46,322	**23,710**	**17,282**	**5,732**	**46,724**

Cash flow hedges

a) Risk management strategy and how it is applied to manage risk:

The Group has taken a floating rate borrowing in USD and given a loan In EUR and JPY other than Its functional currency. In order to hedge Its exposure arising from variability of functional currency equivalent cash flows and Its interest rate cash flows exposure arising from floating rate of interest, the Group has entered Into a Cross Currency Interest Rate Swap ("CCIRS"). Therefore, the Group has established a hedge ratio of 1:1 for all its foreign currency hedging relationships. Hedge effectiveness is determined at the Inception of the hedge and through periodic prospective effectiveness assessment to ensure that an economic relationship exists between the hedged item and hedging instruments.

b) How the hedging activities may affect the amount, timing and uncertainty of its future cash flows;

The summary of quantitative data about the Group's holding of cross currency interest rate swap contracts to hedge the foreign currency and interest rate exposure on its loan given and borrowings is as follows.

Particulars	Currency	March 31, 2023			March 31, 2022		
		Average FX rate	Average interest rate	Notional Value	Average FX rate	Average interest rate	Notional Value
Foreign exchange and interest rate risk							
Cross currency interest rate swap	EUR	-	0.00%	-	1.13	1.48%	1,106,946
	JPY			-			-

c) The effect that hedge accounting has had on the Group's balance sheet, statement of profit or loss and statement of changes in equity

The impact of hedging instruments designated in hedging relationships on the statement of financial position of the Group is, as follows:

Particulars	Currency	March 31, 2023				March 31, 2022			
		Nominal amount	Carrying amount	Change in fair value of hedging instrument*	Change in fair value of hedging item*	Nominal amount	Carrying amount	Change in fair value of hedging instrument*	Change in fair value of hedging item*
Assets									
Cash flow hedge									
Foreign exchange contracts									
- Cross currency interest rate swap	EUR	-	-	-	-	1,106,946	22,736	91,102	(91,102)
	JPY								

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Particulars	Currency	March 31, 2023				March 31, 2022			
		Nominal amount	Carrying amount	Change in fair value of hedging instrument*	Change in fair value of hedging item*	Nominal amount	Carrying amount	Change in fair value of hedging instrument*	Change in fair value of hedging item*
Liabilities									
Cash flow hedge									
Foreign exchange contracts									
- Cross currency interest rate swap	EUR								
- Cross currency interest rate swap	JPY								

* used as the basis for hedge ineffectiveness

Cash flow hedges	March 31, 2023				March 31, 2022			
	Hedging gain or loss recognised in OCI	Amount reclassified from OCI to Profit or loss	Line item in statement of profit or loss	Line item in statement of financial position	Hedging gain or loss recognised in OCI	Amount reclassified from OCI to Profit or loss	Line item in statement of profit or loss	Line item in statement of financial position
Foreign currency exchange risk and Interest rate risk	-	7	Forex gain/(loss)	Other financial assets (Non-current and Current)	792	(606)	Forex gain/(loss)	Other financial assets (Non-current and Current)
- Cross currency interest rate swap		-	Interest on borrowing			(32)	Interest on borrowing	

Reconciliation of reserves

Cash flow hedge reserves

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Opening balance	7	(112)
Hedging gain or loss	-	792
Amount reclassified to P&L because the hedged item affected P&L	(7)	(638)
Foreign exchange movement	-	(34)
Closing balance	**0**	**7**

47. Capital management

Capital includes equity attributable to the equity holders of the Parent. Capital management is to ensure that Group maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2023 and March 31, 2022.

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for the year ended March 31, 2023

47. Capital management (Contd.)

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Borrowings (Note 15)	22,999	25,866
Less: Cash and cash equivalents (Note 11)	(5,967)	(5,797)
Net debt	**17,032**	**20,069**
Optionally convertible preference shares	-	-
Total Equity	35,429	29,308
Total capital	**35,429**	**29,308**
Capital and net debt	**52,461**	**49,377**
Gearing ratio	**32%**	**41%**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

48 Leases

The Group has lease contracts for various items of land and buildings, plant and machinery, vehicles and other equipment used in its operations. Leases of plant and machinery generally have lease terms between 1 and 20 years, while motor vehicles and other equipment generally have lease terms between 1 and 10 years. The Group recognized a right-of-use asset at the date of initial application at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

i. Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(₹ Crores)

	Land and Buildings *	Plant and Machinery	Vehicles	Office equipment	Total
Balance at April 1, 2021	**544**	**31**	**114**	**5**	**695**
Additions to right of use assets	224	9	116	13	362
Deletions of right of use assets	(30)	(0)	(7)	(2)	(40)
Depreciation of right of use assets	(154)	(7)	(76)	(5)	(243)
Foreign exchange impact	17	(0)	0	0	17
Balance at March 31, 2022	**600**	**33**	**147**	**11**	**792**
Additions to right of use assets	222	24	197	4	447
Deletions of right of use assets	(36)	(4)	(7)	-	(48)
Depreciation of right of use assets	(198)	(8)	(110)	(6)	(321)
Foreign exchange impact	25	1	9	1	36
Balance at March 31, 2023	**613**	**46**	**236**	**10**	**906**

* Leasehold land is included under Note 3 Property, plant and equipment.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

48 Leases (Contd.)

ii. Set out below are the carrying amounts of lease liabilities and the movements during the period:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Current	265	217
Non-current	675	626
Total lease liability	**940**	**843**

iii. Maturity analysis of lease liability - undiscounted contractual cash flows:

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Less than one year	317	254
One to three years	447	351
More than three years	324	424
Total undiscounted cash flows	**1,088**	**1,029**

B. Leases as lessee

iv. Amount recognised in profit or loss

₹ Crores

	March 31, 2023	March 31, 2022
General and administrative expenses		
Short-term lease rent expense	96	122
Low value asset lease rent expense	24	3
Variable lease rent expense	20	10
Other lease expense (additional cost)		
Depreciation and impairment losses		
Depreciation of right of use lease asset	304	241
Finance cost		
Interest expense on lease liability	51	46
	495	**422**

v. Amount recognised in statement of cash flows (₹ Crore)

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Total cash outflow for leases	**370**	**278**

v. Lease commitments for short term leases - (₹ Crore)

₹ Crores

Particulars	March 31, 2023	March 31, 2022
Lease commitments for short term leases	4	11

vii. Extension options

₹ Crores

	March 31, 2023	March 31, 2022
The potential future lease payments relating to exercise the extension option that are not included in the lease term	83	73

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

49 Income tax

Pursuant to the search operations conducted by the Income Tax authorities in the prior year, block assessment u/s 153A of the Income Tax Act 1961 ('the Act') has been completed for the Assessment Years ('AY') 2014-15 to 2020-21 for corporate tax and transfer pricing during the year. The Company has evaluated these orders and considering the proposed rectification applications to the assessment orders, adequate tax provisions has already been made in the books of accounts in prior years. Furthermore, based on the legal advice, the Company has also challenged the assessment orders before the appropriate authority. Further, in case of certain overseas subsidiaries of UPL Limited, the Indian income tax authorities have invoked provisions of 'Place of Effective Management in India' for AY 2017-18 to AY 2020-21, and the provisions related to 'control and management wholly in India' for AY 2014-15 to AY 2016-17 and have started tax proceedings against these companies in India during the previous quarters. Based on legal advice, the entire proceedings have been challenged before the appropriate authorities. The Group has been advised by legal counsel that they have strong grounds to succeed in the above matters.

50 Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Parent towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be framed. The Parent is in the process of carrying out the evaluation and will give appropriate impact in the consolidated financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

51 Other Information

Due to ongoing war between Russia and Ukraine, and the sanctions in the region, the Group's business has been impacted to some extent. The Group is continuously monitoring the situation. Group is having approximately ₹ 84 Crores of Inventory & ₹ 126 Crores of Receivables as at 31st March 2023 in this war affected region. Group continues to do business in these two countries and taking necessary steps to protect itself from various risk involved. Management is confident of realisation of these assets.

52 Restructuring during the year

During the year following restructuring have taken place:

1. The existing ownership interest of the Group's material subsidiary, UPL Corporation Limited (UPLCL) (i.e., 22.21%) held by Platinum Lotus B 2018 RSC Limited and TPG Asia VII SF Pte Ltd through The Upswing Trust, "TPG Adia" is bought back by UPLCL in exchange of UPLCL's ownership interest of 22.21% in its subsidiary, UPL Cayman Ltd and for a cash consideration of ₹ 1,994 Crores.
2. Pursuant to approval of lenders', shareholders' and Competition Commissioner of India, the Company completed the reorganisation of below entities and divisions on slump sale basis

   - The Group's Seeds business is consolidated under 'Advanta Enterprises Limited', a subsidiary of the Company in India. Also, private equity investor Kohlberg Kravis Roberts & Co (KKR) has invested ₹ 2,474 Crores for minority stake of 13.63% in Advanta Enterprises Limited.
   - In India, a new 'Integrated Agtech Platform' is created under UPL Sustainable Agri Solutions Limited ('UPL SAS'), a subsidiary of the Company which includes crop protection business of the Company and its subsidiary, SWAL Corporation Limited, farm services business of Company and its subsidiary, Nurture Agtech Pvt Ltd. Also, Private equity investors- TPG, ADIA and Brookfield have invested ₹ 1,580 Crores for minority stake of 9.09% in UPL Sustainable Agri Solutions Limited."

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

53 Other Statutory Information

(i) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(ii) The Group Companies incorporated in India has the following transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the Struck off company, if any, to be disclosed
Bluepeter Shipping Private Limited	Purchase of services	-	-	NA

(iii) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(iv) The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) All the entities in the group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies Restriction on number of Layers) Rules, 2017.

(vi) The Group has not entered any Scheme(s) of arrangement during the year in terms of sections 230 to 237 of the Companies Act, 2013.

(vii) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries"

(viii) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

54 Rounding off

The Group has opted to round off its financial information to the nearest crores in accordance with Ind AS compliant Schedule III.

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants
Firm registration number: 101248W/ W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070

Place: Mumbai
Date: May 8, 2023

For and on behalf of the Board of Directors of UPL Limited

CIN No: L24219GJ1985PLC025132

Jaidev R. Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership no.: ACS-10946

Place: Mumbai
Date: May 8, 2023

Place: Mumbai

UPL Limited

CIN: L24219GJ1985PLC025132
Registered Office: 3-11, G.I.D.C., Vapi, Valsad – 396 195, Gujarat

Information at a Glance – Annual General Meeting

Particulars	Details
Day, Date and Time of AGM	Friday, August 18, 2023 @ 03:00 p.m. (IST)
Mode of conduct	Video Conferencing / Other Audio-Visual Means
Dividend book closure date	Friday, August 4, 2023 to Friday, August 18, 2023 (both days inclusive)
Dividend payment date	Within 30 days from the date of AGM
Cut-off date for entitlement for remote e-voting	Friday, August 11, 2023
Remote e-voting start date and time	Tuesday, August 15, 2023 @ 9:00 a.m. (IST)
Remote e-voting end date and time	Thursday, August 17, 2023 @ 5:00 p.m. (IST)
E-voting website of Linkintime	https://instavote.linkintime.co.in
Name, address and contact details of e-voting service provider	Mr. Rajiv Ranjan, Assistant Vice President - E-voting Link Intime India Pvt. Ltd. C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 Contact No: 91-22-49186270 Fax No: 91-22-49186060 Email: enotices@linkintime.co.in
Name, address and contact details of Registrar and Share Transfer Agent	Link Intime India Pvt. Ltd. Unit: UPL Limited C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 Contact No: 91-22-49186270 Fax No: 91-22-49186060 Email: rnt.helpdesk@linkintime.co.in
Address and e-mail of Company's Shares Department	UPL Limited Shares Department Uniphos House, C. D. Marg, 11th Road, Madhu Park, Khar (West), Mumbai – 400 052 Contact No.: 91-22-68568000 E-mail: upl.investors@upl-ltd.com

UPL Limited

CIN: L24219GJ1985PLC025132
Registered Office: 3-11, G.I.D.C., Vapi, Valsad – 396 195, Gujarat
Telephone: +91 260 2432716 | Email: upl.investors@upl-ltd.com | Website: www.upl-ltd.com

Notice

NOTICE is hereby given that the **39th Annual General Meeting** of the Members of UPL Limited will be held on **Friday, August 18, 2023** at 03:00 p.m. (IST) through Video Conferencing / Other Audio-Visual Means **("VC facility")** to transact the following businesses:

Ordinary Business:

To consider and, if thought fit, to pass the following resolutions as Ordinary resolutions:

1. **To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditor thereon:**

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditor thereon as circulated to the members be and are hereby considered and adopted."

2. **To consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of the Auditor thereon:**

   "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditor thereon as circulated to the members be and are hereby considered and adopted."

3. **To declare dividend on equity shares:**

   "**RESOLVED THAT** dividend at the rate of ₹ 10/- (Rupees Ten) per equity share of face value of ₹ 2/- (Rupees Two) each fully paid-up, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company."

4. **To re-appoint Mr. Jai Shroff (DIN: 00191050) as Director:**

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jai Shroff (DIN: 00191050), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

To consider and, if thought fit, to pass resolution no. 5 as an Ordinary resolution and resolution no. 6 as a Special resolution:

5. **To approve remuneration of the Cost Auditor for the financial year ending March 31, 2024:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration No. 000242), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, amounting to ₹ 11,75,000/- (Rupees Eleven Lakh Seventy-Five Thousand only) plus payment of taxes, as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution."

6. **To re-appoint Ms. Usha Rao-Monari (DIN: 08652684) as an Independent Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors, Ms. Usha Rao-Monari (DIN: 08652684), be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years i.e. from August 18, 2023 up to August 17, 2028.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: July 14, 2023
Place: Mumbai

By Order of the
Board of Directors
For UPL Limited

Registered Office:
3-11, G.I.D.C., Vapi,
Valsad – 396 195, Gujarat

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

Statement Pursuant to Section 102(1) of the Companies Act, 2013

The Explanatory Statement sets out all material facts relating to the business(es) to be dealt at the Annual General Meeting as mentioned in the Notice:

Item Nos. 1 and 2: Approval of financial statements

In terms of the provision of Section 129 of the Companies Act, 2013, the Company submits its standalone and consolidated financial statements for FY2023 for adoption by members at the Annual General Meeting ("AGM").

The Board of Directors ("the Board"), on the recommendation of the Audit Committee, has approved the standalone and consolidated financial statements for the financial year ended March 31, 2023. Detailed elucidations of the financial statements have been provided under various sections of the Annual Report, including the Board’s Report and Management Discussion and Analysis Report.

The standalone and consolidated financial statements of the Company along with the reports of the Board of Directors and Auditors thereon:

- have been sent to the members on their registered e-mail address; and
- have been uploaded on the website of the Company i.e. http://www.upl-ltd.com under “Investors” section.

The statutory auditor has issued an unmodified report on the financial statements and has confirmed that both, standalone and consolidated financial statements, represent true and fair view of the state of affairs of the Company.

The Board recommends the ordinary resolutions set out at Item Nos. 1 and 2 for approval of the members of the Company.

None of the directors or key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Item No. 3: Declaration of Dividend

In terms of the provisions of section 123 of the Companies Act, 2013, the Company can declare final dividend at the Annual General Meeting with approval of the members.

In line with Dividend Distribution Policy of the Company, and to reward the shareholders of the Company, the Board has recommended and maintained dividend of ₹ 10/- (Rupees Ten) (500%) per equity share of ₹ 2/- (Rupees Two) each for the financial year ended March 31, 2023.

In case of shares held in physical form, the dividend recommended by the Board, if approved, will be paid to those members whose name will appear in the Register of Members as on close of business hours on Thursday, August 3, 2023. For shares held in dematerialized form, the dividend shall be paid to those members whose names appear as beneficial owners pursuant to the details received from the depositories as on close of business hours on Thursday, August 3, 2023.

The Company will endeavor to pay the dividend as early as possible after the date of AGM however not later than 30 days therefrom. The same is subject to deduction of tax at source ("TDS") as applicable.

The Board recommends the ordinary resolution set out at Item No. 3 for approval of the members of the Company.

None of the directors or key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Item No. 4: Re-appointment of Mr. Jai Shroff as Director

In terms of the provisions of Section 152 of the Companies Act, 2013 (“the Act”) at least two thirds of the total number of directors (excluding Independent Directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with this requirement, Mr. Jai Shroff (DIN: 00191050) retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

Mr. Jai Shroff has been the Non-Executive Director on the Board of UPL Limited and was appointed as Chairman w.e.f. December 1, 2022 upon retirement of Mr. Rajnikant Shroff, as the Chairman and Managing Director of the Company.

The brief profile and statutory details for Mr. Jai Shroff are enclosed at Annexure I. The Company has received consent from Mr. Jai Shroff for re-appointment as Director in terms of Section 152(5) of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Jai Shroff is a well-recognized global leader in sustainable agricultural development with over 30 years’ experience in India and internationally. He has driven the transformation of UPL from a largely domestic player to a truly global multinational.

The Board of UPL, based on the performance evaluation and on the recommendation of the Nomination and Remuneration Committee, recommends resolution at Item No. 4 relating to re-appointment of Mr. Jai Shroff as Director, for approval of the members as an Ordinary Resolution.

Except for Mr. Vikram Shroff and Mr. Jai Shroff himself, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 5: Approval of remuneration of Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. RA & Co., Cost Accountants as the Cost Auditor to audit the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of ₹ 11,75,000/- (Rupees Eleven Lakhs Seventy-Five Thousand only) plus applicable taxes as well as the reimbursement of reasonable out-of-pocket expenses on actual basis.

M/s. RA & Co., Cost Accountants was registered as a firm in 2009 rendering professional services across India. The firm has rich experience in the area of Corporate Audits, Feasibility study pertains to Mergers & Acquisitions, Cost Audit, Risk and Insurance, Financial Accounting, etc.

The turnover of the Company subject to cost audit in FY 2023 is approximately ₹ 16,300 crore which is 86.78% of the total standalone turnover. The products covered under cost audit are mainly non-regulated Insecticides (Herbicides and Fungicides) and non-regulated chemicals. The scope of cost audit varies from year to year depending on the product-mix and other changes in business.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

In compliance with the above requirements, approval of the members is sought for passing an ordinary resolution for remuneration payable to the Cost Auditor for the financial year ending March 31, 2024. The Board believes that the remuneration proposed to be paid to the Cost Auditor is commensurate to the scope of the audit.

The Board recommends the resolution at Item No. 5 for approval of members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 6: Re-appointment of Ms. Usha Rao–Monari (DIN: 08652684) as an Independent Director

The Members of the Company had appointed Ms. Usha Rao–Monari (DIN: 08652684), as an Independent Director of the Company for a term of 5 (five) consecutive years effective December 27, 2019. However, due to her appointment as Under-Secretary-General and Associate Administrator at United Nations Development Programme (UNDP) and as per the protocol at UNDP, she was required to vacate directorship at UPL given concerns related to potential conflict of interest. Consequently, she stepped down as an Independent Director of the Company from May 13, 2021.

Ms. Usha Rao–Monari's tenure at UNDP concluded on July 10, 2023 and she is now eligible for re-appointment as an Independent Director on the Board of the Company. The Nomination and Remuneration Committee and the Board has considered and recommended her re-appointment as an Independent Director. Pursuant to Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director is eligible for re-appointment for second term of 5 (five) consecutive years on passing of a special resolution by the Company.

It is proposed to re-appoint Ms. Usha Rao-Monari as an Independent Director to hold office for a second term of 5 (five) consecutive years effective from the date of the Annual General Meeting i.e. August 18, 2023. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

The Company has also received declarations from Ms. Usha Rao-Monari that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company has also received a notice under Section 160 of the Act from a member intending to nominate Ms. Usha Rao-Monari to the office of Independent Director.

In the opinion of the Board, Ms. Usha Rao-Monari fulfills the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. The Board believes that in view of her rich and varied experience, her association as an Independent Director will be beneficial for the Company.

Details of Ms. Usha Rao-Monari as statutorily required under the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the table as Annexure I to this Notice. Copy of the draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company under 'Investors' section.

The Board recommends the resolution at Item No. 6 for approval of members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Date: July 14, 2023
Place: Mumbai

By Order of the
Board of Directors
For UPL Limited

Registered Office:
3-11, G.I.D.C., Vapi,
Valsad – 396 195, Gujarat

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

Annexure I – Information About Directors

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings]

Name of the Director	Jai Shroff	Usha Rao-Monari
Director Identification Number	00191050	08652684
Age (in years)	58	63
Date of joining the Board	October 1, 1992	First term (December 27, 2019 to May 12, 2021) Second term (Effective from August 18, 2023)
Qualification	Bachelor of Science	B.A. (Hons) in Economics, MBA from Jamnalal Bajaj Institute, Mumbai, Masters in International Affairs and Finance from Columbia University, USA Program for Management Development from Harvard Business School, USA
Expertise in specific functional area	Mr. Jai Shroff has strategic capabilities and consumer insight with a proven track record of driving consumer-centric and digital innovation. He has led not only complex operational businesses but is also instrumental in UPL's 50 plus business integrations and has inspired teams servicing 138+ countries across 6 continents to achieve market-leading performance.	Ms. Usha Rao-Monari is a seasoned investment professional with almost 30 years of experience, particularly in the infrastructure area.
Profile	Mr. Jai Shroff is the Chairman & Group CEO of UPL. He is a well-recognized global leader in sustainable agricultural development and across agribusiness, with over 30 years' experience in India and internationally. Under Mr. Jai Shroff's leadership, UPL has firmed its position as one of the fastest growing agri-input companies in the world with a strong presence in the Seeds, Plant Nutrition, Crop Protection and Post-Harvest Food Preservation value chains, with annual revenues exceeding $6bn. Mr. Jai Shroff has driven the transformation of UPL from a largely domestic player to a truly global multinational. Today, UPL has a global workforce comprising of more than 25 different nationalities. It operates 35 manufacturing plants in India, Asia, Europe, Latin and North America and serve the farming community across the globe. Mr. Jai Shroff's vision for UPL is to endeavor to continually provide smart, affordable and profitable solutions to the global farming community with a strong focus on innovation, research and excellence by "Reimagining Sustainability" for farms, farmers and food systems worldwide. He believes in the power of collaboration and inter-sectoral partnerships. He is actively involved in the global development agenda, including the World Economic Forum's Grow Africa and Grow Asia initiatives, IFPRI's Sustainable Agriculture and Global Food Security Initiative, WBCSD, Chicago Council, IGD and ICAR. His profile has also been provided separately in the Annual Report and also available on the website of the Company.	Ms. Usha Rao-Monari has served as Under-Secretary-General and Associate Administrator at United Nations Development Programme. Prior to that, she was a Senior Advisor to Blackstone's Infrastructure Group. She served as Chief Executive Officer of Global Water Development Partners, a Blackstone portfolio company. Prior to Blackstone, she held several senior positions at International Finance Corporation, part of the World Bank Group. She was Director of Sustainable Business Advisory Group. Other positions, she held included Global Head of the Water and Environmental Group, Head of Utilities and Public Partnerships, and experience in the petrochemicals and manufacturing business areas. She was instrumental in founding and establishing the 2030 Water Resources Group, a public-private partnership platform, which is now part of the World Bank Group. Prior to that, she was with Prudential Bache in the corporate finance and mergers and acquisitions areas. She has held a number of Board and advisory positions including on the Veolia Sustainability Committee to the Board, WaterHealth International Board, and Co-Chair, Steering Board, 2030 Water Resources Group, and Chair / Co-Chair of several World Economic Forum councils including Water, Natural Capital and Biodiversity and Environmental and Natural Resource Security.
Number of meetings of the Board attended in FY2022-23	10 out of 11 meetings	Not Applicable (new appointment)
Remuneration last drawn from the Company / Remuneration sought to be paid.	He is a non-executive director and does not draw remuneration from UPL Limited. Please refer to Corporate Governance report for other compensation details at the subsidiaries level.	Sitting fees for attending Board / Committee meetings, commission as Director (and other reimbursements, if any) at UPL Limited and it's subsidiary, as approved by respective Board.

Name of the Director	Jai Shroff	Usha Rao-Monari
Member / Chairperson of the Committees of the Company	Nil	Nil
Directorships and Committee memberships in other companies and names of the listed entities from which the Director has resigned in the past three years.	**A. Directorships*** 1. Nivi Trading Limited 2. Ventura Guaranty Limited 3. Uniphos Enterprises Limited 4. Advanta Enterprises Limited 5. UPL Sustainable Agri Solutions Limited **B. Committee Memberships** 1. Advanta Enterprises Limited – Audit Committee Member 2. UPL Sustainable Agri Solutions Limited - Audit Committee Member **C.** Mr. Jai Shroff has not resigned from any listed entity in past three years.	Nil
Number of shares held in the Company including shareholding as a beneficial owner	– 88,97,163 equity shares# in personal name – Mr. Jai Shroff and Mr. Vikram Shroff (acting together) are joint beneficial owners of 23,94,05,004 equity shares in the Company (including shares represented by GDRs) constituting 31.89% of the total share capital of the Company held by various members of the promoter and promoter group.	Nil
Relationship with other Directors / KMP	Mr. Jai Shroff is brother of Mr. Vikram Shroff.	Not related to any Director / KMP of the Company

* Directorships in private limited companies, foreign companies, section 8 companies, and Companies limited by guarantee and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders Relationship Committee of only public companies have been included in the aforesaid table.

Includes holding in the form of 3,98,500 GDRs representing 7,97,000 Equity Shares.

Notes:

Section A – Attendance and Documents Inspection

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 ('MCA Circulars') have permitted the Companies to hold their Annual General Meeting ("AGM") through video conferencing / any other audio visual means ("VC facility") without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC facility.

2. The deemed venue of the meeting shall be the registered office of the Company.

3. In compliance with the applicable Circulars, Notice of the AGM along with the Annual Report for FY 2023 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Company / Depository Participant(s) as on July 21, 2023. Members may note that the Notice and Annual Report for FY 2023 are also available on the Company's website (www.upl-ltd.com) under 'Investors' section, websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and on the website of Linkintime India Pvt Limited (https://instavote.linkintime.co.in/). In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23 and Notice of the 39th AGM of the Company, he may send request to the Company's email address at upl.investors@upl-ltd.com mentioning Folio No./ DP ID and Client ID.

4. The Statement, pursuant to Section 102 of the Act with respect to Item Nos. 1 to 6 forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM forms part of the Explanatory Statement.

5. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Since the AGM is being held through VC facility, the facility for appointment of proxies by the members will not be available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.

6. Corporate / institutional members intending to authorize their representative to attend the Meeting through VC facility are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting. The said resolution / authorization shall be sent at the email id of the scrutinizer viz. bhaskar@nlba.in.

7. Participation of the members through VC facility shall be reckoned for the purpose of quorum for the AGM as per the applicable Circulars.

8. Facility of joining the AGM through VC facility shall open 30 minutes before the time scheduled for the AGM and will be available for Shareholders on first-come-first-serve basis. Alternatively, Shareholders can also view the proceedings of the AGM through live webcast facility available at https://instameet.linkintime.co.in.

9. **Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at upl.investors@upl-ltd.com upto Friday, August 11, 2023. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.**

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to upl.investors@upl-ltd.com.

11. Since the AGM will be held through VC facility, the Route Map is not annexed in this Notice.

Section B – Dividend, TDS, Record Date, etc.

12. **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, August 4, 2023 to Friday, August 18, 2023 (both days inclusive).**

13. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source ("TDS"), will be made within 30 days of AGM as under:

    i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Thursday, August 3, 2023.

    ii. To all Members in respect of shares held in physical form after giving effect to valid transmission, name deletion, transposition and change of name requests lodged with the Company as of the close of business hours on Thursday, August 3, 2023.

14. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct TDS at the time of making the payment of dividend. In order to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

    For Resident Shareholders

    TDS will be deducted under Section 194 of the Act @ 10% on the amount of dividend payable unless exempt under any of the provisions of the Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during the financial year does not exceed ₹ 5,000/-.

    TDS will not be deducted in cases where a shareholder provides duly completed Form 15G (applicable to individual) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met.

    NIL / lower tax shall be deducted from the dividend payable to certain classes of resident shareholders such as Insurance companies, Mutual Funds, Alternative Investment Fund ("AIF") established in India, National Pension System Trust, etc. on submission of self-declaration.

    For Non-resident shareholders

    Tax is required to be withheld in accordance with the provisions of Section 195 and Section 196D of the IT Act at applicable rates in force. As per the relevant provisions of the IT Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the IT Act, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose, i.e. to avail the tax treaty benefits, the non-resident shareholder will have to provide the following:

    i. Self-attested copy of the PAN card, if any, allotted by the Indian Income Tax authorities.

    ii. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident.

    iii. Self-declaration in Form 10F (refer format), if all the details required in this form are not mentioned in the TRC. In case of shareholder has PAN, copy of Form 10F filed electronically through income-tax portal (https://www.incometax.gov.in/iec/foportal/) is required.

    iv. Self-declaration by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (Non-resident having PE in India would need to comply with provisions of Section 206AB of the IT Act).

    v. In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate.

    vi. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholders and meeting requirement of the IT Act read with applicable tax treaty.

Special provisions of section 206AA/206AB of the Income Tax Act (For non-filers of tax return – For resident shareholders and selected non-resident shareholders).

The rate of TDS @10% u/s 194 of the Act is subject to provisions of section 206AB of Act (effective from July 1, 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in section 206AB, tax is required to be deducted at higher of following rates in case of payments to specified persons:

- twice the rate specified in the relevant provision of the IT Act; or
- twice the rate or rates in force; or
- the rate of 5%.

Where sections 206AA and 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at the higher of the two rates prescribed in these two sections.

The term 'specified person' is defined in sub-section (3) of section 206AB and covers the persons who satisfy the following conditions:

- A person who has not filed the income tax return for previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the I-T Act has expired; and
- The aggregate of TDS and TCS in his case is ₹50,000 or more in that previous year.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

An email communication informing the shareholders regarding the change in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by them to avail the applicable tax rate was sent by the Company at the registered email IDs of the shareholders.

The aforementioned documents are required to be submitted to Link Intime or the Company on or before Thursday, July 27, 2023.

In the event of any tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

Section C – Updation of records, IEPF and queries on Annual Report

15. Members are requested to direct notifications about change of name / address, email address, telephone / mobile numbers, Permanent Account Number ("PAN"), nomination, power of attorney, bank account details or any other information to their respective depository participants(s) ("DP") in case the shares are held in electronic mode or to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company ("Link Intime") at Link Intime India Pvt. Ltd., Unit: UPL Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083, Contact No: 91-22-49186060, Fax No: 91-22-49186060, Email: rnt.helpdesk@linkintime.co.in, in case the shares are held in physical form.

16. a) Members holding shares in physical mode, who have not registered/updated their KYC details including email addresses with the Company, are requested to register/update the same by submitting duly signed Form ISR-1 along with the supporting documents to Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in or by sending the same at Link Intime India Pvt. Ltd., Unit: UPL Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400083. The said form is available on the website of the Company at www.upl-ltd.com/investors/shareholder-center/forms.

    b) Members holding shares in dematerialised mode, who have not registered/updated their KYC details including email addresses with their Depository Participants, are requested to register/update the same with the Depository Participants with whom they maintain their demat account.

17. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission, name deletion, transposition and change of name requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Link Intime for assistance in this regard.

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB /P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission, name deletion, transposition and change of name. Accordingly, Members are requested

to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.upl-ltd.com and on the website of the Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd at www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC compliant.

19. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

24. Members are also advised to not keep their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

25. Pursuant to the provisions of the Act:

a) Dividend upto financial year 2014-15 which remained unclaimed for a period of seven years from the date of transfer of same to the unpaid dividend account of the Company have been transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 125(1) of the Act.

b) Dividend for the years 2015-16 to 2021-22 which remain unclaimed for a period of seven years from the date of transfer of same to the unpaid dividend account of the Company will be transferred to IEPF pursuant to the respective due dates. For details please refer to the Corporate Governance Report.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2022, on the website of the Company i.e. www.upl-ltd.com and also on the website of the Ministry of Corporate Affairs i.e. www.iepf.gov.in. The Company has been sending reminders to members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF.

26. a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2022-23, transferred to the IEPF Authority the number of shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 4, 2022. Details of shares transferred to the IEPF Authority are available on the website of the Company under Investors section https://www.upl-ltd.com/investors. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in.

b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the web link http://iepf.gov.in/IEPFA/refund.html or contact Link Intime for lodging claim for refund of shares and / or dividend from the IEPF Authority.

Section D – Voting through electronic means

27. Voting through electronic means is made available pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India.

28. The Company has approached Link Intime India Private Limited ("Link Intime or LIIPL") for providing remote e-voting services through their e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company in the AGM Notice.

29. The remote e-voting period commences on **Tuesday, August 15, 2023 @ 09:00 a.m. (IST) and ends on Thursday, August 17, 2023 @ 05:00 p.m. (IST).** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, August 11, 2023,** may cast their vote by remote e-voting. Those members, who will be present in the AGM through the VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

30. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in . However, if he / she is already registered with Linkintime for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

31. The remote e-voting module shall be disabled by Linkintime for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

32. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, August 11, 2023.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. Friday, August 18, 2023.

33. **Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled for all the individual shareholders holding securities in demat mode, by way of single login credential, through their demat account maintained with Depositories and Depository Participants. It will allow individual shareholders holding securities in demat form to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.**

34. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

35. Voting Options – In view of meeting being held by VC facility, the members shall have two options of voting, both electronically as follows:

A. Remote e-voting through Instavote

B. E-voting during the AGM through Instameet.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:

a. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider name i.e. LINKINTIME** and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider name i.e. LINKINTIME** and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

   a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

   b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

   c. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

   d. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

   You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

2. Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

   A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   * Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

   * Shareholders holding shares in **demat form**, shall provide 'D' above

   - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

   - Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders

Shareholders facing any technical issue in login may contact Link Intime InstaVote helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel: 022 – 4918 6000 or refer Frequently Asked Questions ('FAQs') and InstaVote e-Voting instructions available at https://instavote.linkintime.co.in under Help section.

Helpdesk for Individual Shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the AGM through InstaMeet

Open the internet browser and launch the URL: https://instameet.linkintime.co.in and click on "Login"

Select the "**Company**" and '**Event Date**' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

   - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet

1. Shareholders who would like to speak during the meeting must register their request with the company for the general meeting.
2. Shareholders will get confirmation on first-come-first-serve basis depending upon the provision made by the company.
3. Please start your conversation as panellist by switching on video mode and audio of your device.

Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General guidelines for shareholders

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
3. In case of any queries, you may contact the helpdesk numbers mentioned above or send a request to Mr. Rajiv Ranjan, Assistant Vice President - E-voting Link Intime India Pvt. Ltd. P: +91 22 49186000 (Extn: 2505), email id - enotices@linkintime.co.in

Process for those shareholders whose e-mail id's are not registered with the depositories for procuring user id and password for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to upl.investors@upl-ltd.com or rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to upl.investors@upl-ltd.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Section E – Declaration of voting results

36. A member may participate in the 39th Annual General Meeting ("AGM") even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
37. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date Friday, August 11, 2023 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
38. The Board of Directors have appointed Mr. Bharat Upadhyay, Practicing Company Secretary (Membership No. FCS 5436 / C.P. No. 4457) or failing him Mr. Bhaskar Upadhyay, Practicing Company Secretary (Membership No. FCS 8663 / C.P. No. 9625) as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM process in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for the said purpose.
39. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall submit, by Saturday, August 19, 2023, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith..
40. The results of voting will be declared and the same along with the Scrutinizers Report will be published on the website of the Company (www.upl-ltd.com) and the website of Linkintime (https://instavote.linkintime.co.in/). The Company shall simultaneously communicate the results along with the Scrutinizers Report to BSE Limited, National Stock Exchange of India Limited, Singapore Stock Exchange and London Stock Exchange where the securities of the Company are listed.

Date: July 14, 2023
Place: Mumbai

By Order of the
Board of Directors
For UPL Limited

Registered Office:
3-11, G.I.D.C., Vapi,
Valsad – 396 195, Gujarat

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

Notes

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