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21st July 2022

BSE Limited Mumbai	National Stock Exchange of India Ltd Mumbai
SCRIP CODE: 512070	**SYMBOL: UPL**

Sub.: Notice convening 38th Annual General Meeting and Annual Report for FY2021-22

Dear Sir/Madam,

This is further to our letter dated 30th June, 2022 intimating about the 38th Annual General Meeting ("AGM") of UPL Limited scheduled on Friday, 12th August 2022 at 12:30 p.m. (IST) through Video Conferencing / Other Audio-Visual Means ("VC facility") in compliance with the applicable provisions of the Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the Circulars/Notifications issued from time to time by MCA/SEBI.

In continuation to the aforesaid letter and pursuant to Section 108 of the Companies Act, 2013, Regulations 30, 34 and 44 of the SEBI Listing Regulations, we are enclosing herewith Notice convening the 38th AGM and the Annual Report for FY2021-22.

The aforesaid documents are available on the website of the Company www.upl-ltd.com and are also being dispatched to all the eligible shareholders whose email IDs are registered with the RTA / Company / Depository Participants.

The details such as manner of (i) registering / updating email addresses, (ii) casting vote through e-voting and (iii) attending the AGM through VC facility has been set out in the Notice of the AGM.

The Company has fixed Friday, 5th August 2022 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.

The remote e-voting facility commences on Tuesday, 9th August 2022 from 9.00 a.m. (IST) and ends on Thursday, 11th August 2022 at 5.00 p.m. (IST). Those shareholders, 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.

We request you to take the above on record.

Thanking you,

Yours faithfully,
for **UPL Limited**

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

Encl.: As above

Cc:
1. London Stock Exchange
2. Singapore Exchange Limited
3. National Securities Depository Limited
4. Central Depository Services (India) Limited
5. Link Intime India Pvt. Ltd.

Reimagining sustainability for real world impact

UPL
OpenAg™

Annual Report
2021-2022

CONTENTS

Reimagining sustainability real world impact

We have made it our mission to reimagine sustainability in global agriculture, which goes beyond addressing today's needs to anticipating the needs of the food systems well into the future.

With new businesses, technologies and thinking in action, we are getting to the future of agriculture faster. In this, OpenAg, our new collaboration model to accelerate growth and productivity among farmers has been a real gamechanger, bringing novelty and innovation to our offerings and decisions.

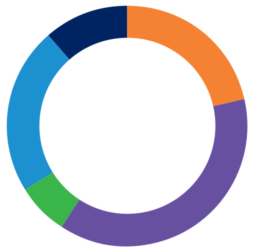
We are rapidly expanding our portfolio of differentiated and sustainable solutions and accelerating penetration in select markets, together with our cutting-edge digital capabilities to support farmers around the world, become more sustainable.

Our three-pronged focus of delivering sustainable, real world impact are demonstrated below.

PERFORMANCE SNAPSHOT

Real impact reflected in performance

REVENUE MIX BY REGION
(₹ crore)



		Growth (%)
LatAm	18,039	21
North America	7,808	37
Europe	6,893	7
India	5,687	22
RoW	7,812	11

EMPLOYEE COUNT BY REGION*

LatAm	1,188
North America	324
Europe	1,196
India	5,203
RoW	2,605

*For crop protection

Profit and Loss

REVENUES
(₹ crore)

▲ 19% ▲ 21%

FY 2018	17,506
FY 2019	31,616
FY 2020	35,756
FY 2021	38,694
FY 2022	46,240

EBITDA MARGIN
(%)

▼ 14bps ▲ 180bps

FY 2018	20.2
FY 2019	20.0
FY 2020	20.8
FY 2021	22.1
FY 2022	22.0

EBITDA
(₹ crore)

▲ 19% ▲ 24%

FY 2018	3,517
FY 2019	6,312
FY 2020	7,452
FY 2021	8,559
FY 2022	10,165

PROFIT AFTER TAX
(₹ crore)

▲ 25% ▲ 17%

FY 2018	2,093
FY 2019	2,026
FY 2020	2,798
FY 2021	3,692
FY 2022	4,627

CASH FROM OPERATIONS
(₹ crore)

▼ 9% ▲ 18%

FY 2018	2,839
FY 2019	2,356
FY 2020	8,739
FY 2021	7,212
FY 2022	6,496

EPS
(₹/per share)

▲ 26% ▲ 11%

FY 2018	26.51
FY 2019	19.52
FY 2020	23.24
FY 2021	36.40
FY 2022	45.87

₹ 46,240 crore
Revenue
Continued outperforming market with growth of 19%

₹ 10,165 crore
EBITDA
Crossed ₹10,000 crore EBITDA

1.86x
Net debt to EBITDA
Outperformed target of <2x

15.6%
RoCE
170 bps expansion over FY 2021

▲ y-o-y growth
▲ 5-year CAGR

Balance Sheet

NET WORTH
(₹ crore)

▲ 18% ▲ 22%

FY 2018	9,169
FY 2019	14,715
FY 2020	19,282
FY 2021	20,887
FY 2022	24,662

FIXED ASSETS
(₹ crore)

▲ 6% ▲ 30%

FY 2018	5,324
FY 2019	17,376
FY 2020	18,512
FY 2021	18,499
FY 2022	19,538

NET DEBT TO EBITDA
(X)

▼ 0.34x

FY 2018	1.1
FY 2019	4.2
FY 2020	3.0
FY 2021	2.2
FY 2022	1.9

RETURN ON CAPITAL EMPLOYED
(%)

▲ 170bps

FY 2018	23.4
FY 2019	7.6
FY 2020	11.2
FY 2021	13.9
FY 2022	15.6

Environment

23%
Power from renewable sources at two of the largest manufacturing plants in FY 2022 (19% in FY 2021)

29%
Revenue from differentiated and sustainable products (% of crop protection revenues)

11%
Reduction in per tonne water consumption FY 2022 vs. FY 2021

7%
Reduction in per tonne CO_2 emissions FY 2022 vs. FY 2021

17%
Reduction in per tonne waste disposal in FY 2022 vs. FY 2021

Social

₹ 27 crore
CSR spend

~1 million
CSR beneficiaries

13,000+
Employees*

30
R&D facilities

~3%
Annual revenue reinvested in R&D

Notes:

UPL Limited acquired Arysta in FY 2019 and hence prior year numbers are not comparable

EBITDA and EBITDA margin for FY 2020 before adjustment of purchase price allocation impact of Arysta acquisition.

Profit after Tax refers to Profit before exceptional items and share of profit of associates

Water, CO_2 emission and waste disposal numbers are subject to verification by third party assurance

*UPL and its subsidiaries

▲ y-o-y growth
▲ 5-year CAGR

Accelerating sustainable agriculture networks

UPL is a provider of an integrated portfolio of agriculture solutions, including seeds, conventional crop protection products, BioSolutions, post-harvest products and physical and digital services throughout the food value chain. This enables us to create and enhance sustainable food systems and makes us a leader in the agri-solutions space. We are focused on helping farmers maximise their yields, optimise costs and enhance their resilience against climate risks.

Our diverse product portfolio includes seeds, patented and post-patent agricultural solutions, including conventional crop protection, BioSolutions and seed treatment, for various row and specialty crops, post- harvest products and agronomic services for the farmers. Through our holistic solutions portfolio, we add value throughout the lifecycle of a diverse crop base worldwide.

OpenAg is an agriculture network through which we aim to transform agriculture. This network feeds sustainable growth for all with the motto 'No limits, no borders' and continues to create opportunities for everyone on the network. Our early adoption of digitisation has helped accelerate our transformation.

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.

#5 Agro chemicals company in the world

#1 BioSolutions company

#1 Agrochemical company among peers in ESG by Sustainalytics^

1,502 Patents granted

1,552 Product formulations[1]

138 Countries where we are present across 6 continents

13,000+ Employees*

42 Manufacturing facilities

13,464 Registrations as on March 31, 2022

80%+ Share of revenue from branded products

30 R&D facilities

[1]Only crop protection and includes products where sales >US$ 0.01 million

*UPL and its subsidiaries

^Based on Sustainalytics Report November 2021

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.

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.

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.

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.

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.

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 hat we love to do.

A HOLISTIC PORTFOLIO OF MODERN AGRICULTURAL SOLUTIONS

Conventional Crop Protection Solutions

Our localised approach with an integrated, best-in-class formulation approach and technology help fulfil our objective of developing mixtures and combinations that are highly flexible and addresses farmer pain points effectively.

BioSolutions

We have a unique BioSolutions portfolio crafted to promote crop stimulation, nutrition and sustainable crop protection, which ensures increased crop yields. This also includes establishing and enhancing a sustainable agricultural system around the reduction of soil degradation and water conservation.

Seeds

We deliver world-class seeds by integrating the most advanced techniques in conventional plant breeding with biotechnology.

Post-Harvest

We provide a variety of post-harvest solutions, which include coatings, cleaners, sanitisers, fungicides, growth regulators and anti-scald.

Physical and Digital Services

Our digital platform nurture.farm connects the ag ecosystem through digital technologies to provide services, products and solutions to the farmers for sustainable farming.

Expanding our circle of responsibility

Over the years, we have consolidated our presence in over 138 countries. We are committed to providing value to a larger cross-section across geographies with a wider range of products. We are customer-centric and focus on building a portfolio to create value for the growers across our market segments.

NORTH AMERICA

198 Products | 1 Plant

LATIN AMERICA

535 Products | 9 Plants

EUROPE

465 Products | 10 Plants

ROW

876 Products | 7 Plants

INDIA

166 Products | 15 Plants

REVENUE (INR CRORE)

Crop protection segments	FY 2022
North America	7,808
Latin America	18,039
Europe	6,893
ROW	7,812
India	5,687

Products and plants are in numbers
Products where Net Sales > US$ 0.01 million

OFFERINGS

Delivering impact through innovative solutions

UPL strives to provide innovative solutions to meet evolving grower needs. Our portfolio caters to the specific and varying needs of customers while being sustainable and cost-effective in nature. Our portfolio comprises seeds, biosolutions, conventional crop protection products and pre as well as post-harvest solutions, including agronomic services for the farmers. We work towards anticipating emerging customer needs and exploring innovation for unmet needs.

UPL OpenAg®

UPL OpenAg® Crop Protection

nurture.farm OpenAg®

NPP OpenAg®

ADVANTA OpenAg®

DECCO OpenAg®

OFFERINGS

CROP PROTECTION UPL

Our global Crop Protection solutions business is driving new and sustainable ways of leveraging innovation and partnerships to address growers' challenges.

Herbicides

Herbicide use is expected to continue to grow substantially over the next five years. At UPL, we intend to capitalise on this potential through our diverse range of herbicides, which provide sustained weed-control at all stages of crop growth. Our latest formulations are focused on tackling the increasing problem of glyphosate resistance and eliminating weed through our real-time data from the field.

Fungicides

Fungicide use has been growing by 7.5% annually for the last five years at UPL, and the progress is expected to continue. Our Mancozeb formulations help fight against resistant fungi through their multi-site protective action on contact. As we continue to invest in technologies, we keep adding to the advantages of easy dissolution and dispersion, complete coverage and lower dosages to our formulations.

Insecticides and Acaricides

On an annual basis, the world incurs US$ 2,000 billion, which is equivalent to ~13%, in global crop losses to pests. We are committed to mitigating these losses by as much as possible through our diverse range of insecticides, which has been successful in controlling and eradicating the most destructive of pests. We are heavily investing in developing new chemistries, which include new modes of action and applications to improve our efficiency.

Seed treatment

We are seeing a global trend where farmers are investing in seed treatments. Application of biological and chemical agents to control or contain the soil, seed-borne insects, diseases and pests is critical in ensuring good yields. We provide protection against broad-spectrum insect attacks, facilitate growth by improving immunity and promote uniform germination through our seed treatment products.

Adjuvants

This helps enhance the effectiveness of the crop protection products. We entered a strategic partnership with Evonik co-markets non-ionic surfactants and adjuvants to get the best results. Our product 'U-Wet' is available globally, which improves crop protection product effectiveness manifold.

BIOSOLUTIONS NPP

NPP Natural Plant Protection

We formulate targeted sustainable bio solutions that are made of natural sources or are used for organic farming and instrumental in protecting crops, improving soil health and plant resilience, as well as increasing yield.

ZEBA

Soil health is essential for proper growth of crops. UPL's Zeba is a patented, granular, free-flowing technology, which helps us successfully manage soil and soil water, and which contributes to holistic improvements in soil health parameters. Through UPL Zeba, we enable growers to directly increase water efficiency and improve soil nutrition. UPL Zeba is eco-friendly as well as it leaves no residues across its range of applications.

SEEDS ADVANTA SEEDS

Smart seed development combines the most advanced techniques in conventional plant breeding with biotechnology to develop high performance seeds. We invested in state-of-the-art, proprietary technologies, capacities and capabilities to identify and cater to region-specific demands. This has helped us emerge as the global leader in developing disease-resistant and high yielding seed varieties with multiple traits.

Key crops

- Grain Sorghum
- Forages
- Corn
- Canola
- Sunflower
- Rice
- Wheat
- Soya
- Pearl Millet
- Biofumingants
- Oats
- Mustard
- Alfalfa

SERVICES NURTURE.FARM

Our global AgTech platform is delivering complete solutions for growers, inclusive of services, technologies, decarbonisation techniques, connectivity offerings to empower them with sustainable outcomes and the resilience they need to grow.

POST-HARVEST DECCO

This business segment ensures continuous innovation for smarter and safer technologies to protect freshness, flavour and nutritional value, while minimising food waste throughout the food system.

- Grain storage
- Fruit storage
- Potato storage
- Research and development

IMPACT STORY:
FOOD SECURITY

Providing food for all

UPL strives to ensure that farmers can grow nutritious and quality food worldwide. In this, sustainability is being reimagined with an open network to create growth opportunities for all. With our innovative portfolio, we are addressing grower's pain points and helping bring quality nutrition to the masses.

NATURAL PLANT PROTECTION

Human population is expected to grow to 9.7[1] billion by 2050. Ensuring food security for 9 billion+ people is no mean feat. UPL is committed to making it a reality through our innovative Natural Plant Protection (NPP) business and our Decco business. Along with their global partners, we continue to work on the challenges of farmers at each region to ensure the enhancement of crop yields across the value chain. Our approach to ensuring food security involves higher yield, safer food and proper storage of various agricultural products.

Over the years, we have established ourselves as the world's largest manufacturer and distributor of BioSolutions. We launched our NPP business segment with the intention of further enhancing our BioSolutions capacity. NPP acts as a standalone brand in charge of our BioSolutions portfolio. Along with our diverse portfolio, we also have a very large global distribution network, which enables us to leave our brand footprint in many countries. Our strength lies in bringing new products to the global market at a rapid pace, which has been of great help for growers.

Ensuring that everyone on the planet is well-fed is integral to our success. Our BioSolutions has the capability to change the world for the better. We have picked up our learnings from one market and applied those in other markets. We have been consistent in adding products to our portfolio, creating and maintaining global partnerships, improving farmer resilience, contributing to environmental sustainability and positively impacting our food value chains across the globe.

[1]World Bank

Impact of NPP

#1 in BioSolutions in the world

7% Share in Revenue

9 Mfg sites,
6 Labs globally

10 New molecules in the pipeline

UPL DECCO

Decco, our post-harvest company is entrusted with improving the shelf life of fruits through its specialised portfolio of fruit and vegetables coatings, decay control fungicides and storage solutions. Around 45% of all fruit and vegetables are thrown away, and DECCO is focused on minimising this wastage. In a globalised world, damage to fruits and vegetables during transportation and packaging is common. DECCO is focused on preventing the damages and consequently minimising the losses incurred.

DECCO provides post-harvest services and solutions with great customer intimacy, and a clear purpose - to enable more and better fresh food for the world. Decco is one of the world's largest post-harvest company providing solutions to growers, packers and retailers for key crops across the world. To sustain the position, Decco has invested in smarter and sustainable solutions that ensure fresh produce can thrive in various conditions and circumstances. We are focused on increasing our product portfolio, which we believe is a major step forward towards solving the issue of food safety and food security.

Decco's main categories of solutions:

- Decco Natural Coatings: Aimed at protecting fruits against dehydration, these products help in maintaining the natural appearance of fruit during the food supply chain, protecting the firmness of its pulp, keeping produce fresher for longer
- Decco Biofungicides: Decco has successfully launched one of the first post-harvest bio-fungicides for apack-out for key organic producers in US
- Decco DMN: Together with orange oil (a natural product), Decco is providing a perfect and sustainable solution for potato storage, one of the largest global crop
- Decco Fullcover: An electrostatic application system that allows the application of very low volumes of fruit coatings while ensuring that fruits, which are sensitive to water-based coatings can have their life extended

Decco is aimed at making the fruit and vegetables market more profitable for growers and ensuring that wastage is minimised. With this aim, growers are incentivised to keep increasing fresh production as DECCO ensures that their hard work is not impacted by any unfavourable situations.

Impact of Decco

~1.5 million tonnes
Fruits saved worldwide, annually

8.9 million tonnes
Of citrus fruits treated annually

Growing robust value with prudence as fodder

At UPL, our consistent focus remains on effective utilisation of our key business resources to create maximum value for our stakeholders.

Resources we deploy

FINANCIAL CAPITAL

The financial resources deployed by us for seamless operations.

- Equity: ₹ 24,662 crore
- Net debt: ₹ 18,906 crore
- Retained earnings: ₹ 21,522 crore

SOCIAL AND RELATIONSHIP CAPITAL

Our relationship with and efforts towards our key stakeholders in the business value chain and our communities are critical social licences to operate and determinants of our reputation.

- Supplier strength: 3,137*
- Trade body membership: 20+
- CSR spends: ₹ 27 crore

INTELLECTUAL CAPITAL

Our proprietary knowledge and market insights help us develop innovative solutions and strengthen our market leadership

- R&D facilities: 30
- R&D spend: ~3% of the revenues
- Patents granted: 1,502
- Registrations: 13,464[1]
- R&D professionals: 1,000+

HUMAN CAPITAL

Our business aspirations are executed and strengthened by the expertise, knowledge, motivation and conduct of our employees.

- Workforce strength: 13,000+
- Women in the workforce: 14.3%

MANUFACTURED CAPITAL

Comprises our physical assets, including manufacturing assets, which we effectively utilise to maximise output while optimising cost. We ensure safety and reliability of our operations to drive excellence.

- Manufacturing units: 42
- Capex: ₹ 2,688 crore

NATURAL CAPITAL

We use natural resources to deliver value-added products for our customers. The optimum usage of natural resources and waste reduction is a business imperative at UPL.

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

[1]UPL Limited and its subsidiaries

*Total global suppliers count for raw material, packaging and traded goods for crop protection business

Value creation model

PILLARS

Vision

To Be An Icon For Technology Growth And Innovation.

Mission

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

Values

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

Core process competence

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

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 whole-sellers/traders
- Food manufacturers
- Food retailers
- Consumers
- Industry associations
- Media
- Co-operatives
- Government
- Restaurant
- Agriculture chemical distributors
- Non-government organisations

Outcomes

FINANCIAL

19% Growth in revenues

19% Growth in EBIDTA

₹10/share dividend

₹45.87, +26% EPS

INTELLECTUAL

1,502 New patents across the globe

21.4% Innovation rate

ENVIRONMENT

60% Plants are zero liquid discharge

7% [2] Reduction in per tonne CO_2 emissions

11%[2] Reduction in per tonne water consumption

17%[2] Reduction in per tonne waste disposal

2 Water, CO_2 emission and waste disposal numbers are subject to verification by third-party assurance

PEOPLE

LTIFR: **0.44**

Strengthening the team through fresh recruits

SOCIAL

~1 million CSR beneficiaries

~70% - Global spend covered through Procurement Sustainability Assessment programme

IMPACT STORY:
GIGATON CARBON GOAL

Ensuring a climate positive future of agriculture

We recognise the importance of immediate reduction in the carbon content in atmosphere through the incorporation of widespread sustainable practices across our markets by using agriculture as a tool to combat climate change.

In 2021, we initiated 'The Gigaton Carbon Goal' through which we intend to reduce the atmospheric carbon dioxide by 1 Gigaton by 2040. 1 Gigaton of carbon dioxide is almost equivalent to two years of emissions for a developing economy such as Brazil. We followed up the initiative with several actions across our markets, which involve the implementation of sustainable agricultural solutions at the highest scale and efficiency possible to meet this goal. We are focused on encouraging farmers to incorporate solutions, which are beneficial for them and the environment.

We are committed to working with more reputed and reliable organisations and partners, which will push us in achieving our region-specific goals leading to the achievement of our Global Carbon Goal. Together with our partners, we will ensure that farmers are incentivised to create and modify their respective farming ecosystems in a way in which they generate carbon credits for themselves. Carbon credits will empower farmers by providing them with exposure to additional financial resources and partners, skyrocketing their individual growth and adding to the collective well-being of the environment in which they function.

Impact

Events launched in Brazil, Chile, Europe

Utilise and modify 1 million hectare of land in the first phase

Generates revenue opportunity for farmers

DEVELOPMENTS OF THE PROJECT

We implemented a pilot phase of the programme, which will last from 2021 to 2024. It will take place in Brazil, Argentina, India, USA and some European countries giving us a better picture of the initial perception of the farmers across these markets. These markets have huge agricultural output. Our pilot phase will provide us with a holistic understanding of the processes undertaken allowing us to make necessary tweaks to decisions and polishing aspects to accelerate our accomplishment of the Gigaton Carbon Goal by 2040. Our first phase revolves around utilising and modifying 1 million hectares of land, which we will gradually scale up following 2024.

Our scaling up phase will follow first phase between 2025 and 2040 globally. We are going to implement several changes with the insight of our partners and the learnings from our first phase. This will enable farmers to take more precise and productive decisions. In the scaling up phase, we intend to impact 100+ million hectares around the world, which is equivalent to 100+ million soccer fields. Through this phase, we are aiming at modernising agricultural practices and incentivising farmers across the globe to incorporate sustainable practices.

We also launched the 'Radicle challenge', the first global competition to identify and upgrade the best soil-carbon technologies. We will leverage these technologies to empower small grower farmers around the globe enabling them to achieve their respective 'net zero goals'. We worked to incentivise farmers with a prize money of US$ 1.25 million of equity investment from UPL.

FIFA Foundation has been one of our instrumental partners in this initiative. Together, we are working towards sustainable development across the globe.

25%+
Of global GHG emissions are from food, agriculture practice and land use change

Source: FAO

THE JOURNEY

Global launch 2021-22	2021-24	2025+	2040
Global launch event in Brazil[1]	+1 million HA	Scale up phase towards 100M Ha	+100M Ha

[1]Followed by global launches in Chile and Europe

CHAIRMAN'S MESSAGE

Driving impact-led sustainability agenda

Dear Shareholders,

The pandemic has rigorously stress tested our collective human resilience in the past two years, and we have worked to fight back valiantly and look forward to a brighter future. However, its consequences would be felt for years to come. Learnings from it need to be put into practice at unprecedented speed and scale to ward off similar crisis in the future. The trajectory of how a health crisis snowballed into an economic one and further to a humanitarian emergency has come with a valuable lesson – the ardent need to deliver sustainable solutions for real impact.

As an organisation, UPL has remained steadfast in its commitment to delivering innovative solutions to strengthen farmer resilience. We have established a distinct and differentiated space by solving problems faced by farmers across the world by innovating at scale, enabling them to practice sustainable farming and ensuring a steady and reliable income. In the process, we have created a robust business model that is sustainable by design and capable of adapting to the changing times.

ENSURING GLOBAL FOOD SECURITY

As if the pandemic was not enough, the recent geopolitical tensions have come as a major blow to global food production and supply chains, making food less accessible and affordable especially to the vulnerable communities already reeling under loss of livelihood. With arable lands globally continuing to shrink under the pressure of a rising population, rapid urbanisation, desertification, floods, droughts and climate change, the need to transform the farm sector rapidly to create positive impact on yield and quality has never been so pronounced.

At UPL, we have prioritised global long-term solutions and are making the agricultural sector efficient and sustainable. We have invested heavily to enhance our R&D capabilities across the globe, which enables us to identify and address even region-specific issues such as production efficiency and waste minimisation at the end of the product lifecycle. Our OpenAg network brings together farmers, food producers, consumers and supermarkets on a common platform to explore new ideas, methods, ways and answers towards sustainable farming and food security.

As an organisation, UPL has remained steadfast in its commitment to delivering innovative solutions to strengthen farmer resilience. We have established a distinct and differentiated space by solving problems faced by farmers across the world by innovating at scale, enabling them to practice sustainable farming and ensuring a steady and reliable income.

GIVING BACK TO SOCIETY

Our CSR efforts are directed towards empowering, strengthening and developing communities on a global scale. We undertake focused interventions in the areas of quality education, entrepreneurship, skill development, forestry, disaster management, proper sanitation and much more. Our collaborations with multiple NGOs across the world enhance our reach and widen the scale of social impact.

UPL'S ETHOS

We uphold the highest standards of corporate governance. Our core values define who we are and help us in fulfilling our mission of making every single food product more sustainable. Our ambition to make a more equitable and fairer world pushes us to take more responsibility and work harder. We have grown exponentially, guided by our experienced and diligent leadership team.

At UPL, we have prioritised global, long-term solutions and are making the agricultural sector efficient and sustainable. We have invested in enhancing our R&D capabilities across the globe, which enables us to identify and address even region-specific issues such as production efficiency and waste minimisation at the end of the product lifecycle.

We are committed to zero harm. However, our Ankleshwar unit experienced an unfortunate incident and five people sustained injuries. Our emergency response team worked alongside the local fire brigade to stabilise and tackle this unfortunate incident. We immediately launched an investigation to find the root cause behind this fire and implemented necessary measures to ensure that such incidents do not recur in the future in any of our locations.

In a bid to reward our shareholders, we announced and completed a buyback of shares through open market route for about ₹ 1,100 crore.

CONTINUING RESPONSIBLE LEADERSHIP

In addition to assisting farmers in making the most of their land, we contribute to a sustainable society. We make a conscious effort to reduce our carbon impact and provide more sustainable solutions. We have aligned with the UN SDGs and signed the climate pledge to show our dedication to sustainable farming and production methods and to continue to advance our company.

I take this opportunity to welcome Ms. Naina Lal Kidwai to the Board as Independent Director. Ms. Kidwai comes with rich experience in banking and other sectors. Her inclusion will strengthen the Board and help UPL achieve the value creation goals for its stakeholders.

In conclusion, I express my sincerest gratitude to every stakeholder for their contribution in our journey so far. Without them, we would not have reached where we are today and would not be able to continue delivering impact.

R.D. Shroff
Chairman and Managing Director

Making the food value chain sustainable

Dear Shareholders,

The financial year 2022 was no less challenging than its predecessor, as the successive waves of the pandemic continued to overwhelm life and livelihood across the world. With uncertainty looming large, the escalation of the Russia-Ukraine conflict further aggravated the situation, leading to spiralling inflation as supply chains remained fragile. In this context, our exemplary performance reflects the resilience of our business model and relentless focus on building a sustainable future.

We crossed an important milestone in our exciting journey, with our EBITDA surpassing ₹ 10,000 crore in FY 2022. The success of this milestone can be attributed to the OpenAg platform we announced in 2019. It has helped us transform from just an agrochemical product supplier to a provider of solutions, aimed at the challenges of the farmers and helped us strengthen our relationship with them. Subsequently, we have gained both market share in almost every operating market and also wallet share of the growers. Despite the external challenges, we ensured seamless supply to our customers, which validates the investments we have made over the years to better integrate the value chain.

It also gives me pleasure to welcome Mike Frank as the COO of UPL. His rich experience, global perspective, unmatched entrepreneurial style with hands-on approach, a deep understanding of global food security challenges, and passion for environmental and economic sustainability, resonate with the ethos of UPL. Under his leadership, I am confident our Company will reach newer heights.

ADDRESSING THE NEED OF THE HOUR

The recently concluded COP26 has renewed the importance of climate-smart agriculture. There have been increasing instances of soil degeneration, lower availability of water, and unseasonal rains impacting agriculture productivity. We have adopted a multi-pronged approach to make the entire agriculture value chain sustainable, under our overarching OpenAg strategy. Our seed company Advanta brings transformative seed technology to the market while our BioSolutions offerings under the NPP platform is already a market leader. Our digital platform for farmers, nurture.farm disseminates information on trying out newer crops, provides scientific advices and helps in ensuring better crop health, making farmers more resilient. Additionally, food processing companies are increasingly focusing on traceability to ensure responsible sourcing and create sustainable food. We are also working towards developing platforms to enable traceability of food.

One of the key drivers of sustainable agriculture is change in the behaviour and practices of the farmers, which needs to be rewarded. We launched the Gigaton challenge to help reduce emissions. Our carbon capture project is enabling farmers to access carbon markets, thereby incentivising them to adopt sustainable and regenerative practices. We are working with reputed carbon certification organisations, enabling farming ecosystems to create, implement, and validate carbon emission and carbon capture protocols that will generate carbon credits. This initiative has the potential to generate billions of dollars of additional income for farmers worldwide. As a step forward, we became the first company in India to sell field crop agriculture carbon credits.

COLLABORATING TO ACCELERATE CHANGE

We strongly believe in the power of open collaboration to connect people with game-changing technologies and solutions. We partnered with FMC and launched our first product with the active ingredient CTPR. We also have a partnership with Mitsui on a new and novel active ingredient. We have recently partnered with Christian Hansen, one of the leading companies in discovering new microbial technologies. We have one product ready for launch in Brazil this year and six more are in the pipeline. Our new go-to-market collaboration with Bunge in Brazil would help growers manage risk and get access to seeds, fertilisers and crop protection products.

REINFORCING OUR PLEDGE

We became the first signatory to The Climate Pledge (TCP) from the agricultural inputs, solutions, and technologies sector. We are excited to join a community that will share knowledge, ideas, and best practices to address the challenges of climate change, food security, biodiversity loss, and water scarcity. Besides, our Green Cell, the dedicated internal team engaged in reducing our environmental footprint, has taken several measures to reduce emission, solid and liquid waste generation. We have taken significant strides towards energy transition and committed to source 50% of our total energy required from renewable sources in the near to medium term.

Open challenge

We launched The Radicle Carbon and Soil Challenge in partnership with Radicle Growth, to pool the best ideas, innovators, start-ups and scientists that will help protect and preserve one of our most valuable natural assets: soil. The challenge provides a platform to explore disruptive and innovative technologies across the entire food value chain, covering soil health, digital tools, supply chain tech, biologicals, plant nutrition, fintech, carbon markets, MRV, new business models, and livestock management. The winning two startups received US$ 1.25 million of equity investments from us.

ROBUST FUNDAMENTALS

Building a robust supply chain to complement our product and solutions strategy has been a prime focus area for us. Our investments in supply chain over the last five years were vindicated during the pandemic when we could service the market seamlessly despite the global supply chain challenges, thereby gaining the invaluable trust of our customers across the globe.

While we rapidly expand our horizon, we are committed to strengthening our fundamentals. Our focus on quality growth driven by high-margin, differentiated and sustainable solutions, accelerated penetration in select markets and segments, and efficient cost and supply chain management, continue to give us optimism. We will further focus on optimising working capital and investments, helping us improve our ROCE. We are committed to maintain our investment grade credit rating.

READY FOR TOMORROW

Today, we stand at an important juncture in our transformation journey. Our vision of reimagining sustainability has started yielding impact, and small steps towards sustainability in agriculture is expected to have a multiplier effect in future. We are aggressively integrating automation with digitalisation of services to drive farm productivity. I express my gratitude to our team of 13,000+ people across the globe who are constantly motivated by our vision to bring material change in the world through sustainable agriculture. Their unwavering focus and determination have helped us consistently outperform the industry. The journey ahead seems inspiring. With our consistent focus on differentiated and sustainable solutions, we are confident of growing our market share significantly in the next five years.

I also thank our stakeholders for their continued support.

Jai Shroff
Global CEO

PRESIDENT AND COO'S STATEMENT

Delivering all-round performance

Dear Shareholders,

It gives me immense pleasure to share with you my first annual review as the COO of UPL. It was a year of inspiring performance for UPL. The continuation of the pandemic with disarray in supply chains and sharp increase in raw material prices in a very short span, put significant pressure on margins, particularly in the second half of the calendar year 2021, but we recovered well in Q4FY22, thereby delivering robust all-round performance for the full year FY 2022, with revenue and EBITDA both growing by 19%.

Our OpenAg strategy have started delivering results, with our return on capital employed (RoCE) improving by 170 bps to 15.6%. At the granular level, growth in off-patent products was largely driven by price increases while bulk of the growth in our differentiated and sustainable products was driven by higher volumes, which attests to the increased adoption by farmers across the world.

PERFORMANCE BY REGION

We reported solid performance across regions. Despite some weather-related challenges in Mexico and Argentina, our business in Latin America reported 21% y-o-y growth. The North American business grew 37%, driven by both herbicides and insecticides portfolio. The European business witnessed moderate growth at 7% with our sustainable solutions growing at a much faster rate. The Indian business too demonstrated impressive performance, growing 22% y-o-y. Our rest of the world business, which includes Africa and other markets, reported 11% growth over the previous year. We delivered strong EBITDA growth even as we continued to make strategic investments in manufacturing capacities, product innovation, and new initiatives such as the natural plant protection (which is our bio-solution platform) and nurture.farm (our digital platform) among others to deepen our farmer connect.

LEVERAGING OUR STRENGTHS

Over the years, one of our key strengths has been our integrated business model, which insulated us to a large extent against the supply chain disruptions currently being faced by the industry. Our strong manufacturing base in India, coupled with our globally diversified units, helped us assure quality as well as consistent supply.

Post-patent is another area of strength, contributing close to ~70% of our topline today. Over the past two years, we have launched more than 80 products in the market. Further, US$ 5 billion worth of molecules are going off-patent in the next 5 years. Our research team is working on target molecules and has created a pipeline of products to be launched as soon as the active ingredients go off-patent.

BUILDING A SUSTAINABLE ECOSYSTEM

At UPL, we look at sustainability from two angles – manufacturing and supply chain processes, and product portfolio that is aimed at making agriculture sustainable at a local and global level. Globally, the per capita agricultural land is shrinking, and climate change is making agriculture unviable in different regions. The need of the hour is to make the agriculture system more productive, which will help feed the growing population on one hand and increase the farmer income on the other. We make multiple interventions with solutions spanning practices, products and services across the crop cycle. We combine sustainable, scientific, high-yield practices across the agriculture value chain with centralised access to diverse, curated products, services and intelligence across input and output for sustainable farming at scale. Our ProNutiva solution not just replaces a conventional crop protection product with a more sustainable one, but goes beyond to combine traditional solutions with BioSolutions to make crops more durable, fight pests and reduce the impact of agriculture on the environment.

Our Nurture platform on the other hand has been an incredible effort, enabling farm mechanisation, digital interventions for sustainable agriculture, food traceability to trace the origins of ingredients of food across the production value chain, and carbon management. With more companies across the world committing to carbon neutrality leading to the opening up of the carbon markets, we expect the farmers to be increasingly rewarded for their successful transition to sustainable agriculture. We are the first company in the world to trade field crop agriculture carbon credits, selling around 20,000 credits from the rice farmers who were able to reduce methane generation.

BUILDING AN AGILE CULTURE

One of the key initiatives we are taking at UPL is to create a distinctive culture for our people to make the organisation future-ready. We are continuously investing in upskilling our people, creating an enabling environment for agile decision-making and enhancing focus on our customers. We have been able to attract some of the best talents from across the globe. They resonate with our purpose of reimagining sustainability and making real world impact through our products and solutions.

Building a strong repository of intellectual property

We have an incredible team of scientists that has helped us secure patents across herbicides, insecticides, fungicides and also BioSolutions. We have over 1,500 granted patents and more than 3,000 awaiting approval and these span various invention types - method of use, formulations, process, combination and composition. More than one-third of our revenues from last year was covered by one or more of these patents, reflecting their importance in driving business growth.

POISED FOR AN EXCITING FUTURE

As we move ahead, we have identified three clear growth engines. First, we expect strong growth from our differentiated and sustainable products. In the last year, the mix between post-patent and differentiated and sustainable was around 71:29. The highly fragmented sustainable solutions market has immense growth potential. We have created a pipeline of products with more than US$ 5 billion of value and more than half of that pipeline is expected to be launched globally in the next five years, enabling us to grow our leadership. We expect that more than 50% of our revenue by FY 2027 will be derived from differentiated and sustainable solutions. This change in our mix is part of our commitment to help growers succeed, expand our margins while creating sustainable agriculture practices.

Second, we are making focused investments in our top 22 countries by revenue, which represent about 80% of the global crop protection product marketplace today. In these target countries, we are implementing multiple initiatives to strengthen our presence and drive robust growth in our differentiated and sustainable solutions portfolio.

Third, our off-patent product pipeline, which offers tremendous growth opportunities, will provide another layer of growth for us over the next several years. These new off-patent products will also play an important role in our creation of new and differentiated products, as we leverage our capability to create formulated combinations that create unique value for growers. Finally, we will continue to strengthen the ProNutiva business with the introduction of newer solutions, combining BioSolutions along with traditional chemistry to help drive productivity and sustainability for our customers.

In addition, we have been continuously strengthening our balance sheet. During the year, we raised the second tranche of US$ 700 million sustainability linked loan (SLL), which resulted in a reduction of interest cost by 35 bps and an opportunity to further reduce by 5 bps on achieving the agreed sustainability targets. The swapping of US$ 1.45 billion acquisition loan to SLL (US$ 750 mn first tranche in April 2021) also points to our focus on linking sustainability and ESG performance to financial performance.

IN CONCLUSION

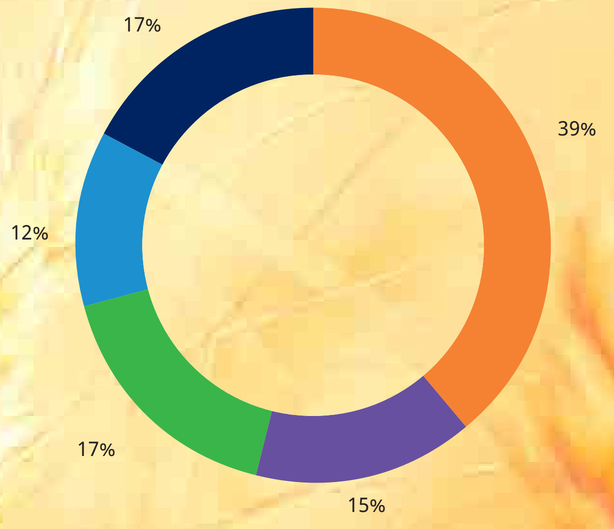
I would like to thank our team across the globe for their agility and unwavering customer focus, which provides the foundation for our growth today and going forward. I also thank our shareholders for their support, continued confidence and shared belief in the future of UPL.

Mike Frank
President and Chief Operating Officer

Strong growth across regions

CROP PROTECTION

Sales mix by region



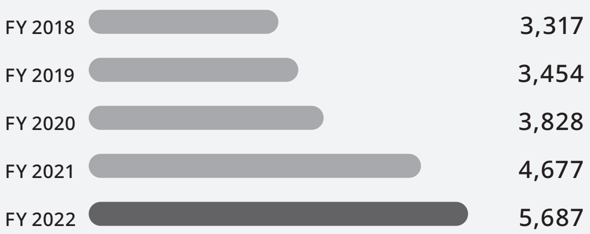
India

15
Manufacturing plants

22%
Revenue growth in FY 2022

12%
Contribution to total revenue

REVENUE FROM REGION
(₹ crore)



Core brands

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

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

NPP BioSolutions

Macarena® | Opteine® | Gainexa® | Copio® | Wuxal®

New products launched

Kinsta® | Shenzi® | Triskele® | Trishuk® | Centurion® | Canora®

*These trademarks are used by UPL under licences or other permissions from third-party owners

Highlights of FY 2022

- The Indian government offered collaboration opportunities with the industry and academia to promote integrated use of crop protection and BioSolutions to increase yield across the country, which has created opportunities for investment. Some of the specific initiatives include National Food Security Mission (NFSM), Rashtriya Krishi Vikas Yojana (RKVY), and Mission on Integrated Development of Horticulture (MIDH). A rising economy has led to greater demand for agricultural products.
- Strong focus on new product launches, coupled with improved pricing for our products provided a strong momentum to achieve healthy growth of 22%, leading to estimated market share gains.
- Despite adverse weather conditions (high post-monsoon rainfall) slowing growth in third quarter in large parts of the country, we bounced back strongly in the last quarter, registering a Q-o-Q growth of ~63% versus previous year. Additionally, we also expanded our presence in vegetables portfolio, and increased market share in corn.
- In Q4, we launched Triskele® and Trishuk®, which is India's first approved three-way foliar herbicide for controlling grasses, broad leaves and sedges for sugarcane.
- ProNutiva strategy in India continued to see rapid traction in FY 2022, as acres serviced doubled to 1.7 million acres, supporting over 220,000 farmers by way of improved yields and incomes. ProNutiva constitutes ~8% of total revenue in India.
- Through investments and expansion of our nurture.farm platform, we have successfully onboarded over 1.5 million farmers, leading to their enhanced economic resilience and sustainable outcomes.
- Zeba®, a patented soil conditioner/amendment solution, has been extended to new farmers and crops in several new areas of the country.

Outlook

- In FY 2023, we expect to deliver double-digit growth, with focus on outgrowing the market in the next five years, supported by India's macroeconomic drivers and increasing urban and rural incomes. Additionally, increased exports also expected to improve demand for agricultural products.
- Our growth will be driven by our accelerated growth in high margin NPP BioSolutions and impactful new product launches, addressing key farmer pain points, often supported by strong collaborations, including:
  - UPL's strategic partnership with MMAG (a Mitsui Chemicals Company) for access to patented Flupyrimin is set to enhance our rice insecticide offering in India, and the first solutions are expected to be launched in FY 2023
  - As part of our global FMC collaboration, we also completed the construction of the manufacturing plant in India for Chlorantraniliprole (CTPR) insecticide, with qualifications on-going for production commencement by Q2 FY 2023. Shenzi®, the first Chlorantraniliprole based solution, was also launched in India in FY 2022, with new value-added solutions expected in the future
- Further, nurture.farm, the integrated digital solutions platform will continue to help farmers achieve economic resilience and sustainable outcomes. Within the next 3 years, we plan to serve over 40 million acres, with over 6 million farmers and 300,000 retailers onboarded
- Our new, state-of-the-art R&D lab in Thane is expected to enhance our capabilities in the development of chemical processes, formulations and analytical chemistry. Our recently established NPP BioSolutions R&D and manufacturing facility in Bengaluru will also bring a strong pipeline of biological solutions to India and other countries
- In addition to bolstering our R&D capabilities, we have expanded capacities and upgraded our plants to improve efficiencies and ensure continued sustainable growth
- Continued growth will be driven by improving the lives of farmers, a theme central to our customer-centric approach

Latin America

9 Manufacturing plants

21% Revenue growth in FY 2022

39% Contribution to total revenue

REVENUE FROM REGION
(₹ crore)

FY 2018	5,692
FY 2019	11,074
FY 2020	13,764
FY 2021	14,863
FY 2022	18,039

Core brands

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

Sperto® | Perito® | Select® | Unizeb Gold® | Triclon® ImidaGold®| Dinamic® | Tridium® | Evolution®| Strim® | Manzate® | Zartan® | Vitavax® | Shenzi® | Glifosol® | Vondozeb®

NPP BioSolutions

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

New products launched

Evolution® | Shenzi®

Highlights of FY 2022

- Robust regional growth, driven by Brazil, primarily in herbicides and insecticides. We also continue to be among the leaders in several other Latin American countries (e.g. Colombia and Chile)
- Despite currency volatility in several major regional economies (e.g. Brazil, Mexico), along with global inflationary impact, we performed strongly, through our agility, and quick response to disruptions
- UPL launched key new products in FY 2022, including novel fungicide Evolution® (in Brazil), providing three-way protection against Asian Soybean Rust, and insecticide Shenzi® (chlorantraniliprole based, in Brazil and Mexico), that are expected to bring key solutions to growers, helping us in consolidating our market position
- To strengthen on-the-ground farmer proximity, we offered consulting/certification services for food value chain in Brazil, and digital services to support sustainable agriculture.

Outlook

- In FY 2023, we expect to deliver high single-digit growth in LATAM, while planning to outgrow the market in the next five years, through launches of our high-margin, differentiated and sustainable solutions from our R&D pipeline. For example, our global strategic collaboration with Chr. Hansen on microbial biosolutions is expected to bring new NPP BioSolutions to growers globally, with the first bionematicide launch planned in Brazil in early 2023.
- Our NPP BioSolutions growth shall be through dedicated teams, helped by continued traction of our integrated ProNutiva solutions. This approach combines NPP BioSolutions with conventional crop protection for increased soil and seed health, enabling crops to realise their potential.
- Additionally, we will continue to enhance our proximity to farmers, as exemplified by our long-term collaborations with Bunge in Brazil:
  - Through Bunge's investment in Sinagro, one of our associate companies in Brazil, we expect to maximise opportunities with small and mid-sized farms, with improved risk management and logistics capabilities
  - In addition, as recently announced, we partnered with Bunge to form Origeo in Brazil, a new company that will provide end-to-end solutions to large farms in Brazil's MAPITOBAPA macro-region. This deal is subject to the approval of the Administrative Council for Economic Defense (CADE)

Europe

10 Manufacturing plants

7% Revenue growth in FY 2022

15% Contribution to total revenue

REVENUE FROM REGION
(₹ crore)

FY 2018	2,305
FY 2019	5,752
FY 2020[1]	5,714
FY 2021	6,422
FY 2022	6,893

[1]Regrouping of businesses on account of regional alignment done in FY 2020 revenues

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®* | Langis® | Signal™

NPP BioSolutions

Thiopron® | Microthiol® | Argos® | Vacciplant®

New products launched

Argos® | Vuvuzela® | Spirox®| Shenzi®

Highlights of FY 2022

- Growth in the region led by fungicides, herbicides and NPP BioSolutions, despite overall adverse conditions, including Euro devaluation against the US Dollar resulted in loss of sales due to product bans, and ongoing Russia-Ukraine conflict starting in Q4
- Strong performance in the DACH region and France drove growth regionally
- Enhanced Open Innovation capability through investments in new field research stations in Spain and the UK

Outlook

- In FY 2023, our target is to deliver high single-digit growth in Europe, while planning to outgrow the market in the next five years, through launches of our high-margin, differentiated and sustainable solutions from our R&D pipeline and accelerated NPP BioSolutions growth, off-setting the continued impact caused by product bans in the EU.
- Our growth in NPP BioSolutions will be helped by continued traction in the development of integrated ProNutiva solutions. In addition, we will leverage the establishment of dedicated NPP teams to enhance the communication of the value proposition of our BioSolutions, and grow the adoption at the farm level, with a strong need being created by EU's Green Deal.
- Despite the uncertainties related to ongoing Russia-Ukraine conflict, we remain committed to serving farmers in the region.
- Accelerated penetration in select markets, crops and segments to drive our growth, while enhancing our proximity to farmers.

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North America

1 Manufacturing plants

37% Revenue growth in FY 2022

17% Contribution to total revenue

REVENUE FROM REGION
(₹ crore)

FY 2018	3,083
FY 2019	4,967
FY 2020	5,635
FY 2021	5,691
FY 2022	7,808

Core brands

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

Interline® | Lifeline® | Vigilant® | Bifenture® | Rimon®* | Comite® | Moccasin®| Assail®* | Dimilin® | Everest® | Evito® | Manzate® | Penncozeb®

NPP BioSolutions

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

New products launched

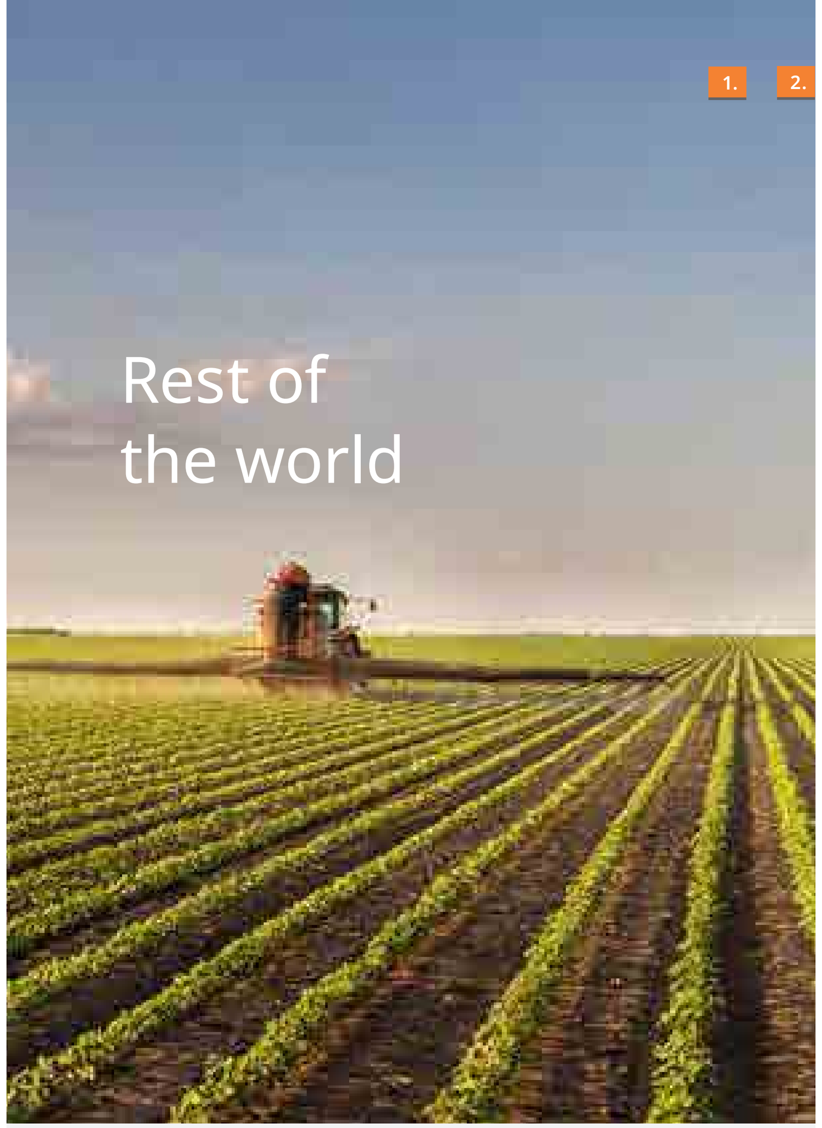
Intermoc® | Tepera® Plus HD

Highlights of FY 2022

- Strong growth of ~37% in FY 2022, driven by higher demand through increased investments by growers in their crops, coupled with estimated market share gains, favourably impacting crop protection and seed treatment products in row crops
- Herbicide growth was led by glufosinate products, while insecticides had overall robust growth, supported by better commodity prices, tight supply and favourable channel stock
- We will continue to strengthen ourselves through our global strategic collaboration with Chr. Hansen on microbial BioSolutions that is expected to bring new NPP BioSolutions to growers in North America (regulatory submissions made in USA) and globally

Outlook

- In FY 2023, we expect to deliver double-digit growth in the region while planning to outgrow the market in the next five years by bringing solutions to address unmet needs of farmers in the region.
- We expect to drive significant growth in the Midwest region by supporting key retailer strategies in corn and soybeans and increased field resources to accelerate soil and seed health growth, among other initiatives.
- In addition, by creating a dedicated NPP team in the region while complementing our offerings through internal R&D and open collaborations, we expect to continue to grow in this segment as exemplified by our long-term, strategic collaboration with Chr. Hansen.
- Value-added new product launches will support our growth, including Preview®, a metribuzin based herbicide, with superior residual control, offering pre-emergent as well as residual control of target weeds, across several crops, which is planned to be launched in FY 2023. In Canada, the launch of OHM® from our NPP BioSolutions portfolio, a highly concentrated biostimulant that optimises nutrient use efficiency in a variety of crops.



Rest of the world

7 Manufacturing plants

11% Revenue growth in FY 2022

17% Contribution to total revenue

REVENUE FROM REGION
(₹ crore)

FY 2018	3,109
FY 2019	6,369
FY 2020[1]	6,815
FY 2021	7,042
FY 2022	7,812

Regrouping of businesses on account of regional alignment done in FY 2020 revenues

Core brands

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

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

NPP BioSolutions

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

New products launched

Refuge® | Sweep® | Evito®| Vacciplant®

Highlights of FY 2022

- Overall growth of 11% in FY 2022, driven by fungicides, herbicides and insecticides, despite supply chain constraints
- Key growth sub-regions include Australia/New Zealand, South-East Asia, China and Southern Africa

Outlook

- Increasing demand due to rising population and higher per-capita income expected to drive future growth in the region, with double-digit growth anticipated in FY 2023, while planning to outgrow the market in the next five years.
- We have prioritised opportunities to address unmet needs of farmers in key crops, such as rice in select Asian countries, and expand our presence in segments and countries where we are under-represented.
- Our recent acquisition of Yoloo in China and PT Excel Meg in Indonesia have brought us closer to farmers and we will continue to build on these to drive our continued growth.
- Our NPP BioSolutions growth will be driven by dedicated teams, helped by continued traction of our integrated ProNutiva solutions and the expansion of our biological offerings.
- Multiple new product launches will also support our growth in the region.

Commitment to sustainability

- Guided by our OpenAg purpose, we will reimagine sustainability in everything we do, collaborating with farmers around the world to contribute towards The Gigaton Carbon Goal, which intends to reduce 1 Gigaton of CO_2 from the atmosphere by 2040, among other initiatives.

*These trademarks are used by UPL under licences or other permissions from third-party owners

Countries in South-East Asia includes Indonesia, Philippines, Malaysia, Thailand, Vietnam, Myanmar, Cambodia, Pakistan.

ADVANTA
Modern Science - Traditional Values

Key highlights

- Strong revenue growth driven by robust traction in field corn in India; corn, sunflower and sorghum in LATAM; and grain sorghum in Australia and USA
- Partially offset by subdued performance of fresh corn in Thailand
- Innovation rate improved significantly to 33% in FY 2022 versus 24% in FY 2021
- Strong traction in grain sorghum in Argentina, Australia and USA driven by proprietary technologies – Igrowth and Aphix
- Continued growth of vegetables portfolio in India coupled with expansion of portfolio into MENA region

Innovation rate % is based on product sales launched in or after FY 2018 as % of total sales for FY 2021, and in or after FY 2019 as % of total sales for FY 2022

900+ Hybrid varieties across 40+ crops

60+ Years of research expertise

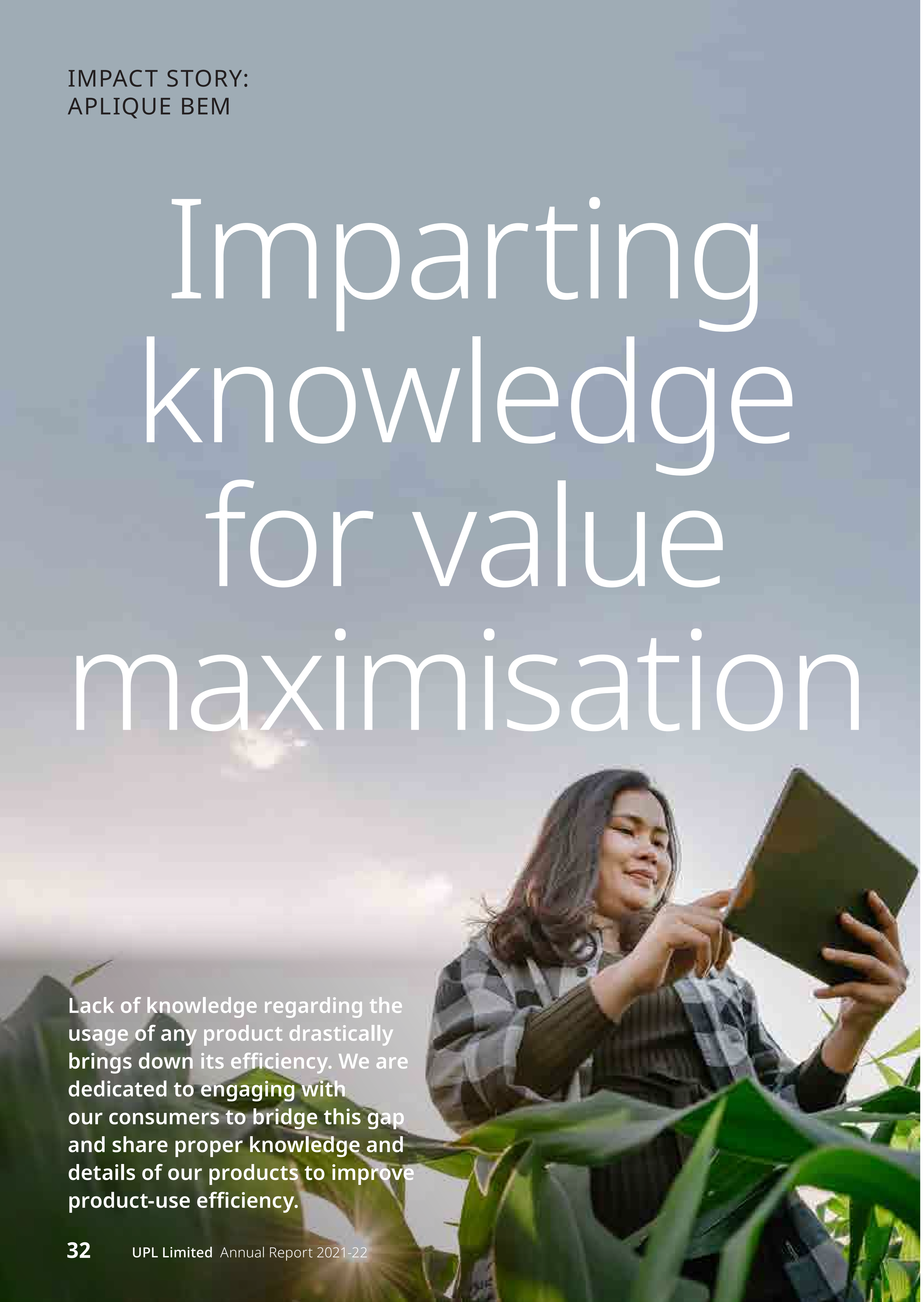
24 Production sites

84 Countries where we are present

REVENUE FROM REGION
(₹ crore)

FY 2018	1,532
FY 2019	1,996
FY 2020	2,056
FY 2021	2,405
FY 2022	2,985

Proforma financial includes Longreach, a joint venture company



IMPACT STORY:
APLIQUE BEM

Imparting knowledge for value maximisation

Lack of knowledge regarding the usage of any product drastically brings down its efficiency. We are dedicated to engaging with our consumers to bridge this gap and share proper knowledge and details of our products to improve product-use efficiency.

We have been consistently driving products and solutions, which act as a catalyst in the transformation to a sustainable agriculture model. Due to our constant creation of new products, farmers need to be educated on its intended use and expected impacts. To implement this effectively in Brazil, we launched 'Aplique Bem' stewardship and education programme to help our farmers in Brazil use our products safely and efficiently.

'Aplique Bem' has been designed to help our farmers maximise the value they get from our products. We have experienced a drastic shift in farmer behaviour as now we see that they are more open to learning programmes and trainings. This allows us to guide them through the entire product use process and ensure that the usage of our products is not only sustainable but also efficient and safe. Benefits of this programme include but are not limited to the improvements in productivity, reduction in farmer's exposure to harm, eradication of costly waste and optimal use of the product. Over the last 15 years, we have managed to train 75,000 farmers.

Our trainings in the programme have been intentionally made in a manner, which is easily understood by the agricultural workers enabling them to achieve impressive results in crop spraying. We share crucial information during the trainings regarding the health and safety measures, composition of the products, the correct use of Personal Protective Equipment (PPE) and concentration of the spray among others, directed towards reducing the potential risks on the environment and the communities.

The success of 'Aplique Bem' has not only attracted farmers but also universities and technical schools who wanted to know about us. We have established successful partnerships with Campinas Suppliers of Fruits and Vegetables products (CEASA), Citriculture Defense Fund (Fundecitrus) and many other entities such as Instituto Agronomico (IAC), among others. We signed a Term of Commitment with the Sao Paulo State Department of Agriculture to train 400 agricultural technicians of the government via Aplique Bem. Our state-of-the-art mobile laboratories also known as 'Tech Movel' enable us to improve our reach with the farmers.

The success of 'Aplique Bem' has led to different countries adopting a similar model in their respective regions. Colombia, Mexico, Vietnam, Burkina Faso, Ivory Coast, Republic of Mali and Ghana are few of the countries as of now, which have been conducting the trainings. We have further plans to expand our programme to other Latin American, African and South-East Asian nations. 'Aplique Bem' has already reached around 2,20,000+ people across the world, evolving from a 'pure farmer assistance' to a bigger and a wider social programme which drastically improves the lives of farmers and their families.

We have ventured into West Africa and have already led an increase in farmers' income for 5,300 farmers. Partnering with leading cocoa specialists such as Barry Callebaut; Olan and Cargill to aid us. We are constantly conducting education initiatives and trainings, which promote sustainable growing and strengthen local supply chains leading to an increase in yield and income for our farmers. We are also focused on conserving the forest areas and ensuring that economic growth of the region does not come at the expense of biodiversity.

'Aplique Bem' has already been recognised globally as we continue to expand this programme across the globe with the intention of training and educating farmers on the correct and the most efficient use of our products.

Impact

75,000
Farmers trained

2,20,000+
Beneficiaries

Identifying emerging opportunities to make pioneering impact

There has been steady increase in demand for agricultural products around the globe and we will require more food to feed people going forward. However, climate change and loss of arable lands will require the global agriculture ecosystem to be sustainable. At UPL, we are cognisant of the global megatrends impacting the sectors, and creating products and solutions addressing the issues of food security.

GROWING POPULATION AND CHANGING HABITS

It is estimated that the world will have to double its food production to feed the additional over 20%[1] population by 2050. This is largely driven by the increasing disposable income and changing food habits in the developing economies, which are anticipated to consume more in the future. The two-pronged strategy of increasing agricultural productivity and reducing pre-consumption food wastage, can help in providing sustainable food supply to meet the ever-increasing demand.

~2.4 billion
People did not have access to quality food in 2020[2]

[1]Source: World Bank
[2]Source: FAO

FOOD SUSTAINABILITY

The world population is expected to reach ~9.7 billion[1] by 2050. Providing fresh, secure and nutritious food to the human population amid increasing environmental degradation due to climate change is a growing challenge. Securing a stable supply chain of quality food while increasing sustainability of the food system across the globe is the only framework to tackle this problem.

CLIMATE CHANGE

Rising pressure on plantation ecosystems and the destruction of biodiversity because of the drastic impacts of climate change are impacting crop growth and quality across the globe. Rapid and restorative transformation to reverse the damage is the need of the hour.

REGENERATIVE AGRICULTURE

Regenerative agriculture has emerged as one of the key trends impacting the longevity of the agri ecosystem. It provides an opportunity to boost the resilience and adaptation of the food system at local and global levels, store carbon in the soil, mitigate climate change, regenerate ecosystems, and create a sustainable flow of nutrient-rich food for the increasing global population.

INCREASING USE OF FARM TECHNOLOGY

There has been increasing use of technology such as Internet of Things in the agriculture space to enhance efficiency of predictions in agriculture and agriculture supply chain. Meticulous Research expects the global agriculture IoT market to grow at a CAGR of 15.2% between 2019 and 2027 to reach a value of US$ 32.7 billion by FY 2027. The scope of IoT in agriculture spans drones to check or spray crops, utilise smart greenhouses and smart sensors to maximise yields while minimising the use of resources.

OUR RESPONSE TO GLOBAL TRENDS

We have been proactively identifying key megatrends and crafting solutions aimed at making global agriculture more sustainable and dynamic. Some of our responses are listed below.

- Providing solutions that conserve resources while improving farm productivity
- Reducing environmental impact of agriculture
- Continuously engaging with farmers to understand pain points and develop targeted solutions
- Bringing technology and farm mechanisation to drive productivity
- Providing essential linkages to farmers to drive farmer income

IMPACT STORY:
WOMEN'S NETWORK

Improving gender diversity

Women represent over 43% of the world's agricultural labour force. As we work to cement our leadership in global agriculture solutions domain, we want to maximise the representation of women at all levels in our organisation. Integrating empathy, inclusiveness, collaboration and intuition, competencies often associated with women, can provide us with a more effective, happier and an inspired workforce. It is also a prerequisite to an agile and innovative organisation – attributes which have been core to our success.

Our commitment to gender diversity and equality in the workplace has pushed us to establish goals for the programme. Our Global Women's Network provides female employees opportunities to enhance their careers and strive for professional development and personal growth through proper mentorship and support. One important goal is to increase the number of women in middle to senior management positions. Our Global Women's Network hosts activities at a global and regional level. With the leadership of Regional Ambassadors, programmes are customised to consider cultural differences, so all women can thrive.

During the past year, we conducted several essential and thought-provoking discussions. Our kick-off events held in June 2021 were attended by 250+ women and the members of our entire leadership team. The overwhelming engagement of the UPL community demonstrated the importance of the programme, allowing for momentum to be built throughout the year.

Due to the network, we saw ~3x growth in the number of female employees compared to men in FY 2022, we created a Global Steering Committee which ensures that our network is integrated across our offices, we appointed Regional Female Ambassadors who promote and encourage women to become a part of this network and lead regional initiatives, and we experienced a substantial, double-digit increase of women in senior/middle management in FY 2022.

Through the Global Women's Network, we would like to inspire inclusivity across our company and the agricultural sector. Diversity, inclusivity and openness have always been an essential part of our motto and we continue to strengthen it through our Global Women's Network.

Increase in gender diversity across the corporate ladder has been proven to enhance financial performance, competitive advantage and a drastic improvement in the happiness index of employees. We launched the Global Women's Network in March 2021 with the intention of attracting and developing female talent and providing them with a platform on which they can not only excel but achieve an optimum work-life balance.

Impact

- Over **350 women** have registered on the network
- Double-digit increase of women in senior/middle management positions in FY 2022
- Female employees growing at **~3x** rate of men
- 50% female candidates in university recruiting
- Glassdoor rating for diversity and inclusion significantly improved to 4.1 in February 2022

The future we are envisioning

At UPL, we have always focused on creating long-term value for all our stakeholders. We have taken many steps towards ensuring that we can create sustainable returns across our business segments

OUR FY 2027 AMBITIONS

7-10% p.a.
Long-term revenue growth

50%
Revenues from high margin, differentiated and sustainable solutions

US$ 5 billion
R&D pipeline

12-15% p.a.
Revenue growth of Advanta Seeds

We have created a three-pronged strategy to drive our growth aspirations. While research and innovation is playing a key role in championing effective solutions for our growers, we have a diversified our go-to-market strategy to enhance our market share and drive sales. This is supported by our continuous investments in ramping up our supply chain.

STRATEGIC PRIORITIES AND ACTION PLAN FOR FY 2023

1 Superior growth of high margin, differentiated and sustainable solutions

- We will be launching high-margin and higher impact differentiated products, which will drive growth (~80 launches in FY 2022 and FY 2023)
- We continue to invest in NPP BioSolutions to accelerate its growth, in turn, enabled by the acceleration of ProNutiva and our efforts to establish dedicated NPP teams

2 Accelerated penetration in select markets, crops and segments

- We are directing our resources to accelerate our growth across several markets especially in North America, India and ROW regions
- We are expecting consistent growth in our Latin America Europe markets
- Through Advanta Seeds, we commit to supporting farmers in nutritious food production

3 Supply chain competitive edge

- Through our state-of-the-art technologies and facilities, we continue to efficiently manage costs and overall supply chain leading to improvement in our operating margins.
- Our digitally enabled supply chain planning processes to help reduce the inventory days.

1

Superior growth of high margin, differentiated and sustainable solutions

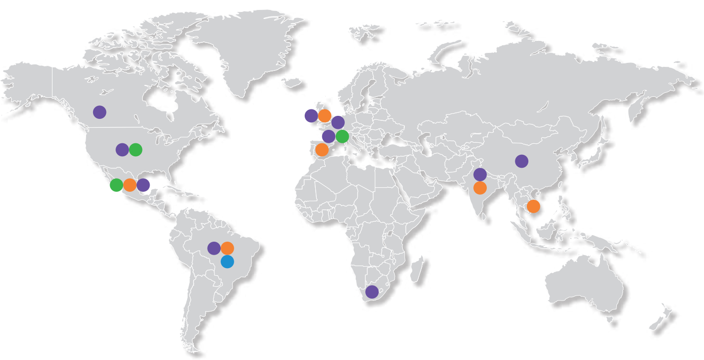
As the demand for nutritious food and food security increases around the world, we are turning our focus on investing in emerging solutions to optimise farming efficiencies and empower farmers to overcome the challenge of feeding a growing population.

OPENINNOVATION

Constant innovation is integral to developing solutions for farmer's evolving challenges, which revolve around water conservation, environmental prosperity and enhancing yield among others.

Our Smart Business R&D enables us to efficiently deliver innovative solutions to support and improve farmer resilience. Our R&D team across the globe works tirelessly to provide value across our business segments.

FIELD STATIONS, CHEMISTRY AND FORMULATION R&D LABS



Facility type	Number	Location
Field stations	10	Brazil, Mexico, UK, India, Vietnam, Spain
OpenAg Farm	1	Brazil
Chemistry and Formulations	16	Brazil, USA, Canada, UK, Belgium, South Africa, India, China, France, Mexico
New Ag technologies	3	USA, Mexico, France

R&D snapshot

1,000+
R&D professionals

30
R&D facilities

~3%
Annual revenue reinvested in R&D

Recent investments

- We have established new field trial stations in Spain and the UK to improve our products and solutions in our European markets
- We are planning to open new field trial stations in Mexico, Brazil, China and West Africa in the upcoming years
- We are focused on improving our market share in India, as well as our capabilities in our process, formulation and analytical chemistry

Addressing farmer pain points

Our pull model to address farmer's challenges

Identifying farmer pain points

Develop initial solutions with agility

Creating disruptive, unique and patented solutions to permanently address those pain points

Benefits of our pull model

Our open approach to technology provides us with a wider AI pool

We create new segments and are provided with a platform of solutions to reinvent

Leads to lower innovation costs and risks

Our pull model is a higher Return on Invested Capital (ROIC) business model

R&D PIPELINE AND METRICS

>US$ 5.0 billion
R&D pipeline[1]

25
New molecules in development pipeline[2]

+11%
Increase in PPV from last year

16
New platforms of solutions in development

US$ 2.5 - 3 billion
Risk adjusted sales contribution expected by FY 2027

20%+
Innovation rate annual target[3]

[1]Risk adjusted peak sales outlook; does not consider commercial risks
[2]New active ingredients to be registered and sold by UPL
[3]Defined as the % of total sales from products launched in the last 5 years

IP LANDSCAPE

Our intellectual property landscape has been growing rapidly over the years, with rapid expansion to different countries with an increasing number of patents.

1,502
Granted patents

3,277
Pending applications

612
Inventions

133
Countries

OPENCOLLABORATION

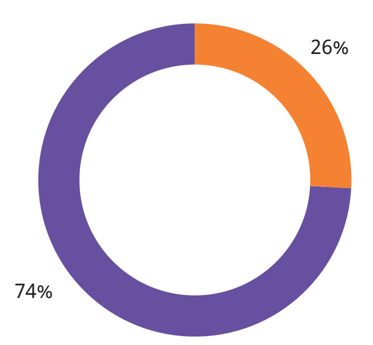
Across all our areas of presence, we strive to collaborate with growers, innovators, distributors, food service providers, digital technology companies and academies, among others. These collaborations facilitate the creation of building blocks for a more sustainable future of food and agriculture. We expect that our open network of partners will allow us to drive sustainable growth for all, contributing to over 10%[1] of our sales in FY 2027.

Key collaborations enhancing toolkit of Crop Protection solutions

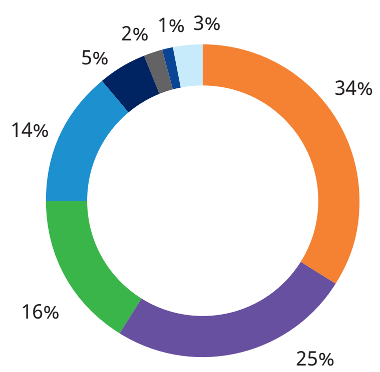
PARTNER	FMC	Mitsui Chemicals Agro. Inc.	CHRISTIAN HANSEN
FY 2022	• Chloratraniliprole (CTPR) launched in 5 countries with construction completed for the manufacturing plant in India	• Registration obtained for Rice in India with over 3,500 demonstration trials conducted	• Active projects across different regions with regulatory submission made in USA and Brazil
FY 2027	• Improving our global reach of pre-mixes containing CTPR to 40 countries	• Expanding our launches to markets across Southeast Asia • Witnessing our first registration for crop establishment in USA	• 6 products to be launched by FY 2027, which will include bionematicides, biofungicides and biofertilisers

INVENTION

R&D pipeline composition

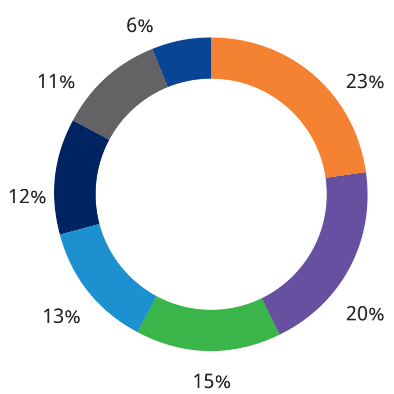


Category distribution



*Others include technology domains fumigant, platform technology, seed treatment and like

Type distribution



#Others include -Plant patents, Kit, Software inventions and like.

Bunge investment in Sinagro in Brazil

Bunge is renowned to be one of the world's leaders in sourcing, processing, supplying oilseed/grain products and ingredients. Bunge invested in our associated company, Sinagro, and currently has acquired a 33% stake in Sinagro. Through this strategic investment, we intend to enhance our ability to serve small and medium-sized farms by working around Bunge's expertise in risk management and logistics capabilities. Another company Origeo was also formed as a joint venture with Bunge in June 2022 to provide end-to-end solution to large farmers in Brazil.

[1]Including all collaborations across the group

NPP Natural Plant Protection

2

Accelerated penetration in select markets, crops and segments

BioSolutions have the capacity to overcome many of the climate change issues that we face. Through our investments in our BioSolutions and with the global BioSolutions market expected to grow at ~14% CAGR , we are looking at outperforming the market by achieving a growth of ~20% CAGR till FY 2027 (current revenue of ₹ 3,000 crore contributing 7% of total revenues).

We have a dedicated NPP business unit, which is focused on communicating the value proposition of our BioSolutions while increasing adoption at farm level.

KEY GROWTH DRIVERS

- We are staffing multi-functional dedicated NPP BioSolutions teams to strengthen growth output in the coming years.
- We executed funded strategic initiatives to consolidate our presence in key countries and enhance our ability to win.
- The robust growth of our R&D was achieved through international and external collaborations
- We increased adoption through our ProNutiva integrated crop programmes and continue to see robust traction

#1
NPP in BioSolutions

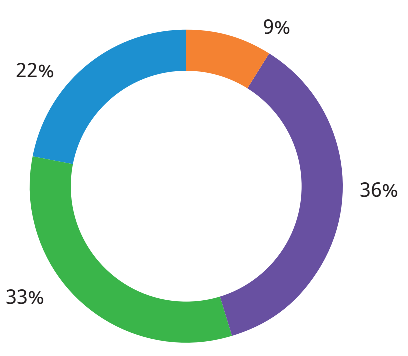
9
BioSolutions manufacturing plants

6
Formulations/R&D laboratories performing AI discovery and development

~20%
CAGR growth in the next 5 years

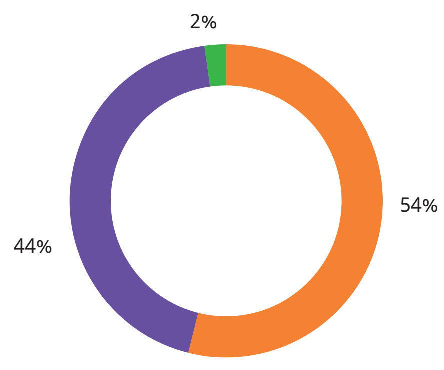
10
New molecules in development

FY 2022 BioSolutions sales by region



- North America
- Europe
- LATAM
- ROW + India

FY 2022 BioSolutions sales by type



- BioConrol
- Others
- BioStimulants+

LEADING NPP BIOSOLUTIONS

Vacciplant/Laminarian Pre-Mixes

Plant vaccine

We intend to reinvent the plant vaccine segment through Vaccilplant with its presence already in 20 countries boosting plants' natural defences.

Our developments in pre-mixes will provide us with excellent tools for resistance and residue management.

US$ 350 million[1]
Total addressable market

K-Tionic

Foliar/Plant nutrition

K-Tionic increases the availability, assimilation and translocation of nutrients, develops beneficial micro-organisms while mitigating the stress on plants and supplying multiple nutrients.

K-Tionic also enables optimal use of high-cost fertilisers without losing any efficacy.

US$ 1.8 billion[1]
Total addressable market

GAXY

Bio Stimulant

GAXY provides a flexibility of application across crop establishment, crop growth and helps improve crop yield and quality.

GAXY is a patented process, which is used to conserve biologically active molecules.

US$ 800 million[1]
Total addressable market

[1]Company internal data

nurture.farm

Improving farmer resilience through digital solutions

Farm mechanisation

We have the shared economy model aimed at farm mechanisation in India. Through this we intend to address labour shortage, enhance cost and operation efficiencies leading to yield improvement.

2,500+
machines

Digital offerings

We enable farmer resilience by connecting the agriculture ecosystem through digital technologies to provide products, solutions and services curated to the needs of individual farmers.

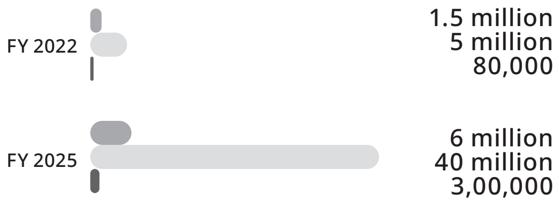
92%
Digital adoption across 1.5million farmers

E-commerce for agri inputs

We launched an agri input marketplace to connect retailers with manufacturers in October 2020. This provides farmers with convenience and price transparency.

15+
Brands serviced

AMBITIONS



INCREASING INVESTMENTS FOR GROWTH ACROSS 22 COUNTRIES

Our top 22 countries capture over 80% of the market. We are focused on developing long-term growth strategies in these countries by prioritising the opportunities to address unmet needs of farmers and expanding our presence in segments where we are not yet properly represented. We designed 96 accretive strategic initiatives, which are in the execution phase.

INSIGHT INTO OUR INITIATIVES

Go-to-Market

Our 'go-to-market' initiative enhances our ability to expand presence to several market segments.

- **USA** – We have supported retail strategies across the USA in corn and soybeans and enabled an increase in field resources to accelerate soil and seed health growth

New 9

NPL enables us to maximise the impact of our new products by targeting specific markets and addressing farmer needs.

- **Argentina** – Provided lifeline for weed resistance management in soybeans
- **India** – Launched Flupyrimin based solutions for rice

Service and digital offerings

We create multiple solutions across our business segments by offering a service or a digital tool, which enhances sustainable agriculture

- **Mexico** – Supported sustainable agriculture in specialty crops through digital services
- **Germany** – Applied novel application solutions for potato pre- and post-harvest

Customer

We aspire to have great partnerships with our customers through our consultancy and multiple financial solutions

- **Brazil** – Provided consultancy and certification services at farm level for Food Value Chain
- **France** – Offered multiple financial solutions to our consumers

Note: The initiatives are examples of some actions at different regions and not exhaustive

PRONUTIVA

ProNutiva is our exclusive programme inaugurated in 2009, which integrates Natural Plant Protections (NPP) with crop protection products enabling us to meet the needs of farmers. We successfully ensured higher yields, healthier crops and lower residues through our ProNutiva programme. We conducted trials with farmers in Italy, Brazil, Poland and Hungary on a variety of crops ranging from grapes to wheat, achieving incredible results in terms of weed and pest control.

Evolution of Pronutiva Program in India

AREA SERVICED:
(In acres)

FY 2020	0.1 million
FY 2021	0.8 million
FY 2022	1.7 million

India ProNutiva programme

4,046
UPL villages have adopted Pronutiva programmes in FY 2022, recording a growth of 202% vs FY 2021

+15%
Average increase in farmer income

+220K
Farmers supported in FY 2022, expecting this growth to continue to 400K in FY 2023

~8%
Of total sales in FY 2022 expected to grow to ~10% in FY 2023

~40%
Increase in groundnut yield in Gujarat

Bringing change through seeds

We have experienced incredible growth for Advanta seeds in FY 2022, which was driven by a strong traction in field corn in India; corn, sunflower and sorghum in LATAM; and grain sorghum in Australia and USA. The two important ingredients for our success were strong germplasm collection that we have amassed and the breeders that have the know-how to use this material that help us innovate and introduce efficient products in the market. Our dedicated team and creative approach to solving problems has resulted us in consolidating a leading position in the market.

As we look towards the future, we want to ensure global food supply as food security remains our top priority. We will continue to focus on innovation and expand penetration across crops and geographies in the upcoming years.

₹774 crore
EBITDA

900+
Hybrid varieties

₹2,985 crore
Revenue

Revenue and EBITDA are proforma, including Longreach, a joint venture company

DRIVING GROWTH IN THE FUTURE

Going ahead, Advanta Seeds is expected to play an important role in achieving our growth aspiration. Our key growth drivers for the segment are the following:

Product innovation

- **ESG focused solutions** - Developing climate-smart crops and technologies across various products
- **Smart R&D** - With the goal of solving specific farmer need, we are leveraging our presence across 'lab-to-field' chain
- **Unique proposition** - We aim at unique germplasm with focus on non-GMO traits for boosting innovation

Increasing penetration across geographies and crops

- Leveraging germplasm and genetics in new geographies
- Market share gains in certain portfolios such as corn in India, oil crops in Argentina and Australia
- Sorghum's portfolio in Americas leveraging the growth and aphix technologies and crop focus
- B2C strategy to accelerate growth in ASEAN, Africa and LATAM regions
- With an aim to increase profitability of the business, we are focusing on the following areas:
  - Higher margin B2C business and vegetable portfolio in Asia, Africa and Central American countries
  - Portfolio renewal with new technologies and focus on value pricing
  - Improving manufacturing efficiency by investing in innovation, in-house capacities and leveraging on volume growth

3

Supply chain competitive edge

Commitment to Zero Harm

Over the years, we amplified our efforts to ensure a quality workplace to strengthen our supply chain and ensure employee safety. We are constantly revising our workplace and manufacturing protocols to maximise efficiency.

KEY FOCUS AREAS

Strengthening our personal and process safety management and enhancing our safety culture

- Benchmarking exercise on process safety by many global experts
- Intervene digitally through our Manufacturing 4.0 and Robotics to ensure people and asset safety
- Rolled out a crisis management plan for India and are currently planning to roll out similar plans across our global markets

Hazardous chemical management and incident learnings

- Constantly revising our protocols to store WIP chemicals across our global manufacturing sites
- Enhancing our focus on process safety trainings
- Planning a global exercise of 'people, process and operations risk assessment'
- Implemented an emergency transport management to attend to on-road transport emergencies

Strengthening our global warehouse assessment programme

- Brought on board many external exports for warehouse selection as part of our business continuity planning

PROCESS SAFETY INCIDENTS

TOTAL RECORDABLE FREQUENCY RATE (TRFR)[1]

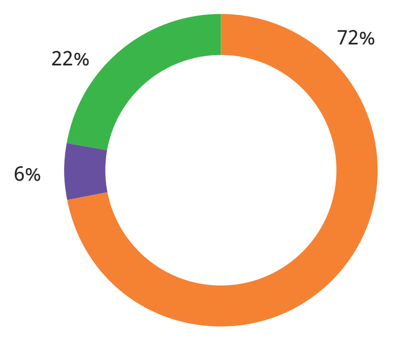
[1]TRFR is calculated per 200,000 person-hours worked. FY 2021 TRFR was impacted by Jhagadia fire incident

EXPANDING GLOBAL FOOTPRINT

We have a global manufacturing footprint that enables us to be closer to our customers. Our strength lies in the backward integrated model for key Active Ingredients (AI) and strategically located formulation sites coupled with a well-diversified global raw material sourcing that provides us a competitive edge in supply chain as well as reliability to our customers. Our strategic tie-ups with partners for custom manufacturing of AIs also enabled us to further diversify the sourcing and reduce import dependence.

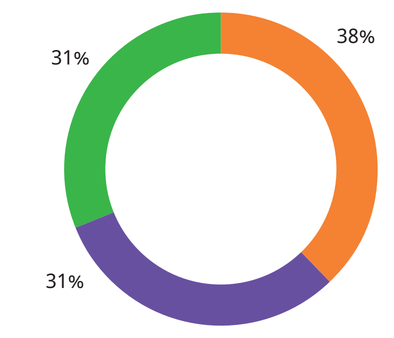
~72%
of our AI is manufactured in-house

Active Ingredient (AI) supply sourcing snapshot – FY 2022



- In-house manufacturing
- Outsourced manufacturing
- Direct purchase

Total raw material sourcing snapshot – FY 2022



- India
- Imports - China
- Imports - Others

STRATEGIC LEVERS

STRIDES TOWARDS A MORE RELIABLE SUPPLY CHAIN

Driving growth through optimum investments

Established a robust manufacturing partner ecosystem with the share of AI sourcing from outsourced partners taking a leap from 2% in FY 2019 to ~6% in FY 2022

Enhanced our capacities for new products and expanded our capabilities through debottlenecking

Fixed asset turnover ratio:

FY 2019: 1.8x → FY 2022: 2.4x

De-risking our supply chain

Diversified our key starting raw materials and intermediate supply sources for better reliability

Established long-term tie-ups across our supply chain for in-bound and out-bound logistics while collaborating with key raw materials and intermediate suppliers

INITIATIVES TAKEN IN FY 2022 TO REDUCE ENVIRONMENT FOOTPRINT IN MANUFACTURING

Shifting towards cleaner and greener technologies

Leveraged a green cell team that scouts for implementable and effective sustainable technologies

Increased focus on recycling and efficiency

Water efficiency has been one of our priorities in integrating sustainability in our working model, we implement rainwater harvesting systems and zero liquid discharge mechanisms

Enhancing waste recyclability

We have been converting waste to energy as our extended producer responsibility strategy for recycling waste

Constant innovations in Green Tech

We filed 2 patents in FY 2022 for innovative waste treatment technologies

STRATEGY FOR FY 2027

Optimising our sourcing mix

Expanding our manufacturing capacities for our key products

Leveraging our strategic third-party manufacturing partnerships to increase the sourcing of our non-key products

Digitisation and analytics

Enhancing our manufacturing efficiency using AI/ML tools

Working on new supply chain planning processes to achieve demand predictability and improved production planning for efficient working capital efficiency and service

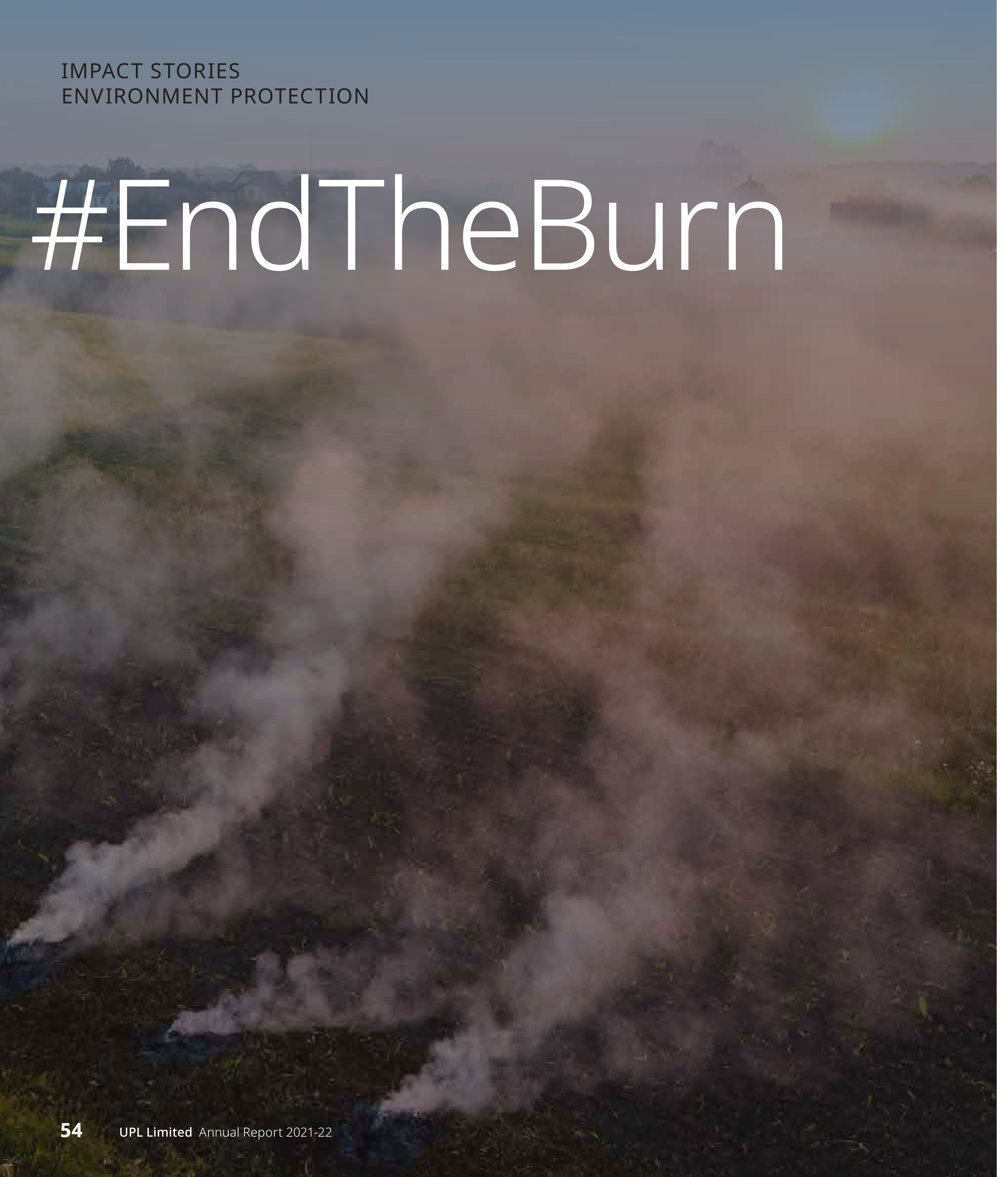
Reducing our environmental footprint in manufacturing

Reduce specific CO_2 emissions and waste disposal by ~25% by FY 2027

Reduce specific water consumption by ~20% by FY 2027

IMPACT STORIES
ENVIRONMENT PROTECTION

#EndTheBurn



Stubble burning is an issue of serious concern in agriculture and serves to diminish soil health while impacting the public health. We are dedicated to solutioning this challenge by working towards eradicating stubble burning and providing farmers with a more sustainable and symbiotic alternative.

Every year, 5.7 million acres of rice paddy acres are deliberately burnt by farmers in Punjab and Haryana, as a cheap, quick, and effective method of clearing straw and other residue from mechanically harvested fields in the short window between the harvesting of rice and the planting of the wheat crop. Under the nurture. farm programme, we have brought an alternative solution to farmers across 4,25,000 acres while creating more value for them. To fulfil this ambition, nurture.farm partnered with the Indian Agriculture Research Institute (IARI) and Indian Institute of Management Rohtak (IIM Rohtak) to offer a biological solution that facilitates the decomposition of the stubble.

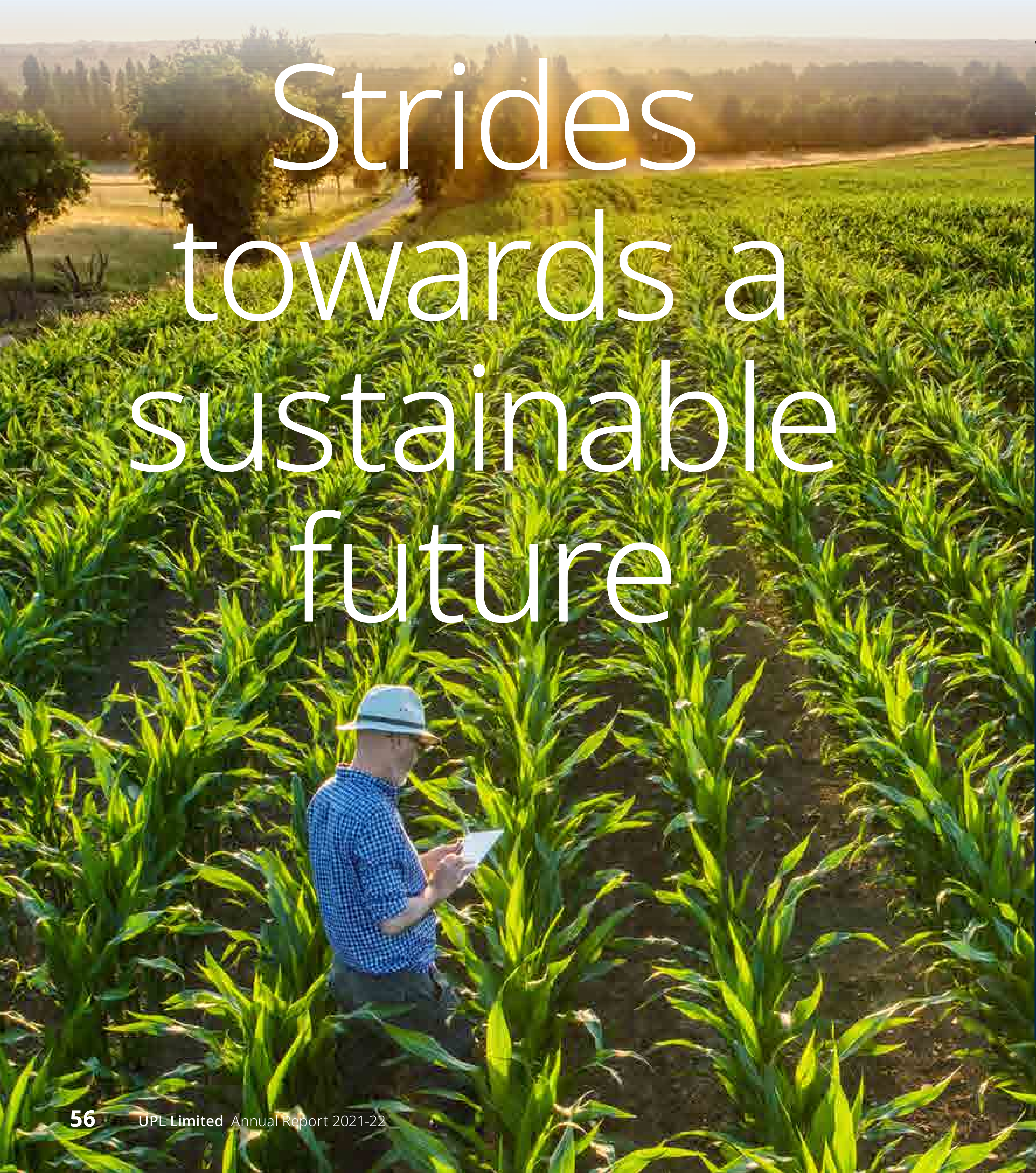
The solution is a bioenzyme in the form of a spray, which decomposes the stubble within 3-4 weeks after spraying and turns it into manure. This solves the problem of stubble burning while providing nutrition that increases soil fertility. The programme not only allowed the field to maintain soil health, but we are educating farmers on sustainable agricultural practices that are normally inaccessible to small holder farmers. Through the mechanisation-as-a-service technology offering, we are providing our large spraying machines to smallholder farmers that otherwise would have never had access to such technology or machinery.

With this, we have enabled more than the eradication of one of the major environmental and economic concerns and ensured that small-scale farmers have a sustainable alternative, which results in them increasing their profits. We created a win-win milestone for us and aligned with our goals to eradicate stubble burning in Punjab and Haryana. Providing access to our other facilities and services through our application is also going to be a gamechanger for several farmers who had previously been unaware of latest technologies.

Impact

- Prevented **4,25,000 acres** of farmland burning
- Prevented generation of **2,135 tons** of particulate matter
- Derived Carbon Credits

ESG GOALS, STRATEGIES AND PROGRESS IN FY 2022



Strides towards a sustainable future

Our sustainability vision
Working with farmers to help them feed the world sustainably

SUSTAINABILITY JOURNEY

GOAL 1
Reduce Environmental Footprint

Target
Reduce 20% specific water consumption and 25% specific CO_2 emission and waste disposal

Priority SDGs

Achievements in FY 2022

11%
Reduction per tonne in water consumption

7%
Reduction per tonne of CO_2 emissions

17%
Reduction per tonne of waste disposal

GOAL 2
Enhance World Food Security

Target
Achieve 50% revenues from innovative and sustainable solutions to enhance yield

Priority SDGs

Achievements in FY 2022

29%
Revenue from differentiated and sustainable products (% of crop protection revenues)

GOAL 3
Enhance Sustainable Sourcing

Target
Achieve 60% sustainable sourcing

Priority SDGs

Achievements in FY 2022

70%
Global spend covered through Procurement Sustainability Assessment programme

GOAL 4
Strengthen Community Well-being

Target
Impact 3 million lives through livelihood, education, health and sanitation

Priority SDGs

Achievements in FY 2022

₹ 27 crore
Spent on CSR benefitting 1 million people

Refer to Sustainability Report available on the website for details
Per ton reduction numbers of CO2 emission, water and waste are subject to third-party assurance

Planting seeds for a greener tomorrow

At UPL, we understand the inter-connectedness of ecological balance with the agricultural output of a region. We strive to achieve excellence in our ecology conservation practices in and around the areas we operate by identifying the potential risks and mitigating the same with proactive tools and action plans.

SUSTAINABLE MANUFACTURING

As we continue our journey to become carbon neutral, we are continuously implementing new technologies to source and manufacture our products in a more sustainable manner. We have already invested in many sustainable systems such as rainwater harvesting systems, zero liquid discharge mechanisms in our manufacturing plants and renewable energy. Our dedicated Green Cell is a team of professionals working relentlessly on strengthening our operational sustainability. The team comprises highly qualified professionals from the fields of chemistry, microbiology, chemical, bio-chemical and environmental engineering.

Key initiatives

- With new technology adoption at the manufacturing units, we could significantly reduce specific energy consumption. Besides, we have also increased share of green energy in overall energy mix
- Water conservation is a key focus area for us. We focus on water harvesting and we have around 50,000 cubic metres of water conserved and used through the rainwater harvesting process. We are continuously working on technology to recycle and reuse wastewater in the system, optimising the use of freshwater
- During the year, we have filed two patents for innovative waste treatment technologies
- 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.

50,000 m^3
Annual rainwater harvesting and reuse

60%
Of manufacturing plants are zero liquid discharge

~23%
Power from renewable sources at two of the largest manufacturing plants

DRIVING SUSTAINABLE AGRICULTURE PRACTICES

At UPL, we are relentlessly working on solutions that reduce the environment footprint of agriculture.

The Gigaton Carbon Goal

Our 'The Gigaton Carbon Goal' aims at removing 1 billion tonnes of carbon dioxide from the atmosphere by 2040 through sustainable agricultural practices. While focusing on the environment, this initiative will also empower farmers and ensure that farmers across the globe can participate in emissions trading. We intend to impact 100 million+ hectares of farmland by 2040 across the globe through multiple initiatives towards this goal. Improvement in overall soil health and resilience towards climate change will be a by-product of striving towards achieving this goal.

Water solutions

Of the world's freshwater resources, 70% are used in agriculture, we are looking at ways to minimise this usage by as much as possible. We are investing in different technologies, which conserve water across different markets. ZEBA has been instrumental for us in taking strides towards achieving this goal, we are decreasing the water used post-harvest of various crops through better packaging with an aim to enable transition towards a climate-smart way of agriculture. We have witnessed a very successful story of ZEBA as one of the leading global food and beverage companies operating in the Gulf region improved water efficiency by 15% through ZEBA in a very short period.

The Gigaton Carbon Goal aims at removing 1 billion tonnes of carbon dioxide from the atmosphere by 2040.

ZEBA is instrumental in saving water post harvest of crops

Soil health collaboration

Our two-year collaboration with Soil Health Institute (SHI) is intended to bring the latest scientific research and advancement to UPL. UPL and SHI have a shared goal of improving and safeguarding the soil quality. With our teams working with experts in this domain, we expect our Company to thrive and continue our journey towards optimising agriculture practices across the globe. We are committed to working with SHI through our own research farms and establish an R&D system in accordance with our mutual goals.

Responsible procurement

Our procurement sustainability is standardised in an e-procurement tool, which include supplier self-evaluation, auditor evaluation and post audit improvement plan as required. Inculcating sustainable sourcing in our work culture, we conducted internal awareness programmes with the central and regional procurement teams.

Nurturing talents across the globe

At UPL, our OpenAg purpose drives our people culture, which is one of positive energy and commitment, strong and intense. This is because all our work is all about embracing a cause bigger than us. The cause that keeps motivating our people capital, making us deliver on our commitments, consistently.

LEARNING AND DEVELOPMENT

The growth and transformation of our organisation is centred on the development of our people. We ensure that every employee gets access to training, and each one interacts with their manager about their own development plan throughout the performance review cycle. Every employee has access to a wealth of knowledge on a variety of subjects through our online learning and information platform, OpenIntel, which can be accessed through computer or mobile. Additionally, we offer in-person training sessions and webinars with external or internal moderators/trainers.

The Learning & Development team has developed a global selling programme online and we recently launched a crucial learning programme called The Power of Inclusion – an Unconscious Bias training linked to furthering our Diversity Equity Inclusion (DE&I) journey.

Our L&D digital adoption rate is encouraging with 83% engaged learners. We are continuously working to improve the metrics. Key highlights of FY 2022 includes the following:

- We completed 800+ regional trainings, spanning 2,00,000+ learning hours across all regions
- 70% regional trainings were online, 30% in offline/ blended
- Our regional trainings span agricultural, behavioural, communication, compliance, engagement, English language, leadership, management, safety, sales, and technical topics
- 38,000+ courses have been completed on OpenIntel (our one-stop, on-line solution), spanning across all regions
  - 6.071 (83%) unique users are active on OpenIntel globally, averaging 7.5 hours training hours per learner in FY 2022

45,000+
Learning hours completed through OpenIntel in FY 2022

We have conducted a series of internal webinars to share the best practices and subject-knowledge for our people. These webinars are called Knowledge Corner and we invite a select employee, a Subject Matter Expert (SME) to talk about one key topic/project for UPL, once a month

EMPLOYEE ENGAGEMENT

We have regular touchpoints with all employees through our global and regional townhalls, our weekly online Global Connect newsletter and the global quarterly online magazine – UPL and You.

At a regional/local level, there are recognition programmes in place, and at the global level, we have the OpenAg Awards – a carefully coordinated event, where we receive and consider thousands of entries and select our greatest achievements and teams of the year. These awards also reaffirm our values by celebrating projects/individuals that have demonstrated an outstanding example of values in action. We had more than 30 winning teams this year and they were felicitated in a grand ceremony.

We have numerous corporate social responsibility activities in place and we encourage our employees to volunteer for a sustainable planet and support our communities.

DIVERSITY AND INCLUSION

We established UPL's women's network. Initiatives aimed at women's benefit like financial wellness, yoga sessions, self-defence workshops, employee assistance through external consultants aimed for women were undertaken during the year. We also engage with external women speakers to interact with women employees for their motivation and development.

Global core competency model

The HR team recently introduced a Global Core Competency Model. It represents critical behaviours that every employee must demonstrate to achieve our vision, mandate and business objectives. The model was envisioned and refined keeping much of what made us successful in mind, specifically our entrepreneurial mindset, our adaptability and resilience, our strong results orientation and our customer centricity. Through the workshops, we also identified three new competencies that will be critical for us to master as we grow multi-fold from a US$ 6 billion company today. The three newly identified competencies are: execution excellence, strategic orientation and building teams and talent.

Driving community growth

At UPL, improving communities across the globe is an integral part of our approach to sustainability. Over the years, we have been able to improve on what we have been doing.

UPL PRAGATI

UPL recognises the importance of quality education in the life of a person. Under the leadership of Mrs. Sandra Shroff, our Vice Chairman, we have established multiple schools, colleges and institutes across India. We have been widely successful in this initiative as we continue to work towards providing quality education to children across the country. Educated children often lead to their respective communities being more empowered in the future. Inculcating necessary skills into the youth is essential for a brighter future of the country.

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ASSOCIACAO VIDA

Associacao Vida was created with the mission of creating opportunities enabling underprivileged youth of Brazil to develop their full potential as future professionals. We want the youth to become agents of positive change for their respective communities, driving sustainable growth wherever they go and ensuring that they end up being responsible citizens. We ensured that the youth get proper education, career orientation and healthcare facilities, among other things. We are proud to say that 82% of the youth started their professional life as young apprentices while 87% were hired as permanent employees in leading companies.

COMMUNITY BUILDING IN INDIA

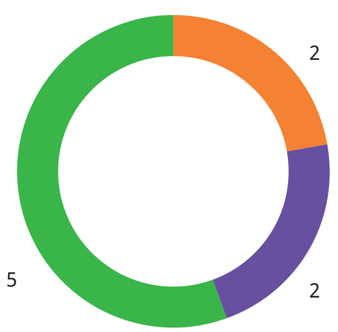
With the target of impacting the lives of 2 million people, we are focusing on education, sustainable livelihood, nature conservation and catering to the local and national needs to make communities independent and self-sufficient. We want to create an equitable and inclusive society through education and training initiatives. We have already got 37,000 beneficiaries to-date with the target of reaching 50,00,000 by FY2027. We have established many institutions which have enrolled and upskilled many students as of today. Our ambition knows no limits as we continue to strive towards empowering communities across India and not limiting our initiatives to just our locations.

Cultivating governance excellence

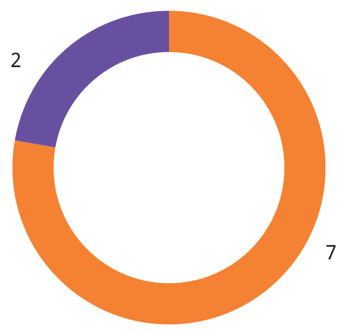
Our robust corporate governance framework enables us to form strategies, which govern our current and future business segments. Our holistic approach towards finding practical solutions to crucial, modern-day problems with a focus on integrity and accountability has made us a global market leader.

BOARD OF DIRECTORS

We are headed by an exemplary Board with expertise in their respective fields and industry. Our diverse Board enhances our business practices with a long-term strategic perspective that creates value for our stakeholders. At UPL, our Board is the highest governance body, that ensuring compliance with relevant regulations and provides strategic guidance on the economic, social and environmental aspects of sustainability. The composition of the Board is in compliance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.



- Executive Directors including Chairman
- Non-Executive Directors
- Independent Directors



- Male Directors
- Female Directors

BOARD

Responsible for governance, ethics and sustainability

COMMITTEES OF THE BOARD

Responsible for timely communication of operations and any major decisions undertaken by the Board with specialised focus areas. The terms of reference of all Board Committees are reviewed annually.

AUDIT COMMITTEE

Assist the Board in maintaining our Company's quality and integrity of accounting, auditing, and reporting practices. The Committee comprise of all independent Directors including Chairman.

NOMINATION & REMUNERATION COMMITTEE

Set the criteria for determining qualifications, positive attributes and independence of directors, framing of Nomination and Remuneration Policy, review of succession planning. The Committee comprise of all independent Directors including Chairperson.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Review and oversee matters pertaining to our securities, oversee grievance redressal of stakeholders and recommending improvement techniques in standards of services provided to investor. The Chair of the Committee is an Independent Director.

RISK MANAGEMENT COMMITTEE

Frame and review the risk management policies, processes including cyber security risks, risk mitigation and business continuity plan.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Monitor the CSR policies, activities as well as the expenses incurred for it by our Company and approve and recommend CSR budget and CSR related disclosures

SUSTAINABILITY COMMITTEE

During the year, Sustainability Committee of Directors was constituted with specialised focus on sustainability related matters. Committee guide the management in leveraging its core capabilities and strengths to create sustainable solutions for farmers and mitigate climate change risks. The Chair of the Committee is Independent Director.

ETHICS AND INTEGRITY

At UPL, the ethics and values are espoused by our Board. Our Board and its Committees provide an ethical and strategic direction for the Company, in line with our vision to be an icon of growth, technology and innovation. At UPL, we have built a robust governance mechanism based on the foundations of ethics, transparency and integrity, leading us to strengthen mutual trust and accountability with our stakeholders. We employ various codes and policies to establish best-in-class corporate governance practices. We also have a code of conduct for our Board members and senior management.

BOARD OF DIRECTORS

Rajnikant Shroff | Jai Shroff | Vikram Shroff | Arun Ashar | Hardeep Singh | Pradeep Goyal | Reena Ramachandran | Vasant Gandhi | Naina Lal Kidwai

RAJNIKANT SHROFF

Born in a family of entrepreneurs in a small town in Kutch, India, Mr. Rajnikant Shroff (alias Mr. Rajju Shroff) has been passionate about chemistry and chemicals right from the beginning. He pioneered Red Phosphorus manufacturing in 1969, giving an impetus to the indigenous chemical industry.

Mr. Shroff is a graduate in Chemistry from the Bombay University. He established a novel process of manufacturing mercury salts in a plant at U.K. and was paid royalty for it by the British Company; a big achievement for any Indian way back in 1957. Soon after, he mastered red phosphorous and quickly moved on to the production of other chemicals like Aluminium Phosphide (fumigant) and Zinc Phosphide (rodenticide) for agriculture.

He believes that the prosperity of his company must be shared with not just the stakeholders but the society at large too. His wholehearted support encourages one and all at UPL to contribute to various social activities and actively work towards betterment of the people.

His dedication to UPL and his causes are unwavering. His many awards are a mere testimony of his legend. Some of them are:

- On the Eve of the 72nd Republic Day in 2021, Mr. Rajnikant Shroff was conferred Padma Bhushan, one of India's highest civilian awards, for his contribution to the field of trade and industry.
- Honored with the Mexican Order of the Aztec Eagle in 2018.
- Bestowed with the Lifetime Achievement Award in the year 2015 by AGROW.

JAI SHROFF

Mr. Jaidev (Jai) R. Shroff is the Global CEO of UPL Limited. He is a well-recognised global leader in the Chemical & Agri-Inputs industry with over 30 years of experience in India and internationally.

Under Mr. Jai Shroff's leadership, UPL emerged 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. He has driven the transformation of UPL from a largely domestic player to a truly Indian multinational organisation. Mr. Jai Shroff believes passionately 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. He is regularly invited to speak on conference platforms, covering sustainability, food security, climate resilience and technological innovation.

Mr. Jai Shroff has exceptional 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 also 50 plus business integrations and inspired teams servicing 130+ countries across 6 continents to achieve market-leading performance.

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 endeavors 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.

ARUN ASHAR

Mr. Arun Ashar, UPL's Director of Finance, blends knowledge and love for nature. Apart from being a highly successful Chartered Accountant with a rich experience of 42 years, he is also a member of the National Society of Friends of Trees and Giri Vihar, a well-known mountaineering club. He is known to handle matters of audit, taxation, legal, purchase and business development with the same grace with which he climbs peaks.

He is a member of the Institute of Chartered Accountants of India and has completed his graduation from the University of Mumbai.

Mr. Ashar has been associated with UPL Group since the year 1973. His association with the Group of around 48 years has added value to the Company, its shareholders and the employees. He has rich and varied experience of the Industry and, of all functions of the Company including finance, compliance, governance and general administration. He has provided dedicated and meritorious services and significant contribution to the overall growth of the Group.

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 and was responsible for 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. He has 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.

PRADEEP GOYAL

Mr. Pradeep Goyal is a qualified engineer, having completed his B. Tech (Metallurgy) from Indian Institute of Technology, Kanpur (1978) and S.M. (Materials Science and Engineering) from the world-renowned Massachusetts Institute of Technology, Cambridge, MA, USA, (1980). He was trained at Mukand Limited, India and Degussa International, Germany. He worked at Air Products and Chemicals Inc., USA for 3 years at various positions, before he joined as Whole-Time Director of Pradeep Metals Limited in the year 1983. He was promoted as Chairman and Managing Director of the Company on August 31, 2001. He is also currently on the Board of Directors of Uniphos Enterprises Ltd, Hind Rectifiers Limited, IIT Bombay Research Park, IIT Kanpur, Technology Development Board and National Institute of Advanced Manufacturing Technologies (formerly NIFFT). He has been a Trustee (2005- 2008), a Fellow and Distinguished Life Member of ASM International, USA. He has recently been nominated as President of ASM International for 2023-24. He is a Member of Indo-German Chamber of Commerce, Indian Merchants Chamber and Thane Belapur Industries Association. He is the Chairman of Ekal Abhiyan of India, an NGO which operates over 75,000 primary schools for tribal children in India. He is a developer of patented innovative technologies using high and low temperature microwaves.

REENA RAMACHANDRAN

Dr. Reena Ramachandran is a double doctorate in Chemistry from Allahabad University and France. Dr. Reena Ramachandran, former CMD, Hindustan Organic Chemicals, is currently an Independent Director on the Board of UPL Limited. She also served as Member of Task Force, Performance Management Division, Cabinet secretariat; Member of the Board of Governors, IIT (Kanpur); Senior Scientific Officer, Ministry of Science and Technology; Member – Governing Board, Council of Scientific and Industrial Research (CSIR); Expert Member, Technical Advisory Committee on HR, Reserve Bank of India; Member of the Expert Committee of HRD Ministry for devising Policy perspective for Management Education; Member, Film Censor Board. She has over 40 years of experience across petroleum, petrochemicals and cement industry (GM, ONGC / Ex. Director PCRA/ GGM, Cement Research Institute, Ballabhgarh) and over a decade of experience in management education.

She was awarded as 'Mahila Shiromani' by Vice President of India, 1989; 'Best Communicator' by Press Council,1989; 'Manager of the Year' by ONGC, 1987; 'Energy Man of the Year' by IBPL, Urja Research Foundation,1997; Elected Fellow of Indian National Academy of Engineering (INAE) & All India Management Association (AIMA); Dewang Mehta LifeTime Achievement Award, 2009; 'EXEMPLARY LEADER AWARD-2010' by CMO Asia, Singapore; Life Time Achievement Award in Higher Education by Higher Education Forum in 2011; Distinguished Alumni award by Allahabad University Alumni Association in 2015; 'Life Time Achievement Award' by the Ministry of Petroleum and Natural Gas for outstanding contribution to Oil and Gas industry during 'Urja Sangam – 2015', Global Excellence Award during 11th International Conference on Petroleum Geochemistry and Exploration in the Afro-Asian Region, 22 Dec.2021 supported by the Min. of Petroleum & Natural Gas & Niti Aayog.

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.

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. Naina Lal Kidwai is presently a senior advisor for Advent Private Equity and also Rothschild ; a Non-Executive Director on the Boards of Holcim, Biocon,Gland Pharma and Rothschild & Co.; Trustee of Asia House in the UK; India Advisory Council member of the US-India Business Council (USIBC); 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 engagements at Shakti Sustainable Energy Foundation, International Advisory Council of the Inquiry of United Nations Environment Program (UNEP), Commissioner for the Global Commission on Economy & Climate, Advisory Board Wildlife Conservation Trust, The Rockfeller Foundation Economic Council for Planetary Health, Chair of FICCI's Water Mission and founder and Chair of the India Sanitation Coalition.

She chaired the Financial Services Working Group of the BRICs Business Council and chairs the Primary Capital Markets Committee at SEBI. She is a member of the INDO-ASEAN Business Council, the Army Group Insurance Fund's investment advisory committee, Harvard Business School's South Asia Advisory Board and Standard Chartered Bank's International Advisory Council.

She has been a member of the Government of India's Industry Task Force, the Prime Minister's Trade and Industry Council, the National Manufacturing Council, the National Trade Council, the Working Group on Banking, Financial Sector Legislative Reforms Commission and the board of the National Institute of Bank Management.

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.

LEADERSHIP TEAM

Jai Shroff | Vikram Shroff | Mike Frank | Rajendra Darak | Anand Vora | Sanjay Singh | Raj Tiwari | Farokh N. Hilloo

JAI SHROFF
Global CEO of the Group

Mr. Jaidev (Jai) R. Shroff is the Global CEO of UPL Limited. He is a well recognised global leader in the Chemical & Agri-Inputs industry with over 30 years of experience in India and internationally. Under Jai's leadership, UPL emerged 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. He has driven the transformation of UPL from a largely domestic player to a truly Indian multinational organisation. Jai believes passionately in the power of collaboration and inter-sectoral partnerships.

For detailed profile, please refer to page 66.

VIKRAM SHROFF
Director

Mr. Vikram Shroff is part of the leadership team of UPL and has been driving continuous organisational growth with his dynamic leadership, sound strategic insights and outstanding people management skills.

For detailed profile, please refer to page 67.

MIKE FRANK
President & COO

Mike Frank is the President and Chief Operating Officer of UPL. He brings a depth of industry knowledge and expertise from almost 30 years in the global agricultural industry in a variety of strategic and leadership roles.

Mike 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, Mike moved to Nutrien, the world's largest agriculture retail organisation, where he served as Executive Vice President and CEO until 2021. At Nutrien, Mike oversaw a wide-ranging modernisation of the company, focused on improving value for customers and supply chain execution, alongside geographic and digital expansion.

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

RAJENDRA DARAK
Group CFO

Mr. Rajendra Darak has been with UPL since the year 1997 and is currently working as the Group CFO. He has been instrumental in providing 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 off-shore. He is part of the corporate leadership team which looks after all the Group's growth initiatives.

ANAND VORA
Global CFO

Mr. Anand Vora joined UPL as Global Chief Financial Officer (CFO). 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. Anand 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.

SANJAY SINGH
Global CHRO

Sanjay 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.

RAJ TIWARI
Chief Supply Chain Officer

Mr. Raj Tiwari has been with UPL since 2011. He started as Global leader for 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 large turnkey projects that enabled UPL for meeting its growth objectives. Raj managed the role of Head - Technical Manufacturing for India for a year before he took on the role of Chief Supply Chain Officer.

FAROKH N. HILLOO
Chief Commercial Officer

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 (i.e. excluding Americas, Europe) 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 (CCO).

AWARDS AND ACCOLADES

Sustainability 4.0 award (Frost & Sullivan and TERI)
UPL India (Ankleshwar, Vapi, Halol)
Frost & Sullivan and TERI

Seal Award for Manufacturing Excellence (5Z Excellence)
UPL Colombia

More Integrity Seal (Brazilian Ministry of Agriculture)
UPL Brazil

APEA Operational Excellence-2021 AWARD (Enterprise Asia)
UPL Vietnam

Safety Excellence Award (Greentech Foundation)
UPL India

Silver Award in CSR (Kaleido Awards)
Nurture Farm for #Endtheburn campaign

Distinctive ESR2022 award in CSR (Mexican Center for Philanthropy CEMEFI)
UPL Mexico

17th Federation of Gujarat Industries (FGI) Awards in CSR (Federation of Gujarat Industries)
UPL India

Best Industry Collaboration Award (World BioProtection Summit)
To UPL for Aureo® Gold

BioAg Asia 2022 Award (Agriculture Today Group)
UPL

Contribution & Support to Social Activities Award (ASEAN Economic Corporation Development Support Center)
UPL Vietnam

Indian Clean Air Award (ACT Grants)
Nurture Farm for preventing 1M+ tonnes of carbon dioxide emissions

Best Industry Collaboration (IHS MARKIT)
UPL for Best Industry Collaboration for bioinsecticide - Fawligen™

Industrial IP Award 2021 (CII)

South and South-east Asia Innovation Award 2021

NPP enlisted in the "Top 100 New Brands 2022"

Second consecutive feature
S&P Global Sustainability Yearbook 2022

#1
Globally in Agro-Chemical Sector by Sustainalytics

Sustainability Leadership
For excellence in sustainability performance management by The Asian Leadership Awards

#2
As leading agricultural company worldwide out of 55 agriculture companies by World Benchmarking Alliance (WBA)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajnikant Shroff
Chairman and Managing Director

Mr. Jaidev Shroff
Non-Executive Director
(Global CEO of the Group)

Mr. Vikram Shroff
Non-Executive Director

Mr. Arun Ashar
Director – Finance

Mr. Hardeep Singh
Lead Independent Director

Mr. Pradeep Goyal
Independent Director

Dr. Reena Ramachandran
Independent Director

Dr. Vasant Gandhi
Independent Director

Ms. Naina Lal Kidwai
Independent Director

GLOBAL 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
UPL House, 610 B/2, Bandra Village,
Off Western Express Highway, Bandra (East),
Mumbai – 400 051
Tel: 91 22 7152 8000

REGISTERED OFFICE
3-11, G.I.D.C., Vapi, Valsad-396195, Gujarat
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
Uniphos House, C.D. Marg, 11th Road, Madhu Park,
Khar (West), Mumbai – 400 052
Tel: 91 22 6856 8000
Email id: upl.investors@upl-ltd.com

DEBENTURE TRUSTEE
IDBI Trusteeship Services Limited
Asian Building, Ground Floor, 17, R. Kamani Marg,
Ballard Estate, Mumbai – 400 001

REGISTRAR AND SHARE TRANSFER AGENT
Link Intime India Pvt. Ltd.
Unit: UPL Limited
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400 083
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38th Annual General Meeting (AGM) of UPL Limited scheduled on **Friday, August 12, 2022 at 12:30 pm (IST)** through **Video Conferencing / Other Audio-Visual Means**. The business to be transacted at the AGM is detailed in the Notice to the AGM.

Management Discussion & Analysis

GLOBAL ECONOMY

The global economy started the year on a positive note with the successful rollout of vaccination programme across countries. With the societies and countries opening up, economic recovery gathered steam, driven by strong consumer spending and uptake in investments. Global trade in goods recovered at an accelerated pace, surpassing the pre-pandemic levels and registered highest growth in four decades. However, emergence of newer variants, lingering supply chain challenges, rising crude oil prices and inflationary pressures impacted the pace of recovery. The growth momentum was substantially impacted in China, the US, and European Union, as the impact of monetary and fiscal stimuli started reducing, hike in interest rates by the US Fed and supply chain challenges. Despite the challenges, after a 3.1% contraction in 2020, the global economy recovered well and reported a growth of 6.1% in 2021.

The longer than expected conflict between Ukraine and Russia, which started in February 2022, is expected to weaken the economic recovery, apart from creating one of the largest humanitarian tragedies. This conflict has also pushed up the price of crude oil and commodities, disrupted the supply of agri-inputs and food, and aggravated the inflationary environment across the world. Food security has become a priority for national governments worldwide which is leading to higher demand for quality agri-inputs.

INDIA ECONOMY

The Indian economy registered a healthy growth of 8.7% in FY 2022, after the pandemic-led contraction of 6.6% in FY 2021. The spread of the deadly delta variant of the Sars-Cov2 virus wreaked havoc and led to a much higher loss of lives compared to the first wave. Localised restriction impacted recovery in the first quarter of the year. During the second half of the year, cost-push inflation impacted overall economic sentiment. The RBI's prolonged accommodative stance helped the country continue to recover during the year under review. Among the constituents of the economy, the agriculture sector demonstrated the most resilience against the virus in FY 2021. After growth of 3.6% in FY 2021, the sector continued to be on a growth path recording 3.9% growth in FY 2022. The government of India took several measures to drive the manufacturing sector, with the PLI scheme as the prominent one to position India as a global manufacturing hub. The infrastructure sector remained a focus area to push the government's growth aspirations.

The outlook for the coming year remains moderate as several challenges including the high inflationary environment and the trickle-down impact of the global supply chain disruptions continue to affect recovery process. With the RBI raising interest to tame inflation, growth is expected to taper in the upcoming fiscal year. The bright spots are the uptick in contact-intensive service sectors and forecast of a normal and well-distributed monsoon.

GLOBAL GDP GROWTH TREND: CY 2018-22

(%)

CY 2018	3.6
CY 2019	2.8
CY 2020	(3.1)
CY 2021	6.1
CY 2022E	3.6

Source: World Economic Outlook

INDIA: GDP GROWTH TREND FY 2019-23

(%)

FY 2019	6.5
FY 2020	4
FY 2021	(6.6)
FY 2022	8.7
FY 2023E	7.2

Source: CSO, RBI

GLOBAL CROP PROTECTION MARKET[2]

The factors impacting the crop protection sector are the commodity and product prices and farm incomes. The global market in 2021 continued to be impacted by the aftereffects of the outbreak of coronavirus. While industries across segments were adversely impacted by the pandemic, agriculture and allied industries remained resilient owing to the essential nature of these industries. This led to agricultural input manufacturing and supply activities being excluded from lockdown restrictions. However, the industry was impacted owing to reduced availability of migrant farm labour, delays of shipments in ports, disruptions in availability of raw materials driving product prices, reduced demand for biofuels and fibrous crops such as cotton. Significant currency movements due to the influence on the wider economy also impacted the industry. Other key drivers have been a return to favourable weather in key country markets such as Australia, which has been plagued by drought in recent years, as well as in Europe, a market where performance been limited by regulation, currency headwinds and unfavourable weather in recent years.

The most significant influence on planted areas and expenditure on crop protection inputs is the price farmers can sell their produce to the market. The more income a farmer can generate from his field, the more expenditure can go towards pesticides. Boosted by larger areas, a generally favourable pricing environment and improved weather in many key markets, it is estimated that in harvest year 2021 (HY 2021), the market for agrochemical products in all major crop sectors increased with the exception of soybean and sugar beet which declined marginally.

CROP-WISE GROWTH OF AGROCHEMICAL MARKET

(%)

Soybean declined marginally

The global market for conventional crop protection products is estimated to have grown by 4.7% in 2021 to US$ 65 billion driven by higher prices and strength in major currencies against the dollar. With favourable macro-factors for agriculture, encouraging crop price trends and weather forecast to continue, the sector is expected to see another good year in 2022.

CONVENTIONAL CROP PROTECTION MARKET 2016-2021*

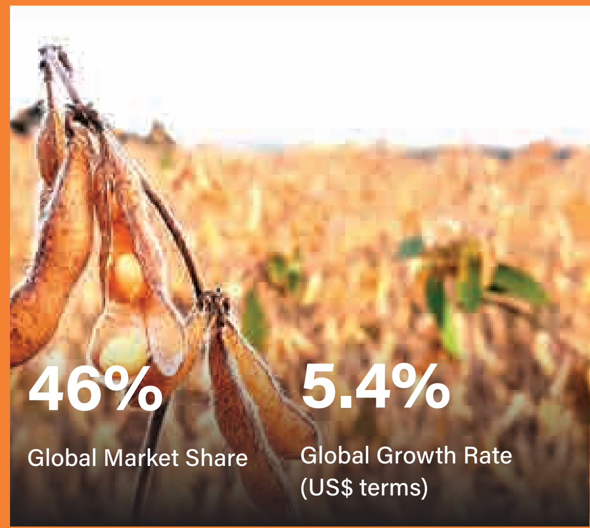
	2016	2017	2018	2019	2020	2021
World Crop Protection Market (US$ million)	55,964	57,714	61,122	60,657	62,036	65,206
Nominal change on previous year (%)	-5.7	+3.1	+5.9	-0.8	+2.7	+4.7
Real change on previous year (%)	-7.4	-1.9	+5.0	+2.4	+8.0	-1.4

*On basis of restated historic data

[2]Phillips McDougall, IHS Markit

Harvest Year 2021 (HY2021) roughly aligns with calendar year 2021 for northern hemisphere and starts from last few months of 2020 to first 8-9 months of 2021 for Southern hemisphere

2021 Product Sector Performance



HERBICIDE MARKET

A key driver boosting the herbicide market during the year has been high product prices, notably those emanating from China with glyphosate in particular experiencing significant pricing gains during the year. Despite some regulatory and legal challenges in recent years, the molecule remains the largest active ingredient. In 2021, the Chinese government's carbon neutrality initiative led to curtailment on power use, impacting glyphosate production, particularly for the production of raw materials such as yellow phosphorus. In addition, favourable weather boosted demand for herbicides more generally with a rebound in Australia following years of severe drought.

FUNGICIDE AND INSECTICIDE MARKET

Both the insecticide and fungicide markets benefited from generally good growing conditions across the regional markets, which provided insect pests and diseases with favourable weather for population growth - fall armyworm in particular continues to expand its foothold across Asia Pacific. A common trend that is gaining pace across both insecticides and fungicides has been the growing adoption of biopesticides. In fact, this has led to the leading players active in the industry investing in the bio fungicide products since the start of 2020.

REGION-WISE OVERVIEW

North America

Despite the severe drought experienced in the Pacific Northwest, both the US and Canadian markets continued to be positive. Growth in acreage in the US market was largely driven by corn and soybean. Besides, the year also witnessed favourable conditions in the corn belt and greater Midwest producing regions. There was an increase in insect pressure, disease pressure, and weed pressure in soybeans owing to favourable weather conditions, resulting in an increase in the demand for crop protection products in the region. Apart from general weed and insect pressures, corn witnessed notable disease pressure from tar spot, grey leaf spot, northern corn leaf blight, common and southern rust diseases.

Market share: **18%**

Growth rate (US$ terms): **6.8%**

Europe

The European market reported strong growth in 2021. Areas of key crops such as cereals and oilseed rape rose. The weather was favourable during the year to the benefit of yields and pest pressure. Additionally, the strength of the Euro boosted growth in US dollar terms. After strong years, the market in Russia performed poorly, with dry conditions in the major cereal-producing regions having an influence on crop inputs and production. Conversely, robust output of oilseeds and corn during the year compensated decreases in grain production. Favorable weather conditions and increased planting areas for important crops, particularly maize, helped Ukraine's agrochemical sector perform well. Looking ahead to 2022 and beyond, the crisis in Ukraine has the potential to have a considerable influence on the nation's agricultural output and input demand. In spite of the turmoil, solid development is anticipated for Europe in 2022.

Market share: **22%**

Growth rate (US$ terms): **7.1%**

Latin America

The Latin American market remained volatile and was adversely impacted by currency headwinds, particularly in Brazil, the largest country market for agrochemicals, where the Real has depreciated significantly against the US dollar in recent years. However, there was some improvement in the latter half of 2021. On one hand, the Brazilian soybean and maize growers gain from such currency variables when they export their crop, increasing their profitability. On the other hand, it restricts input growth in US dollars. The season's performance was also significantly damaged by dry weather conditions, which had an impact on agricultural output in important regions like Paraná and Mato Grosso. Despite dry weather having an impact on crop output during the harvest year 2020/21, the situation in Argentina was better.

Market share: **25%**

Growth rate (US$ terms): **-3.0%**

Asia Pacific

The Chinese market (mainland China) benefited from a robust rice market, where the early double-crop and single-season crop planting circumstances were favourable owing to sufficient rainfall and soil moisture. Furthermore, the favourable crop conditions created the perfect environment for pests and diseases, which strengthened crop protection inputs demand. The need for insecticides increased as fall armyworm infection levels remained high nationwide and in the area. The spread of coronavirus is expected to have a positive impact on the Indian agrochemical market, largely through reduced manpower resulting from restrictions on the movement of migrant labour. It is expected that this led the farmers to use more pesticides, and particularly herbicides with weeding done by hand in large parts of the country. The Japanese agrochemical market is expected to have grown by 3.3% to reach US$ 3,331 million in 2021. Performance in the country has been limited by further reductions in rice area, driven by increased support payments for producers that convert table rice hectares to vegetables, wheat, soybeans, rice for feed, or rice for export. After successive years of drought, in Australia, rainfall returned in the harvest year 2020/21 season significantly boosting market growth to historical highs during the year.

Market share: **32%**

Growth rate (US$ terms): **8.3%**

Middle East & Africa

After a number of years of drought, rainfall returned during the harvest year, strengthening demand for the products in the region, especially in South Africa. The prices of generic agrochemical products remained northbound owing to the supply disruptions from China. However, the market growth continued to be impeded due to political uncertainty, lack of water availability and proper infrastructure in certain regions.

Market share: **4%**

Growth rate (US$ terms): **6.4%**

2022 Global Market Outlook:

- **Overall favourable weather expected across most regions**
- **Strong global demand for crop protection as farmers are looking to secure availability pre-season**
- **Commodity prices for major crops expected to remain elevated, stock-to-use ratios near historic lows creating a favourable environment**
- **There is some uncertainty stemming from significant volatility in energy prices and supply bottlenecks and raw material prices; so raw material and logistics costs continue to remain elevated**
- **Price rises expected in agrochemicals due to demand-supply imbalance, further exacerbated by shipment costs issues**
- **BioSolutions to continue to witness strong growth in the medium-term with increased adoption and strong commodity prices**

Source: Phillips McDougall, IHS Markit

REGIONAL OUTLOOK FOR 2022[3]

North America

Benefits of the favourable price environment are substantial. The production for wheat, canola, soybean, and cotton are up, while maize production is down. The market is witnessing strong early demand, especially for herbicides. Due of limited availability and high cost, non-selective herbicides may be advantageous. High fertiliser costs may have an influence on crop protection product spending and favour some biologicals.

Central & South America

Favourable agrochemical pricing environment in the region is driving value growth. Robust export demand of the key crops and generally favourable market environment, particularly in Brazil are adding optimism for the region. However, soybean yield is expected to be impacted owing to very hot and dry conditions in certain regions. The Safrinha maize crop in Brazil is off to good start, although high pest pressure and cold weather are a concern. Favourable economics of production for cotton, coffee, sugarcane, wheat, F&V are favourable.

Asia Pacific

The outlook for Aisa Pacific remain optimistic owing to favourable conditions in several key markets, such as India and China. The Chinese market is benefiting from high prices and increased focus on high-value crops, high pest pressure. This year is expected to be a consecutive growth year in Australia, offset by negative outlook for Japan, with switch away from rice to fruit and vegetables which is somewhat detrimental to market value. Further, positive weather is expected in Southeast Asia, notably Thailand, Indonesia and Malaysia. Large increase is seen in Indonesian rice area, area in Thailand is also up. Increasing focus on use of rice as animal feed is altering traditional supply/demand dynamics. India raised MSPs on all Kharif crops, continuing to shift focus towards oilseeds, pulses, and coarse cereals to correct supply/demand imbalances.

Europe

Drought conditions in key regions (Mediterranean, France) impeding market development. Further, the sector outlook is bleak given the ongoing Russia-Ukraine conflict.

[3]Agbio Investor

Increasing intellectual property protection[4]

Due to the increasing use of chemicals for crops such as soybean, corn, and sugarcane, the global crop protection industry is experiencing an increase in patents and new product registrations, which has become one of the driving elements for the crop protection chemicals market. There are over 1,400 active pesticide ingredients that have been registered, and around 1,055 of them are currently in use across the globe. Globally, there are 16,000 pesticide formulations based on those active ingredients. India has 400 plus formulations based on the 228 active ingredients labelled for use, while Europe has registered 1,260 pesticide active ingredients.

[4]Markets and Markets

INDIA CROP PROTECTION MARKET

Indian Agriculture Market[5]

The agriculture and allied sector showed buoyant growth in the past two years, growing more than 3.5% in both FY 2021 and FY 2022, driven by the combined impact of favourable climatic conditions and various initiatives taken by the Government. Based on the 3rd advanced estimates, food grain production is expected to reach a new high of 315 million tonnes. Agricultural exports are higher by 25.3% in FY 2022 (Apr-Dec), even after rising 23% in FY 2021. India enjoys a position of net trade surplus in agriculture. However, the surplus narrowed as imports have grown much faster in FY 2022 (Apr-Dec). The global inflation in oilseeds and vegetable oils in 2021 already poses a structural risk to India's agri import bill, as vegetable oils constitute half of the agri imports basket. Hence, crop diversification is critically required to bridge this gap in oilseeds and pulses. On the exports front, India's new and WTO-compliant export incentive scheme, Remissions of Duties and Taxes on Exported Products (RoDTEP), augurs well for long-term growth.

Indian Agrochemical Industry

Agri-input companies faced a number of challenges in FY 2022, owing to erratic rainfall that damaged crops and impacted pesticide use during Kharif (1HFY22). The spiralling input costs due to the sharp rise in prices of basic chemicals and intermediates led to pressure on margins for agrochemical manufacturers. Exports business fared quite well for the domestic agrochemical companies during FY 2022. However, agrochemical companies faced margin pressure due to global supply chain disruption and their dependence on China for intermediates. As a result, price hikes were witnessed across categories, especially in 4QFY22, to pass on rising input costs. Towards the end of the fiscal, agro-chemical companies largely benefitted from price hikes and channel filing for the upcoming Kharif season and demand outlook for domestic as well as global market remains positive given remunerative crop prices.[6]

In recent years, India's agrochemical manufacturers have made huge strides and are now witnessing increased interest from most of the international companies, as they look to de-risk supply chains, owing to the massive supply disruptions that happened in China. This has led the leading companies to invest in backward integration of some key products by enhancing their own manufacturing capabilities.[7]

While collaborations have been important in bringing world-class agrochemicals to India, with the pandemic, Indian enterprises are increasingly interested in boosting their R&D capabilities and upgrading facilities so that they may harness its power on their own. Furthermore, they

Budget 2022-23 Highlights for agriculture sector

- The total budget allocated to the Department of Agriculture and Farmers' Welfare - ₹1.24 lakh crore
- Earmarked ₹2.37 lakh crore as direct payments as MSP to 163 lakh wheat and paddy farmers
- Announced support for post-harvest value addition of millets to enhance domestic consumption, along with support for branding millet products nationally and internationally
- Assured the implementation of a rationalised and comprehensive scheme to boost domestic production of oilseeds
- Launch of a scheme in the PPP model to deliver digital and hi-tech services to farmers
- 'Kisan Drones' will be promoted for crop assessments, land record digitisation, and spraying insecticides and crop nutrients.
- Attaining a carbon-neutral economy through co-firing 5-7% biomass pellets in thermal power plants to achieve carbon-dioxide savings of 38 million metric tons annually. In addition, it would help prevent stubble burning and act as an additional source of income for farmers while creating job opportunities for the locals.
- Allocation of ₹10,433 crore under Rashtriya Krishi Vikas Yojana for 2022-23

Ministry of Agri and Farmers Welfare (MoA&FW)

[5]Commission for Agricultural Costs and Prices - CACP / Ministry of Agriculture

[6]IIFL Securities

[7]Agribusiness Global, CRISIL

are also reorienting themselves from being just a producer to solution provider in the process. The next-generation formulations developed in India have also proven to be equally efficient and cost-effective. As a result, it is clear that agrochemical businesses will increasingly focus on incorporating next-generation formulations into their R&D capabilities and product mix in order to gain competitive advantage. As China curtails its operations in the aftermath of the COVID-19, Indian agrochemical companies are making great progress in finding new avenues to export.[8]

The industry is also seeing a gradual shift from generics towards specialty/value-added products owing to higher effectiveness and increasing affordability. These products are estimated to contribute ~25-30% of India's current agrochemical sales.[10]

Domestic crop production

A favourable monsoon in India has also resulted in record high kharif sowing season. There have been green shoots in terms of increased production and a strong bounce back in export of agricultural products.

4th[9]

Largest domestic agrochemical market in HY21

₹ 365 billion[10]

India export market size FY 2022

₹ 286 billion[10]

Domestic market size FY 2022

10%[10]

YoY growth in INR terms for FY 2022

Above average growth rate amongst top 20 regional markets

8-10%[10]

Estimated next 3-year CAGR

Note: Growth in INR terms; FY 2022-FY 2025F

India Agchem Exports[10, 11]

Due to the inherent strength of cost-effective production and qualified low-cost manpower, India is one of the leading exporters of crop protection chemicals.India has got a huge potential to grow exports further by developing products of newer chemistries.

The China +1 procurement model has been a key favourable tailwind for Indian players as large export consumers are diversifying their supplier base. This along with continued healthy demand from Brazil and the US (~45% of India's exports) and increasing supplies to Europe (~15% of India's exports) are expected to lead to exports continuing to grow in early teens in FY 2023. Consequently, the share of exports in overall revenue is expected to rise going forward. Of the total export out of India, top five countries constitute over 50%. These are mainly Brazil and USA followed by France, Vietnam, Belgium, and others.

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 2022E	154.93	159.59	24.71	13.79
	Grain output continues to raise the bar, reaching 315 million tonnes mark		**Oilseed production to hit record levels in crop year 2021-22**	

Source: Third advanced estimates of crop production for 2021-22, Ministry of Agriculture

[8]Krishi Jagran

[9]Phillip McDougall

56%[10]

In FY 2022 India's Production Exported

35-40% YoY[10]

Exports Growth in FY 2022 (INR terms)

[10]CRISIL

[11]Markets & Markets

Structural drivers behind India's strong Agrochemical exports growth

- Opportunity provided by trade restrictions from China
- Higher demand from India's major trade partners like Brazil, USA, Japan
- Low-cost manufacturing, a strong presence in generic pesticide manufacturing, availability of technically trained manpower, seasonal domestic demand, and unutilised capacities
- Capacity expansion by many exports focused players
- Increasing food production and carry over stock has increased the demand for fumigants and rodenticides.
- Higher cropping intensity techniques like double cropping in Brazil is driving the demand for more exports from India.

Source: CRISIL

INDIA AGCHEM MARKET OUTLOOK[12]

In FY 2023, domestic tailwinds from strong liquidity among farmers, remunerative crop prices and expectations of another year of normal monsoon are likely to be the key drivers in sustaining healthy double-digit growth in the Indian Agchem industry. Furthermore, the rural spend by Central and State Governments has been budgeted to increase 11.3% YoY in FY 2023, up from 3.1% YoY growth in FY 2022.

Bright prospects for kharif

Most weather forecasting agencies have predicted a normal monsoon this year. Moreover, water availability in reservoirs is quite good, which would encourage early Kharif sowing as reflected by record-high fertiliser sales in Apr'22. This raises expectations of yet another bumper kharif crop this season.

[12]Commission for Agricultural Costs and Prices (CACP), Ministry of Agriculture, Industry Reports and India Meteorological Department

While a sharp jump in farm input cost is a concern, Government has hiked the minimum support prices for Kharif crops by 6.1% YoY in FY 2023, higher than the 3.8% increase in FY 2022. This is the highest increase in MSP for Kharif crops in the last 4 years, and along with that a jump in crop spot prices which are trading higher than MSP, is likely to boost realisation on agriculture produce and net farm income considerably. The government has kept the national target for total food grain production at 328Mn tonnes for FY 2023 compared with expected production of ~315Mn tonnes during FY 2022.

Indian Agrochemical Market - Long term growth prospects

In line with the growth of the overall agri-input sector, higher acreages and crop prices supported by the Government's focus on expanding production, are expected to drive a robust growth in for agrochemicals demand over the next few years. Relatively lower agricultural yields, high losses due to diseases and pests and rising labour cost are also expected to structurally drive increasing agrochemical usage.

Financial Analysis

FY 2022 was a record year for us, as we delivered robust growth and ended the year with highest-ever Revenue, EBITDA, and Net Profit. Notwithstanding the challenges, the world threw at us - rising input costs, supply chain disruptions and recurring Covid waves the team's agility and perseverance helped the company to effectively deal with these.

The company continued to outperform the guidance provided to the market at the beginning of the year across all counts. These encouraging results are a testament of the resilience of our business model.

Income Statement

	(₹ in crore)	(₹ in crore)	(in %)
Particulars	**FY 2022**	**FY 2021**	**Growth Rate**
Revenue	₹ 46,240	₹ 38,694	19.5%
Gross Margin	₹ 19,002	₹ 15,704	21.0%
EBITDA	₹ 10,165	₹ 8,559	18.8%
PAT*	₹ 4,627	₹ 3,692	25.3%
Net Profit	₹ 3,626	₹ 2,871	26.3%

*Profit after tax before exceptional items and share of profit of associates

Balance Sheet

	(₹ in crore)	(₹ in crore)	
Particulars	**FY 2022**	**FY 2021**	**Trend**
Net worth	₹ 24,662	₹ 20,887	Increased
Net Debt	₹ 18,906	₹ 18,922	Maintained
Total non-current assets	₹ 38,695	₹ 36,883	Increased

Working Capital

Particulars	FY 2022	FY 2021	Trend
Net working Capital	69 days	71 days	Decrease
Net Working Capital (₹ in crore)	**₹ 8,632**	**₹ 7,508**	**Increase**
Inventories (₹ in crore)	₹ 13,078	₹ 9,422	Increase
Receivables (₹ in crore)	₹ 14,287	₹ 11,874	Increase
Payables (₹ in crore)	₹ 18,733	₹ 13,789	Increase

Key Ratios

Particulars	FY 2022	FY 2021
EBITDA Margin	22.0%	22.1%
EBITDA/Net Interest	4.4x	4.1 x
Net Debt-Equity Ratio	0.8x	0.9 x
Net Debt/EBITDA	1.86 x	2.2 x
Return on Equity	15.6%	13.8%
Earnings per share	₹ 45.87	₹ 36.40

RISK MANAGEMENT

Overview

In today's VUCA world, achieving our business goals makes it imperative for us to stay focussed on how we manage our key enterprise-wide risks in an efficient and effective manner. We have developed and implemented a robust Enterprise Risk Management (ERM) Framework for the same, benchmarked with leading international risk management standards such as ISO 31000 and Committee of Sponsoring Organisation of the Treadway Commission ('COSO'). We have adopted a consistent Framework and standard process to ensure a co-ordinated and integrated approach for managing Risks & Opportunities across the organisation. This lays the foundation for a risk culture with independent, proactive and systematic risk management involving clearly defined roles and responsibilities, principles, standards, methods, tools and training measures. The ERM Framework intends to reinforce the commitment of UPL Limited to effectively manage the existing and evolving Risks and harness the underlying opportunities while safeguarding the business value to achieve its strategic objectives. UPL intends to develop and maintain a robust risk governance mechanism to facilitate risk informed decision-making by leveraging a fully integrated ERM Framework.

Objectives of the ERM Framework

- To integrate risk management as a part of the decision-making process to ensure risk informed decision making
- To integrate risk management processes with other assurance providing functions
- To formulate a resilient and robust methodology to manage and mitigate risks
- To identify, assess, prioritise, treat, monitor and report business risks arising out of internal and external factors that can affect our strategic objectives
- To continuously improve our risk management process by benchmarking it with the best industry Enterprise Risk Management practices, regulatory requirements and leading risk management standards, such as ISO 31000 and COSO
- To encourage technology-enabled effective and efficient monitoring of risk profile across UPL vis-à-vis overall risk appetite of the Company
- To clarify roles and responsibilities, principles, standards, methods, tools and training measures adopted with an objective of building strong risk aware culture

RISK MANAGEMENT PROCESS

Risk Identification

UPL conducts a rigorous risk identification exercise in linkage with the strategic business plans and emerging risks due to evolving business landscape. 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

Wherever applicable, identified risks are evaluated to ascertain their risk exposure levels i.e., 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

Based on the outcomes of Risk Assessment and Risk rating scores, Risk Prioritisation is done 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 are regularly assessed, updated and reported at appropriate levels within the organisation to maintain an ongoing oversight.

RISK GOVERNANCE- ERM TEAM

Board of Directors
Overall responsibility

Audit Committee
Independent assurance

Functional and business heads

Global Risk Management Committee
- Monitoring the implementation of RMF and effective risk mitigation
- Maintain a continuous oversight on ensuring that the RMF is effectively integrated into core functions

Central Risk Management (CRM) Team
- Develop and implement standard processes
- Collaborate with internal audit team to provide portfolio view of the risks and effective assurance on mitigation
- Implementation of RMF and smooth governance

Internal Audit
Collaborate with CRM to provide portfolio view of the risks and effective assurance on mitigation

UPL policies, procedures, methods and technology tools

The Functional and Business Heads

Internal Audit and Central Risk Management team collaborates to provide the portfolio view of the risks and provide effective assurance on mitigation.

Additionally, the Functional and Business Heads cascade the importance of risk management to the Risk Owners and Control Owners to implement the risk management process effectively. We promote a risk-aware culture by incorporating the risk management processes across our Company. We also formalised the role of Risk Champions to support businesses and strengthen the risk management focused skills and competencies within the businesses.

Risks and mitigation measures

Risk	Description	Impact on	Mitigation Measures
Credit risk	• Failure in dues payment or in meeting contractual obligation by a customer or counterparty can lead to financial loss	• **Trade receivables** • **Revenue** • **Profitability** • **Cash Flows** • **Goodwill**	• 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	• **Profitability** • **Day-to-day business operations** • **Cash flows**	• 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.	• **Day-to-day business operations** • **Profitability** • **Revenue** • **Cash Flows**	• 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.	• **Database** • **Profitability** • **Day-to-day operations** • **Reputation**	• Consistent investments in latest IT security systems • Setting up of adequate firewalls and disaster recovery systems. • Continuous event-monitoring and appropriate access authorisation levels
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).	• **Revenues** • **Profitability** • **Market share** • **Reputation** • **Obsolescence** • **Sustainability** • **Day-to-day business operations**	• 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.	• **Reputation** • **Market share** • **Regulatory shut down** • **Imposition of fine/ penalty**	• 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.	• **Costs** • **Revenues** • **Profitability** • **Inventory Levels** • **Day-to-day business operations**	• Making using of technology (ERP system) to build sufficient safety stocks. • Wide geographical manufacturing footprint. • Reduce dependence on smaller number of vendors and associating with multiple vendors. • Procuring appropriate insurance covers with adequate coverage levels.

Risk	Description	Impact on	Mitigation Measures
Climatic conditions/ Climate Change	• Frequent weather changes-drought, dry weather, and floods. • Fluctuations in temperatures, excessive snow, and so on.	• **Revenues** • **Profitability**	• 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.	• **Revenues** • **Profitability** • **Market Share** • **Reputation** • **Obsolescence** • **Sustainability**	• 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.
COVID-19 Risk Disaster/BCP Crisis Risk	• Disruption in economic activity, which led to unprecedented market volatility.	• **Day-to-day Business operations** • **Profitability** • **Revenue** • **Customer demand** • **Lack of Raw material**	• Proactive inventory, production and supply chain management. • Revision in operational strategies to adapt to lockdown measures. • Prepared plans and measures to ensure business continuity. • Arranged alternatives for work that cannot be done remotely. • Aligning operations in accordance with government's restrictions.
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.	• **Revenues** • **Profitability** • **Market Share** • **Reputation** • **Obsolescence** • **Sustainability** • **Day-to-day operations**	• Wide product portfolio to address varying customer needs globally • Broader and less concentrated customer base in every country. • High intensity regular farmer and customer engagement to understand evolving requirements. • Gathering relevant and top-notch 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.	• **Revenues** • **Profitability** • **Obsolescence** • **Sustainability**	• 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.	• **Profitability** • **Cash flows** • **Reputation** • **Day-to-day business operations**	• 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	• **Day-to-day business operations** • **Business strategies implementation**	• Clearly defined KPIs to ensure quantitative performance management • Competency and Career Pathing for critical roles • Continuous engagement with employees • Review of Total Rewards structure 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 your Company ("the Company" or "UPL") for the financial year ended March 31, 2022.

FINANCIAL RESULTS

₹ in crores

Particulars	Consolidated		Standalone	
	2021-22	2020-21	2021-22	2020-21
Total Income	**46,521**	**38,952**	**17,080**	**11,458**
EBITDA	10,165	8,559	2,688	1,733
Depreciation/amortisation	2,359	2,173	1,044	977
Finance Cost	2,295	2,060	377	307
Exceptional items	324	238	6	15
Profit / (Loss) from Associates	134	42	-	-
Profit before tax	**4,966**	**4,181**	**1,261**	**434**
Provision for taxation:				
Current tax	1,096	831	220	195
Deferred tax	(567)	(145)	(135)	19
Profit after tax	**4,437**	**3,495**	**1,176**	**220**
Minority interest	811	624	-	-
Net profit for the year	**3,626**	**2,871**	**1,176**	**220**

OPERATIONAL PERFORMANCE

UPL is focused on facilitating progress for the entire agricultural value chain. We are building a network that redefines the way an entire industry thinks and works – open to fresh ideas, innovative ways and new answers as we strive towards our mission to make every single food product more sustainable.

FY 2022 was a year of challenging macro-environment, input cost inflationary pressures and supply chain disruptions. Inspite of difficult conditions, we registered strong performance during the year. UPL's consolidated revenue from operations increased by ~19% to ₹46,240 crores from ₹38,694 crores in FY 2021. EBITDA increased by 19% to ₹10,165 crores from ₹8,559 crores in FY 2021. The net profit also witnessed a growth of 26% to ₹3,626 crores from ₹2,871 crores in FY 2021. For more details of the financial performance please refer to the Management Discussion and Analysis Report.

We have launched nurture.farm, a platform to provide technology-led solutions to farmers with over 1.4 billion farmers on board in India. The program provides crop solutions and advisory services, farm mechanisation services, social support services, insurance and medical support and also educates farmers on sustainable agricultural practices that are normally inaccessible to small holder farmers.

We have been able to significantly outperform the guidance given at the start of the year, with nearly every region seeing double-digit growth while we continue to prudently invest towards ensuring reliable growth going forward. The region-wise performance for FY2022 was as under:

Latin America

Owing to solid pricing, new product launches and strength of our herbicide portfolio, the Latin American region grew by 21% year on year. The growth was majorly driven by Brazil, primarily in herbicides and insecticides.

North America

Herbicides led by glufosinate products and a strong growth in insecticides helped in marking a strong year with 37% growth. Better commodity prices, tight supply and favorable channel stock further supported the growth.

Europe

Europe saw an increase of 7% in FY 2022 which was led by fungicides, herbicides and NPP BioSolutions, despite significant losses due to product bans and Russia-Ukraine conflict since February 2022.

India

The Indian region saw a strong growth as we grew year on year by 22%. The revenue increase was driven by herbicides and new product launches including Shenzi®, Triskele® and Trishuk®. The Company achieved robust growth despite adverse market conditions. The growth was also supported by overall favourable commodity prices for cash crops, pulses and oilseeds.

Rest of the World

Despite the supply chain constraints, the rest of the world region witnessed a growth of ~11%. The growth was majorly driven by fungicides, herbicides and insecticides.

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, 2022, which if approved at the forthcoming Annual General Meeting ("AGM"), will be paid to all those equity shareholders of the Company whose names appear in the Register of Members and whose names appear 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. ₹759 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 since FY 2004 (i.e. since demerger) is available on the website of the Company at https://www.upl-ltd.com/investors/shareholder-center/dividend-history.

FINANCE

a) Deposits

During FY2022, 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, Buyback and GDR

During the year, no new equity shares were issued and allotted. The paid-up share capital of the Company as at March 31, 2022 was ₹1,52,80,90,912/- comprising of 76,40,45,456 equity shares of face value of ₹2/- each.

On December 23, 2021, the Company admitted its GDR programme (listed on Singapore Stock Exchange) for trading on the International Order Book (IOB), London Stock Exchange's electronic trading platform for Global Depositary Receipts.

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 ₹1,100 crores by way of 'Open Market' through the Stock Exchanges. 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 ₹ 4,150 crores during FY 2021-22. 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 create value in a responsible manner, supported by our sustainability strategy. The conservation and responsible use of natural resources is not just one of our sustainability objectives, but also represents an essential business imperative. We consistently strive to align our business activities to global sustainability goals and targets, mitigating environmental risks and enabling positive environmental impact.

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

1. UPL included in Dow Jones Sustainability Year Book 2022.
2. ESG rating agency from Netherlands "Sustainalytics" rated UPL No. 1 among all agro-chemical companies globally.
3. Scored higher international sustainability rating (DJSI, FTSE & Sustainalytics) in all three dimension (environment, social & governance) from industry average.
4. Implemented Stream Identification & Segregation for better wastewater management & treatment.
5. UPL has taken steps towards achieving Zero Liquid Discharge (ZLD) for its two more manufacturing plants (PL-00 Vapi and PL-01 Ankleshwar) for recycling and reuse of wastewater.

A. International Sustainability Rating

1.1. Dow Jones Sustainability Indices (DJSI):

UPL DJSI rating has improved 214% 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.

1.2. FTSE Russell ESG Rating:

UPL's FTSE score in 2020-21 was 3.6 out of 5 which is 112% 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 while scoring highest in governance dimension out of three dimensions i.e. Governance, Environmental & Social.

B. Future Sustainability Initiatives

At UPL, Sustainability is driven by smarter innovation and profitable growth. We believe that a business can be profitable by adopting sustainable practices ensuring harmony with the society and environment. Our major future sustainability initiatives by 2025 are summarized below:

NEW TECHNOLOGY ADOPTION:

In line with our mission of 'going beyond environmental compliances' UPL has taken steps towards achieving Zero Liquid Discharge (ZLD) for its two more manufacturing plants (PL-00 Vapi and PL-01 Ankleshwar) for recycling and reuse of wastewater. The Green Cell department has added value to achieve this objective by effective wastewater streams segregation and characterization for their proper treatment and selection of right technologies to minimize the environmental footprint in a techno-economical way.

1.1. Water management at PL-00 Vapi

For recycling and reuse of approximately 750 KLD wastewater at PL-00, following strategies were adopted:

a) Identification, sampling, and Characterization of all wastewater streams.

b) Wastewater segregation for ETP, MEE, Scaleban and RO treatment.

c) Through segregation, overall TDS of ETP wastewater streams brought down from ~15000 ppm to <5000 ppm.

d) Scaleban system for recycling of high TDS RO reject into cooling towers.

e) MEE for very high TDS wastewater streams evaporation and condensate treatment in ETP after establishing its biological treatability potential.

1.2. Water management at PL-01, Ankleshwar

For recycling and reuse of approximately 550 KLD wastewater at PL-01, following strategies were adopted:

a) Identification, sampling, and Characterization of all wastewater streams.

b) Wastewater segregation for ETP, Forward osmosis, strippers, MEE, Scaleban and RO treatment.

c) Implemented stripper technology to treat high and low TDS IKI wastewater separately for ammonia reduction and hypo elimination at ETP.

d) Through segregation, overall TDS of ETP wastewater streams brought down from ~20000 ppm to <5000 ppm.

e) Scaleban system for recycling of high TDS RO reject into cooling towers.

f) Forward Osmosis for moderately high TDS streams.

g) MEE for very high TDS wastewater streams evaporation and condensate treatment in ETP.

RESEARCH AND DEVELOPMENT

Company's mission "Change the game – to make every single food product more sustainable" is very much inculcated in the minds of scientists working in the Research and Development Centres of the Company, located across the globe.

Significant investments have been made to enhance the Research and Development capability by creating more laboratory work- space, adding new equipment and instruments and employing additional human resources.

The human resources are highly qualified, intelligent, and committed scientists, who work tirelessly to offer solutions to farmer's pain points. The scientists develop crop protection products and processes that can be considered as sustainable, cost-effective, environment friendly, safe and most importantly affordable to the end user, the farmer.

It is important to take into consideration environmental effects as well as safety of the products and processes. Care is taken at Research and Development Centres to incorporate aspects of atom economy and principles of green chemistry. The products and the processes are critically evaluated for hazard and safety prior to commercialization.

Innovative combination products, to provide effective pest management solutions, are developed in various Research and Development Centres, and marketed world-wide to support farmers globally. All the products which get commercialized are tested internally and then at GLP certified laboratories for data generation. These tests include testing of chemical properties, toxicity, impurity profile, stability and packaging compatibility, bio-efficacy, residue and so on.

Production of Specialty Chemicals and Industrial Chemicals are Company's ambitious plan. To meet with the demands, Research and Development Centres design processes which can be effectively used for large scale production and are viable, safe and economical.

Intellectual Property is created for innovative products, combinations, and processes by applying for patents in many countries. Safeguarding of IP is crucial and vigilant in-house IP team takes care of this. At the same time Company respects others' IP and makes sure that there is no violation, while commercialization of products and processes.

CORPORATE SOCIAL RESPONSIBILITY

At UPL, our fundamental belief is simple – **"nothing is impossible"**. The two core UPL values **"Always Human"** and **"Open Hearts"** are guiding force of our CSR initiatives. Hence 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.

At UPL, we believe in a holistic and sustainable growth of society. Our commitment and interventions cater to all the segment of the society and have been classified in 4 focus areas: (a) Institution of excellence; (b) Sustainable Livelihood; (c) Nature Conservation; and (d) Local and National Need.

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 0.5 million lives globally through our CSR initiatives. Few initiatives undertaken in FY 2021-22 are:

- 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.
- Promote and raise awareness about sustainable development in agriculture and education in society through football with FIFA Foundation.
- Partnership with Oxford India Centre for Sustainable Development (OICSD) at Somerville College, University of Oxford, UK to advance education on sustainability with a greater focus on small-holder farmers in the developing world.
- Establish Centre of Excellence (CoE) on process safety management.
- Backward and forward linkages for farmers through formation, nurturing and strengthening of Farmers Producer Company.
- Toilet and Sanitation Project in India by construction of toilets to improve school sanitation and drive household hygienic behavior through school children: Constructed 57 sanitation blocks, mostly in community schools. The said facility is being used by more than 14,500 students and 3,000 commuters a day.
- United Against Child Labour project in India - A proactive initiative to eliminate all forms of child labour in seed supplier farms and to ensure education for all children. In last two years, the project reached 6 states which sensitized more than seed 3,500 growers.
- Global Parli & Vandri Cluster in India to transform rural village through revival and empowerment.
- Supporting "Project Ekal Vidyalaya" in Maharastra & Madhya Pradesh which aims at creating one teacher schools in the remotest parts of the country. More than 15000 students benefited so far.
- UPL is working on installing "Solar Light" in various locations of India as a community development initiative. We have installed 120 Solar Lights in Barmer, Rajasthan and 95 solar lights in Singhbara, Morena, Madhya Pradesh.

COVID-19 Relief work

The 2nd wave (Delta Variant) of COVID-19 impacted India like a storm. UPL responded to the current need of saving human lives using its strength in innovation and CSR driven contributions, details of which are as under:

- UPL in India pioneered the conversion of nitrogen plants to oxygen plants through our team of engineers & scientists within 72 hours of the second wave on April 23, 2021.
- 100+ industry players, government & private institutions were trained through knowledge sharing forums / webinars on Nitrogen PSA plant to oxygen plant conversion in the 3rd & 4th week of April 2021.
- Helped 5 hospitals in India to achieve self-sufficiency in oxygen through this innovation.
- Procurement of new oxygen plants: Delivered 4 new oxygen plants (Cap 960 LPM) which is catering to 400 beds each in Indore, Gwalior and Varanasi and these 4 new plants are catering to 1600+ beds across 4 different hospitals. Airlifted ZMS (Zeolite Molecular Sieve) from Germany to carry out more Nitrogen to Oxygen conversions in the 4th week of April 2021.
- 500+ oxygen cylinders refilled across hospitals in Gujarat at a very short notice in the 3rd week of April 2021.
- Set up Covid-19 centres at Jhagadia, Netrang, Ankleshwar and Mandva catering to 300 beds, including Oxygen Supply in the 3rd week of April 2021.
- 30+ Ventilators and 90 Oxyflow Meters arranged and provided at 3 hospitals in Ankleshwar, Bharuch and Vadodara when there is scarcity for the same.
- 1200 Jumbo Oxygen Cylinders provided at covid isolation center in Bharuch.

- 500 Pulse Oxymeters provided to ASHA workers in Gorakhpur.
- 37 Oxygen Concentrators provided to 3 Hospitals in Gwalior, Barmer and Bangalore.
- 10000+ Covid-19 Medicine Kits provided at Muzaffarnagar, UP by end of June 2021.

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.

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 and 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 FY2021-22.

All employees are mandated to attend a classroom training and confirm their adherence to the rules as mentioned on Company's website. During FY2021-22, a refresher POSH workshop was conducted for 31 Committee members online for 2 days by Company's external partners and 2082 employees, who acknowledged to comply with the POSH policy. During the year, UPL also tied up with an external partner to launch an extensive e-training on POSH, Code of Conduct and Anti Bribery across all markets, in 7 global language and mandated for all the employees as well as new joinees.

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 frauds and errors
- Safeguarding of 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 for carrying out the internal audit reviews. Improvements in processes 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 to both the management and to 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 CONTROLS OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria. Essential components of internal controls are followed as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

The Company has developed and implemented a Risk & Control Framework to ensure internal controls over financial reporting. This framework includes testing and monitoring over entity level controls, process level controls and IT general controls. The entity level controls include testing and monitoring of compliance to business policies. The process level controls include a risk control matrix for monitoring key business processes. The IT general controls include monitoring of the overall IT environment, computer operations and access to programs and data.

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

RISK MANAGEMENT FRAMEWORK

In today's VUCA world, achieving our business goals makes it imperative for us to stay focused on how we manage our key enterprise-wide risks in an efficient and effective manner.

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').

Enterprise Risk Management (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 boosts the performance of the organization.

Over the years, the risk management practices implemented by UPL have evolved significantly. UPL has adopted a risk management policy to ensure common, organisation wide understanding of ERM by defining key ERM principles to be adhered across UPL. UPL has adopted a consistent Framework and standard 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 ERM Framework defines the roles and responsibilities of key stakeholders across the organization to strengthen risk governance. The Company has also appointed a dedicated Enterprise Risk Management (ERM) team and is formally identifying Risk Champions across functions 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. The overall ERM program developed by UPL rests on the foundation of continuous training and development of employees on risk management to enhance the awareness of ERM framework and strengthen risk-informed decision-making culture.

Pursuant to Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations"), a Risk Management Committee, consisting of Mr. Rajnikant Shroff, Chairman and Managing Director, Mr. Arun Ashar – Director – Finance, Dr. Vasant Gandhi, Independent Director, Mr. Anand Vora, Global Chief Financial Officer and Mr. Raj Tiwari, Chief Supply Chain Officer has been formulated and institutionalised. The Risk Management Committee conducts integrated risks and performance reviews along with the Senior Executives engaged in different functions. 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

During the year, our focus was on extending adoption of the new integrated ERM framework, ERM Policy and ERM Standard across the organization and strengthening the risk management program.

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, 2022, there were 226 subsidiaries / associates / joint ventures across the globe. Most of these subsidiaries and associate companies are marketing arms and their main activity is confined to marketing by servicing their 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:

(I) Subsidiary Companies:	Country
Additions during the year:	
Acquisitions	
PT EXCEL MEG INDO	Indonesia
PT Ace Bio Care	Indonesia
Newly Incorporated	
Decco Holdings UK Ltd	United Kingdom
Advanta Seeds Holdings UK Ltd	United Kingdom
Advanta Holdings US Inc.	USA
UPL Crop Protection Investments UK Limited	United Kingdom
UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	Brazil
UPL Investments Southern Africa Pty Ltd	South Africa
UPL Ltd, Cayman	Cayman Island
UPL Health & Nutrition Science Holdings Limited	United Kingdom
UPL Animal Health Holdings Limited	United Kingdom
UPL Investments UK Limited	United Kingdom
Cessations during the year:	
Cessations	
Callietha Investments (Pty) Ltd	South Africa
Volcano Chemicals (Pty) Ltd	South Africa
Arvesta Corporation	USA

(I) Subsidiary Companies:	Country
Arysta LifeScience (Shanghai) Co., Ltd.	China
ANESA S.A.	Belgium
Tesaurus Mexico S.A. de C.V.	Mexico
Federation of Agri-Value Chain, Manufacturers and Exporters (Viz FAME)	India
Agri Net Solutions Limited	India
Mergers	
Omega Agroindustrial, S.A. de C.V.	Mexico
Servicios Agricolas Mundiales SA de CV	Mexico
UPL Limited (formerly known as UPL Agro Limited)	Mauritius
Arysta LifeScience Vostok Ltd.	Russia
Arysta LifeScience RUS LLC	Russia
(II) Associate Companies:	
Additions	
Pixofarm GmbH	Austria

MATERIAL SUBSIDIARY

As on March 31, 2022, the Company has 6 unlisted material subsidiaries as per the parameters laid down under SEBI Listing Regulations. These material subsidiary companies are: UPL Corporation Limited, Mauritius, UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A., UPL Agricultural Solutions Holdings BV, UPL Holdings BV, UPL Agrosolutions Canada Inc. and UPL NA Inc. 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. The transactions entered into pursuant to the omnibus approval so granted are reviewed on a quarterly basis by the Audit Committee.

The policy on RPTs was amended on January 31, 2022 by the Board of Directors to incorporate the changes introduced by SEBI in the SEBI Listing Regulations. The policy as approved by the Board is available on the website of the Company at https://www.upl-ltd.com/investors/corporate-governance/policies.

During the financial year 2021-22, SEBI amended the provisions relating to RPTs pursuant to which approval of the Members of the Company is required for entering into material RPTs effective April 1, 2022. The Company at the Extraordinary General Meeting held on March 30, 2022 obtained approval of the Members for continuing / undertaking RPTs which may exceed the materiality threshold of ₹1,000 crores 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 33rd Annual General Meeting of the Company held on July 8, 2017, the Members of the Company 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 a term of 5 (five) years from the Company's financial year 2017-18. They will hold office till the conclusion of the ensuing 38th Annual General Meeting ("AGM") of the Company.

Pursuant to the provisions of Section 139 of the Act, the Board of Directors of the Company, based on the recommendation of Audit Committee, recommends re-appointment of B S R & Co. LLP, Chartered Accountants, Mumbai for a further period of five (5) years i.e. upto the conclusion of 43rd AGM. The statutory auditor has confirmed that they are not disqualified from being re-appointed as auditor of the Company. The Company has also received a letter from them confirming their eligibility to be re-appointed as the statutory auditor of the Company.

There are no instances of any fraud reported by the statutory auditor to the Audit Committee or the Board pursuant to Section 143(12) of the Act. The Auditor's Report on standalone and consolidated financial statements for the year ended March 31, 2022 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 2022-23 at a remuneration of ₹10,75,000/- (Rupees Ten Lakhs and Seventy-Five Thousand only). The Company has received a certificate of eligibility from the cost auditor for the 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 2020-21 was filed with the Ministry of Corporate Affairs on August 12, 2021. The Cost Audit Report for the financial year 2021-22 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 2021-22. The Report of the Secretarial Auditor is annexed to this report as Annexure 3. The report of the Secretarial Auditor for the financial year 2021-22 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 2022-23. They have confirmed their eligibility for the appointment.

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. Vikram Shroff (DIN: 00191472) 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. Vikram Shroff seeking re-appointment, as required pursuant to Regulation 36(3) of 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 38th AGM of the Company.

During the year, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Naina Lal Kidwai (DIN: 00017806) as an Additional Director (Non-Executive and Independent) effective October 1, 2021 for a period of 5 years. The appointment was approved by the Members of the Company at the Extraordinary General Meeting held on March 30, 2022.

All the independent directors of the Company as on March 31, 2022 have given requisite declarations stating that they meet the criteria of independence laid down under Section 149(6) of the Act and Regulation 16(b) of SEBI Listing Regulations. 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).

As on March 31, 2022, the Company had the following Key Managerial Personnel as per Section 2(51) of the Act:

1. Mr. Rajnikant Shroff – Chairman and Managing Director
2. Mr. Arun Ashar – Whole-time Director
3. Mr. Anand Vora – Global Chief Financial Officer
4. 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.

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 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 the 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 seven 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 has 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 the Managing Director and other Executive Director is broadly divided into fixed and variable components. The fixed components comprises 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.

As on March 31, 2022, the Company, including group companies and subsidiaries, had 6,931 employees in India and 13,054 employees globally.

Key initiatives undertaken for Employees

Continuous Performance

The implementation of myUPL (HRIS) platform helped in focusing on goals and targeting achievements. Mid and Annual appraisals further strengthened our performance-based culture. The system helped in calibrations, budget planning and communicating online, providing seamless experience across all geographies.

Learning (Open Intel)

Learning has always been a focus for our organization to improve performance of employees including new product trainings, leadership, self-improvement and behavioral courses with launch of UPL "Open Intel" learning platform. The courses and trainings have seen a tremendous response. UPL was able to launch POSH, Code of Conduct and Anti Bribery trainings across all geographies and is made mandatory for all new joiners. The courses available includes soft skills and product related curriculum helping employees in their jobs.

Employee Wellness

Multiple initiatives were undertaken for employee wellness in FY21-22 which was in line with UPL values of Always Human, Agile and Nothing is Impossible. Some of the initiatives are as under:

- Expansion of Employee Assistance Program (EAP) platform to Gender focused program
- Self Defense Program for Women
- Financial Wellness Workshop
- Mindfulness Workshop on Stress Management and Mental Health
- Yoga Workshop
- Expansion of Services with health agencies to provide 24/7 health care to employees and their families and continued medical support to home quarantined employees.
- Tie-up with external partners on employee wellbeing including online medical consultation
- Continued providing medical support by processing the reimbursements of home quarantine claims
- Held vaccination drives and vaccination reimbursement (2nd dose), as per need and prevailing local laws and guidelines

Open Mind

People are the bedrock of our business strategy. To hear their views on organization and culture, UPL launched "Open Mind – Your Voice Matters", an Annual Culture Survey 2021. The survey saw a participation of 83% globally.

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.

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, 2022, 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, 2022 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, MD&A and BRR

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 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 2021-22 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, 2022 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.

EVENTS AFTER BALANCE SHEET DATE

The shareholders of the Company at the Extraordinary General Meeting held on March 30, 2022 approved the Buyback of fully paid-up equity shares of face value of ₹ 2/- each from the equity shareholders of the Company (other than the promoters, the promoters group and persons in control of the Company), for an aggregate amount not exceeding ₹ 1,100 crores (Rupees One Thousand One Hundred Crores only) being 14.56% and 5.71% of its total paid-up share capital and free reserves as on March 31, 2021 (on a standalone and consolidated basis, respectively) for a price not exceeding ₹ 875/- (Rupees Eight Hundred Seventy Five only) per Equity Share through the open market route through the stock exchanges where the equity shares of the Company are listed.

An unfortunate incident of fire occurred at one of the plants at our Ankleshwar Unit – 1 on May 6, 2022. The emergency response team with the help of local fire brigade brought the fire under control on instantaneous basis. The Company has lodged the necessary insurance claim. The Company is committed to put in place best global practices so that similar incidents are not repeated in future.

Apart from the above, 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.

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 is no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial year 2021-22.
3. 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

Rajnikant Devidas Shroff
Chairman and Managing Director
(DIN: 00180810)

Mumbai
May 9, 2022

ANNEXURE 1 TO BOARD'S REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2021-22

1 BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

The CSR policy of UPL aims to identify and support all projects/programs undertaken as part of the organisation's Corporate Social Responsibilities within the framework of Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy serves as a guiding document to help identify, execute and monitor CSR projects in keeping with the spirit of the policy.

UPL undertakes projects/programs in line with Schedule VII of the Act. All our interventions are not restricted to the development of our neighboring communities only as we work on initiatives that cater to the wider national interest. Before undertaking any program, a sound assessment of the scope, need, projected benefits is carried out. Our commitment and interventions cater all segments of the society and have been classified in 4 focus areas, viz.

A. Institution of Excellence

UPL and UPL promoted non-profit organizations have built institutions of excellence to raise responsible and skilled human capital through academic excellence, holistic growth and vocational & life skills.

B. Sustainable Livelihood

An integrated approach that engrosses and covers all the major three marginally oppressed sections of the society which can be enumerated as women, dropout youths and marginal farmers. We focus on improving quality of life of these sections through:

- Agriculture Development
- Women Empowerment & Entrepreneurship
- Skill Development

C. Nature Conservation

Focus on protecting & conserving nature and environment.

D. Local and National Need

GramPragati - Specific local area needs around our factory locations

United Bharat - National need, which also include relief or rebuild which can arise from natural calamities

2 COMPOSITION OF CSR COMMITTEE

Sl. 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	Vikram Shroff	Chairman / Non-Independent, Non-Executive Director	2	2
2	Pradeep Goyal	Member / Independent, Non-Executive Director	2	2
3	Arun Ashar	Member / Non-Independent, Executive Director	2	2

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

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

CSR Policy: https://www.upl-ltd.com/corporate_governance_pdfs/QnOJA9nKdnJVDJ1ZRCnZrEwYVSnlG5EDzPpTidhI/UPL_CSR_Policy.pdf

CSR Projects: https://www.upl-ltd.com/sustainability/socialresponsibility/framework-approach

4 DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT)

The Company conducted from an independent third-party agency, impact assessment for all the CSR initiatives to measure the long-term impact of the interventions. Collection of data for impact assessment completed in the month of March-2022 and the draft report is awaited. The Company had conducted third-party assessment in the year 2016 and the results were appraising and inspiring both at macro and micro levels.

5 DETAILS OF THE AMOUNT AVAILABLE FOR SET OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY

During the previous FY20-21, the Company spent ₹99.66 crore on CSR as against required spend of ₹10.34 crores i.e. ₹89.32 crores in excess. However, the Company has not set-off this excess spend with regards to CSR spend for FY21-22.

6 AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5)

₹466,55,46,758

7 (A) TWO PERCENT OF AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5)

₹9,33,10,935

7 (B) SURPLUS ARISING OUT OF THE CSR PROJECTS OR PROGRAMMES OR ACTIVITIES OF THE PREVIOUS FINANCIAL YEARS. - NIL

7 (C) AMOUNT REQUIRED TO BE SET OFF FOR THE FINANCIAL YEAR, IF ANY - NIL

7 (D) TOTAL CSR OBLIGATION FOR THE FINANCIAL YEAR (7A+7B-7C)

₹9,33,10,935

8 (A) CSR AMOUNT SPENT OR UNSPENT FOR THE FINANCIAL YEAR:

Total Amount Spent for the Financial Year (₹)	Amount Unspent (₹)				
	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
27,11,82,771	N.A	N.A	N.A	N.A	N.A

8 (b) Details of CSR amount spent against ongoing projects for the financial year:

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
A. Institution of excellence												
1	**Shroff S. Rotary Institute of Chemical Technology (Operation Cost):** To provide administrative cost to support "S. R. Rotary Institute of Chemical Technology" (SRICT), an institution specializing in chemical technology to provide the specific needs of the Chemical Industry in Gujarat. SRICT was established in 2011 and is one of the top 3 institutions under Gujarat Technical University which has 100 plus colleges. http://www.srict.in/	ii) Promotion of Education	Yes	Gujarat	Bharuch	3 Years	5,00,00,000	3,55,61,748	-	No	Ankleshwar Rotary Education Society	CSR00002365
2	**Shroff S. Rotary Institute of Chemical Technology (Deemed University)** To convert SRICT into a private university under the name "UPL University of Sustainable Technology" to groom young generation on Safety & Environment which are two key elements of Sustainability. SRICT has a unique course on Environmental Science & Technology and first Centre of Excellence on Safety in the country. Private University will have more freedom to decide syllabus, add new courses to focus on Sustainability. It is going to be first University globally, focused on Sustainability and will work on research, innovation, problem solving to have safe and clean plants. https://upluniversity.ac.in/	ii) Promotion of Education	Yes	Gujarat	Bharuch	3 Years	5,00,00,000	5,00,00,000	-	No	Ankleshwar Rotary Education Society	CSR00002365
3	**Shroff S. Rotary Institute of Chemical Technology (CoE)** To establish Centre of Excellence (COE) on process safety management at SRICT and has signed MoU with M/s. Gexcon of Norway. https://upluniversity.ac.in/	ii) Promotion of Education	Yes	Gujarat	Bharuch	3 Years	2,14,00,000	-	-	No	Ankleshwar Rotary Education Society	CSR00002365

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
4	**Smt. Sandraben Shroff Gnyan Dham School (SSSGDS)** a Co-educational school established in year 1972, affiliated to CBSE syllabus for community in industrial town of Vapi. https://www.srsgnyandham.org/	ii) Promotion of Education	Yes	Gujarat	Valsad	3 Years	50,00,000	50,00,000	-	No	GNYAN DHAM VAPI CHARITABLE TRUST	CSR00006789
5	**Eklavya Model Residential Schools (EMRS)** Under PPP to provide quality education to meritorious tribal children.	ii) Promotion of Education	No	Gujarat	Dangs	3 Years	50,00,000	-	-	No	GNYAN DHAM VAPI CHARITABLE TRUST	CSR00006789
6	**Sandra Shroff Rofel College of Nursing** Stands with the desire to nurture up the minds of their students that can be a reason for a smile on the millions they had and will come in contact with in their academics, clinical and community area.	ii) Promotion of Education	Yes	Gujarat	Valsad	3 Years	4,00,00,000	1,25,00,000	-	No	GNYAN DHAM VAPI CHARITABLE TRUST	CSR00006789
B. Sustainable Livelihood												
7	**UPL Pragati** To create sustainable livelihood with a sharper focus on farming community, unskilled youth and women to improve the quality of life in the long term. The Strategy envisaged for operationalizing under UPL Pragati for the sustainable livelihood has three pillars. 1. Agriculture development thru UPL KhedutPragati 2. Skill development thru UPL Niyojaniy. Farm Mechanisation training thru Adarsh KrishiNiyojaniy 3. Women SHG & Entrepreneurship thru UPL Udyamita. http://srsat.in/	(i) eradicating extreme hunger and poverty; (ii) promotion of education; (iii) promoting gender equality and empowering women; (vi) ensuring environmental sustainability; (vii) employment enhancing vocational skills; (x) Rural Development / Slum Development	Yes	Gujarat	Valsad, Bharuch, Dangs, Panchmahals	3 +1 Years	80,00,000	76,84,190	-	No	S. R. Shroff Aajivika Trust (SRSAT)	CSR00006787

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
8	**Narmada Project** To implement Narmada Project to transform rural village through empowering Farmers and providing them sustainable livelihoods"	(i) eradicating extreme hunger and poverty; (vi) ensuring environmental sustainability; (viii) social business projects; (x) Rural / Slum Development	Yes	Gujarat	Narmada	3 Years	1,50,00,000	1,20,00,000	-	No	Shroff's UPL Foundation (SUF)	CSR00006893
C. Nature Conservation												
9	**UPL Vasudha** Environment conservation and responsible actions towards nature go a long way in making nature an alternate source of livelihood for the local population, who have close economic and cultural links with nature. The UPL Vasudha aims at improving the quality of life of the natural habitat in the region through information dissemination, increased awareness and focused efforts to preserve and protect the same. The intitiatives under UPL Vasudha are 1) Sarus conservation project. 2) Deer & Ungulate breeding project. 3) Social forestry project. 4) Mangrove plantation 5) Water conservation project 6) Eco Clubs in community school. http://srsat.in/	(ii) promotion of education; (vi) ensuring environmental sustainability;	No	Gujarat	Valsad Bharuch, Dangs, Kheda, Panchmahals	3 +1 Years	1,33,89,500	1,28,80,535	-	No	S. R. Shroff Aajivika Trust (SRSAT)	CSR00006787
D. Local and National Area Need												
10	**UPL School Sanitation** To implement UPL School Sanitation to provide better sanitation facilities in schools and community. Project focuses on 3 key aspects: • Construction of toilets in schools and public spaces with appropriate drainage and cleaning mechanism. • Elimination of social and cultural barriers to increase toilet usage. • Promote better hygiene practices in villages to enhance overall sanitation environment.	(x) Rural Development / Slum Development	Yes	Gujarat, Maharashtra, Telengana, Himachal Pradesh, Rajasthan	Valsad Bharuch, Dangs, Kheda, Panchmahals	3 +1 Years	80,00,000	65,33,945	-	Yes	N.A.	N.A.

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
11	**GramPragati (Local Area Need)** Development Support to community around UPL location. Focused initiatives are 1) UPL Suraksha Abhiyaan 2) UPL School Sanitation 3) Support to Seva Yagna Samiti, Bharuch for Neonatal Care. 4) COVID Relief Work in local area During Lock Down (Around Factory Locations)	(i) eradicating extreme hunger and poverty; (ii) promotion of education; (iii) promoting gender equality and empowering women; (x) Rural Development / Slum Development	Yes	Gujarat	Valsad Bharuch, Dangs, Kheda, Panchmahals	3 +1 Years	1,40,00,000	1,29,38,239	-	No	S. R. Shroff Aajivika Trust (SRSAT)	CSR00006787
12	**Sewa Rural Jhagadia** To support SEWA Rural, a voluntary, development-oriented institution has been working incessantly for the past 40 years for the improvement of people in their health and other fields in the rural and tribal areas of Jhagadia in South Gujarat. The organization has 200-beded Kasturba hospital which provides quality medical care to the tribal people of around 2000 villages in the vicinity with minimal charges.	(i) eradicating extreme hunger and poverty; (ii) promotion of education; (iii) promoting gender equality and empowering women; (x) Rural Development / Slum Development	Yes	Gujarat	Jhagadia	1 Year	50,00,000	-	-	N. A.	N. A.	N. A.
13	**Ankleshwar Industrial Development Society** The project supports the development Ankleshwar Industrial area and specified to developing sports complex and quality of education through Mobile Education Van	(i) eradicating extreme hunger and poverty; (ii) promotion of education; (iii) promoting gender equality and empowering women; (x) Rural Development / Slum Development	Yes	Gujarat	Ankleshwar	1 Year	30,00,000	30,00,000	-	No	Ankleshwar Industrial Development Society	CSR00003724

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
14	**Jayaben Mody Hospital** To support 140 beds Multi specialty hospital Situated at Valia Road, GIDC, Ankleshwar.	(i) promoting healthcare; (iii) promoting gender equality and empowering women; (x) Rural Development / Slum Development	Yes	Gujarat	Ankleshwar	1 Year	25,00,000	-	-	N. A.	N. A.	N. A.
15	**United Bharat (National Area Need)** To implement United Bharat (National Area Need) project for transcending beyond UPL neighborhoods to work with individuals and organizations to ensure growth and development needs of the India are met through: • Proactive initiatives in the interest of the nation • Support to Trust's and institutions in various capacities- giving monetary aid, extending our skills, management support, mentoring and more • Relief and rehabilitation efforts • To achieve the above, we are working with multiple partners with active support and involvement of all stakeholders.	(i) eradicating extreme hunger and poverty; (ii) promotion of education; (iii) promoting gender equality and empowering women; (vi) ensuring environmental sustainability; (vii) employment enhancing vocational skills; (x) Rural Development / Slum Development	No	Gujarat, Maharashtra, Telengana, Himachal Pradesh, Rajsthan	Gujarat (Valsad Bharuch, Dangs, Kheda, Panchmahals), Maharashtra, (Mumbai, Vidharbha, Marathwada, Beed, Palghar) HP (Hamirpur), Rajasthan (Barmer)	3 Years	2,82,00,000	1,12,90,000	-	Yes	N.A.	N.A.
16	**United Against Child Labour (ADVANTA)** To implement United Against Child Labour (Project UACL) - Initiative to eliminate all forms of child labour in seed supplier farms and to ensure education for these children. India has one of the highest numbers of working children worldwide as per a study conducted by International Labour Organization (ILO) with a majority of them employed in agriculture alone. Small and marginal farmers resort to child labour to manage their fields which deprives these children of their basic rights and is even detrimental to their growth.	(i) eradicating extreme hunger (x) Rural / Slum Development	Yes	Gujarat, Maharastra, Telengana, Himachal Pradesh, Rajsthan	Gujarat (Valsad Bharuch, Dangs, Kheda, Panchmahals), Maharastra, (Mumbai, Vidharbha, Marathwada, Beed, Palghar) HP (Hamirpur), Rajsthan (Barmer)	3 +1 Years	1,00,00,000	83,09,476	-	Yes	N.A.	N.A.

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
17	**Friends of Tribal Society** To provide administrative cost to run and manage Ekal Vidyalaya- an institution established at the village level to provide holistic learning opportunities to the entire village community including women, children, youth, farmers, panchayat members et al. These centres of learning are established with the support of the Gram Samiti and is managed by them to enhance self-reliability at the local level. This program also ensures continuous learning even in the remotest of the locations	(i) eradicating extreme hunger and poverty (ii) promotion of education	No	Madhya Pradesh	All Districts	3 +1 Years	1,00,00,000	1,00,00,000	-	No	Friends of Tribal Society	CSR00001898
18	**Global Parli** To provide administrative cost for Global Parli project that works in a focused manner with villagers in Marathwada since its inception in 2016. The Global Parli project strategy comprises of four phases or steps that can be replicated and scaled up across the country: • Winning hearts and restyling mindsets by creating a movement for change through 360° development. • Water harvesting and its management to ensure water security. Reducing dependency on rain-fed agriculture. • Mass plantation by motivating farmers to change cropping patterns to horticulture using training, knowledge, and technology. • Use of latest technology, innovative marketing and value addition processes to magnify the increased incomes	(i) eradicating extreme hunger and poverty; Health Care & Sanitation (ii) promotion of education; enhancing vocation skills; livelihood enhancement (iii) promoting gender equality and empowering women; (iv) ensuring environmental sustainability; (vii) Training to Promote rural sports; (x) Rural Development	No	Maharashtra	Beed, Marathwada Area	3 +1 Years	65,00,000	65,00,000	-	Yes	N. A.	N. A.

1	2	3	4	5		6	7	8	9	10	11	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (₹)	Amount spent in the current financial Year (₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
19	**Save the Children India** To provide administrative cost to Save the children, India (SCI), which is working since 1988 to make India a child-friendly nation. SCI endeavours to prevent exploitation and discourage all other forms of discrimination of vulnerable women and children. The aim is to empower them to lead a life of dignity, self-respect and independence. Through this initiative children with special needs are combined with the mainstream children to encourage overall improved student learning.	(i) eradicating extreme hunger and poverty; (ii) promotion of education"	No	Maharastra	Mumbai, Marathwada Area	3 Years	30,00,000	-	-	-	N. A.	N. A.
TOTAL							**29,79,89,500**	**19,41,98,133**				

8 (c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5		6	7	8	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1	COVID-19 related work	(i) eradicating extreme hunger and poverty; (ii) promotion of education;	Yes	Gujarat, Maharashtra, Telengana, Himachal Pradesh, Rajasthan	Valsad Bharuch, Dangs, Kheda, Panchmahals	6,82,10,634	Yes	N.A	N.A.
2	COVID-19 related work	(i) eradicating extreme hunger and poverty (ii) promotion of education;	Yes	Gujarat, Maharashtra, Telengana, Himachal Pradesh, Rajasthan	Valsad Bharuch, Dangs, Kheda, Panchmahals	77,69,784	No	S. R. Shroff Aajivika Trust (SRSAT)	CSR00006787
		TOTAL				**7,59,80,418**			

8 (d) Amount spent in Administrative Overheads - Nil

8 (e) Amount spent on Impact Assessment, if applicable

₹10,04,220

8 (f) Total amount spent for the Financial Year (8b+8c+8d+8e)

	Amount (₹)
8.b	19,41,98,133
8.c	7,59,80,418
8.d	-
8.e	10,04,220
Total	**27,11,82,771**

8 (g) Excess amount for set off, if any

Sl. No.	Particulars	Amount (₹)
(i)	Two percent of average net profit of the company as per section 135(5)	9,33,10,935
(ii)	Total amount spent for the Financial Year	27,11,82,770
(iii)	Excess amount spent for the financial year [(ii)-(i)]	17,78,71,836
(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)]	17,78,71,836

9 (a) Details of Unspent CSR amount for the preceding three financial years

Not Applicable

9 (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

Sl. No.	Project ID	Name of the Project	Financial Year in which Project was Commenced	Project Duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting financial year (in ₹)	Cumulative amount spent at the end of reporting financial year (in ₹)	Status of the project – (Completed / Ongoing)
1	CSR00002365	Shroff S. Rotary Institute of Chemical Technology (Operation Cost)	2020-2021	3+1 Years	15,00,00,000	3,55,61,748	9,81,01,704	Ongoing
2	CSR00006789	Smt. Sandraben Shroff Gnyan Dham School (SSSGDS),	2020-2021	3+1 Years	2,00,00,000	50,00,000	1,00,00,000	Ongoing
3	CSR00006789	Sandra Shroff Rofel College of Nursing	2020-2021	3+1 Years	10,00,00,000	1,25,00,000	3,50,00,000	Ongoing
4	CSR00006789	Eklavya Model Residential School (EMRS Ahwa)	2020-2021	3+1 Years	2,00,00,000	0	50,00,000	Ongoing
5	CSR00006787	UPL Pragati	2020-2021	3+1 Years	6,00,00,000	76,84,190	1,64,42,055	Ongoing
6	CSR00006787	UPL Vasudha	2020-2021	3+1 Years	6,00,00,000	1,28,80,534	1,94,63,391	Ongoing
7	CSR00006787 & Direct by Company	GramPragati (Local Area Need)	2020-2021	3+1 Years	9,00,00,000	1,94,72,184	5,25,77,352	Ongoing
8	CSR00006893	Narmada Project	2021-2022	3+1 Years	9,00,00,000	1,20,00,000	1,20,00,000	Ongoing
9	CSR00006893 & Direct by Company	United Bharat (National Area Need)	2020-2021	3+1 Years	20,00,00,000	1,12,90,000	10,44,32,000	Ongoing
10	Direct by Company	United Against Child Labour (ADVANTA)	2020-2021	3+1 Years	4,00,00,000	83,09,476	83,09,476	Ongoing
11	CSR00001898	Friends of Tribal Society	2020-2021	3+1 Years	4,00,00,000	1,00,00,000	1,00,00,000	Ongoing
12	CSR00004400	Global Parli	2020-2021	3+1 Years	2,50,00,000	65,00,000	65,00,000	Ongoing
Total					**89,50,00,000**	**14,11,98,132**	**37,78,25,978**	

10 In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

Not Applicable

11 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

Rajnikant Devidas Shroff
Chairman and Managing Director
(DIN: 00180810)

Vikram Shroff
Chairman - CSR Committee
(DIN: 00191472)

May 9, 2022

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 2021-22 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22:

Name	Designation	Ratio to median remuneration	% increase in remuneration in FY2022
Mr. Rajnikant D Shroff	Chairman and Managing Director	269x	8%
Mr. Arun Ashar	Director – Finance	85x	44%
Mr. Pradeep Goyal	Independent Director	4.8x	82.6%
Dr. Reena Ramachandran	Independent Director	3.8x	69.4%
Mr. Hardeep Singh	Independent Director	4.4x	76.8%
Dr. Vasant Gandhi	Independent Director	4.3x	78.9%
Ms. Naina Lal Kidwai ^	Independent Director	-	-
Ms. Usha Rao Monari ^^	Independent Director	-	-
Mr. Anand Vora	Global Chief Financial Officer	NA	30.09%*
Mr. Sandeep Deshmukh	Company Secretary and Compliance Officer	NA	19% **

^ Appointed as an Independent Director w.e.f. October 1, 2021.

^^ Resigned as an Independent Director w.e.f. May 13, 2021.

* The increase in compensation of Mr. Anand Vora is due to revision of remuneration during FY21-22 in line with market benchmarks of the peer group of companies in the global agrochemical sector. For the purpose of calculation of % increase, ₹1.83 crore in the nature of settlement/retirals like gratuity/bonus/leave encashment upon closure of payroll in India and $400k one-time special allowance post his employment with UPL UK have not been considered to arrive at correct % of increase of annual compensation.

** The increase in compensation paid during FY21-22 is partly on account of change in variable pay. For FY20-21 the variable pay was paid pro-rata from the date of joining (i.e. part of the year) while the same was paid for the full year in FY21-22.

2. Change in remuneration of independent directors results from sitting fees paid based on number of meetings attended and also on account of revision in Commission.
3. The percentage change in the median remuneration for FY21-22 was 2.8%. 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 increase in remuneration of any specific employee but is the difference in the remuneration of persons who were at median positions in the respective years.
4. Number of permanent employees on the rolls of the Company as on March 31, 2022 were 5,456.
5. Average annual increase to the employees excluding senior managerial personnel in FY21-22 was 7.6%. Further, average annual increase for the managerial personnel was 14.9%. This increase is due to revision of remuneration of one of the managerial personnel after a period of about 3 years.
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, Global CEO and Mr. Vikram Shroff, Director 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 FY21-22 as against FY20-21. Mr. Hardeep Singh, Independent Director also receives Sitting Fee/Remuneration from the two material subsidiaries where he has been 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. The Company has 7,598 permanent employees on the rolls of global subsidiaries in addition to those in employment of UPL Limited as stated above.

On behalf of the Board of Directors

Rajnikant Devidas Shroff
Chairman and Managing Director
(DIN: 00180810)

Mumbai
May 9, 2022

ANNEXURE 3 TO BOARD'S REPORT

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[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 a manner that provided 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, 2022 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, 2022 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 Debt Securities) Regulations, 2008;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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 and 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 and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions are carried through unanimously 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 during the audit period the members of the Company at the Extra ordinary General Meeting (EOGM) held on 30th March 2022 has approved the following resolutions with requisite majority;

1. Approved the appointment of Ms. Naina Lal Kidwai as an Independent Director for a period of 5 years.

2. 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.

3. Approved Buyback of equity shares of the Company.

We further report that during the Audit period the Company has received a Show Cause Notice (SCN) from Securities and Exchange Board of India (SEBI) relating to the resignation of KPMG Mauritius as the Statutory Auditor of UPL Corporation Ltd, Mauritius, a material subsidiary of the Company. The SCN was duly replied to by the Company. The Company has filed a Settlement Application with SEBI for the aforesaid SCN and the same has been duly dealt with.

For M/s. N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
UDIN: F008663D000278671

Date: May 06, 2022
Place: Mumbai

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

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 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 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
UDIN: F008663D000278671

Date: May 06, 2022
Place: Mumbai

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

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 2021-22:

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 CO_2 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. Thermal heat pump to recover low grade heat from cooling water and making hot water.
2. Improved flash & condensate recovery.
3. Replaced steam ejectors with dry vacuum pump.
4. Utility changeover from chilled water to cooling water.
5. Multi effective evaporator installed in place of batch evaporation.
6. Process feed pre-heating from waste heat.
7. Heat pinching across SFD.
8. Enhanced power generation across BPT.
9. Briquette fired boiler against coal.
10. Epoxy glass coated cooling tower fan in place of aluminum fans.
11. Power purchase from renewable sources. (32 MW from solar & wind).

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

1. To purchase additional renewable power purchase and achieve total 58 MWe.
2. Fluidized bed cleaning system to improve steam economy in MEE's
3. Heat pump for de-humidifier system
4. Proposing to install biomass boiler at PL01 & PL12 towards steam cost reduction & sustainability
5. 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 ₹6 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. Confederation of Indian Industry (CII) awarded UPL as "National Energy Leader", "Excellent Energy Efficient Unit", "Most Useful Presentation" & "Innovative Project".

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION DURING THE YEAR 2021-22:

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. New plant to cater the intermediate requirement is established to reduce the sourcing cost.
3. New advanced flow reactor technology horizontally deployed for various chemistries.
4. Capacity improvement for various products from 10% to 40% through process intensification.
5. Production of three specialty chemicals on a commercial scale was started and products with desired quality and yield are being produced.
6. Continuous extractor (ARDC) for the efficient solid washing implemented and reduced major cleaning/downtime in the process.
7. Implemented novel idea of precious metal recovery from residue, conversion to catalyst and recycle back to the process.
8. Ozonation with nanobubble technology adapted for effluent treatment, quality improvement of products, co-products.
9. Converted nitrogen generating plants to produce medical oxygen during the COVID crises and supplied to various hospitals.
10. Processes for several raw material manufacturing were developed successfully and commercialization.
11. Processes were developed for the intermediates of at least 5 technical as an initiative to be self-dependent.
12. 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.
13. Four processes were screened for patent application.
14. Commercial production of two fungicide actives, used in multiple combination products, was started as a part of self-reliance activity.
15. An improved safe process for a key intermediate for an insecticide was successfully tested on Pilot scale. It will be taken for regular commercial production in coming years.
16. An anti-sprouting active ingredient's production on commercial level was done for product launch.
17. A specialty chemical was produced on a commercial scale of manufacture.
18. A new insecticide was produced in pilot plant to validate the laboratory process.
19. Numerous new pesticide formulations and combination products were commercialized for launch both in the domestic and international markets. Domestic and International markets saw launch of numerous pesticide formulations including combination of two or more pesticides.
20. Research and Development Centres developed processes for several active ingredients, for future commercial production.
21. Large number of formulated products including straight and mixture products of two or more active ingredients were developed in Research and Development Centres, for introduction in future.
22. Processes were developed for the intermediates of active ingredients as an initiative to be self-dependent.
23. New process for a defoliant was developed to improve safety and stability of the product.
24. Processes for commercialized active ingredients and formulations were worked and implemented, which resulted in quality improvement of the products.
25. In the OpenAg Innovation front, collaborative work with external agencies such as Universities, Research Institutes of international repute, and scientists in their individual capacities have been carried out for exploring new areas. These collaborations have been instrumental in developing new technologies and in upgradation of existing technologies.

ii. **Benefits derived by the Company:**

1. Dependency on the import material reduced as well as cost of source material reduced.
2. Solvent consumption reduced by more than 3000 KL by improved recoveries.
3. Miniaturization of equipment has resulted in WIP reduction and manual intervention reduction by over 90%.
4. Same footprint was used for capacity improvement by 20-40%, resulted in reduced COGM and cater market demand.
5. Yield improvement in the range of 1% to 5% resulted in reduction in COGM of key molecules.
6. Ozonation technology helps to achieve sustainability for Co-product and effluent quality & compliance.
7. Accomplishment of process development for several active ingredients with backward integration will be helpful in the future implementation in the plants at commercial scale.
8. Industrial process development and execution will result in expansion in revenue.
9. Production of Industrial chemicals and Specialty Chemicals will result in more revenue generation.
10. Patent protection for the products and processes will help in reduced competition.

iii. **Research and development (R&D):**

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

1. IP creation because of innovations for products and processes at Research and Development Centres.
2. Development of environmentally friendly formulations and processes for the active ingredients and intermediates, to work towards safe environment practices.
3. Development of cost-effective formulation products and processes for active ingredients for delivering affordable products to farmers.
4. Development of safe and industrially viable processes for specialty and industrial chemicals.
5. Increased self-dependency by development of cost-effective and environmentally safe processes with backward integration for active ingredients.
6. Improvement in quality of products and processes, resulting in reduced cost of manufacture, reduced waste, and improved safety profile for the end user.
7. Data generation for global registration of products.

b) **Benefits derived by the company:**

1. New products introduced globally, resulting in business expansion and effective pest management.
2. Introduction of a new pesticide products, and expansion in volume of pesticide mixtures in the market.
3. Successful development of laboratory and pilot scale processes for several active ingredients will be helpful on future at commercial scale, thus having enhanced self-dependency.
4. Production of Industrial chemicals and Specialty Chemicals will result in more revenue generation and utilization of some key reagents, produced by the company.
5. Development of several pre-mix formulations and combination products will result into global market launches in future.
6. Quality improvement and cost reductions of marketed formulations will be useful in long term.
7. Patent protection for products and processes will result in check on the competition in domestic and global markets and potential licensing opportunities.
8. Increasing number of registrations and regulatory approvals in various countries will result in faster product launches globally and overall increased revenue.

c) **Future Plan of Action:**

1. Research and Development Centres will be expanded with infrastructure improvement and enhanced capabilities.
2. Process development of post-patent and off-patent active ingredients, using non-infringing, cost-effective, eco-friendly, safe, economically viable processes, and employing principles of green chemistry.
3. Development of innovative, safe, cost-effective, non-toxic, and environmentally friendly pre-mix formulations and combinations.
4. Continual Quality improvement and cost-reduction for existing products and processes.
5. Protect the inventions and innovations in processes and products by capturing the inventions at early stage of R&D and applying for patent.

6. Data generation for product registration globally.

7. Development of integrated pest management solutions, which are based on nature-based products.

d) R&D Expenditure

(₹ in crore)

	FY21-22	FY20-21
Capital	15	31
Recurring	149	122
Total	**164**	**153**

Total R&D expenditure as a percentage of turnover – Standalone is 0.997% for FY 2022 as against 1.53% for FY 2021.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(₹ in crore)

	FY21-22	FY20-21
Total Foreign Exchange Earned	8,710.75	5,760.34
Total Foreign Exchange Outgo	5,155.12	3,820.83

On behalf of the Board of Directors

Rajnikant Devidas Shroff
Chairman and Managing Director
(DIN: 00180810)

Mumbai
May 9, 2022

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 all about maintaining a valuable relationship and trust with all stakeholders. 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 responsibilty 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.

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, Executive Leadership 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 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 5 (five) Independent Directors out of which 2 (two) are women directors.

Board Meetings

The Board duly met 7 (seven) 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 12, 2021	9	9	100	5 out of 5
July 30, 2021*	8	8	100	4 out of 4
October 1, 2021^	9	8	88.88	5 out of 5
October 29, 2021	9	9	100	5 out of 5
January 31, 2022	9	9	100	5 out of 5
March 2, 2022	9	9	100	5 out of 5
March 30, 2022	9	9	100	5 out of 5

* Ms. Usha Rao Monari ceased to be the Director of the Company w.e.f. May 13, 2021.

^ Ms. Naina Lal Kidwai was appointed as an Independent Director of the Company w.e.f. October 1, 2021.

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, 2022 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	EGM in FY21-22	Other Directorships*	Committee Memberships	Committee Chairmanships		
Mr. Rajnikant Shroff @ DIN:00180810	Chairman and Managing Director	7	Yes	Yes	8	1	-	Director - Nivi Trading Limited Managing Director - Uniphos Enterprises Limited	N.A.
Mr. Jaidev Shroff @ DIN: 00191050	Non-Executive Director	7	Yes	Yes	3	-	-	Director - Uniphos Enterprises Limited - Nivi Trading Limited - Ventura Guaranty Limited	81,00,163 Equity Shares (excluding holding of 3,98,500 GDR represented by 7,97,000 underlying equity shares)
Mr. Vikram Shroff @ DIN: 00191472	Non-Executive Director	7	Yes	Yes	4	-	-	Nil	67,54,324 Equity Shares (excluding holding of 2,18,520 GDR represented by 4,37,040 underlying equity shares)
Mr. Arun Ashar DIN: 00192088	Non-Promoter and Executive Director	6	Yes	Yes	7	5	-	Director - Uniphos Enterprises Limited	N.A.
Mr. Pradeep Goyal DIN: 00008370	Independent Director	7	Yes	Yes	3	2	2	Independent Director - Uniphos Enterprises Limited - Hind Rectifiers Limited Chairman and Managing Director - Pradeep Metals Limited	Nil
Dr. Reena Ramachandran DIN: 00212371	Independent Director	7	Yes	Yes	-	-	-	Nil	Nil
Mr. Hardeep Singh DIN: 00088096	Lead Independent Director	7	Yes	Yes	2	3	1	Independent Director - Escorts Limited	52,807 Equity Shares
Dr. Vasant Gandhi DIN: 00863653	Independent Director	7	Yes	Yes	1	-	1	Nil	Nil
Ms. Naina Lal Kidwai $$ DIN: 00017806	Independent Director	4	N.A.	Yes	3	2	-	Independent Director - Max Financial Services Limited - Gland Pharma 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.

@ Part of Promoter Group. Mr. Rajnikant Shroff is father of Mr. Jaidev Shroff and Mr. Vikram Shroff.

$$ Appointed as an Independent Director w.e.f. October 1, 2021 and has attended all the meetings conducted after her appointment.

All the meetings were held through video conferencing facility.

All the Directors had attended the previous Annual General Meeting held on August 6, 2021 and Extra-ordinary General Meeting held on March 30, 2022.

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. There are also on-going familiarization programmes /presentations for all directors providing them an opportunity to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

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 meetings 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 meeting, 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 31, 2022, 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, Ms. Naina Lal Kidwai was appointed as an Independent Director of the Company for a first term of five years w.e.f October 1, 2021 and the same was approved by the shareholders at the Extraordinary General Meeting held on March 30, 2022. There was no other change in Independent Directors.

Lead Independent Director

As a globally accepted good governance practice, the Board has appointed Mr. Hardeep Singh as a Lead Independent Director of the Company. 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
Rajnikant D Shroff	✔ ✔	✔ ✔	✔ ✔	✔ ✔	✔	✔
Jaidev R Shroff	✔ ✔	✔ ✔	✔ ✔	✔ ✔	✔ ✔	✔
Vikram R Shroff	✔ ✔	✔ ✔	✔ ✔	✔ ✔	✔	✔ ✔
Arun Ashar	✔	✔ ✔	✔	✔ ✔	✔ ✔	✔ ✔
Hardeep Singh	✔ ✔	✔ ✔	✔ ✔	✔ ✔	✔ ✔	✔ ✔
Pradeep Goyal	✔	✔ ✔	✔	--	✔	✔ ✔
Reena Ramachandran	✔ ✔	✔ ✔	✔	--	✔ ✔	✔ ✔
Vasant Gandhi	✔ ✔	✔ ✔	✔ ✔	✔	✔ ✔	✔
Naina Lal Kidwai	✔ ✔	✔ ✔	✔ ✔	--	✔ ✔	✔ ✔

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, 2022. A declaration to this effect from the Chairman and Managing 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. During the year, the NRC was briefed on leadership hiring in FY22, succession plan for top leadership roles and the Company's focus on building a good depth of leadership pipeline.

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 six committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee and Finance and Operations Committee. During the year, the Board constituted a Sustainability Committee w.e.f. October 1, 2021 with dedicated focus on sustainability related matters. 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. Mr. Pradeep Goyal
3. Dr. Vasant Gandhi

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 Company Secretary acts as the Secretary to the Audit Committee.

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 2021-22, the Audit Committee met six times i.e. on May 11, 2021; July 30, 2021; October 28, 2021; January 31, 2022; March 2, 2022 and March 31, 2022. There was full quorum in all Committee meetings.

Composition	Mr. Hardeep Singh	Mr. Pradeep Goyal	Dr. Vasant Gandhi
	Chairman	Member	Member
Meetings attended during the year	6	6	6

The Director – Finance, executives from Accounts, Finance, Corporate Secretarial and Internal Audit functions and representatives of Statutory Auditors 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, representatives from CARE and Brickwork Ratings were also invited in Audit Committee meeting to discuss compliance with related party transactions, internal controls, whistle blower mechanism, risk management policies and practices, which may have a bearing on rating of the listed NCDs.

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 6, 2021.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") comprises of 3 (three) directors all of whom are independent directors:

1. Dr. Reena Ramachandran (Chairperson)
2. Mr. Pradeep Goyal
3. Mr. Hardeep Singh

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.

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 is available on the Company's website: https://www.upl-ltd.com/investors/corporate-governance/board-committees.

During FY 2021-22, the NRC met three times i.e. on May 11, 2021; July 29, 2021 and October 1, 2021. There was full quorum in all Committee meetings.

Composition	Dr. Reena Ramachandran	Mr. Pradeep Goyal	Mr. Hardeep Singh
	Chairperson	Member	Member
Meetings attended during the year	3	3	3

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. The Chairperson of the Committee was present at the previous AGM held on August 6, 2021.

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 and other reimbursement. Remuneration to the Managing Director and other Executive Directors will consist of monthly salary, allowances, perquisites, bonus, commission 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 Executive Leadership Team (ELT) to drive long-term organizational goals. It comprises of the collective business and functional leadership manned by the top company executives. While designing global ELT's 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. 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.

Remuneration paid to Managing Director and Whole-time Director in FY2021-22 is as under:

₹ in crores

Name of the Director	Salary	Retiral Benefits	Perquisites	Commission*	Total
Mr. Rajnikant Shroff (Chairman and Managing Director)	6.23	2.03	2.69	4.50	15.45
Mr. Arun Ashar (Whole-time Director)	2.60	0.83	0.46	1.00	4.89

* The aforesaid Commission is for FY20-21, which was paid in FY21-22 after adoption of financial statements by the members. Commission for FY21-22 as approved by the Board of Directors based on recommendation of Nomination and Remuneration Committee for Mr. Rajnikant D. Shroff is ₹ 5 crores and for Mr. Arun Ashar is ₹ 1.25 crores.

Mr. Jaidev Shroff, Global CEO and Mr. Vikram Shroff, Director and other ELT members receive remuneration from global subsidiaries where they are employed as per the Group's policy. Details of remuneration received by them during FY21-22 along with comparison of remuneration structure of Global ELT members is as under:

US $ mn

Name	Fixed remuneration	Variable remuneration	Stock Options	Total
Mr. Jaidev Shroff, Global CEO	4.00	4.00	No	8.00 *
Mr. Vikram Shroff, Director	2.00	2.00	No	4.00 **
Other members of Global ELT	Range of remuneration 0.4 mn to 2.06 mn		Yes	-

* Approx. 1.65% of consolidated net profit;

**Approx. 0.82% of consolidated net profit

Remuneration of Mr. Jaidev 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. Jaidev Shroff and Mr. Vikram Shroff in FY21-22 as against FY20-21.

The Commission payable to Independent Directors for FY21-22 is ₹20,00,000/- 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, 2022 will be paid to Independent Directors, subject to deduction of tax and after adoption of financial statements at the Annual General Meeting. Sitting fees and commission paid to the Independent Directors during the year ended March 31, 2022 are as under:

in ₹

Name of the Independent Director	Sitting Fees	Commission *	Total
Mr. Pradeep Goyal	12,85,000	15,00,000	27,85,000
Dr. Reena Ramachandran	6,60,000	15,00,000	21,60,000
Mr. Hardeep Singh	10,20,000	15,00,000	25,20,000
Dr. Vasant P. Gandhi	9,60,000	15,00,000	24,60,000
Ms. Usha Rao Monari (upto May 13, 2021)	60,000	15,00,000	15,60,000
Ms. Naina Lal Kidwai (w.e.f October 1, 2021)	4,20,000	-	4,20,000

* The aforesaid Commission is for FY20-21 which was paid in FY21-22.

Mr. Hardeep Singh also received remuneration of USD 1,90,000 as a Nominee Independent Director of UPL Corporation Limited, Mauritius and UPL Do Brasil – Industria e Comércio de Insumos Agropecuários S.A.

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. Mr. Pradeep Goyal (Chairman)
2. Mr. Vikram Shroff
3. Mr. Arun Ashar

The Chairman 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.

The broad terms of reference of Stakeholders Relationship Committee as adopted by the Board, *inter-alia*, are as under:

a) Oversee and review all matters relating to transfer / transmission of Company's securities.

b) Consider, resolve and monitor grievances of stakeholders.

c) Oversee the performance of the Company's Registrar and Transfer Agent.

d) Review dividend and Investor Education and Protection Fund related matters.

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 2 (two) times i.e. on December 20, 2021 and March 25, 2022. There was full quorum in both Committee meetings.

Composition	Mr. Pradeep Goyal	Mr. Vikram Shroff	Mr. Arun Ashar
	Chairman	Member	Member
Meetings attended during the year	2	2	2

The Chairman of the Committee was present at the previous AGM held on August 6, 2021.

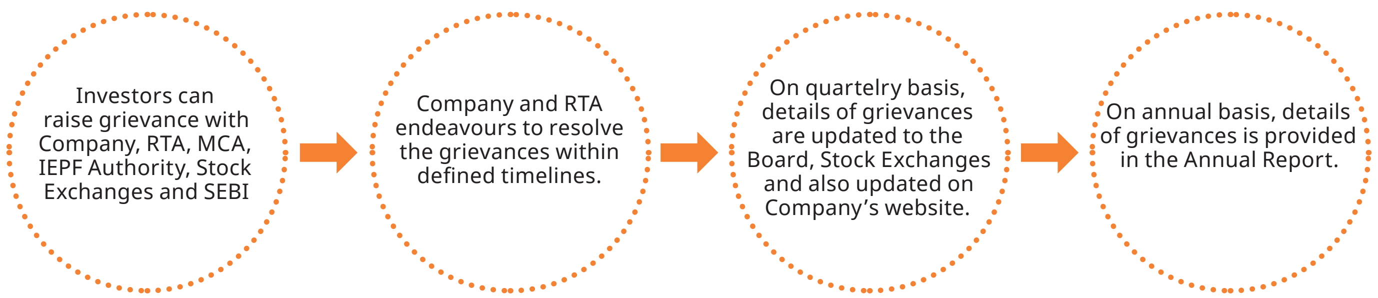
The Company had constituted a separate Share Transfer Committee consisting of Mr. Rajnikant Shroff, Mr. Arun Ashar, Directors and Mr. Sandeep Deshmukh, Company Secretary as members. The Committee meets on regular basis to approve transmission of shares, issue of duplicate certificates, redressal of stakeholder grievances, among others. Share certificates submitted for dematerialization and request for rematerialisation were also approved by the Committee. Considering the decrease in the volume of requests received, the Board of Directors at its meeting held on May 9, 2022 has dissolved the Share Transfer Committee and authorised the Stakeholders Relationship Committee to approve requests for duplicate share certificates and rematerialisation of shares. Authority for other routine matters has been delegated 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	21
Disposed off during the financial year	21
Pending at the end of the financial year	Nil

The complaints were majorly relating to non-receipt of TDS or share certificates, annual report, dividend, etc. All the complaints were resolved satisfactorily.

Grievance Redressal Mechanism



Risk Management Committee

The Risk Management Committee ("RMC") currently comprises of 5 (five) members out of which two are executive directors and one is independent director viz:

1. Mr. Rajnikant Shroff (Chairman)
2. Mr. Arun Ashar, Whole-time Director
3. Dr. Vasant Gandhi, Independent Director
4. Mr. Anand Vora, Global Chief Financial Officer
5. Mr. Raj Tiwari, Global Chief Supply Chain Officer

The composition of the Committee is in compliance with the SEBI Listing Regulations. The Company Secretary acts as the Secretary to the Committee.

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 met 2 (two) times i.e. on May 12, 2021 and October 18, 2021.

Composition	Mr. Rajnikant Shroff	Dr. Vasant Gandhi	Mr. Arun Ashar	Mr. Anand Vora (w.e.f May 12, 2021)	Mr. Raj Tiwai (w.e.f May 12, 2021)
	Chairman	Member	Member	Member	Member
Meetings attended during the year	1	2	2	1	1

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee ("CSR") currently comprises of 3 (three) directors including one independent director:

1. Mr. Vikram Shroff (Chairman)
2. Mr. Pradeep Goyal
3. Mr. Arun Ashar

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 and Business 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 December 20, 2021 and March 25, 2022. There was full quorum in both the Committee meetings.

Composition	Mr. Vikram Shroff	Mr. Pradeep Goyal	Mr. Arun Ashar
	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

During the year, the Board has constituted a "Sustainability Committee" w.e.f October 1, 2021 to, *inter alia*, strengthen its contribution towards the Global 2030 agenda for sustainable development, support 17 Sustainable Development Goals (SDGs) and joined United Nations Global Compact (UNGC) as a signatory in support of the 10 principles to advance the broader sustainable development goals of the United Nations. The Committee would guide the management in leveraging its core capabilities and strengths to create sustainable solutions for farmers and mitigate climate change risks.

The Committee overseas sustainability related matters, its strategy and performance of the Company against selected external sustainability indexes. 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 – Supply Chain, Global Head – Sustainability Solutions, Head Sustainability – Nurture, Head – Investor Relations and such other person/s as determined by the Committee shall be 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 1 (one) time i.e. on March 31, 2022 and was attended by all Committee members.

Finance and Operations Committee

The Finance and Operations Committee currently comprises of 3 (three) directors:

1. Mr. Rajnikant Shroff (Chairman)
2. Mr. Vikram Shroff
3. Mr. Arun Ashar

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

Last three Annual / Extraordinary General Meetings and Postal Ballot:

Year	AGM / EGM	Venue/Mode	Date	Time
2021-22	EGM	By Video Conferencing	30/03/2022	4.00 p.m.
2020-21	37th AGM	By Video Conferencing	06/08/2021	3.00 p.m.
2019-20	36th AGM	By Video Conferencing	31/08/2020	3.00 p.m.
2018-19	35th AGM	Hotel Green View Hall National Highway No. 8, Vapi- 396 195, Gujarat	28/08/2019	11.00 a.m.
2018-19	EGM	3-11, G.I.D.C, Vapi, Dist. Valsad, Gujarat - 396 195, Gujarat	22/03/2019	9.30 a.m

The following special resolutions were passed by the members during the previous three Annual General Meetings and Extraordinary General Meetings:

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.

2018-19

AGM

a) Private placement of Non-Convertible Debentures.

b) Re-appointment of Mr. Pradeep Goyal as an Independent Director of the Company.

c) Re-appointment of Dr. Reena Ramachandran as an Independent Director of the Company.

EGM

a) Continuation of Directorship by Mrs. Sandra Rajnikant Shroff as Non-Executive Director of the Company, liable to retire by rotation.

b) Continuation of Directorship by Dr. Reena Ramachandran as an Independent Non-Executive Woman 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 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, 2022, the Company has 6 (six) material subsidiaries as defined in the SEBI Listing Regulations of which 2 material subsidiaries are required to appoint independent directors.

The Company has appointed Mr. Hardeep Singh and Ms. Naina Lal Kidwai as Independent Directors on some 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 is 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 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 12, 2022 at 12:30 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, 2022 Results for quarter and half year ending September 30, 2022 Results for quarter and nine months ending December 31, 2022 Results for quarter and year ending March 31, 2023	On or before August 14, 2022 On or before November 14, 2022 On or before February 14, 2023 First half of May, 2023
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	3,15,77,954 GDRs (representing 6,31,55,908 equity shares i.e. 8.27% of the paid-up share capital) are listed on Singapore Stock Exchange Ltd. The 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 - UPLLL

Termination of GDR programme (unlisted)	25,500 GDRs are under termination process.
Listing of Commercial Papers	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 2021-22.
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

In terms of amended Regulation 40 of Listing Regulations w.e.f. April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in demat mode with a Depository Participant. Further, with effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor 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 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 the details in respect of equity shares lying in the Demat / Unclaimed Suspense Account as per Regulation 34(3) of SEBI Listing Regulations:

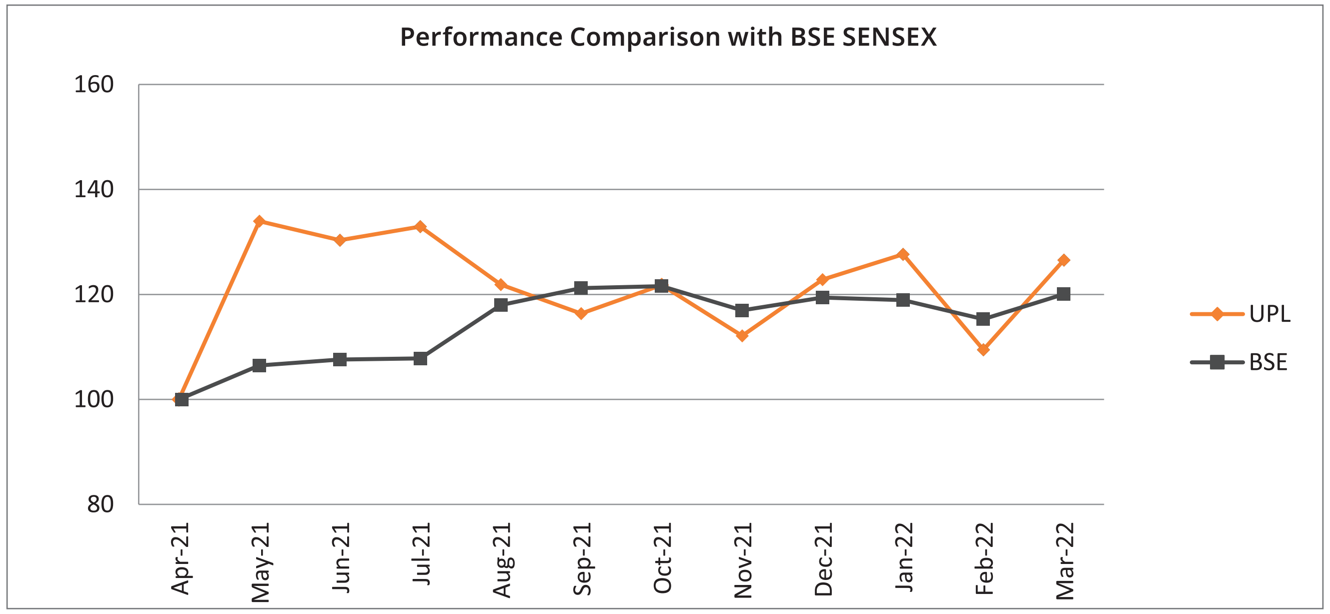
Particulars	Demat		Physical	
	Number of Shareholders	Number of Equity Shares	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and outstanding shares held in the Suspense Account as on April 01, 2021	NA	NA	873	6,61,167
Less: Number of shareholders who approached the Company for transfer of shares and shares transferred from Suspense Account during the year	NA	NA	11	13,470
Add: Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	NA	NA	NA	NA
Less: Number of shares transferred to IEPF Authority during the year	NA	NA	77	32,108
Aggregate number of shareholders and outstanding shares in the suspense account as on March 31, 2022	NA	NA	785	6,15,589

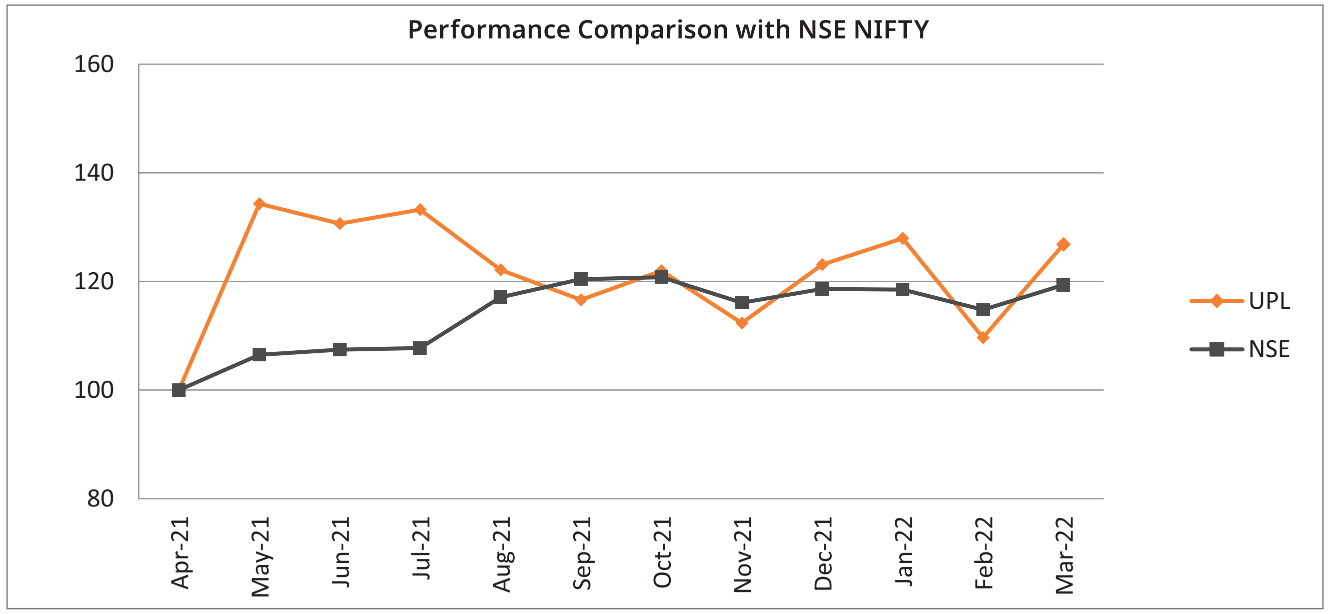
The voting rights on the shares outstanding in the suspense account as on March 31, 2022 shall remain frozen till the rightful owner of such shares claims the shares.

Market Price Data for the period from April 1, 2021 to March 31, 2022

Particulars	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, 2021	673.85	581.35	673.95	581.30
May, 2021	825.45	596.50	825.50	596.15
June, 2021	864.75	768.90	864.70	768.30
July, 2021	852.50	786.35	852.40	786.15
August, 2021	812.00	714.80	810.65	714.50
September, 2021	772.50	699.80	772.50	700.00
October, 2021	761.75	686.15	762.00	686.25
November, 2021	794.35	679.00	794.00	678.55
December, 2021	767.00	681.85	767.70	681.55
January, 2022	844.75	745.85	844.90	746.10
February, 2022	799.60	625.00	799.60	622.00
March, 2022	814.70	661.10	814.50	659.50

Share price performance in comparison to BSE Sensex and NSE Nifty



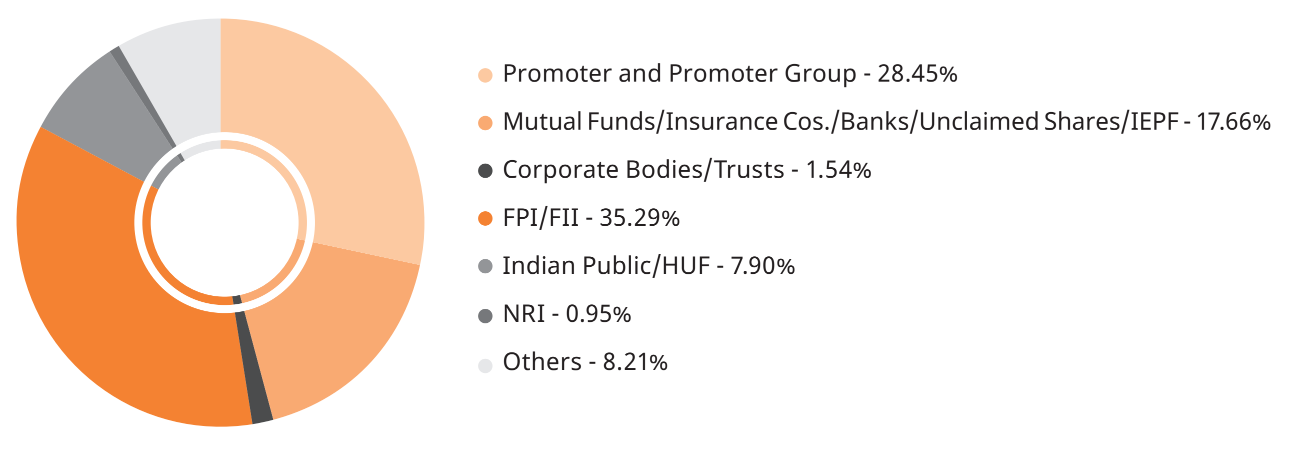


Note: UPL share price, Sensex and Nifty values in April 2021 have been baselined to 100

Distribution of shareholdings as on March 31, 2022

Shares Range	Number of shareholders	% of total Shareholders	Total Shares	% of issued capital
1 – 500	228541	92.90	13406345	1.75
501 – 1,000	6252	2.54	4669146	0.61
1,001 – 2,000	4459	1.81	6548534	0.86
2,001 – 3,000	2204	0.90	5817550	0.76
3,001 – 4,000	909	0.37	3146627	0.41
4,001 – 5,000	544	0.22	2489339	0.33
5,001 – 10,000	1384	0.56	9937581	1.30
10,001 and above	1721	0.70	718030334	93.98
Total	**246014**	**100.00**	**764045456**	**100.00**

Shareholding pattern as on March 31, 2022



Dematerialization of shares

As on March 31, 2022, 99.33% 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 FY2021–22 is given below:

	BSE	NSE	BSE+NSE
In no. of shares (in thousand)	189.54	3921.70	4111.24

(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, 2022, there were 3,15,77,954 GDR (representing 6,31,55,908 equity shares i.e. 8.27% of the total paid-up share capital) listed on Singapore Stock Exchange Ltd. There are 25,500 unlisted GDRs pursuant to a separate programme which are under termination process.

During the year, the Company admitted its GDR programme for trading on the International Order Book (IOB), London Stock Exchange's electronic trading platform for Global Depositary Receipts.

Transfer of Dividend and Shares to Investor Education and Protection Fund

During the year, the Company has credited approx. ₹ 93.77 lakhs to the Investor Education and Protection Fund (IEPF) as unclaimed amounts pertaining to dividend for FY 2013-14 pursuant to the provisions of the Companies Act, 2013. During the year, the Company also transferred approx. ₹1.24 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, 2022 is approx. ₹7.50 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 87,813 equity shares of ₹ 2/- each, to the credit of IEPF Authority, in respect of which dividend has 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 2014-15 due date for which is September 4, 2022.

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 6, 2021). Details of shares transferred to IEPF Authority during financial year 2021-22 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 2014-15 and thereafter:

Year	Dividend per share (in ₹)	Due Date for claiming dividend
2014-15	₹ 5/-	04/09/2022
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

Credit Rating – NCD, Bank Loan & Commercial Paper

The Company has obtained rating from CRISIL Limited, CARE Ratings Limited and Brickwork Rating Pvt. Ltd. As on March 31, 2022, the credit rating were as follows:

Rating Agency	Rating			
	Non-Convertible Debenture	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 AA+ Outlook-Stable	CARE A1+	CARE A1+
Brickwork Ratings Pvt. Ltd.	BWR AA+ Outlook - Stable	-	-	-

Utilization of funds raised through Issue of Non-Convertible Debentures / Preferential Issue

During FY2021-22, no funds were raised through issue of Non-Convertible Debentures or any other Preferential Issue.

Debenture Trustee for the existing NCD programmes

IDBI Trusteeship Services Ltd

Asian Building, Ground Floor,

17, R Kamani Marg,

Ballard Estate,

Mumbai – 400 001

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 foreign exchange risk exists. However, the Company exports and imports are in same currencies and there is a natural hedge for these currencies.

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

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 Prohibition of Insider Trading Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the Prohibition of Insider Trading 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, Finance Director, 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. 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 Kashmir and Telangana.

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. During the year, the Company received a Show Cause Notice from SEBI relating to change of KPMG Mauritius as the Statutory Auditor of UPL Corporation Limited, Mauritius, a material subsidiary of the Company. The Company settled the matter with SEBI as per the provisions of Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018.

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 www.upl-ltd.com.

e) Policy on dealing with related party transaction has been disclosed on the Company's website www.upl-ltd.com.

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 2021-22, 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 2021-22, 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 ₹8.52 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) UPL has been included in the S&P Global Sustainability Yearbook 2022 for the second year running in recognition of its strong performance in environmental, social and governance risk management.

n) As on March 31, 2022, there were no loans or advances in the nature of loans to firms/companies in which Directors are interested, granted by the Company or its subsidiaries.

Annual Secretarial Compliance Report

Pursuant to the 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 Regulations

a) The Chairman of the Board is Executive.

b) The Company's half yearly results are published in English newspapers circulated all over India and in a Gujarati newspaper (circulated in Gujarat), also posted on the website of the Company www.upl-ltd.com and disseminated to stock exchanges. Hence, the same are not sent to the households of the shareholders of the Company.

c) The Company is in the regime of unmodified opinions on financial statements.

d) The Internal Auditor of the Company functionally report directly to the Audit Committee.

On behalf of the Board of Directors

Rajnikant Devidas Shroff
Chairman and Managing Director
(DIN: 00180810)

Mumbai
May 9, 2022

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, 2022.

On behalf of the Board of Directors

Rajnikant Devidas Shroff
Chairman and Managing Director
(DIN: 00180810)

Mumbai
May 9, 2022

Certificate by Managing 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, Rajnikant Devidas Shroff, Managing Director and Anand Vora, Global 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, 2022 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.

Rajnikant Devidas Shroff
Chairman and Managing Director

Anand Vora
Global Chief Financial Officer

Mumbai
May 9, 2022

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 03 June 2021 and addendum to the engagement letter dated 09 May 2022.

2. We have examined the compliance of conditions of Corporate Governance by UPL Limited ("the Company"), for the year ended 31 March 2022, 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 2022.

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

Bhaveshkumar Dhupelia
Partner
Membership No: 042070
UDIN:22042070AJGNXG7434

Place: Mumbai
Date: 09 May 2022

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, Distt. Valsad-396195 (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 Directors 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, 2022 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	Rajnikant Devidas Shroff	00180810	01/10/1992
2	Jaidev Rajnikant Shroff	00191050	01/10/1992
3	Vikram Rajnikant Shroff	00191472	22/04/2006
4	Arun Chandrasen Ashar	00192088	01/03/1993
5	Hardeep Singh	00088096	02/02/2015
6	Pradeep Vedprakash Goyal	00008370	31/01/2002
7	Reena Ramachandran	00212371	21/10/2003
8	Vasant Prakash Gandhi	00863653	23/11/2015
9	Usha Mohan Rao Monari (resigned w.e.f 13th May 2021)	08652684	27/12/2019
10	Naina Lal Kidwai	00017806	01/10/2021

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
UDIN:F008633D000278746

Date: May 06, 2022
Place: Mumbai

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

Business Responsibility Report

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company:** L24219GJ1985PLC025132
2. **Name of the Company:** UPL LIMITED
3. **Registered Address:** 3-11, G.I.D.C., Vapi, Valsad-396195, Gujarat
4. **Website:** https://www.upl-ltd.com
5. **Email Id:** upl.investors@upl-ltd.com
6. **Financial year reported:** April 2021 to March 2022
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):** 2021 - Agrochemicals
8. **List three key products/services that the Company manufactures/ provides (as in Balance Sheet):**
   a) Industrial Chemicals
   b) Agrochemicals
   c) Hybrid Seeds
9. **Total Number of locations where business activity is undertaken by the Company**
   (a) Number of International Locations:
   The Company and its subsidiaries are registered in approx. 70 countries and the major 5 international locations are: Brazil, United States of America, Mexico, South Africa and France.
   (b) Number of National Locations: Business activity is undertaken through UPL and its 12 India direct and indirect subsidiaries and 80 depots in India.
10. **Markets served by the Company – Local/State/National/International:**
    Global market with presence in 138+ countries

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (₹)** : 152.80 crores
2. **Total Turnover (₹)** : 16,449.48 crores
3. **Total Profit after taxes (₹)** : 1,176.03 crores
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):** 2.31%
5. **List of activities in which expenditure in 4 above has been incurred: -**
   a) Institution of Excellence
   b) Sustainable Livelihood
   c) Nature Conservation
   d) Local and National Area Need
   e) Disaster Response - Covid-19

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies?**
   Yes, the Company has subsidiaries.
   (Please refer to Statement of AOC-1 Form forming part of the Annual Report for the complete list of subsidiaries)
2. **Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)**
   No, the subsidiary companies conduct BR initiatives independently.
3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**
   Yes. All the Supplier/ Vendors which cater to the needs of UPL in terms of goods and services as well as our affiliates globally come under the purview of our Supplier Code of Conduct. These entities include our supplier, contractors, contract manufacturers and joint venture partners who share a contractual and / or commercial relationship with us. The policy specifies the expectations from our value chain partners.

SECTION D: BR INFORMATION

1. **Details of Director/Directors responsible for BR**

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

1. **DIN Number:** 00180810
2. **Name:** Mr. Rajnikant Devidas Shroff
3. **Designation:** Chairman & Managing Director

(b) Details of the BR head

1. **DIN Number:** 00180810
2. **Name:** Mr. Rajnikant Devidas Shroff
3. **Designation:** Chairman & Managing Director
4. **Telephone number:** 2271528000
5. **Email id:** upl.investors@upl-ltd.com

2. **Principle-wise (as per NVGs) BR Policy/policies**

(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policy/policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Yes, all the policies have been developed in consultation with the Management of the Company.								
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies are formulated as per principles of National Voluntary Guidelines (NVG)								
4	Has the policy been approved by the Board? If yes, has it been signed by the MD/owner/ CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies are approved by the board and signed by the heads of the respective department responsible for the implementation of the policies.								
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link to view the policy online?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies are available on the website of the Company and can be viewed at https://www.upl-ltd.com/investors/corporate-governance/policies								

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement its policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

b) If answer against any principle, is 'No', please explain why: Not Applicable

3. **Governance related to BR**

(a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year**

Annually

(b) **Does the Company publish the BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company publishes a BR Report as part of the Annual Report and also publishes the Sustainability Report on its website annually.

Link for Sustainability Report - https://www.upl-ltd.com/sustainability

SECTION E: PRINCIPLE WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?**

UPL has constantly strived to conduct its business fairly, ethically and with integrity. In this regard, the Company has put in place a Global Code of Conduct which sets out expectations for all those who work and interact with the Company: Employees, customers and suppliers, communities and environment, governments, shareholders. Employees at UPL are expected to uphold the highest standard of work ethics while conducting business. For additional guidance, UPL also has an Anti-Bribery and Corruption Policy.

To report any violations, the Company has engaged Deloitte managed reporting channel called Tip-Offs Anonymous. Complaints globally can be registered by:

(i) email – UPL@tip-offs.com,

(ii) customized website – www.tip-offs.com/UPL

(iii) hotline number (List of region specific hotline numbers can be found from pg. 43 to 46 of https://www.upl-ltd.com/downloads/policies/compliances/Code_of_Conduct.pdf)

In addition, as an extension of the Global Code of Conduct, the Company has formulated the Whistle Blower policy wherein the stakeholders can report critical non-compliances of financial nature or serious integrity violations at the senior management level, directly to the Audit Committee.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

We have received 1 complaint on the Tip-Off System as on March 2022, in India. The complaint was in relation to UPL GBSL – HR Issue. The same has been investigated by Code of Conduct Committee (India Region) post conducting requisite calls and meetings. Concluding report has been submitted and closed.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. **List up to 3 products or services whose design has incorporated social or environmental concerns, risks, and/or opportunities.**

UPL understands impacts of its business on environment & society and takes responsibility to develop its products, favoring betterment of environment and society. In every action of the Company, the farmer is at the beginning and in the center of our activities. UPL invests in cost efficient products for our beneficiaries. Our products are energy efficient & consumes lower resources during utilization resulting in creating positive environmental footprint. Following are the three key products and service whose design address social and environmental concerns:

A. ProNutiva®:

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 of today's growers.

ProNutiva program is intended to cover plant's needs throughout the season or at a specific development stage of the crop. Application includes separate or combined applications of BioSolutions and crop protection products via seed treatment, in-furrow, fertigation or foliar spray.

This program offers new solution to pest resistance and yield higher with better quality.

B. Zeba:

It is a patented, starch-based, superabsorbent soil enhancement designed to keep a constant supply of moisture available to germinating seed, seedlings and plants throughout the growing season.

Benefits of Zeba:

- Reduces stress caused by heat and lack of moisture during hot and dry periods.
- Reduces nutrient leaching.
- Promotes greater plant root and biomass development
- More consistent plant size and crop quality across fields
- It is starch based molecule therefore it disintegrates into soil without leaving any residue

C. Farmer engagement initiatives:

The field of agriculture is continuously changing. Staying abreast with the latest advancements is a challenge especially for the far flung or marginal farmers. UPL addresses this challenge through its mentioned initiatives by working on a local level continuously and ensuring that the latest in farming practices is easily accessible to them at appropriate times.

- **Adarsh Farm Services:** Adarsh Farm Services offers high-tech tractor-mounted spray equipment that results in time and cost savings for farmers on one hand and minimizes crop damage on the other.
- **Adarsh Kisan Centre:** Adarsh Kisan Centre, a remote advisory contact center for farmers in India. Present in three locations viz., Mumbai, Chandigarh and Vizag, the call centers are manned by experts conversant in all major Indian regional languages. This unique helpline resolves crop-related farmer queries / concerns / issues of farmers from all over the country.
- **UPL Centre for Agriculture Excellence (CAE), Nahuli:** It is UPL's venture to provide free training of modern scientific agriculture practices along with accommodation to farmers or agriculture students from across India or overseas.

2. **For each product, provide the following details in respect of resources (energy, water, raw material etc.) per unit of product.**

(i) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The Company is actively working on its products to reduce overall impacts through incorporation of advance and effective technologies, few of the achievements are mentioned below.

1. In reporting year, company recycled around 2 lakh KL of water by various water recycling initiatives like Reverse Osmosis (RO), Forward Osmosis (FO), scaleban, steam condensate recovery and STP treated effluent recycling.
2. Harvested more than 50,000 m^3 rainwater during rainy season at Unit-0 Vapi, Unit-1&2 Ankleshwar, Unit-4 Halol, Unit-5 Jhagadia, Unit-9 Haldia, Unit-10 Tarapur, Unit-12 Dahej.
3. This year company consumed total 17% electricity from renewable sources like wind and solar in our Indian manufacturing sites.
4. For Unit-0 Vapi and Unit-4 Halol, we are utilizing Briquette as a boiler fuel and evaluating for another unit also.

(ii) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company is committed to reduce its environmental and social footprints through its activities. We thoughtfully design our products keeping our customers in mind and their requirements. We train farmers through our CSR activities on modern agricultural techniques which helps them to reduce their overall water consumption and chemical consumption.

3. **Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Provide details thereof, in about 50 words or so.**

Yes. Company has rolled out program to reinforce supplier code of conduct and suppliers' commitment to sustainability in line with UNGC guidelines. We initiated assessment of key suppliers along ESG (Environmental Social and Governance) criteria wherein we covered 20% of total spend. Going forward, we will be strengthening supplier assessment & development program in line with ISO 20400:2017 and encourage adoption of sustainable practices by suppliers through capacity building workshops and contract clauses.

4. **Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

   Yes. Company is focused on development of local sourcing to the extent possible. Company has outlined projects to develop local sources for certain key raw materials and supply chain of key formulations. Our technical team is relentlessly working on process design and capacity building of suppliers to enable reduction in wastage from operations at supplier site. Their efforts had also been instrumental in development of contract suppliers locally and to reduce dependence on imports. E.g. We have achieved local sourcing of 60% of raw materials for one of our fungicide products as compared to import options earlier. In such cases, commitment to local sourcing and technical support to local suppliers plays a crucial role. Most of our packaging suppliers are local.

5. **Does the company have mechanism to recycle products and waste? If yes, what is the percentage of recycling waste and products?**

   Yes. We focus on reduction at source to the extent possible which is followed by process designs to enable recovery and recycling of waste streams. Our R & D works on improvement in process design to reduce waste during synthesis and enable recycling of it. We encourage our contract manufacturer to recycle their process waste to the extent possible. Company achieved 100% of its target to collect & dispose plastic waste from community equivalent to its product packaging responsibly in line with plastic waste regulation in India and is looking forward to reduce plastic waste at source and develop innovative models of reverse logistics to collect back packaging of its brands.

   We recycled certain waste and by-products by converting them into value added products example like Ammonium acetate, Methyl chloride, Sodium sulfate, Ammonium sulphate, Calcium chloride, Dicalcium Phosphate, Hydrochloric acid, HNO3, etc.

   Product and solvent recoveries are above 95%, however some products are recovered 100%. Other waste is treated as per required process and disposed safely as per statutory guidelines.

Principle 3: Businesses should promote the wellbeing of all employees

1. **Please indicate the total number of employees-**

   Total number of employees as on 31st March 2022 is 5,456.

2. **Please indicate the total number of employees hired on temporary/ contractual/casual basis –**

   Total number of employees hired on temporary/ contractual/ casual basis as on 31st March 2022 is 6,854.

3. **Please indicate the number of permanent women employees –**

   Total number of permanent women employees as on 31st March 2022 is 210.

4. **Please indicate the number of permanent employees with disability –**

   Total number of permanent employees with disability as on 31st March 2022 is 26.

5. **Do you have an employee association that is recognized by management?**

   The Company does not have any recognized employee association.

6. **What percentage of your permanent employees are a member of this recognized employee association?**

   Not Applicable

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

   The Company has a policy on sexual harassment in line with the Government norms. UPL has e-learning program for awareness of the policy and was mandated for employees. An acknowledgement to abide by Sexual Harassment Policy is taken from all the employees. The Company has a corporate level committee to monitor the implementation of this policy with a Presiding Officer along with a unit level committee at all manufacturing units. This committee consist of male and female members both. We also conduct a sexual harassment training across the globe.

   We also have a Child Labour Policy which is strictly followed, and it is applicable to all contract and permanent workforce.

Category	No. of complaints during financial year	No. of complaints pending at the end of the financial year
Child Labour / Forced Labour / Involuntary Labour	Nil	Nil
Sexual Harassment	Nil	Nil
Discriminatory employment	Nil	Nil

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

   UPL takes safety of its employees very seriously and has taken up programmes to train our workforce on how to main occupation health and safety.

   Safety – 14 PSM elements are the basis for Safety Processes. Trainings are provided accordingly to the workforce. Our internal team has developed few rituals on safety which is followed with full respect.

   - Daily Safety Talk: Daily briefing on safety before start of the shift.
   - Monthly we cover one safety theme by the unit safety representative.

The Company also invests in trainings to upgrade the skills of our employees based on requirements and demand. A Calendar based training program is published for both behavior and functional development of the employees. Based on the availability and nominations the employees are provided with the trainings and certifications. No employee in manufacturing functions can take charge of respective activities unless they have undergone Level 0, 1 & 2 training minimum duration for which is 23 days. This training basically is intended for safety and functional expertise including safety in operating related functions.

Company has several other training programmes which essentially addresses the areas of safety on various activities like construction safety, Chemical safety, emergency response, Process Safety Management, electrical safety etc. UPL does not differentiate between company employees or contractual employees.

UPL has a defined Health and Safety policy which is available on the Intranet and accessible to all employees.

Category	Total Hours of Training		Hours of Training for Employees at Management level		Hours of Training for Employees at Non-Management level		Temporary Employees		Contractual Employees		Permanent Employees with Disabilities	
	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female
a) Safety	9439	29	3243	12	5607	17	589	0	0	0	0	0
b) Skill Upgradation	9034	72	3348	54	2019	0	3667	18	0	0	0	0
c) Others	3353	12	2143	3	48	0	1210	9	0	0	0	0

Principle 4: Businesses should respect the interests of, and be responsive to the needs of all stakeholders, especially those who are disadvantage vulnerable and marginalized

1. **Has the company mapped its internal and external stakeholders? Yes/No**

   Yes, UPL has identified and mapped all its stakeholders

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**

   Yes, UPL has identified its disadvantaged, vulnerable & marginalized stakeholders.

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable, and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

   Yes, the Company has taken initiatives to engage with its disadvantaged, vulnerable and marginalized stakeholders through its Corporate Social Responsibility projects. The initiatives are planned and focused to generate incomes in a sustainable way for the targeted groups of small farmers, unemployed youth and poor women.

Principle 5: Businesses should respect and promote human rights

1. **Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/ Others?**

   Yes, UPL's Human Rights policy is applicable to the contractors that work with us who follow it with rigour.

   These policies protect dignity and self-respect of all those who work in our partner organizations to provide a work culture free from harassment and discrimination of any kind. The Company has adopted a fair culture and encourages its partner organizations to utilize our grievance redressal mechanisms which is accessible to all. This helps us resolve any grievances that our brought to our notice with top scrutiny and urgency.

The Company clearly denounces all kind of discrimination based on gender, caste, creed, religion, disability, marital status, pregnancy, culture, ancestry, socioeconomic status etc and is committed to taking action in case any violation is reported.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   To enforce the policy, we have Ethics Committee, chaired by the Principal Ethics Counsellor with subcommittees at every plant to redress any violation pertaining to human rights. No complaint was received during the reporting period.

Principle 6: Business should respect, protect and make efforts to restore the environment

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?**

   Yes, the company's Environmental Policy and Global Code of conduct focused on reduce adverse environmental impacts of our operations, manage environmental risks and pursue sustainability initiatives such as reducing waste and promoting recycling. Both Policies are applicable to our group employees and contractors. While our Sustainable Procurement Policy help us to make our supply chain sustainable by align our suppliers.

   UPL is a Responsible Care company. We voluntarily adopted the codes and practice of Responsible Care (RC) initiative accepted by Indian Chemical Council (ICC).

2. **Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

   As per Company's Sustainability Goal, we are committed to reduce our environment footprint 30% by 2025 from baseline FY 2019-20. UPL has joined United Nations Global Compact (UNGC) to support sustainable development goals

3. **Does the company identify and assess potential environmental risks? Y/N**

   Yes, we have been identifying risks and working to mitigate them. Majority of our manufacturing facility certified with Environment Management Systems (EMS) - ISO 14001-2015. On half yearly basis, we conduct Environment Team meeting with top management of plants to understand their concern on EMS issues in operation.

4. **Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   We currently do not have any projects related to Clean Development Mechanism.

5. **Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   Yes, the Company has taken various initiatives to make its processes clean and energy efficient, details are as mentioned below. To know more about this initiative, kindly prefer our Annual Sustainability Report on our website.

   1. Water Management
      - Maintained more than 60% Zero liquid Discharge (ZLD) system in manufacturing Unit
      - Recycling of treated effluent/sewage through scaleban STP & RO.
      - This year company applied 5 patents in area of wastewater treatment

   2. Waste Management
      - Convert waste and By-products into value added products like Sodium hydrosulfide, Sodium Sulphate, Nitric Acid, Hydrochloric acid, Di-Calcium Phosphate.
      - Implemented Volute press for sludge dewatering at various sites
      - Recovery of product and solvents from process waste stream more than 90%
      - Signed MOUs with cement industries for co-processing of incinerable waste for energy generation at Indian operation
      - Recycle of used drums and containers after decontamination

   3. Energy and Climate Change Management
      - Signed and executed purchase of total 30 MW renewable power from wind and solar on PPA model.
      - Installed VATC to recover waste flash steam, which was vented to atmosphere, It's also awarded as "Innovative Project" by CII.
      - Recovering heat from process and elimination its reject to cooling tower by "Heat Integration"
      - Installed energy efficient equipment's like; G-FRP fans, Evaporative condenser.
      - Optimizing column operation and recommending modification during project stage for energy saving.
      - Recycle of steam condensate at all major sites.
      - Power generation from back pressure turbine.
      - CCDS & CPU system installation for condensate recovery.

   4. Clean and innovative technology adopted for manufacturing
      - Dry HCl technology implemented to recycle the spent acid.
      - Piloted Ozonation and Electrooxidation Technology for Effluent treatment, Quality improvement of products

6. **Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   Yes. All manufacturing plants comply with the prescribed permissible limits for air emissions, effluent quality and discharge, solid and hazardous waste generation, and disposal as per given by CPCB/SPCB

7. **Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   As on March 31, 2022, there were no pending show cause or legal notices from CPCB or SPCB.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. **Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   Yes, the Company is a member of various trade associations and chambers which helps UPL to identify and understand the common concerns of the business and its impacts on the communities. UPL is currently a part of the following associations:

   I. Vapi Industrial Association

   II. Indian Merchant Chambers

   III. Crop Care Federation of India

   IV. Asmechem

   V. Centigro Environment of Agriculture

   VI. CII

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   Yes, the Company lobbies with industry association and also with Government bodies to resolve the issues related to chemical and pesticide industry. UPL gets actively involved at industry forums and with Ministry through meetings and dialogues providing valuable suggestions favoring business and public good.

   Company has lobbied or advocated through public associations on the below topics:

   I. Problems of Chemical Industries in Gujarat and India

   II. Customs and Excise laws effecting faster industrial development

   III. Environment and pollution matters

   IV. Agriculture and Agro Chemical inputs

   V. Fight against foreign funded NGO's

   VI. Promoting and educating public about advantage of scientific agriculture and use of agro chemicals

   VII. Other matters connected with government policy "Make in India"

   VIII. Removal of hurdles and exports

Principle 8: Businesses should support inclusive growth and equitable development

1. **Does the company have specified programmes / initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   At UPL Ltd, Sustainability is a key part of our philosophy. Giving back to society is one of the integral parts of our business and the efforts reach out to the community even before it was mandated by law. UPL has been committed towards uplifting its surrounding communities ever since the inception of the company. We have endeavored to not only improve the quality of life of marginal section of the society but create a sustainable ecosystem for future generation though our nature conservation initiatives. Hence our interventions are not restricted to the development of our neighboring communities only, as we work on initiatives that cater to the wider national interest.

   Our commitment and interventions cater all the segment of the society and have been classified in 4 focus areas

   a) Institution of excellence

   b) Sustainable Livelihood

   c) Nature Conservation and

   d) Local and National Need

   UPL's core value of being "Always Human" extends to our global stakeholders and to communities which sustain them. During these unprecedented times, UPL as a globally responsible and committed company, faced the pandemic challenges head on, reaching out to all our stakeholders worldwide- India, Sri Lanka, Indonesia, Vietnam, Cambodia, Brazil, Costa Rica, Ivory Coast, Cuba, USA, Canada, France, England, among others.

   For more detail's visit https://www.upl-ltd.com/sustainability/csr

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?**

   Yes, the Company has a dedicated in-house experienced CSR team and UPL promoted foundations to make the strategies and execute the CSR initiatives at the ground. Apart from this, UPL also engages with third parties, Government organizations, NGO's, CBO's, and PRIs to perform specific programmes/ projects considering the community needs and requirements.

3. **Have you done any impact assessment of your initiative?**

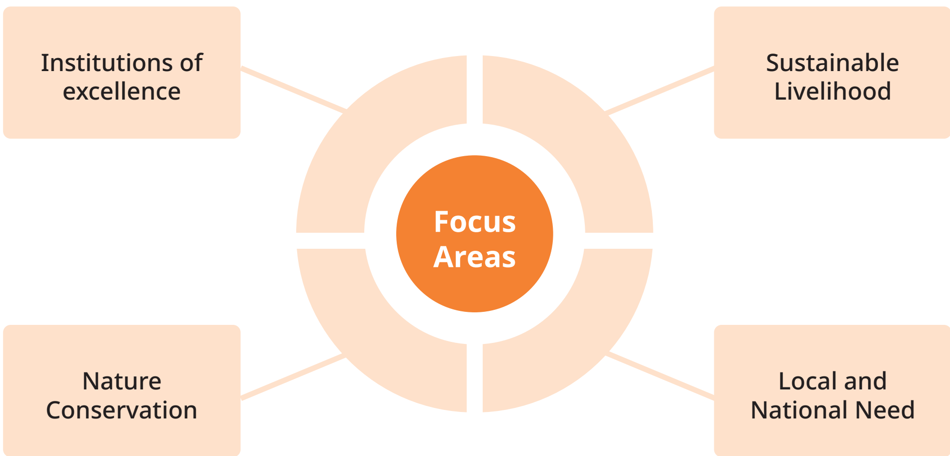
   Yes, the company conducted third-party impact assessment for all the CSR initiatives to measure the long-term impact of the interventions and collection of data for the impact assessment completed in the month of March-2022 and the draft report is awaited. Prior to this, the company had conducted the Third-party Assessment in the Year 2016 and the results were very appraising and inspiring both at the macro and micro level.

4. **What is your company's direct contribution to community development projects Amount in INR and the details of the projects undertaken?**

   Direct contribution to community development projects is ₹27.12 crores which is 2.31% of standalone profit after tax.

   The interventions undertaken under community development projects:

   Our commitment and interventions cater all the segment of the society and have been classified in 4 focus areas



SUMMARY OF THE ACTIVITIES EXECUTED UNDER THE ABOVE FOCUS AREA ARE DETAILED BELOW:

A. Institutions of excellence

UPL Limited created **Institutions of excellence** to improve quality of education and to raise responsible and skilled human capital in the region through academic excellence, holistic growth and vocational & life skills. We have created following Institutions of excellence in India.

1. **UPL University of Sustainable Technology, (Shroff S Rotary Institute of Chemical Technology (SRICT), India:** An institution to provide world-class research and teaching facilities in sustainable technology- 330 students / year
2. **Sandra Shroff ROFEL College of Nursing, Vapi:** Offering 4-year B.Sc Nursing and 2 years M.Sc Nursing courses- 55 students / year
3. **Sandra Shroff Gnyan Dham School, India:** A top-notch school renowned for its outstanding academic performance, along with co-curricular activities- 1,600 students /year
4. **Eklavya Model Residential School, Ahwa, India -** To improve quality of education for poor tribal students- 350 students /year
5. **UPL Center for Agriculture Excellence –** A residential farmers training centre providing training since last 20 years to develop practical sustainable farming skills- 20000+ farmers trained.
6. Established **Centre of Excellence (COE)** on process safety management

B. Sustainable Livelihoods

In India, UPL Limited is working to promote sustainable livelihoods, which is a coherent and integrated approach to improving the quality of life of the farmers, rural youth and women. Our program is aiming at providing ecologically, economically, and socially sustainable opportunities to all sects of the society which leads to **Improve Quality of Life** of the communities/ people. Different initiatives undertaken under sustainable livelihoods are:

- Maximizing the benefits to the farmers from the available resources through Agriculture Development Initiative (UPL KhedutPragati)
- Providing an alternative source of income to rural women through Women Empowerment and Entrepreneurship initiative (UPL Udyamita)
- Enhancing capability on employable skills of the drop-out youth through Skill Development Initiative (UPL Niyojaniy)

BRIEF NOTE OF MAJOR INTERVENTIONS UNDERTAKEN IN INDIA AS DETAILED BELOW:

AGRICULTURE DEVELOPMENT INITIATIVE (UPL KHEDUTPRAGATI)

UPL Ltd is working endlessly with the farmers to bring a change in this status quo of the farmers by creating sustainable livelihoods through agriculture development. We empower the farming community to experience a BETTER QUALITY OF LIFE through Enhanced profitability & Better nutrition. All the Agri interventions focuses on making farming a sustainable and profitable venture for the farmers. The below diagram shows the journey of Agriculture Development Initiative:

2014
- Capacity building, Trainings, exposure visits and field demonstrations
- To Increase in per acre yield of crop
- to reduce cost of production in cultivation

2017
- Better management available natural resource and Agri-Mechanisation
- Crop diversification: for food security, enhanced nutrition and greater economic resilience for small growers

2021
- **Improved market access** Creating secured supply chains for regular and guaranteed profits
- **Farmer Producer Companies** to get economies of scale in purchase of input, processing and marketing of produce

HIGHLIGHTS OF THE INITIATIVE:

- Working on improving agriculture productivity with **8,500 farmers across 205 villages** in 7 different Cluster.
- Working with **1,500+ households to cultivate vegetables under the BoriBagicha initiative Boribagicha/ Kitchen Garden** Development in 58 villages
- Directly benefited 500 households through our breed improvement programme.
- Directly working **with 7 Farmer Producer Company (FPC) of 2000** plus farmers in 6 Locations to create sustainable value chain of agri produces. **₹2.5 Lakh profit generated**
- Facilitated market linkage by providing 3 Van **(FreshVeg2U)**, Around 75 farmers directly benefited. ₹75 lakhs turnover generated in last three years.
- **20,000 Farmers trained** in UPL center for Agriculture Excellence- Vapi and Satellite Center
- Year 2021-22, **2 lakh manhours** of training provided to farmers though 84 different training programmes.

"Better management not only increased milk productivity of my cattle from 2 liter per day to 4 liter per day but also helped in increase Milk Fat "

Bhagwanbhai Patel, Naugama, Ankleshwar

"Agarbatti (Incense) making skills help us increase our income average ₹ 7,000.00 per month / individual"

Sarla Patel, Vadikach Sondalwad Village, Valsad

WOMEN EMPOWERMENT AND ENTREPRENEURSHIP INITIATIVE (UPL UDYAMITA)

UPL Limited is working to provide sustainable livelihoods to the rural marginal women through the the Women Empowerment and Entrepreneurship initiative. The programme focuses on empowering women and promoting entrepreneurship so as to make them self-sustainable and provide access to finance. **Skill Based Entrepreneurship Development Programme and Establishment of Micro Enterprises** are an integral component of the program.

HIGHLIGHTS OF THE INITIATIVE:

- We have formed **150 women SHG with 1795 women members** in 4 different clusters and they are working on various small enterprise like **Garments, Agarbatti, Artificial Jewelry, Handicrafts, Dairy farming, Tailoring, Papad Making, Cashew Processing** work etc
- Established 6 micro-enterprises and annual income for 2021-22 was ₹22 Lakhs+
- Cumulative saving amount of SHG **INR 94,42,993**
- Registered **3 Federations** and **1 Saving Credit Cooperative Society** of saving having Saving Amount ₹18,08,880.00

SKILL DEVELOPMENT INITIATIVE (UPL NIYOJANIY)

UPL Limited established skill development centers to provide comprehensive industry specific skills training to the dropped-out youth so that the unemployed youth can be successfully employed in nearby industries. These centers offer short duration, typically 3-6 months, practical oriented programs, with a focus on Fabrication, Chemical and Electrical sector. We have established and manages 4 skill development centers i.e. in Ankleshwar, Dahej, Halol and Vapi.

Till date, we have trained 2,000 youths and out of which 1500 youths have been placed in different industries by March 2022.

INTERVENTIONS IN OTHER COUNTRIES:

Applique Bien, a free training program through autonomous fully equipped mobile units, **in Burkina Faso, Cameroon, Chad, Ghana, Ivory Coast, Mali and Senegal**

Food Crop Integrated Programme in Burkina Faso, Cameroon, Chad, Ghana, Ivory Coast, Mali, Senegal where farmers are provided with high-quality inputs, finance solutions, output market and therefore increased incomes

Cocoa & Forests Initiative (CFI) in Ghana and Ivory Coast –

This project has three priorities –

1) Forest protection and restoration
2) Sustainable production and farmers' livelihoods and
3) Community engagement and social inclusion

C. Nature Conservation

UPL Ltd initiated various efforts to conserve environment & improve quality of life of flora and fauna. We execute various projects with focusing on protecting & conserving nature and environment through different strategies and objectives.

MAJOR INTERVENTIONS UNDER ENVIRONMENT AND NATURE CONSERVATION (UPL VASUDHA) IN INDIA

UPL Ltd initiated various efforts to conserve environment & improve quality of life of flora and fauna. We executed various projects with focus on protecting & conserving nature and environment through different strategies and objectives.

Sarus Conservation in India to conserve native crane from India: The project has reached to 40 villages with 88 RSPG (Rural Sarus Protection Group) members and 915 Sarus Officially Documented in Kheda (Against the Population in 2015-16 of 500)

Social forestry in barren land around factories in India- 14 site developed in 132 acres by planting 65,500 trees and distributed 1,10,370 plants to communities and youths

Mangrove plantation on coastlines of Gujarat, India- 3,00,000 mangrove planted in 150 acres.

Community Water conservation in India- 111710+ cubic meter rainwater conserved

Eco-Clubs in India to sensitize school and students on environment and nature- 50000+ community and students sensitized

Deer & Antelope Breeding Project in India- In three years, cumulatively 46 Spotted Deer and 3 Four-horned Antelope released to wild forest from Deer breeding center into soft release enclosure.

Nature conservation Interventions in other countries:

- **Conservation of wildlife in Kenya** at Tsavo West National Park by minimizing man-animal conflict through promotion of Sunflower Farming
- **Urban Plants Project in Colombia** to promote vegetable and ornamental plants
- **Environmental educational workshops in Colombia** on waste management and use of natural resources
- **"Saving the Amazon", Colombia, UPL Colombia**, through its association with "Saving the Amazon" foundation, contributed towards the upliftment of the indigenous people of the Amazon.
- **Afforestation campaign in Mexico** on areas affected by wildfires
- **Project "2 R's- Recycle and Reforest Brazil, UPL**, in collaboration with Cane Planters Cooperative of the State of São Paulo (Coplacana) initiated the project "2 R's- Recycle and Reforest".

D. Local & National Need

MAJOR INTERVENTIONS UNDER LOCAL AND NATIONAL INTERESTS IN INDIA

D1. Local Area Need

- **Toilet and Sanitation Project in India** by construction of toilets to improve school sanitation and drive household hygienic behavior through school children: Constructed **57 sanitation** blocks, mostly in community schools. More than 14,500 students and 3,000 commuters/ day are using said facility.
- **Safety training in India** on women, highway and industry safety: As on now, more than 47,233 participants have been trained on women, highway and industry safety.
- Supported 1 Medical Unit to Prayas Society for implementing the project "Asptal – Sansad Mobile Swasthya (SMS) Seva" at Hamirpur, Himachal Pradesh and the project reached 5 Districts, **3.5 lakh OPDs**.
- **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. In year 2021-22, a total of 176 employee volunteers from India have spent 7,100+ hrs for community development work.

D2. National Area Need

- Building capacities and supporting **12 civil society organizations in India-**
- **United Against Child Labour project in India** -a proactive initiative to eliminate all forms of child labour in seed supplier farms and to ensure education for all children: In last two years, the project reached 6 states which sensitized more than seed 3,500 growers
- **Global Parli & Narmada Cluster in India** to transform rural village through revival and empowerment
- **Working with Agri Farm widows** in Vidharbha to provide sustainable livelihood through skilling, micro-enterprise and market linkages. **600 + Women benefited till date**
- Supporting **"Project Ekal Vidyalaya"** in Maharastra & MP which aims at creating one teacher schools in the remotest parts of the country. **15000 + Students**

- **Solar Light Project at different Location in India:** UPL is working on installing "Solar Light" in various location of India as a community development initiative. We have installed 120 Solar Lights in Barmer, Rajasthan and 95 solar lights in Singhbara, Morena, Madhya Pradhesh.
- **Infrastructure Support, India: Supporting for developing various infrastructure for betterment of the nation**, establishing Gandhian village, Palitana, Construction of Community Centre at Chennahalli, Bangalore, Construction of Social/ Educational Complex in Gandhinagar, Gujarat, Support for the project Hanuman Tower, Vadodara, Gujarat
- Support **Development of Tinkerer's Lab at IIT Jammu, in India**
- Support for **conservation of Water Resources, Kutch, Gujarat, India**

INTERVENTIONS IN OTHER COUNTRIES:

- The **complementary education programme with the "Life Association"** and creating opportunities and conditions for young people in their dream to build a better **Brazil**
- In Mexico and Cuba, through multiple interventions (30 plus) and a spend of more that 10 million pesos, we were able to create an impact in lives of more than 20,000 people covering more than 600 farmer families.
- Life Association has distributed over 1,400 food baskets to the families of young people enrolled in the Campinas-SP and Sorriso-MT Program
- In Piedra Blanca ejido, Mexico for students to take their classes remotely from their homes, 26 Tablets "LENOVO 7" were donated along with placement of a receiving antenna for the satellite internet service, which will allow quick and efficient access to their online classes. This majorly impacts the kindergarten and secondary school
- **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. In last 2 years, 6056 consultations of cardiology with 303 average daily consultations.
- **UPL has joined forces with the FIFA Foundation:** Promote and raise awareness about **sustainable development in agriculture and education** in society through football with FIFA Foundation
- Partnership with **Oxford India Centre for Sustainable Development (OICSD)** at Somerville College, University of Oxford, UK to advance education on sustainability with a greater focus on small-holder farmers in the developing world
- Working with **Agri Farm widows in India** to provide sustainable livelihood through skilling, micro-enterprise, and market linkages
- Supporting **Special Care Centre in India** which is a school for hearing impaired and intellectually disabled children that provides holistic education, nutrition, and transportation, in a healthy nurturing and learning environment

COVID-19 Relief work

- As the world was battling the COVID-19 pandemic in March 2020, UPL's COVID response team went into overdrive worldwide immediately. In India, UPL donated nearly USD 10 million and supplied USD 3.3 million worth of Personal Protective Equipment (PPEs) to external stakeholders. We produced more than 9,000 litres of sanitizers and disinfectant solutions for police and hospitals, 50K+ Litres of Hand sanitisers provided across the globe
- Provided spray equipment to disinfect public areas, using 5.3 million litres of sanitizing solution, 15000+ food packets for migrant workers in India during lock down, 3,00,000+ Face masks distributed across the globe and 200 sprayers, and 225 operators engaged for sanitation work covering 700+ villages in India.
- Protective gears and safety equipment were provided in Cuba, Colombia, Indonesia, across Europe and North America. Other initiatives, like awareness drives were held in Vietnam and Ivory Coast. Food supplies were donated to the underprivileged in Costa Rica, Cambodia, and Cuba.
- UPL also began country specific initiatives such as a 24 hour telephone support for all families and young people to guide and create awareness on staying at home and sanitization, and distribution of Vitamin D to families and young people through a partnership with the Equaliv laboratory in Brazil.
- In Colombia, UPL focused on marginalized people, the elderly, and mothers to provide help and food supplies. In Costa Rica and Canada, UPL purchased farmers' produce which was then in turn donated to the needy.

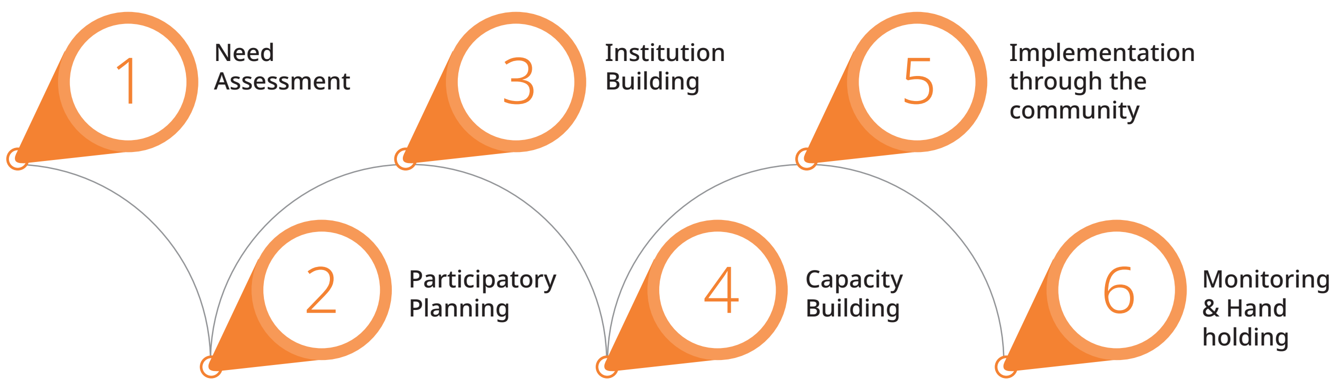
The 2nd wave (Delta Variant) of COVID-19 impacted India like a storm. UPL responded to the current need of saving human lives using its strength in innovation and CSR driven contributions. When the 2nd wave stuck, UPL was the 1st company in India to convert its all-Nitrogen plant to Oxygen plant. It took us less than 72 hours to pioneer the conversion of Nitrogen plants to Oxygen plants with our team of engineers and scientists. Hundred plus industry players, government and private institutions were inspired and trained through knowledge sharing forums / webinars on Nitrogen PSA plant to Oxygen plant conversion.

Our Response to Covid Pandemic (Second Wave)- 2021 in India

- UPL in India was the pioneer in the conversion of Nitrogen Plants to Oxygen Plants through our team of engineers & scientists within 72 hours of the second wave on 23rd April 2021.
- 100+ Industry players, government & private institutions trained, through knowledge sharing forums / webinars on Nitrogen PSA plant to oxygen plant conversion in the 3rd & 4th week of April, 2021.
- Helped 5 Hospitals in India to achieve self-sufficiency in Oxygen through this innovation.
- Procurement of New Oxygen Plants: Delivered 4 new Oxygen plants (Cap 960 LPM) which is catering to 400 beds each in Indore, Gwalior and Varanasi and these 4 new plants are catering to 1600+ beds across 4 different hospitals Airlifted ZMS (Zeolite Molecular Sieve) from Germany to carry out more N2 to O2 conversions in the 4th week of April
- 500+ oxygen cylinders refilled across hospitals in Gujarat at a very short notice in the 3rd week of April
- 300+ beds Set up Covid19 centres at Jhagadia, Netrang, Ankleshwar and Mandva catering to 300 beds, including Oxygen Supply in the 3rd week of April
- 30+ Ventilators and 90 Oxyflow Meters arranged and provided at 3 hospitals in Ankleshwar, Bharuch and Vadodara when there is scarcity for the same.
- 1200 Jumbo Oxygen Cylinders provided at covid isolation center in Bharuch
- 500 Pulse Oxymeters provided to ASHA workers in Gorakhpur
- 37 Oxygen Concentrators provided to 3 Hospitals in Gwalior, Barmer and Bangalore
- 10000+ Covid-19 Medicine Kits provided at Muzaffarnagar, UP by end of June 2021.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

UPL Strategy for CSR initiatives focus on participation of the stakeholders/ community in all stages of the project cycle. All our interventions emphasis on the needs, strengths and growth of the community. The approaches we adopt to execute any interventions should follow the following steps:



Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year.

Ongoing quality control efforts and the upgradation of the quality feedback system has meant that fewer complaints have been received this fiscal. Quality Control team indicates that Total Quality complaints generated in SAP system was 10 and the resolution percentage stands at 90%.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information)

Our product labels display all the necessary information that is essential to ensure safety and efficacious product labels under the preview of CIB regulations and legal metrology guidelines issued by respective countries regulatory authorities.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No such cases were filed against the company.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

At UPL we place great value on getting customer insights and acting on them to provide the best possible agriculture solutions.

Both inhouse surveys as well as third party surveys through market research agencies are carried out. Internal surveys focus mainly on dealer and farmer satisfaction and insights on need gaps.

Since FY22 was a covid year and most of the market research firms were working from home, most of the surveys were conducted over the phone. Some in house customer surveys are also done by UPL Adarsha Kisan Center on regular basis with Farmer and Dealer to understand satisfaction levels and concerns, if any.

The Company has its call centers at various locations in India like Mumbai, Visakhapatnam, Chandigarh and Baroda under the brand of "Adarsh Kisan Center" (AKC). Our customers can connect with us through a toll-free number provided on all product packaging, they can lodge a complaint against any of our products or services as well. All the queries and complaints from customers are taken on priority and resolved. In case if a customer requires further assistance, the case is escalated to the field executive team of UPL, a person from our field team visits the location and resolves the issue personally. We use our call centers to take feedback from registered farmers at AKC, this scope of survey is broad which includes product availability, usage and market access of harvest.

External Surveys through Market Research agencies were done with farmers to understand insights on product usage, need gaps, and farmer satisfaction with special focus on pronutiva, Quality, ease of use, value for money.

The Survey was successful and helped us in leveraging opportunities in terms of improvising our products and Services, also helped us to improve customer delight.

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 (₹)

S. 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	UPL Global Business Services Limited (FKA Shroffs United Chemicals Limited)	INR	1.00	0	2	13	11	-	23	4	(1)	3	-	100%
2	SWAL Corporation Limited	INR	1.00	1	152	1,142	989	0	1,088	15	(12)	3	-	100%
3	United Phosphorus (India) LLP	INR	1.00	2	150	1,036	884	-	2,267	70	(24)	46	-	100%
4	United Phosphorus Global LLP	INR	1.00	0	0	0	0	-	-	0	(0)	0	-	100%
5	UPL Sustainable Agri Solutions Limited (FKA Optima Farm Solutions Ltd)	INR	1.00	2	88	217	127	-	276	23	(6)	17	-	100%
6	UPL Europe Limited	EUR	84.09	17,285	9,302	44,866	18,278	-	893	2,362	(0)	2,362	-	78%
7	United Phosphorus Polska Sp.z o.o	PLN	18.06	0	(0)	-	0	-	-	-	-	-	-	78%
8	UPL Benelux B.V.	EUR	84.09	0	776	956	180	-	444	29	(7)	22	-	78%
9	Cerexagri B.V.	EUR	84.09	190	33	288	65	-	7	(59)	15	(44)	-	78%
10	UPL Holdings Cooperatief U.A	EUR	84.09	8,272	(3,118)	14,598	9,443	-	-	(148)	42	(106)	-	78%
11	UPL Holdings B.V.	EUR	84.09	0	7,211	12,289	5,077	-	0	1,678	(16)	1,662	-	78%
12	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	EUR	84.09	31	(1)	31	1	-	-	(0)	-	(0)	-	78%
13	Decco Worldwide Post-Harvest Holdings B.V.	EUR	84.09	0	45	238	193	-	-	7	-	7	-	78%
14	UPL Holdings Brazil B.V.	EUR	84.09	0	3,112	3,125	378	366	-	(17)	4	(13)	-	78%
15	UPL Italia S.R.L.	EUR	84.09	2	151	530	378	0	652	18	(6)	12	-	78%
16	UPL Iberia, S.A.	EUR	84.09	2	100	280	178	-	501	26	(7)	20	-	78%
17	Decco Iberica Postcosecha, S.A.U.	EUR	84.09	2	173	205	33	3	149	32	(7)	25	-	78%
18	Transterra Invest, S. L. U.	EUR	84.09	72	197	837	568	-	-	8	(2)	5	-	78%
19	Cerexagri S.A.S.	EUR	84.09	111	350	792	331	-	683	10	(4)	6	-	78%
20	UPL France	EUR	84.09	29	123	745	592	-	945	19	(5)	15	-	78%
21	Decco Italia SRL	EUR	84.09	9	59	100	33	0	86	8	(2)	6	-	78%

Amount in crores (₹)

S. 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
22	Limited Liability Company "UPL"	RUB	0.93	87	32	309	191	-	379	25	(10)	15	-	78%
23	Decco Portugal Post Harvest LDA	EUR	84.09	0	0	0	0	-	1	0	(0)	0	-	78%
24	UPL NA Inc.	USD	75.72	7,327	(4,577)	10,607	7,861	4	7,589	460	(107)	353	-	78%
25	Cerexagri, Inc. (PA)	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
26	UPL Delaware, Inc.	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
27	Decco US Post-Harvest Inc	USD	75.72	0	(33)	282	314	-	337	34	(8)	25	-	78%
28	Essentiv LCC	USD	75.72	-	-	-	-	-	-	-	-	-	-	39%
29	RiceCo LLC	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
30	Riceco International, Inc.	USD	75.72	0	346	346	0	-	23	4	-	4	-	78%
31	UPL Corporation Limited	USD	75.72	137	14,523	41,464	26,847	43	7,582	(704)	(4)	(708)	-	78%
32	UPL Management DMCC	USD	75.72	2	1,790	4,520	2,728	-	4,808	871	-	871	-	78%
33	UPL LIMITED, Gibraltor	USD	75.72	0	-	0	-	-	-	(0)	-	(0)	-	78%
34	UPL Agro S.A. de C.V.	MXN	3.81	1,032	(184)	1,798	951	-	1,585	106	(39)	67	-	78%
35	Decco PostHarvest Mexico	MXN	3.81	0	(13)	22	34	-	12	(1)	-	(1)	-	78%
36	Perrey Participações S.A	BRL	15.98	-	-	-	-	-	-	-	-	-	-	78%
37	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	BRL	15.98	1,718	(1,060)	658	0	-	-	180	-	180	-	78%
38	UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	BRL	15.98	2,787	(714)	12,472	10,700	300	12,840	930	(349)	581	-	75%
39	UPL Bolivia S.R.L	BOB	11.01	5	47	258	206	-	215	65	(4)	61	-	78%
40	UPL SL Argentina S.A.	USD	75.72	0	(0)	0	-	-	-	(0)	-	(0)	-	78%
41	UPL Argentina S A	USD	75.72	95	56	922	771	-	874	73	29	102	-	78%
42	Decco Chile SpA	CLP	0.10	0	29	89	60	-	43	6	(0)	6	-	78%
43	UPL Colombia SAS	COP	0.02	1	98	771	672	-	700	78	(33)	44	-	78%
44	United Phosphorus Cayman Limited	USD	75.72	-	148	1,068	920	-	817	(5)	(12)	(17)	-	78%
45	UP Aviation Limited	USD	75.72	0	17	380	363	-	33	1	-	1	-	78%
46	UPL Australia Pty Limited	AUD	56.75	130	75	587	385	2	467	36	(10)	26	-	78%
47	UPL Shanghai Limited	RMB	11.94	2	20	404	382	-	498	10	-	10	-	78%
48	UPL Jiangsu Limited	RMB	11.94	40	(2)	39	1	-	2	(1)	-	(1)	-	55%
49	PT. UPL Indonesia	IDR	0.01	9	1	130	121	-	160	14	(3)	11	-	78%

Amount in crores (₹)

S. 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
50	PT Catur Agrodaya Mandiri	IDR	0.01	8	9	90	72	-	119	19	(6)	13	-	78%
51	UPL Limited, Hong Kong	USD	75.72	83	578	2,604	1,943	-	17,995	174	-	174	-	78%
52	UPL Philippines Inc.	PHP	1.46	4	(2)	112	110	-	122	(7)	(1)	(8)	-	78%
53	UPL Vietnam Co. Limited	VND	0.00	240	48	448	160	-	493	60	(12)	48	-	78%
54	UPL Japan GK	JPY	0.62	6	4,450	7,292	2,915	78	319	666	1	666	-	78%
55	Anning Decco Fine Chemical Co. Limited	RMB	11.94	10	36	61	16	-	74	3	(0)	2	-	43%
56	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	TRY	5.16	72	(146)	344	418	-	230	(65)	2	(64)	-	78%
57	UPL Agromed Tohumculuk S.A, Turkey	TRY	5.16	4	(27)	14	37	-	10	(10)	0	(10)	-	78%
58	Decco Israel Ltd (formarly known as Safepack Products Limited)	ILS	23.86	0	13	74	61	-	(41)	4	-	4	-	78%
59	Citrashine (Pty) Ltd	ZAR	5.22	0	(1)	39	41	-	43	2	(1)	1	-	78%
60	Prolong Limited	ILS	23.86	-	-	-	-	-	-	-	-	-	-	78%
61	Agrinet Solutions Limited	INR	1.00	2	1	3	0	-	-	(0)	-	(0)	-	50%
62	Advanta Holdings B.V.	EUR	84.09	249	222	2,362	1,891	-	-	(86)	(5)	(90)	-	78%
63	Advanta Netherlands Holding B.V.	EUR	84.09	0	317	415	98	-	10	(24)	-	(24)	-	78%
64	Advanta US LLC (formerly known as Advanta U.S. Inc.)	USD	75.72	0	136	545	409	-	213	(27)	-	(27)	-	78%
65	Advanta Seeds International	USD	75.72	239	1,212	2,138	687	-	512	172	(6)	166	-	78%
66	Advanta Seeds DMCC	AED	20.61	1	147	175	28	-	29	5	-	5	-	78%
67	Advanta Comercio De Sementes LTDA.	BRL	15.98	493	(474)	276	419	162	151	(106)	85	(21)	-	78%
68	Advanta Seeds Pty Ltd	AUD	56.75	28	383	575	234	71	308	81	(23)	58	-	78%
69	Pacific Seeds (Thai) Limited	THB	2.28	14	647	890	230	-	454	88	(16)	72	-	78%
70	Pacific Seeds Holdings (Thailand) Limited	THB	2.28	0	162	163	0	-	-	(0)	-	(0)	-	78%
71	PT Advanta Seeds Indonesia	IDR	0.01	110	(66)	102	58	-	67	(17)	23	5	-	78%
72	Advanta Seeds Ukraine LLC	UAH	2.56	26	(18)	43	35	-	11	(9)	-	(9)	-	78%
73	UPL Limited Mauritius (Formely known as UPL Agro Limited Mauritius)	USD	75.72	-	-	-	-	-	1,867	(1)	-	(1)	-	78%

Amount in crores (₹)

S. 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
74	Riceco International Bangladesh Ltd	BDT	0.88	19	14	38	5	-	33	7	(2)	5	-	78%
75	Uniphos Malaysia Sdn Bhd	MYR	18.01	2	1	64	61	-	37	1	(0)	1	-	78%
76	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	TRY	5.16	10	(2)	36	27	-	24	(4)	0	(4)	-	78%
77	Arysta LifeScience Australia Pty Ltd.	AUD	56.75	3	117	161	41	-	-	22	(8)	14	-	78%
78	Naturagri Soluciones, SLU	EUR	84.09	20	30	59	9	-	25	1	(0)	1	-	78%
79	Arysta LifeScience Benelux SPRL	EUR	84.09	103	853	1,665	709	-	1,637	240	(59)	181	-	78%
80	ANESA S.A.	EUR	84.09	-	-	-	-	-	-	-	-	-	-	78%
81	Arysta LifeScience (Mauritius) Ltd	USD	75.72	382	174	600	44	-	80	15	(0)	15	-	78%
82	UPL South Africa (Pty) Ltd	ZAR	5.22	0	292	1,660	1,416	48	1,362	51	24	75	-	78%
83	Arysta LifeScience Chile S.A.	USD	75.72	72	524	848	251	-	661	102	(28)	75	-	78%
84	Arysta LifeScience Colombia S.A.S	COP	0.02	3	83	434	347	-	208	(3)	(1)	(3)	-	78%
85	Arysta LifeScience Mexico, S.A.de C.V	MXN	3.81	48	300	765	417	-	459	73	(10)	63	-	78%
86	Grupo Bioquimico Mexicano, S.A. de C.V.	MXN	3.81	252	778	1,194	164	-	383	8	(2)	7	-	78%
87	Arysta LifeScience Costa Rica SA.	CRC	0.12	0	1	1	0	-	-	4	(0)	4	-	78%
88	Arysta-LifeScience Ecuador S.A.	USD	75.72	7	6	48	35	-	45	(1)	(0)	(1)	-	78%
89	UPL Hellas S.A.	EUR	84.09	13	5	184	166	-	187	9	(2)	7	-	78%
90	Sci PPWJ	EUR	84.09	-	1	1	0	-	-	0	-	0	-	78%
91	Arysta LifeScience Japan Holdings Goudou Kaisha	JPY	0.62	0	1,428	1,428	0	-	0	(0)	-	(0)	-	78%
92	Arysta LifeScience Cameroun SA	XAF	0.13	11	(5)	145	138	-	124	14	(6)	9	-	78%
93	Arysta LifeScience (Shanghai) Co., Ltd.	RMB	11.94	-	-	-	-	-	-	-	-	-	-	78%
94	Arysta Health and Nutrition Sciences Corporation	JPY	0.62	31	178	271	62	0	357	60	(18)	42	-	78%
95	Arysta LifeScience Corporation	JPY	0.62	6	1,823	3,502	1,681	8	759	(40)	10	(30)	-	78%
96	Arysta LifeScience S.A.S.	EUR	84.09	158	208	1,642	1,290	14	1,214	(96)	25	(72)	-	78%
97	UPL Deutschland GmbH	EUR	84.09	21	41	442	379	-	670	9	(6)	3	-	78%
98	UPL Polska Sp. z.o.o	PLN	18.06	3	125	275	147	-	487	31	(6)	25	-	78%

Amount in crores (₹)

S. 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
99	Arysta LifeScience Peru S.A.C	USD	75.72	0	5	12	7	-	1	3	(1)	2	-	78%
100	GBM USA LLC	USD	75.72	0	(0)	-	-	-	-	(9)	-	(9)	-	78%
101	Arysta LifeScience S.R.L.	BOB	11.01	0	42	44	2	-	-	(7)	-	(7)	-	52%
102	MacDermid Agricultural Solutions Australia Pty Ltd	AUD	56.75	-	-	-	-	-	-	-	-	-	-	78%
103	Arysta LifeScience Services LLP	INR	1.00	0	(0)	0	0	-	-	(0)	-	(0)	-	78%
104	Arysta LifeScience India Limited	INR	1.00	5	181	395	209	0	1,218	66	(17)	49	-	78%
105	Arysta LifeScience Agriservice Private Limited	INR	1.00	0	0	0	0	-	-	(0)	-	(0)	-	78%
106	Arysta Agro Private Limited	INR	1.00	-	-	-	-	-	-	-	-	-	-	78%
107	Arysta LifeScience Ougrée Production Sprl	EUR	84.09	26	100	198	73	-	22	23	(7)	16	-	78%
108	Arysta LifeScience U.K. BRL Limited	USD	75.72	-	19	19	-	-	-	-	-	-	-	78%
109	Arysta LifeScience UK & Ireland Ltd	GBP	99.48	0	3	3	-	-	-	-	-	-	-	78%
110	United Phosphorus Global Services Limited	EUR	84.09	0	301	2	113	412	1	(1)	-	(1)	-	78%
111	Arysta LifeScience U.K. JPY Limited	JPY	0.62	0	1,157	1,196	39	-	-	174	(34)	141	-	78%
112	Arysta LifeScience U.K. Limited	GBP	99.48	0	0	0	-	-	-	-	-	-	-	78%
113	Arysta Lifescience U.K. Holdings Limited	USD	75.72	0	(0)	-	-	-	-	-	-	-	-	78%
114	UPL Agricultural Solutions Romania SRL	RON	17.00	7	20	162	135	-	244	8	(2)	6	-	78%
115	Arysta LifeScience Global Limited	USD	75.72	11,960	3,562	16,079	558	-	-	16	(42)	(26)	-	78%
116	Arysta LifeScience U.K. CAD Limited	CAD	60.49	0	(0)	-	-	-	-	-	-	-	-	78%
117	Arysta LifeScience European Investments Limited	USD	75.72	0	(0)	-	-	-	-	-	-	-	-	78%
118	Arysta LifeScience Great Britain Ltd	GBP	99.48	713	(407)	483	178	-	30	(23)	(0)	(23)	-	78%
119	Arysta LifeScience U.K. USD Limited	USD	75.72	0	22	22	-	-	-	-	-	-	-	78%

Amount in crores (₹)

S. 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
120	Arysta LifeScience U.K. EUR Limited	EUR	84.09	0	2	2	-	-	-	-	-	-	-	78%
121	Arysta LifeScience Netherlands BV	EUR	84.09	1	326	537	210	-	295	45	(11)	34	-	78%
122	UPL Agricultural Solutions Holdings BV	EUR	84.09	5,297	2,000	9,782	2,484	-	254	577	(43)	534	-	78%
123	UPL Agricultural Solutions	EUR	84.09	0	23	24	1	-	-	(1)	(2)	(4)	-	78%
124	UPL Bulgaria EOOD	BGN	42.98	1	37	56	18	-	119	16	(2)	15	-	78%
125	Vetopharma Iberica SL	EUR	84.09	5	(5)	0	-	-	1	5	-	5	-	78%
126	Platform Sales Suisse GmbH	EUR	84.09	361	(616)	1,404	1,659	-	2,134	156	88	244	-	78%
127	Laboratoires Goëmar SAS	EUR	84.09	3	(221)	471	689	0	271	90	(25)	66	-	78%
128	Vetophama SAS	EUR	84.09	15	233	298	51	-	192	58	(15)	43	-	78%
129	Betel Reunion S.A.	EUR	84.09	2	4	6	0	-	2	(0)	-	(0)	-	51%
130	UPL Czech s.r.o.	CZK	3.44	2	31	63	30	-	87	8	(2)	6	-	78%
131	UPL Hungary KFT	HUF	0.23	3	62	157	92	0	151	14	(1)	13	-	78%
132	Arysta LifeScience Vostok Ltd.	RUB	0.93	-	-	-	-	-	-	-	-	-	-	78%
133	Arysta LifeScience RUS LLC	RUB	0.93	-	-	-	-	-	-	-	-	-	-	78%
134	UPL Slovakia S.R.O	EUR	84.09	2	7	19	10	-	44	3	(0)	2	-	78%
135	UPL Ukraine LLC	UAH	2.56	0	65	193	128	-	144	20	(4)	17	-	78%
136	Arysta LifeScience Inc.	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
137	Arysta LifeScience Management Company, LLC	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
138	Arysta LifeScience America Inc.	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
139	UPL Agrosolutions Canada Inc	CAD	60.49	1,079	1,863	3,393	451	-	703	165	(47)	119	-	78%
140	Arysta LifeScience North America, LLC	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
141	Arysta LifeScience NA Holding LLC	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
142	Netherlands Agricultural Investment Partners LLC	USD	75.72	51	20	71	-	-	-	-	-	-	-	78%
143	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	MXN	3.81	2	15	21	4	-	-	35	(10)	24	-	78%
144	Omega Agroindustrial, S.A. de C.V.	MXN	3.81	-	-	-	-	-	-	-	-	-	-	78%
145	Servicios Agricolas Mundiales SA de CV	MXN	3.81	-	-	-	-	-	-	-	-	-	-	78%

Amount in crores (₹)

S. 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
146	Tesaurus Mexico S.A. de C.V.	MXN	3.81	-	-	-	-	-	-	-	-	-	-	78%
147	Arysta LifeScience de Guatemala, S.A.	GTQ	9.85	17	11	98	71	-	106	8	(2)	6	-	78%
148	Arysta LifeScience Paraguay S.R.L.	USD	75.72	21	23	69	25	-	-	(7)	-	(7)	-	78%
149	UPL New Zealand Limited	NZD	52.55	1	76	120	44	0	205	46	(13)	33	-	78%
150	UPL Limited Korea	KRW	0.06	12	11	99	76	-	72	11	(4)	7	-	78%
151	Arysta LifeScience Pakistan (Pvt.) LTD.	PKR	0.41	2	46	66	18	-	77	17	(5)	12	-	78%
152	Myanmar Arysta LifeScience Co., Ltd.	MMK	0.04	0	70	82	12	-	39	1	(0)	1	-	78%
153	Arysta LifeScience (Thailand) Co., Ltd.	THB	2.28	6	54	79	20	-	84	9	(2)	7	-	78%
154	Pt. Arysta LifeScience Tirta Indonesia	IDR	0.01	2	29	53	22	-	42	9	(2)	7	-	39%
155	Arysta LifeScience Philippines Inc.	PHP	1.46	0	(0)	12	12	-	8	6	(0)	6	-	78%
156	Arysta LifeScience Vietnam Co., Ltd.	VND	0.00	5	86	145	54	-	129	9	(2)	7	-	78%
157	Arysta LifeScience Asia Pte., Ltd.	USD	75.72	32	57	90	1	-	-	14	(2)	12	-	78%
158	Agrifocus Limitada	MZN	1.18	1	180	235	55	-	183	34	(8)	26	-	78%
159	Anchorprops 39 (Pty) Ltd	ZAR	5.22	0	3	7	4	-	-	(0)	-	(0)	-	78%
160	UPL Holdings SA (Pty) Ltd	ZAR	5.22	0	2	94	92	-	-	(2)	-	(2)	-	78%
161	Callietha Investments (Pty) Ltd	ZAR	5.22	-	-	-	-	-	-	-	-	-	-	78%
162	Volcano Agroscience (Pty) Ltd	ZAR	5.22	0	4	4	-	-	-	(3)	3	(1)	-	78%
163	Volcano Chemicals (Pty) Ltd	ZAR	5.22	-	-	-	-	-	-	-	-	-	-	78%
164	Sidewalk Trading (Pty) Ltd	ZAR	5.22	0	(0)	0	0	-	-	(0)	-	(0)	-	78%
165	Arysta LifeScience Kenya Ltd.	KES	0.66	0	(8)	80	88	-	59	(8)	2	(6)	-	78%
166	Arysta LifeScience Tanzania Ltd	TZS	0.03	0	(6)	23	29	-	20	1	(0)	1	-	78%
167	UPL Egypt Ltd	EGP	4.14	1	(1)	4	3	-	7	0	(1)	(0)	-	78%
168	UPL Togo SAU	XOF	0.13	5	(6)	5	6	-	7	(1)	(0)	(1)	-	78%
169	Calli Ghana Ltd.	GHS	10.06	1	(12)	50	61	-	38	(8)	(1)	(9)	-	78%
170	Callivoire SGFD S.A.	XOF	0.13	3	35	231	193	-	193	(2)	0	(2)	-	78%
171	Mali Protection Des Cultures (M.P.C.) SA	XOF	0.13	4	(12)	59	66	-	44	(4)	(1)	(5)	-	66%

Amount in crores (₹)

S. 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
172	Arysta LifeScience Switzerland Sarl	CHF	81.86	0	0	0	-	-	-	(0)	0	(0)	-	78%
173	Arysta LifeScience CentroAmerica, S.A.	GTQ	9.85	0	-	0	-	-	-	-	-	-	-	78%
174	Arvesta Corporation	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
175	Arysta LifeScience Registrations Great Britain Ltd	GBP	99.48	0	-	0	-	-	-	-	-	-	-	78%
176	Industrias Agriphar SA	USD	75.72	0	-	0	-	-	-	-	-	-	-	78%
177	Arysta LifeScience Corporation Republica Dominicana, SRL	DOP	1.38	0	-	0	-	-	-	-	-	-	-	78%
178	Grupo Bioquimico Mexicano Republica Dominicana SA	DOP	1.38	0	-	0	-	-	-	-	-	-	-	78%
179	Arvesta Paraguay S.A.	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
180	Arysta Agroquimicos y Fertilzantes Uruguay SA	USD	75.72	0	(0)	0	0	-	-	(0)	(0)	(0)	-	78%
181	Arysta LifeScience U.K. USD-2 Limited	USD	75.72	0	-	0	-	-	-	-	-	-	-	78%
182	UPL Zambia Limited	ZMW	4.19	0	1	35	34	-	20	2	(0)	1	-	78%
183	Advanta Biotech General Trading Limited	AED	20.61	0	3	8	4	-	4	1	-	1	-	78%
184	Advanta Semillas S.A.I.C	USD	75.72	97	166	439	176	-	448	97	(15)	83	-	78%
185	Hannaford Nurture Farm Exchange Pty Ltd	AUD	56.75	0	(4)	0	4	-	-	(3)	(0)	(3)	-	78%
186	UPL Nicaragua, Sociedad Anónima	NIO	2.12	0	(16)	36	52	-	46	(1)	(1)	(2)	-	78%
187	UPL Mauritius Limited	USD	75.72	0	1,722	8,859	7,164	27	633	109	(4)	106	-	78%
188	Ingeagro S.A	CLP	0.10	9	3	14	2	-	6	1	(0)	1	-	58%
189	Bioquim Panama, Sociedad Anónima	USD	75.72	0	(2)	-	2	-	-	(0)	-	(0)	-	78%
190	UPL Paraguay S.A.	USD	75.72	5	55	408	349	-	335	32	(3)	28	-	78%
191	Biochemish Dominicana, SRL	DOP	1.38	0	-	0	-	-	-	-	-	-	-	78%
192	Nutriquim de Guatemala, S.A	GTQ	9.85	0	-	0	-	-	-	-	-	-	-	78%
193	Natural Plant Protection Limited	INR	1.00	0	(5)	46	51	-	10	(3)	0	(3)	-	93%
194	Laoting Yoloo Bio-Technology Co. Ltd	CNY	11.94	-	-	-	-	-	-	-	-	-	-	78%

Amount in crores (₹)

S. 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
195	UPL Portugal, Unipessoal, LDA	EUR	84.09	0	2	51	49	-	30	2	(0)	1	-	78%
196	Federation of Agri-Value Chain, Manufacturers and Exporters	INR	1.00	-	-	-	-	-	-	-	-	-	-	100%
197	United Phosphorus Switzerland Limited	USD	75.72	0	3,571	3,583	11	-	10	13	(0)	13	-	78%
198	United Phosphorous Holdings UK Limited	EUR	84.09	0	3,145	3,146	1	-	-	237	-	237	-	78%
199	Nurture Agtech Private Limited	INR	1.00	50	(135)	115	200	-	77	(141)	34	(107)	-	100%
200	UPL Services LLC	USD	75.72	-	-	-	-	-	-	-	-	-	-	78%
201	UPL Agro Ltd	USD	75.72	100	12	536	424	-	58,402	(25)	34	9	-	78%
202	Agripraza Ltda.	EUR	84.09	-	-	-	-	-	-	-	-	-	-	78%
203	UPL Health & Nutrition Science Holdings Limited	EUR	84.09	0	29	686	656	-	-	36	(7)	29	-	78%
204	UPL Animal Health Holdings Limited	EUR	84.09	0	(13)	632	644	-	-	(13)	-	(13)	-	78%
205	PT EXCEL MEG INDO	IDR	0.01	5	130	185	49	-	41	12	(3)	9	-	78%
206	UPL Costa Rica S.A	USD	75.72	0	41	611	571	-	668	49	(13)	36	-	78%
207	Advanta Holdings US Inc.	USD	75.72	0	125	127	2	-	-	(0)	(2)	(2)	-	78%
208	Industrias Bioquim Centroamericana S.A	USD	75.72	16	46	176	114	-	56	(19)	5	(14)	-	78%
209	UPL Investments Southern Africa Proprietary Limited	ZAR	5.22	0	-	0	-	-	-	-	-	-	-	78%
210	Advanta Seeds Holdings UK Ltd.	EUR	84.09	2,147	(0)	2,147	0	-	-	(0)	-	(0)	-	78%
211	UPL Ltd, Cayman	USD	75.72	14,524	(0)	18,612	4,089	-	-	(0)	-	(0)	-	78%
212	UPL Investments UK Limited	USD	75.72	0	-	0	-	-	-	-	-	-	-	78%
213	UPL Crop Protection Investments UK Limited	USD	75.72	0	-	0	-	-	-	-	-	-	-	78%
214	PT Ace Bio Care	IDR	0.01	-	-	-	-	-	-	-	-	-	-	78%
215	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	BRL	15.98	-	-	-	-	-	-	-	-	-	-	78%
216	Decco Holdings UK Ltd	EUR	84.09	491	(0)	491	0	-	-	(0)	-	(0)	-	78%

Note:

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, UPL Services LLC.

2 Decco US Post-Harvest Inc include the results of Essentiv LCC.

3 Uniphos Industria e Comercio de Produtos Quimicos Ltda. include the results of Perrey Participações S.A. and UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A.

4 UPL Agro Ltd include the results of Laoting Yoloo Bio-Technology Co. Ltd.

5 Arysta LifeScience Australia Pty Ltd. include the results of MacDermid Agricultural Solutions Australia Pty Ltd.

6 Decco Holdings UK Ltd, Advanta Seeds Holdings UK Ltd, Advanta Holdings US Inc., UPL Crop Protection Investments UK Limited, UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A, UPL Investments Southern Africa Pty Ltd, UPL Ltd, Cayman, UPL Health & Nutrition Science Holdings Limited, UPL Animal Health Holdings Limited and UPL Investments UK Limited formed during the current year.

7 PT EXCEL MEG INDO and PT Ace Bio Care acquired during the year.

8 PT EXCEL MEG INDO includes the result of PT Ace Bio Care.

9 Essentiv LCC, ANESA S.A., Callietha Investments (Pty) Ltd, Volcano Chemicals (Pty) Ltd, Arysta LifeScience (Shanghai) Co., Ltd., Tesaurus Mexico S.A. de C.V., and Arvesta Corporation liquidated during the year.

10 Agrinet Solutions Limited, Federation of Agri-Value Chain and Manufacturers and Exporters divested during the year.

11 UPL Limited Mauritius (Formely known as UPL Agro Limited Mauritius) BV was merged into UPL Mauritius Limited during the year.

12 Arysta LifeScience RUS LLC was merged into Limited Liability Company "UPL" (formerly CJSC United Phosphorus Limited, Russia) during the year.

13 Arysta LifeScience Vostok Ltd. was merged into Limited Liability Company "UPL" (formerly CJSC United Phosphorus Limited, Russia) during the year.

14 Omega Agroindustrial, S.A. de C.V. was merged into Grupo Bioquimico Mexicano, S.A. de C.V during the year.

15 Servicios Agricolas Mundiales SA de CV was merged into Arysta LifeScience Mexico, S.A.de C.V. during the year.

16 Arysta Agro Private Limited is under liquidation.

PART B ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act 2013 related to Associate Companies and Joint venture

S. No.	Names of Associate and Joint venture	Weather Risk Management Pvt Ltd.	Kerala Enviro Infrastructure Ltd.	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	31.03.2022	31.03.2022	31.12.2021	31.12.2021	31.12.2021	31.03.2022	31.03.2022	31.03.2022	31.03.2022
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									
	Number	48,214	3,350,000	454,307,170	30,000	103,016,215	88,223	200	260	241,071
	Amount of Investment in Associate/ Joint venture	11	4	15	125	195	115	24	5	9
	Extent of Holding %	40.0%	23.3%	45.0%	45.0%	33.3%	70.0%	40.0%	28.4%	25.1%
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	8	4	-	60	194	94	24	1	13
7	Profit/(Loss) for the year									
	i Considered in consolidation	(0)	(1)	15	42	36	36	3	(0)	1
	ii Not considered in consolidation	-	-	-	-	-	-	-	-	-

S. No.	Names of Associate and Joint venture	Agri Fokus Proprietary Ltd.	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
1	Last Audited/Reviewed Balance sheet date	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.12.2021	31.03.2022
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
3	Shares of Associates/Joint ventures held by the Company for the year end								
	No.	251	1,004	251	1,785,000	1,920	28	1	52,398
	Amount of Investment in Associate/ Joint venture	8	9	1	0	15	2	8	14
	Extent of Holding %	25.1%	25.1%	25.1%	21.0%	25.1%	25.5%	36.0%	32.0%
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	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
6	Networth attributable to share holding as per latest Audited/ Reviewed Balance sheet	12	6	0	0	12	2	1	14
7	Profit/(Loss) for the year								
	i Considered in consolidation	(0)	1	0	(0)	2	1	(2)	1
	ii Not considered in consolidation	-	-	-	-	-	-	-	-

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

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 March 31, 2022 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 (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, 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 March 31, 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

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 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, 2022 would have been lower by ₹1,116 crores with consequential impact on goodwill and profit after tax reported for the period from April 1, 2021 to March 31, 2022 would have been higher by ₹370 crores, respectively. Our opinion is not modified in respect of this matter.

Key Audit Matters

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.

Independent Auditors' Report (Contd.)

Description of Key Audit Matter

Revenue recognition, rebates and sales returns

Refer note 2.2 (b) and 2.3 to accounting policies and note 21 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
Revenue recognition The timing of revenue recognition is relevant to the reported performance of the Company. We identified revenue recognition 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 recognized.	**Our procedures included 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 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.
Rebates and sales returns The Company 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 2.3 to the standalone 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 included the following:** • Understanding the process followed by the Company 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 rollforward 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 also performed a retrospective review by testing, 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 testing, on a sample basis, that there has been no significant reversal from the accrual as at prior year.

Independent Auditors' Report (Contd.)

The key audit matter	How the matter was addressed in our audit
Valuation of goodwill Refer note 2.2 (d) and 2.3 to accounting policies and note 4 and 49 to the standalone financial statements	
• As at March 31, 2022, the Company had ₹1,116 Crores of goodwill as a result of acquisition of Advanta Limited. • The Company makes significant judgement in estimating future cash flows which are used for annual goodwill impairment testing. The Company compares the carrying value of the assets with their recoverable amount • The inputs to the impairment testing model which have most significant impact on the model includes: 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: a) 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 b) the significance of the balance to the standalone financial statements.	**Our procedures included the following:** • We assessed the Company'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, as well as testing the underlying workings. • We assessed Company's sensitivity analysis over the key assumptions to determine any possible change in these assumptions which would result in an impairment. • We involved our valuation expert to assess the assumption and methodology used by the Company to determine the recoverable amount. • Assessing the adequacy of the Company's disclosures related to the impairment tests and their compliance with Ind AS.

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 Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do 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 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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.

Independent Auditors' Report (Contd.)

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.

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

Independent Auditors' Report (Contd.)

(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 March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 Auditor's) 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 March 31, 2022 on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements

(b) The Company did not have 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 and

(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 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 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) contain any material mis- statement.

(e) The final dividend paid by the 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 12(a) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at 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, 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.042070
UDIN: 22042070AIPRKV1519

Place: Mumbai
Date: May 9, 2022

Annexure A to the Independent Auditors' Report on standalone financial statements

(Referred to in 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.

(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 three 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 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 secured and 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	**126.00**
- Others	1.30
Balance outstanding as at balance sheet date	
- Subsidiaries	**126.00**
- Others	0.00

(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 secured and unsecured loans are, prima facie, not prejudicial to the interest of the Company.

(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 except for the loan of ₹126 crore given to SWAL Corporation Limited which is repayable on demand. As informed to us, the Company has not demanded repayment of the loan or interest during the year. Thus, there has been no default on the part of the party to whom the money has been lent. 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 Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

₹ in Crores

Particulars	Related Parties
Aggregate of loans/advances in nature of loan - Repayable on demand (A) - Agreement does not specify any terms or period of Repayment (B)	**126.00**
Total (A+B)	126
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) 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 July 1, 2017, these statutory dues has been subsumed into GST.

(a) 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 Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Profession tax have not generally been regularly deposited during the year with the appropriate authorities though the delays in deposit have not been serious.

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 Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears

Annexure A to the Independent Auditors' Report on standalone financial statements (Contd.)

as at March 31, 2022 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 amount relates	Due date	Date of payment
Professional Tax	Tax	0.01	April 2018 to September 2019	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, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or 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 (₹ in Crores)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax demands	10	AY*1995-96 to AY 1997- 98, AY 2008-09 to AY 2010-11 and AY 2015-16	Supreme Court, High Court, Commissioner 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 Commissioner 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 to 1997, 2000, 2001 and 2004	Commissioner (Appeals) Central Excise and Service tax Appellate Tribunal	
Foreign Trade (Development and Regulation) Act	Fiscal Penalty	33	FY 1992 to 1997	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) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(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.

(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.

Annexure A to the Independent Auditors' Report on standalone financial statements (Contd.)

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no material 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, other information accompanying the standalone financial statements, 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 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.

(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 Companies Act, 2013 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.042070
UDIN: 22042070AIPRKV1519

Place: Mumbai
Date: May 9, 2022

Annexure B to the Independent Auditors' report on the standalone financial statements of UPL Limited for the year ended March 31, 2022

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 Companies Act, 2013

(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 March 31, 2022 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 March 31, 2022, 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 RESPONSIBILITY 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 Companies Act, 2013 (hereinafter referred to as "the Act").

AUDITORS' 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 whether 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 such internal financial controls, 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 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 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 Standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone 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.042070
UDIN: 22042070AIPRKV1519

Place: Mumbai
Date: May 9, 2022

Standalone Balance Sheet

as at March 31, 2022

₹ in crores

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Assets			
Non-current assets			
Property, plant and equipment	3	4,051	3,747
Capital work-in-progress	3	809	638
Goodwill	4	1,115	1,485
Other intangible assets	4	198	232
Right of use assets	48	113	134
Intangible assets under development	4	100	84
Financial assets			
(i) Investments	5	1,534	1,441
(ii) Other financial assets	7	73	104
Income tax assets (Net)		-	39
Other non-current assets	8	154	122
Total Non-current assets		**8,147**	**8,026**
Current assets			
Inventories	9	2,929	1,943
Financial assets			
(i) Trade receivables	10	5,567	4,046
(ii) Cash and cash equivalents	11	506	281
(iii) Investments-Liquid mutual fund units	5	840	-
(iv) Bank balances other than (ii) above	11A	319	53
(v) Loans	6	138	2
(vi) Other financial assets	7	168	276
Other current assets	8	1,019	656
Total Current assets		**11,486**	**7,257**
Total Assets		**19,633**	**15,283**
Equity and liabilities			
Equity			
Equity share capital	12	153	153
Other equity	13	8,048	7,633
Total Equity		**8,201**	**7,786**
Liabilities			
Non-current liabilities:			
Financial liabilities			
(i) Borrowings	14	-	384
(ii) Lease liabilities	48	67	86
(iii) Other financial liabilities	15	3	3
Other non-current liabilities	16	1,212	-
Deferred tax liabilities (net)	19	97	231
Total Non-current liabilities		**1,379**	**704**
Current liabilities:			
Financial liabilities			
(i) Borrowings	14	1,665	811
(ii) Lease liabilities	48	46	48
(iii) Trade payables			
- Total outstanding dues of micro and small enterprises	17	133	86
- Total Outstanding dues of creditors other than micro and small enterprises	18	6,318	4,358
(iv) Other financial liabilities	15	383	285
Other current liabilities	16	1,304	1,047
Current tax liabilities		37	-
Provisions	20	167	158
Total Current liabilities		**10,053**	**6,793**
Total liabilities		11,432	7,497
Total equity and liabilities		**19,633**	**15,283**
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

Place: Mumbai
Date: May 9, 2022

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Standalone Statement of Profit and Loss

for the year ended March 31, 2022

₹ in crores

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
Revenue			
Revenue from operations	21	16,449	11,345
Other income	22	631	113
Total Income		**17,080**	**11,458**
Expenses			
Cost of materials consumed	23	8,690	5,639
Purchases of stock-in-trade		1,870	872
Changes in inventories of finished goods (including stock-in-trade) and work-in-progress	24	(678)	(256)
Employee benefit expenses	25	767	685
Finance costs	26	377	307
Impairment loss/(write back) on trade receivables		(2)	(7)
Depreciation and amortisation expenses	27	1,044	977
Exchange rate difference on receivables and payables (net)		54	31
Other expenses	28	3,691	2,761
Total Expenses		**15,813**	**11,009**
Profit before exceptional items and tax		**1,267**	**449**
Exceptional items	43	6	15
Profit before tax		**1,261**	**434**
Tax expenses			
Current tax	19	220	195
Deferred tax (credit)/charge	19	(135)	19
Total tax expenses		**85**	**214**
Profit For The Year		**1,176**	**220**
Other Comprehensive Income (OCI)	30		
(i) Items that will not be reclassified to profit or loss		5	(0)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(2)	0
Total Other Comprehensive Income for the year, net of tax		**3**	**(0)**
Total Comprehensive Income for the year		**1,179**	**220**
Earnings per equity share (in ₹) of face value of ₹2 each			
Basic	31	15.39	2.88
Diluted	31	15.39	2.88
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
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Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Standalone Statement of Changes in Equity

for the year ended March 31, 2022

A. EQUITY SHARE CAPITAL

Issued, subscribed and fully paid	Equity shares of ₹ 2 each	
	Nos.	₹ in crore
At April 1, 2020	76,40,45,456	153
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2020	76,40,45,456	153
Changes in equity share capital during the year	-	-
At March 31, 2021	76,40,45,456	153
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 1, 2021	76,40,45,456	153
Changes in equity share capital during the year	-	-
At March 31, 2022	76,40,45,456	153

B. OTHER EQUITY

For the year ended March 31, 2022

₹ in crores

	Reserves and surplus						Other Comprehensive Income	Total Other Equity
	Capital Reserve	Debenture Redemption Reserve	Securities premium	Share Based Payment Reserve	General Reserve	Retained earnings		
At March 31, 2021	86	140	4,594	0	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**	**0**	**1,848**	**1,373**	**7**	**8,048**

Standalone Statement of Changes in Equity

for the year ended March 31, 2022

For the year ended March 31, 2021

₹ in crores

	Reserves and surplus						Other Comprehensive Income	Total Other Equity
	Capital reserve	Debenture redemption reserve	Securities premium	Share Based Payment reserve	General reserve	Retained earnings		
At April 1, 2020	86	140	4,594	0	1,848	1,198	5	7,871
Profit for the year	-	-	-	-	-	220	-	220
Other comprehensive income (refer note 30)	-	-	-	-	-	(1)	1	(0)
Dividends paid during the year (refer note 12A)	-	-	-	-	-	(458)	-	(458)
As at March 31, 2021	**86**	**140**	**4,594**	**0**	**1,848**	**959**	**6**	**7,633**

See accompanying notes to the standalone financial statements

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 9, 2022

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Anand Vora
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Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Standalone Statement of Cash Flows

for the year ended March 31, 2022

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Cash flow from operating activities		
Profit before tax	**1,261**	**434**
Adjustments for		
Depreciation and amortisation expenses (refer note 27)	1,044	977
Finance costs (refer note 26)	377	307
Allowances for doubtful debts and advances (net)	(2)	(7)
Assets written off	6	3
Profit on sale of property plant and equipment's (net)	(1)	-
Interest Income (refer note 22)	(18)	(59)
Excess provisions in respect of earlier years written back (net)	(9)	(12)
Fair value gain/(loss) on financial instruments at fair value through profit or loss	2	(1)
Dividend Income on Long-term investments in Subsidiary (refer note 22)	(555)	-
Share in profit from investment in United Phosphorus (India) LLP (refer note 22)	(44)	(33)
Unrealised exchange difference (net)	48	(29)
Loss on fire	-	10
Operating profit before working capital changes	**2,109**	**1,590**
Working capital adjustments		
(Increase) in inventories	(986)	(636)
(Increase) in trade receivables	(1,499)	(874)
(Increase)/ Decrease in other non-current and current assets	(411)	133
(Increase)/ Decrease in non-current and current financial assets	(39)	109
Increase in other non-current and current trade payables	1,713	955
Increase in other current liabilities	1,476	318
Increase in other non-current and current financial liabilities	118	128
Increase in provisions and Net employee defined benefit liabilities	11	27
Cash flow from Operations	2,492	1,750
Income tax paid (including TDS) (net)	(143)	70
Net cash flows from operating activities	**2,349**	**1,820**
Cash flow from investing activities		
Purchase of property, plant and equipment (including CWIP and capital advances)	(1,070)	(1,164)
Purchase of intangible assets (including CWIP)	(41)	(43)
Proceeds from sale of property, plant and equipment	24	14
Insurance claim received against loss of property, plant and equipment due to fire	132	25
Proceeds for Sale of investments	2	26
Purchase of non current investments	(1)	-
Purchase of liquid mutual funds	(840)	-
Advance for investments pending allotment	-	(50)
Dividend Income on Long-term investments in Subsidiary	555	-
Interest received	24	45
Fixed deposits and margin money (net)	(266)	(28)
Net cash flows (used in) investing activities	**(1,481)**	**(1,175)**
Cash flow from financing activities		
Interest and other financial charges	(149)	(118)
Proceeds from other current borrowings (net)	817	135
Repayments of debentures	(347)	-

Standalone Statement of Cash Flows

for the year ended March 31, 2022

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Sundry loans - Given	(10)	-
Loans to subsidiary	(126)	-
Payment of principal portion of lease liabilities	(65)	(62)
Payment of dividends	(763)	(457)
Net cash flows (used in) financing activities	**(643)**	**(502)**
Net increase / (decrease) in cash and cash equivalents	225	143
Cash and cash equivalents at the beginning of the year (Refer note 11)	281	138
Cash and cash equivalents at the end of the year (Refer note 11)	**506**	**281**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

₹ in Crores

Particulars	Notes	March 31, 2021	Cash flows	Non-cash changes				March 31, 2022
				Acquisition	Foreign exchange movement	Fair value change	Other adjustments	
Unsecured Redeemable Non convertible Debentures (NCDs)	14	384	(347)	-	-	-	(37)	-
Cash credit, packing credit and working capital demand loan accounts and commercial papers	14	704	817	-	-	-	-	1,521
Total liabilities from financing activities		**1,088**	**470**	**-**	**-**	**-**	**(37)**	**1,521**

₹ in Crores

Particulars	Notes	March 31, 2020	Cash flows	Non-cash changes				March 31, 2021
				Acquisition	Foreign exchange movement	Fair value change	Other adjustments	
Unsecured Redeemable Non convertible Debentures (NCDs)	14	384	(33)	-	-	-	33	384
Cash credit, packing credit and working capital demand loan accounts and commercial papers	14	539	168	-	-	-	(3)	704
Total liabilities from financing activities		**923**	**135**	**-**	**-**	**-**	**30**	**1,088**

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
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Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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.

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 9, 2022.

2 ACCOUNTING POLICIES

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 ('INR') or ('Rs') 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:

- 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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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. 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.

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Other Assets:

The Company depreciates on a straight-line method based on following estimated useful life of assets.

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

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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.

- 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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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.

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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.

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.

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for the year ended March 31, 2022

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.

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for the year ended March 31, 2022

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.

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

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for the year ended March 31, 2022

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.

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for the year ended March 31, 2022

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.

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.

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for the year ended March 31, 2022

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.

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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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 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,

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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. Biological Assets

The biological assets of the Company represents the unharvested /standing crops as on the reporting date. Ind AS 41, Agriculture, requires that biological assets shall be recognised at its fair value less point of sale costs, except when there is inability to measure fair value reliably. There are neither observable market prices for these Biological assets nor are there alternative estimates of fair value that are determined to be clearly reliable that give a fair expression of the fair values. Hence, the standing crops are measured at initial recognition and at each financial reporting date at cost. This comprises any cost attributes in bringing Biological assets to its location and conditions intended by the management.

z. Recent pronouncement

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 March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its standalone financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in statement of profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its standalone financial statements.

Ind AS 37– Provisions, Contingent Liabilities and contingent assets

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material. On June 18, 2021, MCA through a notification has notified Companies (Indian Accounting Standards) Amendment Rules, 2021. The notification has made amendments to various Ind AS. The Company does not expect the amendments to have any significant impact in its standalone financial statements.

Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards.

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for the year ended March 31, 2022

There is no such notification which would have been applicable from April 1, 2021.

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 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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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, 2022

3. PROPERTY, PLANT AND EQUIPMENT

₹ in 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, 2020	**94**	**173**	**327**	**4,347**	**53**	**82**	**84**	**34**	**56**	**5,250**	**804**
Additions	-	79	79	1,067	8	7	9	1	-	1,250	1,081
Disposals	-	-	(2)	(181)	(0)	(3)	(2)	(0)	-	(188)	
Capitalised	-	-	-	-	-	-	-	-	-	-	(1,247)
At March 31, 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**
Accumulated Depreciation											
At April 1, 2020	**-**	**-**	**73**	**1,820**	**19**	**60**	**59**	**31**	**43**	**2,105**	**-**
Depreciation (refer note 27)	-	-	14	453	4	13	9	1	3	497	-
Disposals	-	-	(0)	(31)	(0)	(3)	(2)	(0)	-	(36)	-
At March 31, 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**	**-**
Net book value											
At March 31, 2022	**94**	**296**	**401**	**3,158**	**50**	**19**	**19**	**8**	**6**	**4,051**	**809**
At March 31, 2021	**94**	**252**	**317**	**2,991**	**38**	**16**	**25**	**3**	**10**	**3,747**	**638**

There was a fire at Unit-5, Jhagadia in Gujarat during the previous year. In this incident certain property, plant and equipment were damaged. The Company has written off net book value of assets damaged of ₹136 crores (Gross block of ₹143 crores).

Property, plant and equipment hypothecated against borrowings (refer note 14).

Notes to Standalone Financial Statements

for the year ended March 31, 2022

3. PROPERTY, PLANT AND EQUIPMENT (CONTD.)

Capital Work in Progress

Capital work in progress as at March 31, 2022 and March 31, 2021 comprises expenditure for buildings and plant and equipment's in the course of construction.

₹ in Crores

Capital work in progress ageing schedule	As at March 31, 2022		As at March 31, 2021	
	Projects in progress	Projects temporarily suspended	Projects in progress	Projects temporarily suspended
Less than 1 year	662	-	562	-
1-2 years	110	-	63	-
2-3 years	25	-	6	-
More than 3 years	12	-	7	-
Total	**809**	**-**	**638**	**-**

Capital Work in Progress whose completion is overdue as compared to its original plan

₹ in Crores

To be completed in	As at March 31, 2022				As at March 31, 2021			
	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
Project 1	-	-	-	-	1	-	-	-
Project 2	-	-	-	-	1	-	-	-
Project 3	-	-	-	-	5	-	-	-
Project 4	-	-	-	-	0	-	-	-
Project 5	-	-	-	-	3	-	-	-
Project 6	-	-	-	-	2	-	-	-
Project 7	-	-	-	-	0	-	-	-
Project 8	-	-	-	-	0	-	-	-
Project 9	-	-	-	-	0	-	-	-
Project 10	-	-	-	-	0	-	-	-
Project 11	-	-	-	-	0	-	-	-
Project 12	51	-	-	-	-	-	-	-
Project 13	80	-	-	-	-	-	-	-
Project 14	8	-	-	-	-	-	-	-
Project 15	1	-	-	-	-	-	-	-
	140	**-**	**-**	**-**	**14**	**-**	**-**	**-**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

4 INTANGIBLE ASSETS

₹ in Crores

	Goodwill*	Other Intangible Assets									Intangible asset under development
		Data Access Fees	Product Registrations	Product Acquisitions	Task Force Expenses	Software/ License Fees	Brands/ Trade Marks	Technical Knowhow	Germplasm	Total	
Cost or valuation											
At April 1, 2020	**3,704**	**97**	**209**	**603**	**23**	**39**	**63**	**11**	**13**	**1,058**	**82**
Additions	-	-	24	-	-	17	-	-	-	41	27
Disposals	-	-	-	-	-	(0)	-	-	-	(0)	-
Capitalised	-	-	-	-	-	-	-	-	-	-	(25)
At March 31, 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**
Amortisation											
At April 1, 2020	**1,849**	**96**	**184**	**399**	**23**	**27**	**62**	**10**	**8**	**809**	**-**
Amortisation (refer note 27)	370	0	13	40	0	5	-	-	0	58	-
At March 31, 2021	**2,219**	**96**	**197**	**439**	**23**	**32**	**62**	**10**	**8**	**867**	**-**
Amortisation (refer note 27)	370	0	12	38	(0)	7	1	1	-	59	-
At March 31, 2022	**2,589**	**96**	**209**	**477**	**23**	**39**	**63**	**11**	**8**	**926**	**-**
Net book value											
At March 31, 2022	**1,115**	**1**	**41**	**126**	**-**	**25**	**-**	**-**	**5**	**198**	**100**
At March 31, 2021	**1,485**	**1**	**36**	**164**	**(0)**	**24**	**1**	**1**	**5**	**232**	**84**

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.

*Goodwill arising on amalgamation

Goodwill includes goodwill arising on amalgamation of Advanta Limited fully described in note 45 of the standalone financial statements.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

4. INTANGIBLE ASSETS (CONTD.)

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).

₹ in Crores

Intangible assets under development ageing schedule	As at March 31, 2022		As at March 31, 2021	
	Projects in progress	Projects temporarily suspended	Projects in progress	Projects temporarily suspended
Less than 1 year	26	-	24	-
1-2 years	19	-	12	-
2-3 years	11	-	26	-
More than 3 years	44	-	22	-
Total	**100**	**-**	**84**	**-**

There are no Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan

5. INVESTMENTS

₹ in Crores

Non Current	As at March 31, 2022	As at March 31, 2021
A. Investment stated at Cost		
Investments in Equity Instruments		
a. Investment in Subsidiaries (unquoted)		
(i) 140,824 (March 31, 2021: 140,824) equity shares of US $ 100 each fully paid-up in UPL Corporation Limited	1,102	1,102
(ii) 3,053 (March 31, 2021: 3,053) equity shares of Euro 100 each, fully paid-up in Advanta Holdings B.V., Netherlands	171	171
(iii) 50,007 (March 31, 2021: 50,007) equity shares of ₹10 each fully paid-up in UPL Global Business Services Limited	0	0
(iv) 99,000 (March 31, 2021: 99,000) equity shares of US$ 1 each, fully paid-up in PT Advanta Indonesia	1	1
(v) 1,000,007 (March 31, 2021: 1,000,007) equity shares of ₹10 each fully paid-up in SWAL Corporation Limited	17	17
(vi) 1,000,000 (March 31, 2021: 1,000,000) ordinary shares of US$ 1 each, fully paid-up in Advanta Seed International, Mauritius	0	0
(vii) Nil (March 31, 2021: 1,000,000) equity shares of ₹10 each fully paid-up in Agrinet Solutions Limited	-	2
(viii) 50,10,000 [March 31, 2021: 100,000) equity shares of ₹100 each (March 31, 2021: ₹10 each) fully paid-up in Nurture Agtech Private Limited	50	0
b. Investment in Associates (unquoted)		
(i) 921,000 (March 31, 2021: 921,000) equity shares of ₹10 each fully paid-up in Chemiesynth (Vapi) Limited	0	0
(ii) 3,350,000 (March 31, 2021: 3,350,000) equity shares of ₹10 each fully paid-up in Kerala Enviro Infrastructure Limited	3	3
(iii) 68,133 (March 31, 2021: 48,214) equity shares of ₹10 each, fully paid-up in Weather Risk Management Services Pvt Ltd	15	14

Notes to Standalone Financial Statements

for the year ended March 31, 2022

5. INVESTMENTS (CONTD.)

₹ in Crores

Non Current	As at March 31, 2022	As at March 31, 2021
B. Investment stated at Amortised Cost		
Investments in Government or trust securities (unquoted)		
Indira Vikas Patra [Face Value: Current Year: ₹0 crores [March 31, 2021: ₹0 crores]]	0	0
National Saving Certificates [Face Value: Current Year: ₹0 crores [March 31, 2021: ₹0 crores]]	0	0
C. Investments stated at Fair Value through profit and loss		
a. Investments in Optionally Convertible Bonds (unquoted)		
725,000 (March 31, 2021: 725,000) Optionally Convertible Bonds in All Fresh Supply Management Private Limited	7	8
b. Investment in Others (unquoted)		
10,000 (March 31, 2021:10,000) equity shares of ₹10 each fully paid-up in Janakalyan Sahakari Bank Limited	0	0
1,000,000 (March 31, 2021: 1,000,000) equity shares of ₹10 each fully paid-up in Uniphos International Limited	5	4
45,000 (March 31, 2021: 45,000) equity shares of ₹10 each fully paid-up in Bloom Packaging Private Limited	1	1
19,025 (March 31, 2021: 19,025) equity shares of ₹10 each fully paid-up in Bench Bio Private Limited	1	1
240,000 (March 31, 2021: 240,000) equity shares of ₹10 each fully paid-up in UPL Investment Private Limited	-	2
57 [March 31, 2021: 57] equity shares of 1 Rand each fully paid-up in Cropserve [PTY] Limited	0	0
3,757,570 [March 31, 2021: 3,435,070] equity shares of ₹10 each fully paid-up in Narmada Clean Tech Limited	7	7
3,687 [March 31, 2021: 3,687] equity shares of ₹10 each fully paid-up in All Fresh Supply Management Private Limited	2	2
D. Investments stated at Fair Value through OCI		
Investments in Equity Instruments (quoted)		
28,100 (March 31, 2021: 28,100) equity shares of ₹10 each fully paid-up in Gujarat State Financial Corporation	0	0
50,000 (March 31, 2021: 50,000) equity shares of ₹10 each fully paid-up in Nivi Trading Limited	0	0
41,150 (March 31, 2021: 41,150) equity shares of ₹10 each fully paid-up in Transpek Industry Limited	8	6
5,307 (March 31, 2021: 5,307) equity shares of ₹10 each fully paid-up in IDFC Limited	0	0
5,307 (March 31, 2021: 5,307) equity shares of ₹10 each fully paid-up in IDFC Bank Limited.	0	0
17,990 (March 31, 2021: 17,990) equity shares of ₹2 each fully paid-up in Bank of Baroda Limited	0	0
E. Investments in others		
United Phosphorus (India) LLP - Capital Contribution in LLP	144	100
United Phosphorus (Global) LLP	0	0
Total Non-Current Investments	**1,534**	**1,441**
Aggregate book value and market value of quoted investments	8	6
Aggregate amount of unquoted investments	1,526	1,435
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 equity securities. Refer note 39 for determination of their fair values.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

5. INVESTMENTS (CONTD.)

Extent of equity interest in subsidiaries and associates

% of equity interest

Name and country of incorporation	Nature of Activities	As at March 31, 2022	As at March 31, 2021
a. Subsidiaries			
UPL Corporation Limited, Mauritius	Crop protection	78%	78%
Advanta Holdings B.V., Netherlands	Crop protection	78%	78%
PT Advanta, Indonesia	Crop protection	78%	78%
SWAL Corporation Limited, India	Crop protection	100%	100%
Advanta Seed International, Mauritius	Crop protection	78%	78%
Agrinet Solutions Limited, India	Crop protection	-	50%
UPL Global Business Services Limited, India	Business solutions	100%	100%
Nurture Agtech Private Limited, India	Crop protection	100%	100%
b. Associates			
Chemiesynth (Vapi) Limited, India	Crop protection	30%	30%
Kerala Enviro Infrastructure Limited, India	Crop protection	28%	28%
Weather Risk Management Services Pvt Ltd, India	Crop protection	32%	32%

₹ in Crores

Current	March 31, 2022	March 31, 2021
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

₹ in Crores

		Non-current		Current	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(A)	**Loans to subsidiary (refer note 36)**	-	-	126	-
	% of loans 100% (March 31, 2021: Nil)				
(B)	**Loans to employees**				
a.	Unsecured, Considered good	-	-	12	2
		-	**-**	**12**	**2**
(C)	**Sundry loans**				
	Unsecured, Considered doubtful	2	2	-	-
	Less: Impairment allowance for sundry loans	(2)	(2)	-	-
		-	-	-	-
	Total loans	**-**	**-**	**138**	**2**

Loans and receivables are non-derivative financial assets which generate a fixed or variable interest income for the Company.

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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

6. LOANS (CONTD.)

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

₹ in Crores

		Non-current		Current	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(A)	**Security deposit**				
a.	**Unsecured, Considered good**				
	- to related parties (refer note 36)	5	8	-	-
	- to other than related parties	68	63	-	-
b.	Security deposit which have significant increase in Credit Risk	2	2	-	-
	Security deposit - credit impaired	(2)	(2)	-	-
		73	**71**	**-**	**-**
(B)	**Interest receivable**				
a.	Unsecured, considered good				
	- from related party (refer note 36)	-	-	6	0
	- from other than related parties	-	-	7	21
b.	Unsecured, considered doubtful from other than related parties	-	-	2	1
	Less: Impairment allowance for interest receivable	-	-	(0)	(1)
		-	**-**	**15**	**21**
(C)	**Export benefits receivable**				
	Unsecured, considered good	-	33	142	86
		-	**33**	**142**	**86**
(D)	**Insurance claim receivable against loss due to fire (refer note 43)**	-	-	-	139
(E)	**Other receivables**				
	Unsecured, considered good				
	- receivables from related parties (refer note 36)	-	-	16	37
	Less: Impairment allowance for receivables from related parties	-	-	(7)	(7)
				9	**30**
	- receivables from others	-	-	4	2
	Less: Impairment allowance for other receivables	-	-	(2)	(2)
		-	**-**	**2**	**-**
	Total other financial assets	**73**	**104**	**168**	**276**

8. OTHER ASSETS

₹ in Crores

		Non-current		Current	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(a)	Capital advances	81	47	-	-
(b)	Statutory receivables	73	75	782	444
(c)	Advance for investments pending allotment	-	-	-	50
(d)	Other advances	-	-	237	162
	Total other assets	**154**	**122**	**1,019**	**656**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

9. INVENTORIES

(Valued at lower of cost and net realisable value)

₹ in Crores

		As at March 31, 2022	As at March 31, 2021
a.	Raw materials and components [includes goods in transit: ₹29 crores (March 31, 2021: ₹60 crores)]	1,088	798
b.	Work-in-progress	307	187
c.	Finished goods [includes goods in transit: ₹232 crores (March 31, 2021: ₹118 crores)]	1,129	712
d.	Stock in trade [includes goods in transit: ₹7 crores (March 31, 2021: ₹5 crores)]	269	129
e.	Store and spares [including fuel]	87	72
f.	Packing material	40	37
g.	By products	9	8
		2,929	**1,943**

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 ₹24 crores (March 31, 2021: ₹22 crores)

The above includes inventories held by third parties amounting to ₹696 crores (March 31, 2021 - ₹568 crores)

Inventories hypothecated against borrowings (refer note 14).

10. TRADE RECEIVABLES

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered good		
- from related parties	3,718	2,792
- from others	1,849	1,254
Trade receivables which have significant increase in Credit Risk		
- from others	110	113
	5,677	**4,159**
Trade Receivables - credit impaired		
- from others	(110)	(113)
Total trade receivables	**5,567**	**4,046**

Trade receivables ageing schedule outstanding for following periods from due date of payment

₹ in 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

Trade receivables ageing schedule outstanding for following periods from due date of payment

Notes to Standalone Financial Statements

for the year ended March 31, 2022

10. TRADE RECEIVABLES (CONTD.)

₹ in Crores

	March 31, 2021						
	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	3,001	1,009	17	32	0	0	4,059
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	2	-	-	-	2
Undisputed Trade receivable – credit impaired	-	-	-	3	35	60	98
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	0	0	0	-	-	-	0
	3,001	1,009	19	35	35	60	4,159
Less: Allowance for doubtful debts							**(113)**
							4,046

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows:

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Opening balance	113	120
Provision/(write-back) for the year	(3)	14
Write-off	(0)	(21)
	110	**113**

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

11. CASH AND CASH EQUIVALENTS

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Balances with banks		
- Current accounts	506	281
Cash on hand	0	0
Total cash and cash equivalents	**506**	**281**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

11. CASH AND CASH EQUIVALENTS (CONTD.)

11A.Other bank balances

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
- Unclaimed dividend accounts	10	9
- Margin money deposit **	33	43
- Deposits with original maturity for more than 3 months but less than 12 months	276	1
Total other bank balances	**319**	**53**

** 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:

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
- Current accounts	506	281
Cash on hand	0	0
Total cash and cash equivalents	**506**	**281**

12. SHARE CAPITAL

Authorised share capital

	Equity Shares of ₹2 each		Preference Shares of ₹10 each	
	No.	₹ in Crores	No.	₹ in Crores
At April 1, 2020	1,23,75,00,000	248	22,95,00,000	230
Increase during the year	-	-	-	-
At March 31, 2021	**1,23,75,00,000**	**248**	**22,95,00,000**	**230**
Increase during the year	-	-	-	-
At March 31, 2022	**1,23,75,00,000**	**248**	**22,95,00,000**	**230**

Issued equity capital

Equity shares of ₹2 each issued, subscribed and fully paid

	No.	₹ in Crores
At April 1, 2020	76,40,45,456	153
Increase during the year		
Increase/(decrease) during the year	-	-
At March 31, 2021	**76,40,45,456**	**153**
Increase/(decrease) during the year	-	-
At March 31, 2022	**76,40,45,456**	**153**

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, 2022, the amount of per share dividend proposed as distributions to equity shareholders is ₹10 (March, 2021: ₹10).

Notes to Standalone Financial Statements

for the year ended March 31, 2022

12. SHARE CAPITAL (CONTD.)

Details of shares held by promoters and promoter group

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	15,35,96,890	-	15,35,96,890	20.10%	0.00%
Uniphos Enterprises Limited	3,90,56,181	4,63,250	3,95,19,431	5.17%	0.06%
Jaidev Rajnikant Shroff	88,97,163	-	88,97,163	1.16%	0.00%
Vikram Rajnikant Shroff	67,54,324	4,37,040	71,91,364	0.94%	0.06%
Shilpa P Sagar	33,88,443	-	33,88,443	0.44%	0.00%
Harmonic Ventures Limited	-	28,92,072	28,92,072	0.38%	0.38%
Demuric Holdings Private Limited	15,02,082	-	15,02,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	1,68,783	-	1,68,783	0.02%	0.00%
R Shroff Consultants Private Limited	1,38,390	-	1,38,390	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%
	21,35,85,173	**37,92,362**	**21,73,77,535**	**28.45%**	

As at March 31, 2021

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	15,35,96,890	-	15,35,96,890	20.10%	0.00%
Uniphos Enterprises Limited	3,85,90,395	4,65,786	3,90,56,181	5.11%	0.06%
Jaidev Rajnikant Shroff	81,00,163	7,97,000	88,97,163	1.16%	0.10%
Vikram Rajnikant Shroff	67,54,324	-	67,54,324	0.88%	0.00%
Shilpa P Sagar	33,88,443	-	33,88,443	0.44%	0.00%
Demuric Holdings Private Limited	15,02,082	-	15,02,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	1,68,783	-	1,68,783	0.02%	0.00%
R Shroff Consultants Private Limited	1,38,390	-	1,38,390	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%
Jyotsna J Bhatt	6,73,125	(6,73,125)	-	0.00%	-0.09%
	21,29,95,512	**5,89,661**	**21,35,85,173**	**27.95%**	

Equity shares movement during the 5 years preceding March 31, 2022

A. The Board of Directors at its meeting held on March 02, 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 promoters group and persons in control of the Company), for an aggregate amount of not exceeding ₹ 1,100 crore (Rupees One Thousand One Hundred Crores only) ("Maximum Buyback Size") being 14.56% and 5.71% of its total paid-up share capital and free reserves as on March 31, 2021 (on a standalone and consolidated basis, respectively). The shareholders approved the same on March 30, 2022, by way of a special resolution passed at the extraordinary general meeting. Subsequent to the year, the Company has extinguished 4,776,747 equity shares of face value of ₹2 per share as of the date of Board Meeting.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

12. SHARE CAPITAL (CONTD.)

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, 2022

- 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 ₹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, 2017 to March 31, 2022:

- 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	As at March 31, 2022		As at March 31, 2021	
	No. in crores	% holding in the class	No. in crores	% holding in the class
Equity shares of ₹2 each fully paid				
Nerka Chemicals Private Limited	15	20.10%	15	20.10%
Uniphos Enterprises Limited	4	5.17%	4	5.11%
Life Insurance Corporation of India	8	9.85%	6	8.41%

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, 2022 there were 31,603,454 outstanding GDRs (representing 63,181,408 underlying equity shares) under two different GDR programmes [including 2063056 GDRs (representing 4126112 underlying equity shares) held by Promoters]. Total 31,577,954 GDRs (representing 63,155,908 underlying equity shares) (8.27% of paid-up share capital) are listed on Singapore Stock Exchange Ltd and London Stock Exchange, while 25,500 unlisted GDRs (representing 25500 underlying equity shares) are under termination process.

12A. Distribution made and proposed

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended March 31, 2021: ₹10 per share (March 31, 2020: ₹6 per share)	764	458
Proposed dividends on equity shares:		
Proposed cash dividend for the year ended March 31, 2022: ₹10 per share (March 31, 2021: ₹10 per share)	759*	764

* Proposed dividends on equity shares is derived based on number of shares outstanding as on the date of board meeting.

Proposed dividend on equity share is subject to approval at the annual general meeting and is not recognized as a liability as at the year end

Notes to Standalone Financial Statements

for the year ended March 31, 2022

13. OTHER EQUITY

i) Securities Premium

	₹ in Crores
At April 1, 2020	**4,594**
Increase during the year	-
At March 31, 2021	**4,594**
Increase during the year	-
At March 31, 2022	**4,594**

ii) Retained Earnings

	₹ in Crores
At April 1, 2020	**1,198**
Add: Profit for the year	220
Add: Re-measurement gains (losses) on defined benefit plans	(1)
Add: Transfer from debenture redemption reserve	-
Less: Dividend on Equity Shares	(458)
At March 31, 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**

iii) Other Reserves

Capital Reserve

	₹ in Crores
At April 1, 2020	**86**
Increase during the year	-
At March 31, 2021	**86**
Increase during the year	-
At March 31, 2022	**86**

Debenture Redemption Reserve

	₹ in Crores
At April 1, 2020	**140**
Add: Amount transferred from retained earnings	-
At March 31, 2021	**140**
Less: Amount transferred to retained earnings	-
At March 31, 2022	**140**

General Reserve

	₹ in Crores
At April 1, 2020	**1,848**
Increase during the year	-
At March 31, 2021	**1,848**
Increase during the year	-
At March 31, 2022	**1,848**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

13. OTHER EQUITY (CONTD.)

Equity Instruments through Other Comprehensive Income

	₹ in Crores
At April 1, 2020	**5**
Increase during the year	**1**
At March 31, 2021	**6**
Increase during the year	**1**
At March 31, 2022	**7**

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.

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

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Securities premium	4,594	4,594
Capital Reserve	86	86
Debenture Redemption Reserve	140	140
Share based payment reserve	0	-
General Reserve	1,848	1,848
Retained earnings	1,373	959
Equity Instruments through Other Comprehensive Income	7	6
Total other equity	**8,048**	**7,633**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

14. BORROWINGS

Non-current Borrowings

₹ in Crores

	Effective interest rate	Maturity	As at March 31, 2022	As at March 31, 2021
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	491
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)	(107)
Net Non-current Borrowings			**-**	**384**

Aggregate unsecured loans (non-current) - 384

Current Borrowings

₹ in Crores

	Maturity	As at March 31, 2022	As at March 31, 2021
Loans repayable On demand			
Cash credit, packing credit and working capital demand loan accounts from Banks			
- Secured (in the range of 6.5% to 7.5% p.a) (Refer note b below)	On demand	363	301
- Unsecured (6 months LIBOR+25 bps,1month GSEC+25bps) (Refer note c below)	On demand	433	253
Unsecured Commercial papers from Banks and others (in the range of 4.20% to 4.75% (Refer note d below)	74-90 days	725	150
Current maturities of Non- current Borrowings		144	107
Total current Borrowings		**1,665**	**811**
Aggregate Secured loans (current)		363	301
Aggregate Unsecured loans (current)		1,302	510

a. Unsecured Redeemable Non-Convertible Debentures (NCD's)

i) The current maturities of long term borrowings include ₹9 crores (March 31, 2021: ₹32 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 ₹150 crores (March 31, 2021: ₹150 crores) have been issued and are redeemable at par at the end of 10th year i.e June, 2022 from the date of allotment. Out of the above, NCDs amounting to ₹90 crores have already been bought back by the Company

iii) NCDs of face value aggregating to ₹75 crores (March 31, 2021: ₹75 crores) are redeemable at par at the end of 12th year i.e. October 2022 from the date of allotment.

iv) NCDs of face value aggregating to ₹Nil (March 31, 2021: ₹75 crores) redeemable at par at the end of 11th year i.e. October 2021. This NCDs have been fully repaid during the year

v) NCDs of face value amounting to ₹Nil (March 31, 2021: ₹250 crores) redeemable at par at the end of 15th year i.e July 2026 from the date of allotment The NCDs had a call option at the end of 10th year from the date of allotment, during the year the Company has exercised the call options and repaid the NCDs.

vi) 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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

14. BORROWINGS (CONTD.)

c. Unsecured loans repayable on demands

Unsecured loans repayable on demands outstanding as of ₹493 crores for the current year (March 31, 2021: ₹252 crores)

d. Unsecured Commercial papers from Banks and others

Commercial paper outstanding of ₹725 crores for the current year (March 31, 2021: ₹150 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.

15. OTHER FINANCIAL LIABILITIES

₹ in Crores

	Non-current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Other financial liabilities carried at amortised Cost				
Trade Deposits	-	-	41	48
Creditors for capital goods	-	-	160	116
Unpaid dividend	-	-	10	9
Employee payables			168	111
Others	3	3	4	1
Total other financial liabilities	**3**	**3**	**383**	**285**

16. OTHER CURRENT LIABILITIES

₹ in Crores

	Non-current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Advances from customers (refer note 36)	1,212	-	1,258	1,027
Statutory liabilities	-	-	27	19
Other liabilities	-	-	19	1
Total other current liabilities	**1,212**	**-**	**1,304**	**1,047**

17. TRADE PAYABLES- MICRO AND SMALL ENTERPRISES

₹ in Crores

	Current	
	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro and small enterprises (refer note 52)	133	86
	133	**86**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

18. TRADE PAYABLES- CREDITORS OTHER THAN MICRO AND SMALL ENTERPRISES

₹ in Crores

	Current	
	As at March 31, 2022	As at March 31, 2021
Total Outstanding dues of creditors other than micro and small enterprises	6,318	4,358
	6,318	**4,358**

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 credit risk management processes, refer note 41

Trade payable ageing schedule outstanding for following periods from due date of payment

₹ in Crores

As at March 31, 2022	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	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**

₹ in Crores

As at March 31, 2021	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	80	5	-	-	-	85
Outstanding dues of creditors other than micro enterprises and small enterprises	3,454	819	46	15	24	4,358
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	1	1
	3,534	**824**	**46**	**15**	**25**	**4,444**

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:

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Current tax:		
In respect of current year	220	195
Adjustments of tax relating to earlier years	-	-
Deferred tax:		
In respect of current year	(135)	19
	85	**214**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

19. INCOME TAXES (CONTD.)

ii) Income tax expenses recognised in OCI:

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Deferred tax expenses on remeasurement of defined benefit plan	(1)	(0)
Deferred tax expenses on remeasurement of equity instruments through other comprehensive income	(1)	0
	(2)	**0**

b) Reconciliation of tax expense and the accounting profit for the year is as under:

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Accounting profit before income tax	1,261	434
Statutory income tax rate of 25.168% (March 31, 2021: 34.608%)	317	152
Dividend Income from Subsidiary	(140)	-
Charity and Donations	9	32
Amortisation of goodwill in books considered as not deductible in provision for tax	93	129
Agricultural Income exempt from tax	(81)	(84)
Impact of shift to new tax regime under sec 115BAA	(64)	-
Others	(50)	(15)
	85	**214**
Adjustments of tax relating to earlier years	-	-
Income tax expense reported in the statement of profit and loss	**85**	**214**

During the 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:

₹ in Crores

	Balance Sheet		Statement of profit and loss	
	As at March 31, 2022	As at March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Differences in carrying values of property, plant and equipment	(158)	(319)	(161)	23
Unsecured Redeemable non convertible debentures carried at amortised cost	(0)	(0)	-	0
Minimum alternate tax credit	-	-	-	47
Minimum alternate tax credit utilisation	-	-	-	(47)
Provision for doubtful debts and advances	42	59	17	(2)
Gratuity	11	14	3	(3)
Compensated absences	31	41	10	(7)
Unwinding of interest cost of trade payables	(24)	(26)	(2)	7
Transition impact of Ind AS 116	6	4	(2)	(1)
Others	(5)	(4)	1	2
Net deferred tax assets/(liabilities)	**(97)**	**(231)**	**-**	**-**
Deferred tax expense/(income) including tax on OCI			**(134)**	**19**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

19. INCOME TAXES (CONTD.)

Reflected in the balance sheet as follows:

₹ in Crores

	Balance Sheet	
	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	90	157
Deferred tax liabilities:	(187)	(388)
Deferred tax liabilities, net	**(97)**	**(231)**

Reconciliation of deferred tax liabilities (net):

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Opening balance as of 1 April	(231)	(165)
Tax income/(expense) during the year recognised in profit or loss	135	(19)
Tax income/(expense) during the year recognised in OCI	(2)	(0)
Minimum alternate tax credit utilisation	1	(47)
Closing balance as at March 31	**(97)**	**(231)**

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

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Net employee defined benefit liabilities		
Gratuity (refer note 33)	44	40
Compensated absences(refer note below)	123	118
Total Provisions	**167**	**158**

Movement in Compensated absences

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Opening	118	98
Arising during the year	19	28
Utilised	(14)	(8)
Closing	**123**	**118**

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Discount rate	6.80%	6.20%
Return on plan assets	6.80%	6.20%
Annual increase in Salary costs	7.50%	7.50%
Attrition Rate	**8%**	**8%**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

20. PROVISIONS (CONTD.)

- 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.

21. REVENUE FROM OPERATIONS

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Sale of products	16,229	11,146
Sale / rendering of services		
Management service fees	65	36
Others	1	1
Other operating revenues		
Export Incentives	90	61
Refund of statutory receivable	15	18
Excess provisions in respect of earlier years written back (net)	8	10
Royalty income	19	37
Miscellaneous receipts	22	36
Total Revenue from operations	**16,449**	**11,345**

Disclosure under Ind AS 115 - Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

a. The management determines that the segment information reported under Note 47 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 Company's performance obligation are satisfied upon shipment and payment is generally due by 45 to 270 days.

c. Contract balances

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Trade receivables (refer note 10)	5,677	4,159
Advance from customers (refer note 16)	**2,470**	**1,027**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

21. REVENUE FROM OPERATIONS (CONTD.)

d. Reconciliation of revenue from contract with customers with contracted price

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from contract with customer as per the contract price	18,337	12,682
Adjustments made to contract price on account of:		
Discounts / Rebates (refer note below)	(812)	(656)
Sales returns (refer note below)	(1,277)	(843)
Revenue from contract with customer	**16,248**	**11,183**
Sale of services	66	37
Other operating revenue	135	125
Revenue from operations	**16,449**	**11,345**

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

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Interest income on		
Bank deposits	3	1
Loans and others	15	58
Dividend Income on		
Long-term investments in subsidiary (refer note 36)	555	-
Other non-operating income		
Fair value gain/(loss) on financial instruments at fair value through profit or loss	(1)	1
Rent received	5	5
Profit on sale of assets (includes loss on sale of assets ₹0 crores)	1	-
Sundry credit balances written back	1	2
Share in profit from investment in LLP	44	33
Miscellaneous income	8	13
Total other income	**631**	**113**

23. COST OF MATERIALS CONSUMED

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Inventory at the beginning of the year	798	444
Add: Purchases	8,980	5,993
	9,778	**6,437**
Less: inventory at the end of the year	1,088	798
Cost of raw material and components consumed	**8,690**	**5,639**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

24. CHANGES IN INVENTORIES OF FINISHED GOODS (INCLUDING STOCK-IN-TRADE) AND WORK-IN-PROGRESS

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Inventories at the end 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**
Inventories at the beginning of the year		
Finished goods	712	565
By-products	8	7
Work-in-progress	187	170
Traded goods	129	38
	1,036	**780**
(Increase) /Decrease in inventory	**(678)**	**(256)**

25. EMPLOYEE BENEFIT EXPENSES

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	630	563
Contribution to provident and other funds (refer note 33)	48	44
Retirement benefits (refer note 33)	19	29
Staff welfare expenses	70	49
	767	**685**

26. FINANCE COSTS

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Interest:		
- On Debentures	26	49
- On Current borrowings	76	31
- On lease liabilities	12	14
- On Income tax	-	12
Exchange Difference (net)	1	(4)
Finance cost relating to financing element on amounts of trade payables	235	183
Other financial charges	27	22
	377	**307**

27. DEPRECIATION AND AMORTISATION EXPENSES

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of property plant and equipment	562	497
Depreciation of Right of Use Assets	53	52
Amortization of intangible assets	429	428
	1,044	**977**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

28. OTHER EXPENSES

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Power and fuel	797	501
Containers and packing materials consumed	474	369
Transport charges	580	345
Sub-contracting expenses	647	459
Sales commission	26	10
Rent	52	47
Effluent disposal charges	134	141
Travelling and conveyance	69	52
Advertising and sales promotion	124	87
Legal and professional fees	155	108
Consumption of stores and spares	131	112
Repairs and maintenance		
Plant and machinery	70	48
Buildings	10	6
Others	25	26
Rates and taxes	24	49
Charity and donations	1	2
CSR expenses (Refer note 46)	34	100
Insurance	42	31
Assets written off	6	3
Payment to auditor (Refer details below)	8	8
Loss on sale of investments	1	-
Directors' sitting fees	0	0
Miscellaneous expenses	281	257
	3,691	**2,761**

Payment to auditor

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Audit fee	3	3
Other audit/ attestations services	5	5
Reimbursement of expenses	0	0
	8	**8**

29. RESEARCH AND DEVELOPMENT COSTS

Research and Development costs, as certified by the management

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
a) Revenue expenses debited to appropriate heads of account.	149	122
b) Capital Expenditure	15	31

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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:

₹ in Crores

	Year ended March 31, 2022			Year ended March 31, 2021		
	FVTOCI reserve	Retained earnings	Total	FVTOCI reserve	Retained earnings	Total
Re-measurement gains (losses) on defined benefit plans	-	2	2	-	(1)	(1)
Gain/(loss) on FVTOCI financial assets	1	-	1	1	-	1
	1	**2**	**3**	**1**	**(1)**	**(0)**

31. EARNINGS PER SHARE (EPS)S

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Profit attributable to equity holders for basic earnings (₹ in crores)	1,176	220
Weighted average number of Equity shares for basic EPS*	764,045,456	764,045,456
Weighted average number of Equity shares adjusted for the effect of dilution *	**764,045,456**	**764,045,456**
Earnings per equity share (in Rupees)		
Basic (Face value of ₹2 each)	15.39	2.88
Diluted (Face value of ₹2 each)	**15.39**	**2.88**

* Subsequent to the year, the Company has extinguished 4,776,747 equity shares of face value of ₹2 per share as of the date of Board Meeting held on May 9, 2022.

32. DETAILS OF LOANS AND INVESTMENT AS REQUIRED U/S 186 OF COMPANIES ACT, 2013

₹ in Crores

	March 31, 2022	March 31, 2021
Loan given to subsidiaries for working capital / business operations		
SWAL Corporation Limited (repayable on demand) (refer note 36)		
Opening balance	-	-
Loans given during the year	126	-
Loans repayments during the year	-	-
Closing balance	**126**	**-**
Maximum amount of loan outstanding during the year	126	-

Rate of interest charged on loans given in ₹ is 11% p.a.

Investments

Details required u/s 186 have been disclosed in note 5 of the standalone financial statements.

33. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Gratuity Plan	44	40

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:

Notes to Standalone Financial Statements

for the year ended March 31, 2022

33. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS (CONTD.)

The amounts recognised in the statement of profit and loss are as follows:

(i) Defined Benefit Plan

₹ in Crores

	Gratuity	
	Year ended March 31, 2022	Year ended March 31, 2021
Current service cost	10	9
Interest cost on benefit obligation	5	4
Return on plan assets	(2)	(2)
Amount included under the head Employee Benefit Expense in Note 25	**13**	**11**
Actuarial losses (gains) arising from change in financial assumptions	(4)	0
Actuarial losses arising from experience adjustments	2	4
Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)	0	(3)
Remeasurements recognised in Other Comprehensive Income(OCI)	**(2)**	**1**
Total Expenses recognised in the statement of Profit and Loss	**11**	**12**
Actual return on plan assets	**2**	**2**

(ii) Defined Contribution Plan

₹ in Crores

	Provident Fund	
	Year ended March 31, 2022	Year ended March 31, 2021
Current service cost included under the head Employee Benefit Expense in Note 25	25	22

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Superannuation Fund		
Current service cost included under the head Employee Benefit Expense in Note 25	8	9
National Pension Scheme (NPS) Contribution		
Current service cost included under the head Employee Benefit Expense in Note 25	3	3

The amounts recognised in the Balance Sheet are as follows:

₹ in Crores

	Gratuity	
	Year ended March 31, 2022	Year ended March 31, 2021
Present value of funded obligation	82	76
Less: Fair value of plan assets	38	36
Net Liability (refer note 20)	**44**	**40**

Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

₹ in Crores

	Gratuity	
	Year ended March 31, 2022	Year ended March 31, 2021
Opening defined benefit obligation	76	63
Interest cost	5	4
Current service cost	10	9
Benefits paid	(6)	(4)
Actuarial losses (gains) arising from change in financial assumptions	(4)	0
Actuarial losses (gains) arising from change in demographic assumptions	-	-
Actuarial losses (gains) arising from experience adjustments	2	4
Closing defined benefit obligation	82	76

Notes to Standalone Financial Statements

for the year ended March 31, 2022

33. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS (CONTD.)

Changes in the fair value of plan assets are as follows:

₹ in Crores

	Gratuity	
	Year ended March 31, 2022	Year ended March 31, 2021
Opening fair value of plan assets	36	30
Return on plan assets	2	2
Benefits paid	0	1
Actuarial gains and (losses)	(0)	3
Closing fair value of plan assets	38	36

Expected contribution to defined benefit plan for the year 2022-23

₹ in Crores

	Gratuity	
	Year ended March 31, 2022	Year ended March 31, 2021
Expected contribution to defined benefit plan	44	40

Expected Benefit Payments in Future Years

₹ in Crores

	March 31, 2022	March 31, 2021
Year 1	10	8
Year 2	6	5
Year 3	6	5
Year 4	6	5
Year 5	7	4
Year 6 to 10	26	24

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

₹ in Crores

	Gratuity	
	Year ended March 31, 2022	Year ended March 31, 2021
Investments with insurer under:	%	%
Funds managed by insurer	100	100

The principal actuarial assumptions at the Balance Sheet date.

	Year ended March 31, 2022	Year ended March 31, 2021
Discount rate	6.80%	6.20%
Return on plan assets	6.80%	6.20%
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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

33. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS (CONTD.)

A quantitative sensitivity analysis for significant assumption is as shown below:

₹ in Crores

Sensitivity Level	March 31, 2022		March 31, 2021	
	1% increase	1% decrease	1% increase	1% decrease
Impact on defined benefit obligation				
Discount rate	(6)	8	(6)	7
Future salary increases	8	(6)	7	(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

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	466	394

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:

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Disputed Income-Tax Liability (excluding interest)	26	33
Disputed Excise Duty / Service Tax liability (excluding interest)	182	186
Disputed Sales Tax/ GST liability	20	25
Disputed Custom Duty liability	22	22
Disputed Fiscal Penalty for cancellation of licenses	33	33
Claims against the Company not acknowledged as debts	1	4

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

35. CONTINGENT LIABILITIES (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 Company has been legally advised that the judgment would be applicable prospectively. The standalone financial statements disclose a contingent liability in this regard. No provision has been made for the year ended March 31, 2022 and March 31, 2021.

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 (FKA Shroffs United Chemicals 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 (FKA Optima Farm Solutions Ltd)	Crop protection	India	
6	UPL Europe Limited	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.	Crop protection	Netherlands	
10	UPL Holdings Cooperatief U.A (FKA United Phosphorus Holdings Cooperatief U.A.)	Crop protection	Netherlands	
11	UPL Holdings BV (FKA United Phosphorus Holdings B.V., Netherlands)	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. (FKA United Phosphorus Holding, Brazil B.V.)	Crop protection	Netherlands	
15	UPL Italia S.R.L.	Crop protection	Italy	
16	UPL Iberia, S.A.	Crop protection	Spain	
17	Decco Iberica Postcosecha, S.A.U.	Crop protection	Spain	
18	Transterra Invest, S. L. U.	Crop protection	Spain	
19	Cerexagri S.A.S.	Crop protection	France	
20	UPL France	Crop protection	France	
21	UPL Switzerland AG (Formerly Known as United Phosphorus Switzerland Limited)	Crop protection	Switzerland	
22	Decco Italia SRL	Crop protection	Italy	
23	Limited Liability Company "UPL"	Crop protection	Russia	
24	Decco Portugal Post Harvest LDA (formerly known as UPL Portugal Unipessoal LDA)	Crop protection	Portugal	
25	UPL NA Inc. (formerly known as United Phosphorus Inc.)	Crop protection	USA	
26	Cerexagri, Inc. (PA)	Crop protection	USA	
27	UPL Delaware, Inc.	Crop protection	USA	
28	Decco US Post-Harvest Inc	Crop protection	USA	
29	RiceCo LLC	Crop protection	USA	
30	Riceco International, Inc.	Crop protection	Bahamas	
31	UPL Corporation Limited	Crop protection	Mauritius	
32	UPL Management DMCC	Crop protection	United Arab Emirates	
33	UPL Limited	Crop protection	Gibraltar	
34	UPL Agro S.A. de C.V.	Crop protection	Mexico	
35	Decco PostHarvest Mexico (Formerly Known as Decco Jifkins Mexico Sapi)	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	

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
39	UPL Bolivia S.R.L	Crop protection	Bolivia	
40	UPL Paraguay S.A.	Crop protection	Paraguay	
41	UPL SL Argentina S.A. (Formerly Known as Icona Sanluis S A)	Crop protection	Argentina	
42	UPL Argentina S A	Crop protection	Argentina	
43	Decco Chile SpA	Crop protection	Chile	
44	UPL Colombia SAS	Crop protection	Colombia	
45	United Phosphorus Cayman Limited	Crop protection	Cayman Islands	
46	UP Aviation Limited	Crop protection	Cayman Islands	
47	UPL Australia Pty Limited (Formerly known as UPL Austarlia Limited)	Crop protection	Australia	
48	UPL Shanghai Limited	Crop protection	China	
49	PT. UPL Indonesia	Crop protection	Indonesia	
50	PT Catur Agrodaya Mandiri	Crop protection	Indonesia	
51	UPL Limited, Hong Kong (Formerly Known as United Phosphorus Limited, Hongkong)	Crop protection	Hong Kong	
52	UPL Philippines Inc.	Crop protection	Philippines	
53	UPL Vietnam Co. Limited	Crop protection	Vietnam	
54	UPL Japan GK (Formerly Known as UPL Limited, Japan)	Crop protection	Japan	
55	Anning Decco Fine Chemical Co. Limited	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 (Formerly Known as Safepack Products Limited)	Crop protection	Israel	
59	Citrashine (Pty) Ltd	Crop protection	South Africa	
60	Prolong Limited	Crop protection	Israel	
61	Perrey Participações S.A	Crop protection	Brazil	
62	Agrinet Solutions Limited	Crop protection	India	$$
63	Advanta Netherlands Holding B.V.	Seed Business	Netherlands	
64	Advanta Semillas SAIC	Seed Business	Argentina	
65	Advanta Holdings B.V.	Seed Business	Netherlands	
66	Advanta Seeds International	Seed Business	Mauritius	
67	Pacific Seeds Holdings (Thailand) Limited	Seed Business	Thailand	
68	Pacific Seeds (Thai) Limited	Seed Business	Thailand	
69	Advanta Seeds Pty Ltd	Seed Business	Australia	
70	Advanta US LLC (formerly known as Advanta U.S. Inc.)	Seed Business	USA	
71	Advanta Comercio De Sementes LTDA.	Seed Business	Brazil	
72	PT Advanta Seeds Indonesia	Seed Business	Indonesia	
73	Advanta Seeds DMCC	Seed Business	United Arab Emirates	
74	Essentiv LCC	Crop protection	USA	$
75	UPL Limited Mauritius (Formely known as UPL Agro Limited Mauritius)	Crop protection	Mauritius	$$1
76	UPL Jiangsu Limited	Crop protection	China	
77	Riceco International Bangladesh Ltd	Crop protection	Bangladesh	
78	Uniphos Malaysia Sdn Bhd	Crop protection	Malaysia	
79	Advanta Seeds Ukraine LLC	Seed Business	Ukraine	
80	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	Crop protection	Turkey	
81	Arysta LifeScience America Inc.	Crop protection	USA	
82	ANESA S.A.	Crop protection	Belgium	$
83	Arysta LifeScience Management Company, LLC	Crop protection	USA	
84	Arysta LifeScience India Limited	Crop protection	India	

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
85	Arysta LifeScience Agriservice Private Limited	Crop protection	India	
86	UPL Togo SAU (FKA Arysta LifeScience Togo SAU)	Crop protection	Togo	
87	Arysta Agro Private Limited	Crop protection	India	
88	GBM USA LLC	Crop protection	USA	
89	UPL Agrosolutions Canada Inc (FKA LifeScience Canada, Inc.)	Crop protection	Canada	
90	Arysta LifeScience North America, LLC	Crop protection	USA	
91	Arysta LifeScience NA Holding LLC	Crop protection	USA	
92	Arysta LifeScience Inc.	Crop protection	USA	
93	Arysta LifeScience Services LLP	Crop protection	India	
94	Arysta LifeScience Benelux SPRL	Crop protection	Belgium	
95	Arysta LifeScience (Mauritius) Ltd	Crop protection	Mauritius	
96	UPL South Africa (Pty) Ltd (Formerly Known as Arysta LifeScience South Africa (Pty) Ltd)	Crop protection	South Africa	
97	Arysta Health and Nutrition Sciences Corporation	Health Nutrition Solution	Japan	
98	Arysta LifeScience Corporation	Crop protection	Japan	
99	Arysta LifeScience S.A.S.	Crop protection	France	
100	Arysta LifeScience Chile S.A.	Crop protection	Chile	
101	Arysta LifeScience Mexico, S.A.de C.V	Crop protection	Mexico	
102	Grupo Bioquimico Mexicano, S.A. de C.V.	Crop protection	Mexico	
103	Arysta LifeScience UK & Ireland Ltd	Crop protection	U.K.	
104	UPL Agricultural Solutions (Formerly Known as MacDermid Agricultural Solutions Italy Srl)	Crop protection	Italy	
105	UPL Europe Supply Chain GmbH (Formerly Known as Platform Sales Suisse GmbH)	Crop protection	Switzerland	
106	UPL Agricultural Solutions Holdings BV (Formerly Known as MacDermid Agricultural Solutions Holdings BV)	Crop protection	Netherlands	
107	Netherlands Agricultural Investment Partners LLC	Crop protection	Netherlands	
108	UPL Bulgaria EOOD (FKA Arysta LifeScience Bulgaria EOOD)	Crop protection	Bulgaria	
109	UPL Agricultural Solutions Romania SRL (FKA Arysta LifeScience Romania SRL)	Crop protection	Romania	
110	Arysta LifeScience Great Britain Ltd	Crop protection	U.K.	
111	Arysta LifeScience Netherlands BV	Crop protection	Netherlands	
112	Arysta LifeScience RUS LLC	Crop protection	Russia	$$2
113	Arysta LifeScience Australia Pty Ltd.	Crop protection	Australia	
114	Arysta-LifeScience Ecuador S.A.	Crop protection	Ecuador	
115	Arysta LifeScience Ougrée Production Sprl	Crop protection	Belgium	
116	UPL Hellas S.A. (Formerly Known as Arysta LifeScience Hellas S.A. Plant Protection, Nutrition and Other Related Products and Services)	Crop protection	Greece	
117	Naturagri Soluciones, SLU (Formerly known as Arysta LifeScience Iberia SLU)	Crop protection	Spain	
118	Arysta LifeScience Switzerland Sarl	Crop protection	Switzerland	
119	Vetophama SAS (Formerly known as Arysta Animal Health SAS)	Animal Health	France	
120	Sci PPWJ	Animal Health	France	
121	Vetopharma Iberica SL (Formerly known as Santamix Iberica SL, Spain)	Animal Health	Spain	
122	United Phosphorus Global Services Limited (FKA Arysta LifeScience Global Services Limited)	Crop protection	Ireland	
123	Arysta LifeScience European Investments Limited	Crop protection	U.K.	
124	Arysta LifeScience U.K. Limited	Crop protection	U.K.	
125	Arysta LifeScience U.K. CAD Limited	Crop protection	U.K.	
126	Arysta LifeScience U.K. EUR Limited	Crop protection	U.K.	

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
127	Arysta LifeScience U.K. JPY Limited	Crop protection	U.K.	
128	Arysta LifeScience U.K. USD Limited	Crop protection	U.K.	
129	Arysta Lifescience U.K. Holdings Limited	Crop protection	U.K.	
130	Arysta LifeScience Japan Holdings Goudou Kaisha	Crop protection	Japan	
131	Arysta LifeScience Cameroun SA	Crop protection	Cameroon	
132	Callivoire SGFD S.A.	Crop protection	Cote D'Ivoire	
133	UPL Egypt Ltd (Formerly Known as Arysta LifeScience Egypt Ltd)	Crop protection	Egypt	
134	Calli Ghana Ltd.	Crop protection	Ghana	
135	Arysta LifeScience Kenya Ltd.	Crop protection	Kenya	
136	Mali Protection Des Cultures (M.P.C.) SA	Crop protection	Mali	
137	Agrifocus Limitada	Crop protection	Mozambique	
138	UPL Holdings SA (Pty) Ltd (FKA Arysta LifeScience Holdings SA (Pty) Ltd)	Crop protection	South Africa	
139	Anchorprops 39 (Pty) Ltd	Crop protection	South Africa	
140	Callietha Investments (Pty) Ltd	Crop protection	South Africa	$
141	Sidewalk Trading (Pty) Ltd	Crop protection	South Africa	
142	Volcano Agroscience (Pty) Ltd	Crop protection	South Africa	
143	Volcano Chemicals (Pty) Ltd	Crop protection	South Africa	$
144	UPL (T) Ltd (Formerly Known as Arysta LifeScience Tanzania Ltd)	Crop protection	Tanzania	
145	Arysta LifeScience (Shanghai) Co., Ltd.	Crop protection	China	$
146	Pt. Arysta LifeScience Tirta Indonesia	Crop protection	Indonesia	
147	UPL Limited Korea (FKA Arysta LifeScience Korea Ltd.)	Crop protection	Korea	
148	Arysta LifeScience Pakistan (Pvt.) LTD.	Crop protection	Pakistan	
149	Arysta LifeScience Philippines Inc.	Crop protection	Philippines	
150	Arysta LifeScience Asia Pte., Ltd.	Crop protection	Singapore	
151	Arysta LifeScience (Thailand) Co., Ltd.	Crop protection	Thailand	
152	Arysta LifeScience Vietnam Co., Ltd.	Crop protection	Vietnam	
153	Laboratoires Goëmar SAS	Crop protection	France	
154	UPL Czech s.r.o. (FKA Arysta LifeScience Czech s.r.o.)	Crop protection	Czech Rpb	
155	UPL Deutschland GmbH, (formerly known as Arysta LifeScience Germany GmbH)	Crop protection	Germany	
156	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság. (FKA Arysta LifeScience Magyarorszag Kft.)	Crop protection	Hungary	
157	UPL Polska Sp. z.o.o (formerly known as Arysta LifeScience Polska Sp. z.o.o)	Crop protection	Poland	
158	Betel Reunion S.A.	Crop protection	Reunion(Fr)	
159	Arysta LifeScience Vostok Ltd.	Crop protection	Russia	$$3
160	UPL Slovakia S.R.O (FKA Arysta LifeScience Slovakia S.R.O.)	Crop protection	Slovakia	
161	UPL Ukraine LLC (FKA Arysta LifeScience Ukraine LLC)	Crop protection	Ukraine	
162	UPL Global Limited (Formerly Known as Arysta LifeScience Global Limited)	Crop protection	U.K.	
163	Arysta LifeScience Colombia S.A.S	Crop protection	Colombia	
164	Arysta LifeScience CentroAmerica, S.A.	Crop protection	Guatemala	
165	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	Crop protection	Mexico	
166	Omega Agroindustrial, S.A. de C.V.	Crop protection	Mexico	$$4
167	Servicios Agricolas Mundiales SA de CV	Crop protection	Mexico	$$5
168	Tesaurus Mexico S.A. de C.V.	Crop protection	Mexico	$
169	Arysta LifeScience Paraguay S.R.L.	Crop protection	Paraguay	
170	Arysta LifeScience Peru S.A.C	Crop protection	Peru	
171	Arysta LifeScience Costa Rica SA.	Crop protection	Costa Rica	
172	Arysta LifeScience de Guatemala, S.A.	Crop protection	Guatemala	
173	Arysta LifeScience S.R.L.	Crop protection	Bolivia	

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

Sr. No	Name	Principal activities	Country of incorporation/ Principal place of business	Notes
174	Myanmar Arysta LifeScience Co., Ltd.	Crop protection	Myanmar	
175	Arysta LifeScience U.K. BRL Limited	Crop protection	U.K.	
176	UPL New Zealand Limited (FKA Etec Crop Solutions Limited)	Crop protection	New Zealand	
177	MacDermid Agricultural Solutions Australia Pty Ltd	Crop protection	Australia	
178	Arvesta Corporation	Crop protection	USA	$
179	Arysta LifeScience Registrations Great Britain Ltd	Crop protection	U.K.	
180	Industrias Agriphar SA	Crop protection	Guatemala	
181	Agripraza Ltda.	Crop protection	Portugal	
182	Arysta LifeScience Corporation Republica Dominicana, SRL	Crop protection	Dominican Rpb	
183	Grupo Bioquimico Mexicano Republica Dominicana SA	Crop protection	Dominican Rpb	
184	Arvesta Paraguay S.A.	Crop protection	Paraguay	
185	Arysta Agroquimicos y Fertilzantes Uruguay SA	Crop protection	Uruguay	
186	Arysta LifeScience U.K. USD-2 Limited	Crop protection	U.K.	
187	Industrias Bioquim Centroamericana, Sociedad Anónima	Crop protection	Costa Rica	
188	Bioquim Panama, Sociedad Anónima	Crop protection	Panama	
189	UPL Nicaragua, Sociedad Anónima (FKA Bioquim Nicaragua, Sociedad Anónima)	Crop protection	Nicaragua	
190	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	Crop protection	Domnic Republic	
191	Nutriquim De Guatemala, Sociedad Anónima	Crop protection	Guatemala	
192	UPL Agro Ltd	Crop protection	Hong Kong	
193	UPL Portugal Unipessoal, Ltda.	Crop protection	Portugal	
194	UPL Services LLC	Crop protection	USA	
195	United Phosphorus Holdings Uk Ltd	Crop protection	U.K.	
196	Nurture Agtech Pvt Ltd. (FKA AFS Agtech Pvt. Limited)	Crop protection	India	
197	Natural Plant Protection Limited	Crop protection	India	
198	Advanta Biotech General Trading Ltd	Seed Business	UAE	@
199	UPL Mauritius Limited	Crop protection	Mauritius	@
200	Hannaford Nurture Farm Exchange Pty Ltd	Crop protection	Australia	@
201	UPL Zambia Ltd	Crop protection	Zambia	@
202	INGEAGRO S.A	Crop protection	CHILE	@1
203	Laoting Yoloo Bio-Technology Co. Ltd	Crop protection	China	@1
204	Federation Of Agri-Value Chain, Manufacturers And Exporters (Viz FAME)	Crop protection	India	@,$$
205	Decco Holdings UK Ltd	Crop protection	U.K.	#
206	Advanta Seeds Holdings UK Ltd	Seed Business	U.K.	#
207	Advanta Holdings US Inc.	Seed Business	USA	#
208	UPL Crop Protection Investments UK Limited	Crop protection	U.K.	#
209	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	Crop protection	Brazil	#
210	UPL Investments Southern Africa Pty Ltd	Crop protection	South Africa	#
211	UPL Ltd, Cayman	Crop protection	Cayman Islands	#
212	UPL Health & Nutrition Science Holdings Limited	Health Nutrition Solution	U.K.	#
213	UPL Animal Health Holdings Limited	Animal Health	U.K.	#
214	UPL Investments UK Limited	Crop protection	U.K.	#
215	PT EXCEL MEG INDO	Crop protection	Indonesia	#1
216	PT Ace Bio Care	Crop protection	Indonesia	#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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

$ Subsidiary liquidated during the year
# Subsidiary formed during the current year
During the year the following group reorganizations were effected:
$$ - Divested during the year.
$$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.

(b) Names of the other related parties with whom transactions have taken place during the year

(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	Bioplanta Nutricao Vegetal, Industria e Comercio S.A.	Brazil	**
8	Chemisynth (Vapi) Limited	India	
9	Universal Pestochem (Industries) Limited	India	
10	Agri Fokus (Pty) Ltd.	South Africa	
11	Novon Retail Company (Pty) Ltd.	South Africa	
12	Agronamic (Pty) Ltd.	South Africa	
13	Novon Protecta (Pty) Ltd	South Africa	
14	Silvix Forestry (Pty) Ltd.	South Africa	
15	Nexus AG (Pty) Ltd	South Africa	
16	Dalian Advanced Chemical Co. Ltd.	China	
17	Société des Produits Industriels et Agricoles	Senegal	
18	Callitogo SA	Togo	
19	Eswatini Agricultural Supplies Limited	South Africa	
20	Pixofarm GmbH	Austria	@

@ Investment in Associates during the Current year.
* This is 100% step-down subsidiary of Weather Risk Management Private Ltd.
** These are 50% Joint ventures of Sinagro Produtos Agropecuarios S.A.

(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	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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

	Name
8	Uniphos Envirotronic Private Limited
9	Jai Trust
10	Pot Plants
11	Sanguine Holdings Private Limited
12	Tatva Global Environment Private Limited (formerly Tatva Global Environment Limited)
13	Tatva Global Environment (Deonar) Limited
14	Ultima Search
15	Uniphos International Limited
16	Uniphos Enterprises Limited
17	UPL Environmental Engineers Limited
18	Nerka Chemicals Private Limited
19	Bench Bio Private Limited
20	Pentaphos Industries Private Ltd
21	Vikram Farm

(iv) Key Management Personnel and their relatives:

Directors and their relatives

Mr. Rajnikant.D. Shroff
Mr. Jaidev R. Shroff
Mrs. Sandra R. Shroff (director up to August 31, 2020) *
Mrs. Shilpa Sagar*
Mr. Arun C. Ashar
Mr. Vikram R. Shroff
Mr. Navin Ashar *
Mr. Hardeep Singh
Mr. Vasant Gandhi
Mr. Pradeep Goyal
Dr. Reena Ramchandran
Mrs. Usha Mohan Rao Monari (up to May 13, 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, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

(c) The following transactions were carried out with related parties in the ordinary course of business:

₹ in Crores

Sensitivity Level	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
NATURE OF TRANSACTIONS:										
1 INCOME										
(A) SALES:										
(i) GOODS	**11,500**	**7,339**	**7**	**1**	**4**	**5**	**1**	**1**	**11,512**	**7,346**
UPL Corporation Ltd.	3,361	1,445	-	-	-	-	-	-	3,361	1,445
UPL Limited Gibraltar	-	6	-	-	-	-	-	-	-	6
SWAL Corporation Limited	850	704	-	-	-	-	-	-	850	704
UPL Ltd. - Mauritius	607	1,133	-	-	-	-	-	-	607	1,133
UPL Management DMCC	2,925	1,847	-	-	-	-	-	-	2,925	1,847
United Phosphorus (India) LLP	2,132	1,781	-	-	-	-	-	-	2,132	1,781
Others	1,625	423	7	1	4	5	1	1	1,637	430
(ii) FIXED ASSETS:	**1**	**16**	**-**	**-**	**-**	**-**	**-**	**-**	**1**	**16**
United Phosphorus (India) LLP	0	16	-	-	-	-	-	-	0	16
Arysta Lifescience India Ltd	1	0	-	-	-	-	-	-	1	-
(B) DIVIDEND RECEIVED	**555**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**555**	**-**
UPL Corporation Ltd.	555	-	-	-	-	-	-	-	555	-
(C) MANAGEMENT FEES / OTHER SERVICES										
MANAGEMENT FEES	**5**	**-**	**-**	**-**	**-**	**-**	**3**	**4**	**8**	**4**
United Phosphorus (India) LLP	5	-	-	-	-	-	-	-	5	-
Gharpure Engineering and Construction Private Limited	-	-	-	-	-	-	-	-	-	-
BEIL Infrastructure Limited	-	-	-	-	-	-	1	1	1	1
Uniphos Enterprises Limited	-	-	-	-	-	-	1	2	1	2
Tatva Global Environment Private Limited	-	-	-	-	-	-	1	0	1	0
Enviro Technology Ltd	-	-	-	-	-	-	0	0	0	0
(D) RENT RECEIVED	**3**	**3**	**-**	**-**	**-**	**-**	**0**	**0**	**3**	**4**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

₹ in Crores

Sensitivity Level	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
United Phosphorus (India) LLP	3	3	-	-	-	-	-	-	3	3
Others	-	-	-	-	-	-	0	0	0	0
(E) ROYALTY INCOME	**23**	**44**	**-**	**-**	**-**	**-**	**-**	**-**	**23**	**44**
United Phosphorus (India) LLP	23	44	-	-	-	-	-	-	23	44
(F) OTHER INCOME	**7**	**10**	**-**	**-**	**-**	**-**	**-**	**-**	**7**	**10**
UPL Limited - Mauritius	-	5	-	-	-	-	-	-	-	5
UPL Management DMCC	7	5	-	-	-	-	-	-	7	5
2 EXPENSES										
(A) PURCHASES										
(i) GOODS	**1,615**	**718**	**11**	**-**	**-**	**-**	**148**	**85**	**1,774**	**803**
UPL Ltd, Hong Kong	97	165	-	-	-	-	-	-	97	165
UPL Sustainable Agri Solutions Ltd.(form -Optima Farm Solutions Ltd.)	167	170	-	-	-	-	-	-	167	170
Arysta Life Science India Ltd.	1,166	252	-	-	-	-	-	-	1,166	-
Others	185	131	11	-	-	-	148	85	344	216
(ii) PURCHASE OF LICENCES	**49**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**49**	**-**
United Phosphorus India LLP	49	-	-	-	-	-	-	-	49	-
Others	0	-	-	-	-	-	-	-	0	-
(iii) FIXED ASSETS	**4**	**0**	**-**	**-**	**-**	**-**	**1**	**1**	**5**	**1**
UPL Sustainable Agri Solutions Ltd.(form -Optima Farm Solutions Ltd.)	-	-	-	-	-	-	-	-	-	-
Uniphos Envirotronic Pvt. Ltd.	-	-	-	-	-	-	-	1	-	1
Ingen Technologies Pvt. Ltd.	-	-	-	-	-	-	-	-	-	-
Arysta Lifescience India Ltd	3		-	-	-	-	-	-	3	-

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

₹ in Crores

Sensitivity Level	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
United Phosphorus India LLP	-	0	-	-	-	-	-	-	-	0
Others	-	-	-	-	-	-	1	-	1	-
(iv) INTANGIBLE ASSETS	**8**	**1**	**-**	**-**	**-**	**-**	**-**	**-**	**8**	**1**
UPL Limited Korea	-	1	-	-	-	-	-	-	-	1
Arysta Lifescience Management	8		-	-	-	-	-	-	8	-
(v) OTHERS	**-**	**-**	**-**	**-**	**-**	**-**	**0**	**0**	**0**	**0**
Vikram Farm	-	-	-	-	-	-	0	0	0	0
Others	-	-	-	-	-	-	0	0	0	0
(B) SERVICES	**19**	**5**	**7**	**9**	**-**	**-**	**89**	**100**	**115**	**114**
UPL Global Business Services Ltd	19	-	-	-	-	-	-	-	19	-
BEIL Infrastructure Limited	-	-	-	-	-	-	85	100	85	100
Others	-	5	7	9	-	-	4	0	11	14
(C) RENT	**-**	**-**	**-**	**-**	**-**	**-**	**1**	**1**	**1**	**1**
Sanguine Holdings Pvt. Ltd.	-	-	-	-	-	-	0	0	0	0
Bloom Packaging Pvt. Ltd.	-	-	-	-	-	-	0	0	0	0
Ultima Search	-	-	-	-	-	-	0	0	0	0
Jai Trust	-	-	-	-	-	-	0	0	0	0
Others	-	-	-	-	-	-	0	0	0	0
(D) COMMISSION ON SALES	**17**	**0**		**-**		**-**		**-**	**17**	**0**
Nurture Agtech Pvt Ltd	17	0		-		-		-	17	0
(E) WRITE BACK OF PAYABLES	**3**	**1**	**-**	**-**	**-**	**-**	**-**	**-**	**3**	**1**
UPL Europe Ltd.	-	1	-	-	-	-	-	-	-	1
UPL Corporation Ltd.	3								3	-
UPL Limited Hong Kong	-	-	-	-	-	-	-	-	-	-
Others	-	0	-	-	-	-	-	-	-	0
(F) WRITE OFF/PROVISIONS OF RECEIVABLES	**0**	**7**	**-**	**-**	**-**	**-**	**-**	**-**	**0**	**7**
United Phosphorus (India) LLP	-	0	-	-					-	0

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

₹ in Crores

Sensitivity Level	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Advanta Semilas SAIC	-	7	-	-	-	-	-	-	-	7
Chemie Synth (Vapi) Ltd.	-	-	-	-	-	-	-	-	-	-
Others	0	0	-	-	-	-	-	-	0	0
(G) **CONTRIBUTION / C.S.R.**	**-**	**-**	**-**	**-**	**-**	**-**	**0**	**-**	**0**	**-**
Crop Care Federation of India	-	-	-	-	-	-	0	-	0	-
(H) **Sales Promotion**	**-**	**-**	**-**	**-**	**-**	**-**	**2**	**-**	**2**	**-**
Uniphos Envirotronic Pvt. Ltd	-	-	-	-	-	-	2	-	2	-
3 **FINANCE**										
(A) **LOAN / INTER CORPORATE DEPOSITS GIVEN**	**126**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**126**	**-**
SWAL Corporation Limited	126	-	-	-	-	-	-	-	126	-
(B) **INTEREST RECEIVED**	**1**	**-**		**-**		**-**	**0**	**0**	**1**	**0**
SWAL Corporation Limited	1	-	-	-	-	-	-	-	1	-
Others	-	-	-	-	-	-	0	0	0	0
(C) **REPAYMENT AGAINST LOAN GIVEN**	**-**	**-**	**-**	**-**	**-**	**-**	**0**	**-**	**0**	**-**
Tatva Global Environmental Deonar Ltd.	-	-	-	-	-	-	0	-	0	-
(D) **SALE OF BONDS**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**26**	**-**	**26**
Nerka Chemicals Pvt. Ltd.	-	-	-	-	-	-	-	26	-	26
(E) **ADVANCE FOR INVESTMENTS PENDING ALLOTMENT**	**-**	**50**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**50**
Nurture Agtech Pvt Ltd	-	50	-	-	-	-	-	-	-	50
4 (A) **REIMBURSMENTS RECEIVED**	**59**	**37**	**-**	**-**	**-**	**-**	**1**	**0**	**60**	**37**
Swal Corporation Limited	19	17	-	-	-	-	-	-	19	17
UPL Limited Mauritius	-	3	-	-	-		-	-	-	3
United Phosphorus (India) LLP	9	8	-	-	-	-	-	-	9	8
UP Aviation Ltd.	8	-							8	-
UPL Global Business Services LTD.	8	0							8	0
Nurture Agtech Pvt Ltd	9	7							9	7
Others	6	2	-	-	-	-	1	0	7	2
(B) **REIMBURSEMENTS MADE**	**3**	**2**	**-**	**-**	**-**	**-**	**0**	**0**	**3**	**2**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

₹ in Crores

Sensitivity Level	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Swal Corporation Ltd.	3	1	-	-	-	-	-	-	3	1
Cerexagri BV	0	1							0	1
UPL Europe Ltd.	-	0	-	-	-		-	-	-	0
Decco Post Harvest Mexico S.A. Dec	-	-	-	-	-		-	-	-	0
Others	0	0	-	-	-	-	0	0	0	0
5 **ADVANCES FROM CUSTOMERS**	**2,321**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,321**	**-**
UPL Limited Mauritius	1,141	-	-	-	-	-	-	-	1,141	-
UPL Management DMCC	1,180	-	-	-	-	-	-	-	1,180	-

(d) The following are the outstanding balances with related parties as at the year end:

₹ in Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
NATURE OF BALANCE:										
6 **OUTSTANDING AT THE YEAR END**										
(A) **PAYABLES**	**258**	**281**	**0**	**2**	**-**	**-**	**23**	**11**	**281**	**292**
UPL Corporation Ltd.		9	-	-	-	-	-	-	-	9
UPL Ltd, Hong Kong	136	173	-	-	-	-	-	-	136	173
UPL Vietnam Co. Limited	54	27	-	-			-	-	54	27
UPL Sustainable Agri Solutions Ltd. (form -Optima Farm Solutions Ltd.)	-	-	-	-			-	-	-	-
Arysta Lifescience India Ltd.	-	42	-	-	-	-	-	-	-	42
Others	68	30	0	2	-	-	23	11	91	41
(B) **RECEIVABLE**	**3,714**	**2,787**	**1**	**1**	**1**	**3**	**2**	**1**	**3,718**	**2,792**
United Phosphorus (India) LLP	841	938	-	-	-	-	-	-	841	938
Swal Corporation Limited	393	41							393	41

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

₹ in Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
UPL Corporation Ltd.	848	510	-	-	-	-	-	-	848	510
UPL Management DMCC	1,006	790							1,006	790
UPL Limited Mauritius	-	419	-	-	-	-	-	-	-	419
Others	626	89	1	1	1	3	2	1	630	94
(C) LOANS AND ADVANCES GIVEN	**126**	**-**	**-**	**-**	**-**	**-**	**-**	**0**	**126**	**0**
Swal Corporation Ltd.	126	-	-	-	-	-	-	-	126	-
Tatva Global Environmental Deonar Limited	-	-	-		-		-	0	-	0
(D) INTEREST RECEIVABLE	**6**	**-**	**-**	**-**	**-**	**-**	**0**	**0**	**6**	**0**
Swal Corporation Ltd.	6		-	-	-	-	-	-	6	-
Tatva Global Environmental Deonar Limited	-	-	-	-	-	-	0	0	0	0
(E) MANAGEMENT FEES RECEIVABLE	**-**	**-**	**-**	**-**	**-**	**-**	**1**	**0**	**1**	**0**
Tatva Global Environment Private Limited	-	-	-	-	-	-	0	0	0	0
Gharpure Engineering and Construction Private Limited	-	-	-	-	-	-	0	0	0	0
Bharuch Enviro Inf. Ltd.							0	0	0	0
Uniphos Enterprises Ltd.							0	0	0	0
Enviro Technology Ltd							0	0	0	0
(F) REIMBURSEMENT RECEIVABLE	**10**	**29**	**-**	**-**	**-**	**-**	**-**	**-**	**10**	**29**
Advanta Semilas SAIC	1	1	-	-	-	-	-	-	1	1
UP Aviation Limited	8	-	-	-	-	-	-	-	8	-
UPL Management DMCC	0	5							0	5
United Phosphorus (India) LLP	-	21	-	-	-	-	-	-	-	21
Others	1	2	-	-	-	-	-	-	1	2
(G) ADVANCES FROM CUSTOMERS	**2,304**	**888**	**-**	**-**	**-**	**-**	**-**	**-**	**2,304**	**888**
UPL Limited Mauritius	1,130	444	-	-	-	-	-	-	1,130	444
UPL Management DMCC	1,174	443	-	-	-	-	-	-	1,174	443
Others	-	-	-	-	-	-	-	-	-	-

Notes to Standalone Financial Statements

for the year ended March 31, 2022

36. RELATED PARTY TRANSACTIONS (CONTD.)

₹ in Crores

RELATIONSHIP	SUBSIDIARIES		ASSOCIATES		JOINT VENTURE		ENTERPRISES OVER WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE		GRAND TOTAL	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
(H) DEPOSIT GIVEN	**-**	**-**	**-**	**-**	**-**	**-**	**5**	**8**	**5**	**8**
Daman Ganga Pulp And Papers	-	-	-	-	-	-	4	4	4	4
BEIL Infrastructure Limited	-	-	-	-	-	-	1	3	1	3
Others	-	-	-	-	-	-	0	1	0	1
(I) ADVANCE FOR INVESTMENTS PENDING ALLOTMENT	**-**	**50**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**50**
Nurture Agtech Pvt Ltd	-	50	-	-	-	-	-	-	-	50

e. Transactions with Key Management Personnel and their relatives

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Remuneration (refer note 1 below)		
Short term benefits	19	22
Post-Employment benefits	4	1
	23	**23**
Rent Paid	0	1
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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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.

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Employee cost and other expenses	55	39
Finance cost capitalised	18	37

Borrowing cost was capitalized at the rate 6.88% (March 2021: 8.13%)

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.

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, 2022 (In '000)	As at March 31, 2022 (₹ in Crores)	As at March 31, 2021 (In '000)	As at March 31, 2021 (₹ in Crores)	Purpose
Nature of Instrument						
Forward contract - Buy	USD	234,884	1,746	53,310	390	Hedging

Un-hedged Foreign Currency balances:

	Currency	As at March 31, 2022 (In '000)	As at March 31, 2022 (₹ in Crores)	As at March 31, 2021 (In '000)	As at March 31, 2021 (₹ in Crores)
Payables					
	USD	528,267	4,026	315,761	2,309
	EUR	26,957	227	12,351	106
	GBP	249	2	143	1
	AUD	19	0	11	0
	CHF	1,196	10	1,295	10
	AED	115	0	115	0
	NZD	1	0	0	0
	CAD	-	-	4	0
Receivable	USD	360,834	2,682	276,247	2,020
	EUR	21,057	177	22,151	190
	AUD	-		7,180	40
	PHP	33	0	33	0
	CHF	3,406	28	788	6
	GBP	1	0	1	0
	ARS	915	0	915	0
	BRL	-	-	63	0
	IDR	-	-	63,679	0

Notes to Standalone Financial Statements

for the year ended March 31, 2022

39. CATEGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

₹ in Crores

Particulars	Notes	Non-current As at March 31, 2022	Non-current As at March 31, 2021	Current As at March 31, 2022	Current As at March 31, 2021
(A) Accounting, classification and fair values					
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in unquoted equity shares	5	16	17	-	-
Investments in unquoted optionally convertible bonds	5	7	8	-	-
Investments in quoted mutual funds	5	-	-	840	-
		23	**25**	**840**	**-**
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investments in quoted equity shares	5	**8**	**6**	**-**	**-**
(A) Accounting, classification and fair values:					
Financial assets measured at amortised cost					
Security Deposits	7	73	71	-	-
Investments	5	0	0	-	-
Loans to subsidiary	6	-	-	126	-
Loans to employees	6	-	-	12	2
Interest receivable	7	-	-	15	21
Export benefits receivable	7	-	33	142	86
Insurance claim receivable against loss due to fire	7	-	-	-	139
Receivables from related parties	7	-	-	9	30
receivables from others				2	-
Trade receivable	10	-	-	5,567	4,046
Cash and cash equivalents	11	-	-	506	281
Other bank balance	11A	-	-	319	53
		73	**104**	**6,698**	**4,658**
Financial liabilities measured at amortised cost					
Unsecured Redeemable Non convertible Debentures (NCDs)	14 and 15	-	384	144	107
Lease liabilities	48	67	86	46	48
Loans repayable on demand					
- Secured	14	-	-	363	301
- Unsecured	14	-	-	433	253
Unsecured Commercial papers from Banks and others	14			725	150
Trade Deposits	15	-	-	41	48
Creditors for capital goods	15	-	-	160	116
Unpaid dividend	15	-	-	10	9
Employee payables	15	-	-	168	111
Others	15	3	3	4	1
Trade payables MSME	17	-	-	133	86
Trade payables (current)	18	-	-	6,318	4,358
		70	**473**	**8,545**	**5,588**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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, 2022 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, 2022:

₹ in Crores

	Date of valuation	Total	Fair value measurement using		
			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	-	-
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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

40. FAIR VALUE HIERARCHY (CONTD.)

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021:

₹ in Crores

	Date of valuation	Total	Fair value measurement using		
			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, 2021	5	5	-	-
FVTPL financial investments (Note 5):					
Unquoted equity shares	Mar 31, 2021	17	-	-	17
Quoted mutual funds	Mar 31, 2021	-	-	-	-
Unquoted optionally convertible bonds	Mar 31, 2021	8	-	8	-

There have been no transfers between Level 1 and Level 2 during the period.

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values

₹ in Crores

	March 31, 2022	March 31, 2021
Opening balance	17	17
Fair value impact of unquoted equity shares	(1)	0
Closing balance	**16**	**17**

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.

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

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:

₹ in Crores

	Increase/ decrease in basis points	Effect on profit or loss	Effect on equity
March 31, 2022	+100	(2)	(2)
	-100	2	2
March 31, 2021	+100	(3)	(2)
	-100	1	1

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.

₹ in Crores

	Change in USD Rate	Effect on profit or loss	Effect on equity
March 31, 2022	1%	10	9
	-1%	(10)	(9)
March 31, 2021	1%	(3)	1
	-1%	3	(1)

₹ in Crores

	Change in Euro Rate	Effect on profit or loss	Effect on equity
March 31, 2022	1%	(0)	(0)
	-1%	0	0
March 31, 2021	1%	1	1
	-1%	(1)	(1)

Notes to Standalone Financial Statements

for the year ended March 31, 2022

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

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.

Set out below is the information about the credit risk exposure on the Company's trade receivables and contract assets using a provision matrix:

₹ in Crores

Trade Receivables - Days past due	As at March 31, 2022		As at March 31, 2021	
	Expected credit loss	Average %	Expected credit loss	Average %
Current	8	0.58%	5	0.62%
0-60 Days	3	1.51%	3	1.64%
61-180 days	5	6.60%	4	6.26%
181-270 days	2	19.95%	2	18.29%
more than 270 Days	91	69.27%	99	72.62%
Total	**110**		**113**	

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, 2022 and March 31, 2021 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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

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.

₹ in 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)	6,451	-	-	6,451
	8,545	**70**	**-**	**8,615**

₹ in Crores

	As at March 31, 2021			
	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings (refer note 14)	811	135	249	1,195
Other financial liabilities (refer note 15)	285	3	-	288
Lease liabilities (refer note 48)	48	86	-	134
Trade and other payables (refer note 17 and 18)	4,317	-	-	4,444
	5,461	**224**	**249**	**6,061**

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, 2022 and March 31,2021.

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.

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Borrowings (refer notes 14)	1,665	1,195
Less: cash and cash equivalents (Note 11)	(506)	(281)
Net debt	**1,159**	**914**
Equity (Note 12 and 13)	8,201	7,786
Total equity	**8,201**	**7,786**
Capital and net debt	**9,360**	**8,700**
Gearing ratio	**12%**	**11%**

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

43. EXCEPTIONAL ITEMS

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Losses due fire at factory (refer note (i) below)	6	15
	6	**15**

(i) Losses due fire at factory- Jhagadia

Pursuant to a fire incident on February 23, 2021 at Unit-5, Jhagadia in Gujarat, certain property, plant and equipment, inventory and other assets were damaged. During the year ended March 31, 2021, the Company had written off net book value of assets damaged and inventory and recognized provision for employee compensation aggregating ₹194 crores. Basis valid insurance contracts with respect to the said loss, a minimum insurance claim receivable of ₹179 crores was recognized related to damage caused property, plant and equipment and inventory as at March 31, 2021. During the year, the claim related to property, plant and equipment was settled and the Company received the total claim amount of ₹138 crores as final settlement from the insurance company. The claim amount includes ₹6 crores net of escalation received, amount disallowed / other adjustments which is shown as exceptional cost.

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 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 accounted for amalgamation as per Ind AS 103, profit for the year March 31, 2022 and March 31, 2021 would have been higher by ₹370 crores respectively and equity as at March 31, 2022 and March 31, 2021 would have been lower by ₹1,115 crores and ₹1,485 crores respectively with consequential impact on goodwill.

46. CSR EXPENDITURE

Details of CSR expenditure:

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
Gross amount required to be spent by the company during the year	9	10
	9	**10**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

46. CSR EXPENDITURE (CONTD.)

₹ in 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)	27	0	34
	27	**0**	**34**

₹ in Crores

	Year ended March 31, 2021		
	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)	100	0	100
	100	**0**	**100**

* includes contribution made by the Company to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM Care Fund) of ₹75 crores

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
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	-	-
	-	-

Natue of CSR activities

Disaster Relief, Education, Skilling, Employment, Entrepreneurship, Health, Wellness and Water, Sanitation and Hygiene, Heritage

47. SEGMENT INFORMATION

1. Information about operating business segments

₹ in Crores

	Year ended March 31, 2022				Year ended March 31, 2021			
	Agro Activity	Non Agro Activity	Unallocated	Total	Agro Activity	Non Agro Activity	Unallocated	Total
Revenue								
External-revenue from contracts with customers	14,450	1,794	4	16,248	10,271	912	(0)	11,183
External-revenue from contracts with others	139	62	0	201	144	5	13	162
Inter segment	(356)	356	-	-	(237)	237	-	-
Total revenue	**14,233**	**2,212**	**4**	**16,449**	**10,178**	**1,154**	**13**	**11,345**
Segment Results								
Contribution	1,409	174	-	1,583	1,095	154	-	1,249
Add: Inter segment profit	(71)	71	-	-	(31)	31	-	-
Total segment results	**1,338**	**245**	**-**	**1,583**	**1,064**	**185**	**-**	**1,249**
Unallocated income net of unallocated expenses				(61)				493
Finance costs (refer note 26)				377				307
Exceptional items (refer note 43)				6				15
Profit before taxation				**1,261**				**434**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

47. SEGMENT INFORMATION (CONTD.)

₹ in Crores

	Year ended March 31, 2022				Year ended March 31, 2021			
	Agro Activity	Non Agro Activity	Unallocated	Total	Agro Activity	Non Agro Activity	Unallocated	Total
Provision for:								
Current tax				220				195
Deferred tax				(135)				19
Net profit after tax				**1,176**				**220**
Other information								
Segment assets	14,967	1,155	3,511	19,633	11,979	996	2,308	15,283
Segment liabilities	8,731	706	1,995	11,432	5,658	310	1,529	7,497
Capital expenditure	1,000	104	7	1,111	956	98	40	1,094
Depreciation of property plant and equipment (refer note 27)	499	53	10	562	434	54	9	497
Depreciation of Right of Use Assets (refer note 27)	25	1	27	53	25	1	26	52
Amortization of intangible assets (refer note 27)	423	0	6	429	424	0	4	428
Non cash (income)/ expenses other than depreciation (net)	43	0	0	43	(35)	0	0	(35)

2. Information about Geographical Business Segments

₹ in Crores

	Year ended March 31, 2022			Year ended March 31, 2021		
	India	Outside India	Total	India	Outside India	Total
Revenue by geographical market						
External	7,294	9,155	16,449	5,652	5,693	11,345
Carrying amount of non current operating assets	6,340	200	6,540	6,242	200	6,442

3. Revenues from external customers attributed to an individual material foreign countries

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
USA	2,213	1,078
Brazil	2,191	1,199
	4,404	**2,277**

4. Notes

(i) The business of the Company is divided into two 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) Agro activity – This is the main area of the Company's operation and includes the manufacture and marketing of conventional agrochemical products, seeds and other agricultural related products.

b) Non-agro activity – Non agro activities includes manufacture and marketing of industrial chemical and other non agricultural related products.

(ii) Segment revenue in the above segments includes sales of products net of taxes.

(iii) Inter segment revenue is taken as comparable third party average selling price for the year.

(iv) 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

(v) Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

(vi) 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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

47. SEGMENT INFORMATION (CONTD.)

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
UPL Corporation Ltd.	3,280	1,445
UPL Management DMCC	2,925	1,847
United Phosphorus (India) LLP	818	1,781
UPL Ltd. Mauritius	406	1,133

(vii) Based on the "management approach" defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the company's performance and allocate resources based on an analysis of various performance indicators by business segments. Accordingly information has been presented along these segments.

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

₹ in 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**

₹ in Crores

Particulars	March 31,2021				
	Land and Building*	Plant and Machinery	Vehicles	Office equipment	Total
Balance at March 31, 2020	97	0	8	0	105
Additions to right of use assets	57	17	7	0	81
Depreciation charge for the year	(44)	(2)	(6)	0	(52)
Balance at March 31, 2021	110	15	9	0	134

* Leasehold land is included under Note 3 Property, plant and equipment.

ii. Lease liability

Maturity analysis of lease liability - undiscounted contractual cash flows

₹ in Crores

	March 31, 2022	March 31, 2021
Less than one year	58	58
One to three years	29	80
More than three years	79	27
Total undiscounted cash flows	**166**	**165**
Discounted lease liabilities		
Current	46	48
Non-current	67	86

Notes to Standalone Financial Statements

for the year ended March 31, 2022

48. LEASES (CONTD.)

iii. Amount recognised in profit or loss

Income from sub-leasing right-of-use assets presented in 'other revenue' ₹Nil crores.

Lease expenses recognised in statement of profit and loss account not included in the measurement of lease liability:

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Short-term lease rent expense (refer note 28)	52	47
	52	**47**

Depreciation and impairment losses

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of right of use lease asset (refer note 27)	53	52
	53	**52**

Finance cost

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Interest expense on lease liability (refer note 26)	12	14
	12	**14**

iv. Amount recognised in statement of cash flows

₹ in Crores

	Year ended March 31, 2022	Year ended March 31, 2021
Cash outflow for short-term leases	52	47
Principal component of Cash outflow for long-term leases	53	48
Total cash outflow for leases	**105**	**95**

49. GOODWILL IMPAIRMENT

For the purpose of impairment testing, goodwill has been allocated to the Company's CGU of ₹1,115 crores (March 31, 2020 ₹1,485 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 March 31, 2022	Discount rate March 31, 2022	Growth Rate March 31, 2021	Discount rate March 31, 2021
Cash Generating Unit (CGU)	8%-12%	10%-13%	8%-12%	10%-11%

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, 2022

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 struckoff Company	Balance outstanding as at March 31, 2022	Balance outstanding as at March 31, 2021	Relationship with the Struck off Company, if any, to be disclosed
Juniper Chemical Pvt Ltd	Receivables	-	0	Customer
Cami Tex Chem Pvt Ltd	Receivables	-	0	Customer

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

₹ in Crores

	As at March 31, 2022	As at March 31, 2021
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)	133	64
Interest due on above, current year ₹0 (March 31,2021: ₹0)	0	0
Total	133	64
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);	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year, current year ₹0 (March 31,2021: ₹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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

54. KEY RATIOS

Ratios	March 31, 2022	March 31, 2021	Variance in %	Remarks
Debt-Equity ratio (times) [Total Debt/Equity]	0.20	0.15	32%	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)]	3.69	5.80	-36%	Note 2
Current ratio (times) (Current Assets/Current Liabilities excluding Current Borrowings)	1.37	1.21	13%	
Debtors Turnover (times) [(Sales of Products /Average Trade Receivable)]- Annualised	3.02	2.87	5%	
Inventory Turnover (times) [(Sales of Products /Average inventory)]- Annualised	5.54	5.55	0%	
Return on equity ratio (Profit For The Year /Total Equity)%	14.34	2.83	407%	Note 4
Trade payables turnover ratio (Net Credit Purchases / Average Accounts Payable)	1.65	1.55	6%	
Net capital turnover ratio (Revenue from operations/ Average working capital)	17.11	21.64	-21%	
Return on capital employed (Profit before interest and tax/ Shareholders Equity+Long term liabilities)%	14.42	6.62	118%	Note 4
Return on investment (Profit For The Year /Total Equity)%	14.34	2.83	407%	Note 4
[Profit after tax/ Revenue from operations]	7.15	1.94	269%	Note 4
Net profit ratio	7.15	1.94	269%	Note 4

Note 1- Debt equity ratio has increased due to increase in borrowings during the year ended March 31, 2022 as compared to March 31, 2021

Note 2- Long term Debt to Working Capital/Debt Service Coverage/Interest Service Coverage ratio has changed due to repayment of long term borrowings during the year ended March 31, 2022

Note 3- Variance is due to increase in profits during the year ended March 31, 2022 as compared to the year ended March 31, 2021

Note 4- Variance is mainly due to increase in profits on account of higher sales volumes and dividend income received during the year ended March 31, 2022 as compared to the year ended March 31, 2021

55. EVENT AFTER REPORTING PERIOD

On May 6, 2022 an unfortunate incidence of fire occurred in a portion of one of the manufacturing plants in Ankleshwar Unit 1. The written down value of the property plant and equipment's was ₹32 crores and inventories was ₹5 crores as on March 31, 2022. Management has taken all relevant steps of informing insurance company about this incident and the company is assessing the damage value. Management believes that the damages are covered by the insurance policies.

56. REGROUPING

The figures for the previous periods have been regrouped/ rearranged wherever necessary to confirm to the current period classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013.

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 9, 2022

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Independent Auditor's Report

To the Members of
UPL Limited

REPORT ON THE AUDIT OF 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 2022, 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 other auditors on separate financial statements of such subsidiaries, associates and joint ventures 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 2022, 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 sub 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.

Description of Key Audit Matter

Revenue recognition, rebates and sales returns
Refer note 2.1 and 2.3d to accounting policies and Note 21 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue recognition	Our procedures included the following:
• The timing of revenue recognition is relevant to the reported performance to the Group. • We identified revenue recognition 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.	• 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

Independent Auditors' Report (Contd.)

Key Audit Matters (Contd.)

Description of Key Audit Matter **(Contd.)**

Revenue recognition, rebates and sales returns
Refer note 2.1 and 2.3d to the accounting policies and Note 21 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Rebates and sales returns	Our procedures included the following:
• 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 2.3d 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.	• 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 rollforward 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 2.1 and 2.3a to the accounting policies and Note 4 to the consolidated financial statements**	
The Group has goodwill of ₹18,364 crores as at 31 March 2022. 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 ethodology 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 Auditors' 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 Holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do 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 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. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 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 is 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 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 para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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 auditors' 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 197 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of ₹141,869 crores as at 31 March 2022, total revenues (before consolidation adjustments) of ₹63,166 crores, and net cash inflows (before consolidation adjustments) amounting to ₹759 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit after tax (net) of ₹134 crores for the year ended 31 March 2022, in respect of 20 associates and 3 joint ventures, whose financial statements/financial information have not been audited by us. These financial statements/ financial information 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, associates and joint ventures, 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, associates and joint ventures is based solely on the audit reports of the other auditors.

Independent Auditors' Report (Contd.)

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 separate financial statements of such subsidiaries, associates and joint ventures 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 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies, and joint venture companies incorporated in India is disqualified as on 31 March 2022 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, its subsidiary companies, associate companies and joint ventures 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 Auditor's) 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 separate financial statements of the subsidiaries, associates and joint ventures, as noted in the 'Other Matters' paragraph:

   i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 17 and 37B to the consolidated financial statements.

   ii. 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.

   iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, associate companies and joint venture companies incorporated in India during the year ended 31 March 2022.

   iv. a) The respective management of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements/

Independent Auditors' Report (Contd.)

Report on Other Legal and Regulatory Requirements (Contd.)

financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies, associate companies and joint venture companies respectively that, to the best of its knowledge and belief, as disclosed in note 52(vii) of 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 its subsidiary companies, associate companies and joint venture companies and joint operation companies incorporated in India 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 Holding Company or its subsidiary companies, associate companies and joint venture companies and joint operation companies incorporated in India ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The respective management of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements/ financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies, associate companies and joint venture companies respectively that, to the best of its knowledge and belief, as disclosed in note 52(viii) of the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies, associate companies and joint venture companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies, associate companies and joint venture companies incorporated in India 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.

c) 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, associate companies and joint venture companies incorporated in India whose financial statements/ financial information have been audited under the Act, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) above contain any material mis-statement.

v. The dividend paid by the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India during the year is in compliance 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 has proposed final dividend for the year which is subject to 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):

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, associate companies and joint ventures incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, associate companies and joint venture companies incorporated in India 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, its subsidiary companies, associate companies and joint venture companies incorporated in India 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) 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
UDIN: 22042070AIPRMI1898

Place: Mumbai
Date: 09 May 2022

Annexure A to the Independent Auditors' Report on consolidated financial statements for the year ended 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) According to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirements of the Guidance Note on CARO:

Sr. No.	Name of the entities	Holding Company / Subsidiary	Clause number of the CARO report
1	Nurture Agtech Private Limited	Subsidiary	Clause (xi) and (xvii)

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No: 042070
UDIN: 22042070AIPRMI1898

Place: Mumbai
Date: 09 May 2022

Annexure B to the Independent Auditors' report on the consolidated financial statements for the year ended 31 March 2022

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 Companies Act, 2013

(Referred to in paragraph 2A(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 the UPL Limited as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of UPL Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies and its associate companies, as of that date.

In our opinion, 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 consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated 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 RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the 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 Companies Act, 2013 (hereinafter referred to as "the Act").

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated 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 consolidated 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 consolidated 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 and associate 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 consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes 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 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 financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OTHER MATTERS

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 11 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.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No: 042070
UDIN: 22042070AIPRMI1898

Place: Mumbai
Date: 09 May 2022

Consolidated Balance Sheet

as at 31 March 2022

₹ in crores

Particulars	Note	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant and equipment	3	7,286	6,452
Capital work-in-progress	3	1,184	899
Goodwill	4	18,364	17,689
Right of use assets	48	792	695
Other intangible assets	4	9,751	9,929
Intangible assets under development	4	1,317	1,218
Investments accounted for using the equity method	5	560	380
Financial assets			
(i) Investments	5	522	201
(ii) Loans	6	67	85
(iii) Trade receivables	10	6	435
(iv) Other financial assets	7	315	133
Non Current tax assets (net)		154	111
Deferred tax assets (net)	18	2,076	1,666
Other non-current assets	8A	557	468
Total non-current assets		**42,951**	**40,361**
Current assets			
Inventories	9	13,078	9,422
Financial assets			
(i) Investments	5	840	37
(ii) Trade receivables	10	15,328	12,145
(iii) Cash and cash equivalents	11	5,797	4,797
(iv) Bank balances other than cash and cash equivalents	11A	323	56
(v) Loans	6	16	12
(vi) Other financial assets	7	1,318	1,083
Current tax assets (net)		86	366
Other current assets	8A	2,894	2,097
Total current assets		**39,680**	**30,015**
Assets classified as held for sale	8B	48	55
Total Assets		**82,679**	**70,431**
Equity and Liabilities			
Equity			
Equity share capital	12	153	153
Other equity	13	21,522	17,748
Equity attributable to owners of the parent		**21,675**	**17,901**
Perpetual Subordinated Capital Securities	12A	2,986	2,986
Non-controlling interests		4,647	3,693
Total Equity		**29,308**	**24,580**
Liabilities			
Non-current liabilities:			
Financial liabilities			
(i) Borrowings	15	21,605	22,141
(ia) Lease Liabilities	48	626	585
(ii) Other financial liabilities	16	417	798
Provisions	17	52	38
Deferred tax liabilities (net)	18	2,475	2,662
Total non-current liabilities		**25,175**	**26,224**
Current liabilities:			
Financial liabilities			
(i) Borrowings	15	4,261	1,628
(ia) Lease liabilities	48	217	156
(ii) Trade payables	19		
Total outstanding dues of Micro enterprises and Small enterprises		144	87
Total outstanding dues of creditors other than Micro enterprises and Small enterprises		16,408	12,672
(iii) Other financial liabilities	16	2,715	1,387
Other current liabilities	20	3,325	2,309
Provisions	17	748	865
Current tax liabilities (net)		378	523
Total current liabilities		**28,196**	**19,627**
Total liabilities		**53,371**	**45,851**
Total Equity and Liabilities		**82,679**	**70,431**
Summary of significant accounting policies	2.3		
The accompanying notes are an integral part of these consolidated financial statements	1 - 55		

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

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Consolidated Statement of Profit and Loss

for the year ended 31 March 2022

₹ in crores

Particulars	Note	Year ended 31 March 2022	Year ended 31 March 2021
Revenue			
Revenue from operations	21	46,240	38,694
Other income	22	281	258
Total Income		**46,521**	**38,952**
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)		22,072	19,096
Employee benefits expenses	23	4,622	3,712
Finance costs	24	2,295	2,060
Impairment loss on trade receivables	10	(15)	80
Depreciation and amortisation expenses	25	2,359	2,173
Exchange Difference (net) on trade receivables and trade payables		636	207
Other expenses	26	9,396	7,247
Total Expenses		**41,365**	**34,575**
Profit before share of profit/loss of equity accounted investee, exceptional items and tax		**5,156**	**4,377**
Share of Profit/(Loss) equity accounted investees	33 & 34	134	42
Profit before exceptional items and tax		**5,290**	**4,419**
Exceptional items	27	324	238
Profit before tax		**4,966**	**4,181**
Tax expenses		529	686
Current tax	18	1,048	936
Adjustments of tax relating to earlier years	18	48	(105)
Deferred tax	18	(567)	(145)
Profit for the year		**4,437**	**3,495**
Other comprehensive income (OCI)			
A (i) Items that will not be reclassified subsequently to profit or loss	28	20	31
(ii) Income tax relating to items that will not be reclassified to profit or loss	28, 18	(1)	(5)
B (i) Items that will be reclassified subsequently to profit or loss	28	1,350	(976)
(ii) Income tax relating to items that will be reclassified to profit or loss	28, 18	-	-
Total Other Comprehensive Income for the year, net of tax		**1,369**	**(950)**
Total Comprehensive Income for the year		**5,806**	**2,545**
Profit for the year		4,437	3,495
Attributable to:			
Owners of the parent		3,626	2,871
Non-controlling interests		811	624
Other Comprehensive Income		1,369	(950)
Attributable to:			
Owners of the parent		1,030	(683)
Non-controlling interests		339	(267)
Total comprehensive income for the year		**5,806**	**2,545**
Attributable to:			
Owners of the parent		4,656	2,188
Non-controlling interests		1,150	357
Earnings per equity share	29		
Basic (₹) (Face value of ₹ 2 each)		45.87	36.40
Diluted (₹) (Face value of ₹ 2 each)		45.87	36.40
Summary of significant accounting policies	2.3		
The accompanying notes are an integral part of these consolidated financial statements.	1 - 55		

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

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Consolidated Statement of Changes in Equity

for the year ended March 31, 2022

A. EQUITY SHARE CAPITAL

Issued, subscribed and fully paid	Equity shares of ₹ 2 each	
	Nos.	₹ in crores
At March 31, 2020	**764,045,456**	**153**
Issued during the year	-	-
At March 31, 2021	**764,045,456**	**153**
Issued during the year	-	-
At March 31, 2022	**764,045,456**	**153**

B. OTHER EQUITY

For the year ended March 31, 2022

₹ in crores

	Attributable to the owners of the parent												
	Reserves and surplus							Items of OCI					
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Cashflow hedge reserve for OCI	Equity Instruments through other comprehensive income	Exchange differences on translation of a foreign operation	Total	Non-controlling interest	Total other equity
At April 1, 2021	**6**	**177**	**4,594**	**140**	**1,848**	**1**	**12,668**	**(112)**	**(147)**	**(1,427)**	**17,748**	**3,693**	**21,441**
Profit for the year	-	-	-	-	-	-	3,626	-	-	-	3,626	811	4,437
Employee benefits through OCI	-	-	-	-	-	-	1	-	-	-	1	-	1
Other comprehensive income (net of tax)	-	6	-	-	-	-	-	119	11	892	1,028	339	1,368
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**

Consolidated Statement of Changes in Equity

for the year ended March 31, 2022

For the year ended March 31, 2021

₹ in crores

	Attributable to the owners of the parent												
	Reserves and surplus							Items of OCI					
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Cashflow hedge reserve for OCI	Equity Instruments through other comprehensive income	Exchange differences on translation of a foreign operation	Total	Non-controlling interest	Total other equity
At April 1, 2020	**6**	**190**	**4,594**	**140**	**1,848**	**1**	**10,377**	**(178)**	**(183)**	**(652)**	**16,143**	**3,313**	**19,456**
Profit for the year	-	-	-	-	-	-	2,871	-	-	-	2,871	624	3,495
Employee benefits through OCI	-	-	-	-	-	-	(10)	-	-	-	(10)		(10)
Other comprehensive income (net of tax)	-	-	-	-	-	-		66	36	(775)	(673)	(267)	(940)
Total comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**	**2,861**	**66**	**36**	**(775)**	**2,188**	**357**	**2,545**
Dividends paid during the year	-	-	-	-	-	-	(458)	-	-	-	(458)	-	(458)
Payment of coupon on Perpetual Subordinated Capital securities	-	-	-	-	-	-	(90)	-	-	-	(90)	-	(90)
Gain / (loss) on acquisition of additional stake from NCI	-	-	-	-	-	-	(22)	-	-	-	(22)	22	-
Acquisition of non controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-
NCI on Acquisition during the period	-	-	-	-	-	-	-	-	-	-	-	2	2
Foreign exchange impact	-	(13)	-	-	-	-	-	-	-	-	(13)	-	(13)
As March 31, 2021	**6**	**177**	**4,594**	**140**	**1,848**	**1**	**12,668**	**(112)**	**(147)**	**(1,427)**	**17,748**	**3,693**	**21,441**

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 9, 2022

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Consolidated Statement of Cash Flows

for the year ended 31 March 2022

₹ in crores

Sr. No.	Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
A	**Cash Flow from operating activities**				
	Profit before tax		4,966		4,181
	Adjustments for:				
	Depreciation and amortization expense	2,359		2,173	
	Finance costs	2,295		2,060	
	Impairment loss / (reversal) on trade receivables	(73)		(75)	
	Assets written off	11		6	
	Bad debts written off	58		155	
	(Gain) / loss on disposal of property, plant and equipment	(42)		(8)	
	Finance Income	(136)		(193)	
	Unwinding of interest on trade receivables	(22)		(22)	
	Manufacturing expenses capitalised	-		-	
	Excess provisions in respect of earlier years written back (net)	(16)		(38)	
	Sundry credit balances written off (net)	-		(1)	
	Share of (profit)/loss from Associates/Joint Ventures	(134)		(42)	
	Exceptional items (excess provision written back) / provison	-		(47)	
	Loss/(Gain) on sale of current and non current investments (net)	1		2	
			4,301		**3,970**
	Operating profit before working capital changes		**9,267**		**8,151**
	Working capital adjustments				
	(Increase)/Decrease in inventories	(3,594)		(1,520)	
	(Increase)/Decrease in non current and current trade receivables	(3,091)		(628)	
	(Increase)/Decrease in other non current and current assets	(850)		(492)	
	(Increase)/Decrease in other non current and current financial assets	(3)		375	
	Increase/(decrease) in non current and current trade payables	3,925		2,039	
	Increase/(decrease) in non current and current provisions	(98)		(137)	
	Increase/(decrease) in other current liabilities	1,180		153	
	Increase/(decrease) in other non current and current financial liabilities	764		(4)	
			(1,767)		**(214)**
	Cash generated from operations		**7,500**		**7,937**
	Income taxes paid (net)		(1,004)		(725)
	Net cash flow from operating activities		**6,496**		**7,212**
B	**Cash flow from investing activities**				
	Purchase of Property, plant and equipment including Capital-work-in-progress and capital advances		(2,022)		(1,619)
	Purchase of intangible assets including assets under development		(666)		(503)
	Proceeds from sale of property, plant and equipment		123		57
	Insurance claim received against loss of property, plant and equipment due to fire		132		25
	Payment for acquisition of subsidiaries, net of cash acquired		(130)		(179)
	Purchase of Liquid mutual funds		(840)		-
	Purchase of investments		(319)		(28)
	Proceeds from sale of non current investments and subsidiary		16		-
	Sundry loans given		(17)		(23)
	Sundry loans repayment received		-		-
	Fixed deposit, margin money and dividend accounts (net)		(267)		-
	Dividend received		16		
	Profit on sale of investment in mutual funds/bonds		-		(2)
	Interest received		155		171
	Net cash flow (used in) investing activities		**(3,819)**		**(2,101)**
C	**Cash flow from financing activities**				
	Proceeds from long term borrowings		7,193		7,311
	Repayment of long term borrowings		(8,464)		(11,675)
	Short term borrowings (net)		2,577		145
	Issue of Perpetual Subordinated Capital Securities		-		-

Consolidated Statement of Cash Flows

for the year ended 31 March 2022

₹ in crores

Sr. No.	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
	Expenses on Issuance of Perpetual Subordinated Capital Securities	-	-
	Expenses on Refinancing of Borrowing and Issuance of Unsecured Bonds	(86)	(99)
	Interest paid and other financial charges	(1,941)	(1,655)
	Payment of principal portion of lease liabilities	(278)	(282)
	Dividend paid to non-controlling interest by subsidiaries	(158)	-
	Dividends paid	(764)	(458)
	Net cash flow used in financing activities	**(1,921)**	**(6,713)**
D	**Exchange difference arising on conversion debited to foreign currency translation reserve**	244	(325)
	Net (Decrease)/Increase in cash and cash equivalents (A+B+C+D)	**1,000**	**(1,927)**
	Cash and cash equivalents as at the beginning of the year (Refer note 11)	4,797	6,724
	Cash and cash equivalents as at the end of the year (Refer note 11)	**5,797**	**4,797**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

₹ in crores

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	(0)	-	-	-	-	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**	**(721)**	**1,934**	**744**	**-**	**139**	**25,866**

Notes:

(i) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash flows.

(ii) Figures in brackets represent cash outflow

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 9, 2022

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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. 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, 2022.

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 9, 2022.

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 and
- 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 ['INR'] or ['Rs'] 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, 2022. 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.

The financial statements of each of the subsidiaries, associates and joint ventures, other than Sinagro

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Produtos Agropecuarios SA. Group, 3SB Produtos Agricolas SA, Serra Bonita Sementes SA and Pixofarm Gmbh 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, Serra Bonita Sementes SA and Pixofarm Gmbh for the year ended December 31, 2021 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 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

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

not re-measured at subsequent reporting dates and any difference subsequent 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 (m) for more details).

b. Investment in associates and joint ventures

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.

c. 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

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.

d. 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. To recognize revenues, the Company 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 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. 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'.

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.

e. 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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.

f. 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 related to an item of fixed asset 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.	Improvements-Land	5 - 10 Years
5.	Improvements-Building	2 - 10 Years
6.	Laboratory Equipments	10 Years
7.	Office Equipment	3 - 20 Years
8.	Plant and Equipment	3 - 25 Years
9.	Vehicles	3 - 10 Years

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.

g. 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

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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.

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
Germ plasm	Ten to Fifteen years	Amortised on straight-line basis
Other Intangible assets	Five years	Amortised on straight-line basis
Distribution Network/ Customer Contracts	Fifteen years	Amortised on straight-line basis
Product Registrations	Five to Fifteen years	Amortised on straight-line basis
Software / License Fees	One to Five Years	Amortised on straight-line basis
Task Force expenses	Five Years	Amortised on straight-line basis
Non compete agreements	Five Years	Amortised on straight-line basis
Brand	Indefinite	To be tested for impairment

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

h. 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.

i. Foreign currencies

The Group's consolidated financial statements are presented in Indian Rupee (INR). 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'.

i. Foreign currencies continued

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 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

j. 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)

k. 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.

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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.

k. Leases continued

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.

l. 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. Cost of finished goods includes excise duty, as applicable. Variances, exclusive of abnormally low volume and operating performance, are capitalized into inventory.

(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.

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m. 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.

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.

n. Provisions

General

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.

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

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the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

o. 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 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

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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.

p. 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.

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vi) 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.

vii) 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.

q. 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.

r. 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.

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

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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 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.

Impairment of financial assets continued

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

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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.

s. 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 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

This is the category most relevant to the Group. 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

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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.

t. 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.

u. 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.

v. 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.

w. 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.

x. 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.

y. 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.

z. 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

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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 financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

aa. Biological Assets

The biological assets of the Group represents the unharvested /standing crops of Corn as on the reporting date. Ind AS 41, Agriculture, requires that biological assets shall be recognised at its fair value less point of sale costs, except when there is inability to measure fair value reliably. There are neither observable market prices for these Biological assets nor are there alternative estimates of fair value that are determined to be clearly reliable that give a fair expression of the fair values. Hence, the standing crops are measured at initial recognition and at each financial reporting date at cost. This comprises any cost attributes in bringing Biological assets to its location and conditions intended by the management.

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. 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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 property, plant and equipment

The Group 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.

Discounts, rebates and sales returns

The Group recognises the accruals for 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

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

are planned to be disposed of to settle customers recoverable amount.

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 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 01 April 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the group is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in statement of profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37– Provisions, Contingent Liabilities and contingent assets

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April1,2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

On 18 June 2021, MCA through a notification has notified Companies (Indian Accounting Standards) Amendment Rules, 2021. The notification has made amendments to various Ind AS. The Group does not expect the amendments to have any significant impact in its financial statements.

Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2021.

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for the year ended March 31, 2022

3. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

₹ in crores

	Land-Freehold	Land-Leasehold	Building	Plant and Equipment	Laboratory Equipments	Furniture Fixtures and Equipments	Office Equipment	Vehicles	Land Improvements	Building Improvements	Aircraft	Total Property, Plant and Equipment	Capital Work-in-Progress	Total
Cost														
At April 1, 2020	**328**	**183**	**1,753**	**7,226**	**175**	**194**	**240**	**255**	**29**	**165**	**86**	**10,634**	**1,059**	**11,693**
Additions during the year	48	79	143	1,305	18	15	30	28	-	71	-	1,737	1,173	2,910
Acquisition through business combinations (Refer Note 41)	-	-	155	74	-	2	-	1	-	-	-	232	-	232
Disposals during the year	(5)	-	(29)	(274)	(42)	(4)	(20)	(24)	(8)	(10)	-	(416)	-	(416)
Transfers/Capitalised	(2)	-	(5)	(24)	(1)	-	(2)	-	-	-	-	(34)	(1,333)	(1,367)
Reclassification	-	17	(61)	12	8	11	10	3	-	-	-	-	-	-
Exchange differences	1	1	6	68	4	-	1	(7)	1	3	(3)	75	-	75
At March 31, 2021	**370**	**280**	**1,962**	**8,387**	**162**	**218**	**259**	**256**	**22**	**229**	**83**	**12,228**	**899**	**13,127**
Additions during the year	0	44	158	967	35	26	66	52	0	1	395	1,744	1,199	2,943
Acquisition through business combinations (Refer Note 41)	17	-	21	1	-	-	0	6	-	-	-	45	-	45
Disposals during the year	(0)	-	(77)	(431)	(3)	(18)	(21)	(33)	(4)	(3)	(133)	(724)	-	(723)
Transfers/Capitalised	(3)	-	4	(29)	-	1	0	(0)	(3)	-	-	(30)	(924)	(954)
Reclassification	-	-	-	-	-	-	-	-	-	-	-	-		-
Exchange differences	8	1	36	47	1	2	6	14	(0)	7	3	126	10	136
At March 31, 2022	**392**	**326**	**2,104**	**8,942**	**195**	**229**	**310**	**294**	**14**	**235**	**347**	**13,389**	**1,184**	**14,573**
Depreciation														
At April 1, 2020	-	2	705	3,592	97	127	172	162	27	101	54	5,038	-	5,038
Depreciation charge for the year (Refer Note 25)	-	1	85	668	14	19	34	36	-	15	11	883	-	883
Acquisition through business combinations (Refer Note 41)	-	-	17	17	-	1	-	-	-	-	-	35	-	35
Disposals during the year	-	-	(17)	(117)	(33)	(3)	(17)	(21)	(7)	(10)	-	(225)	-	(225)
Transfers	-	-	-	(22)	(1)	-	(2)	-	-	-	-	(25)	-	(25)
Reclassification	-	-	(26)	(1)	4	11	10	2	-	-	-	-	-	-
Exchange differences	-	(1)	17	54	3		1	(5)	1	1	(1)	70	-	70

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

3. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS (CONTD.)

₹ in crores

	Land-Freehold	Land-Leasehold	Building	Plant and Equipment	Laboratory Equipments	Furniture Fixtures and Equipments	Office Equipment	Vehicles	Land Improvements	Building Improvements	Aircraft	Total Property, Plant and Equipment	Capital Work-in-Progress	Total
At March 31, 2021	**-**	**2**	**781**	**4,191**	**84**	**155**	**198**	**174**	**21**	**107**	**64**	**5,776**	**-**	**5,776**
Depreciation charge for the year (Refer Note 25)	-	0	89	707	17	16	42	34	0	16	31	953	-	953
Acquisition through business combinations (Refer Note 41)	-	-	5	1	-	-	0	3	-	-	-	8	-	8
Disposals during the year	-	-	(77)	(391)	(3)	(17)	(19)	(30)	(3)	(3)	(91)	(635)	-	(635)
Transfers	-	-	6	(24)	-	(0)	(0)	0	(10)	-	-	(28)	-	(28)
Reclassification	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences	-	0	(2)	12	0	1	4	8	(0)	3	3	28	-	28
At March 31, 2022	**-**	**2**	**802**	**4,496**	**98**	**154**	**226**	**188**	**8**	**123**	**7**	**6,103**	**-**	**6,103**
Net book value														
At March 31, 2022	392	323	1,302	4,447	97	75	84	106	7	113	340	7,286	1,184	8,470
At March 31, 2021	370	278	1,181	4,196	78	64	62	82	1	123	18	6,452	899	7,351

On February 23, 2021 there was a fire at Unit-5, Jhagadia in Gujarat. In this incident certain property, plant and equipment were damaged. The Company has written off net book value of assets damaged of ₹ 136 crores (Gross block of ₹ 143 crores).

Capital work-in-Progress

Capital work in progress as at March 31, 2022 and March 31, 2021 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)

Capital work in progress (CWIP) Ageing Schedule

As at March 31, 2022

₹ in 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**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

3. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS (CONTD.)

As at March 31, 2021

₹ in 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	762	102	15	17	896
Projects temporarily suspended	-	1	-	2	3
Total	**762**	**103**	**15**	**19**	**899**

Details of capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2022

₹ in 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**

As at March 31, 2021

₹ in crores

	Less than 1 year	To be completed in			Total
		1-2 years	2-3 years	More than 3 years	
Projects in progress	15			2	17
Projects temporarily suspended	-	-	-	-	-
Total	**15**	**-**	**-**	**2**	**17**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

4. INTANGIBLE ASSETS

₹ in crores

	Goodwill**	Other Intangible Assets								Intangible assets under development	Total (Including Goodwill)
		Product Registrations	Product Acquisitions	Task Force Expenses	Software/ Licence Fees	Customer Contracts	Brands	Non-compete agreements	Germ Plasm	Others		
Cost											
At April 1, 2020	**18,241**	**3,550**	**9,104**	**22**	**246**	**2,064**	**413**	**374**	**273**	**435**	**1,014**	**35,736**
Acquisition through business combinations (Refer Note 41)	55	80	-	-	-	59	-	4	-	-	12	210
Additions during the year	-	243	-	-	100	-	-	-	-	-	388	731
Deductions during the year	-	(54)	(34)	-	(42)	-	-	-	-	-	-	(130)
Transfer/Capitalised	-	(4)	-	-	(3)	-	-	-	-	-	(177)	(184)
Reclassification	-	8	-	-	1	-	-	-	-	(7)	-	2
Foreign Exchange Adjustment	(606)	(17)	(285)	1	(2)	(82)	(14)	4	(2)	(7)	(19)	(1,029)
At March 31, 2021	**17,689**	**3,806**	**8,785**	**23**	**300**	**2,041**	**399**	**382**	**271**	**421**	**1,218**	**35,336**
Acquisition through business combinations (Refer Note 41)	46	-	11	-	0	44	3	39	-	-	-	142
Additions during the year	-	464	0	-	39	-	-	-	-	-	485	988
Deductions during the year	-	(9)	(0)	-	(10)	-	-	(92)	-	-	-	(111)
Transfer/Capitalised	-	(81)	1	-	(40)	-	-	-	-	-	(427)	(548)
Reclassification	-	(8)	-	-	-	-	-	-	-	-	-	(8)
Foreign Exchange Adjustment	629	82	291	-	6	101	14	13	3	2	41	1,182
At March 31, 2022	**18,364**	**4,254**	**9,088**	**23**	**295**	**2,185**	**416**	**341**	**274**	**423**	**1,317**	**36,981**
Amortisation / Impairment												
At April 1, 2020	**-**	**2,940**	**1,083**	**22**	**225**	**526**	**-**	**147**	**273**	**422**	**-**	**5,638**
Acquisition through business combinations (Refer Note 41)	-	4	-	-	-	-	-	-	-	-	-	4
Amortisation for the year (Note 25)	-	246	595	-	43	112	-	51	-	4	-	1,051
Amortisation on disposals	-	(46)	(34)	-	(41)	-	-	-	-	-	-	(121)
Transfer/Capitalised	-	(4)	-	-	-	-	-	(4)	-	-	-	(8)
Reclassification	-	7	-	-	(27)	-	-	27	-	(8)	-	(1)
Foreign Exchange Adjustment	-	(15)	(21)	1	(2)	(30)	-	9	(3)	(4)	-	(65)
At March 31, 2021	**-**	**3,132**	**1,623**	**23**	**198**	**608**	**-**	**230**	**270**	**414**	**-**	**6,498**
Acquisition through business combinations (Refer Note 41)	-	-	-	-	0	-	-	-	-	-	-	0
Amortisation for the year (Note 25)	-	263	615	-	49	118	-	55	0	3	-	1,102
Amortisation on disposals	-	(5)	(0)	-	(10)	-	-	(92)	-	-	-	(107)
Transfer/Capitalised	-	(53)	(28)	-	(40)	-	-	-	-	-	-	(121)
Reclassification	-	-	-	-	-	-	-	-	-	-	-	-
Foreign Exchange Adjustment	-	69	43	-	3	51	-	7	3	2	-	177
At March 31, 2022	**-**	**3,406**	**2,252**	**23**	**201**	**777**	**-**	**200**	**273**	**419**	**-**	**7,550**
Net book value												
At March 31, 2022	18,364	848	6,836	(0)	94	1,409	416	142	1	5	1,317	29,432
At March 31, 2021	17,689	674	7,162	(0)	101	1,433	399	152	1	7	1,218	28,837

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

4. INTANGIBLE ASSETS (CONTD.)

Net book value

₹ in crores

	March 31, 2022	March 31, 2021
Goodwill	18,364	17,689
Other intangible assets	9,751	9,929
Intangible assets under development	1,317	1,218
Total	**29,432**	**28,836**

**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 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.

Intangible assets consisting of know-how and product registration data are shown at historical costs, have a finite life and are carried at cost less accumulated amortisation and impairment if any.

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.

Others includes Intangible Assets in the nature of Data Access Fees, Trade Secrets and Trademarks

Intangible Asset under Development Ageing Schedule

₹ in crores

As at March 31, 2022	Amount in Intangible Asset under Development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	228	483	176	417	1,304
Projects temporarily suspended	0	0	1	12	13
Total	**228**	**484**	**177**	**429**	**1,317**

₹ in crores

As at March 31, 2021	Amount in Intangible Asset under Development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	497	188	243	244	1,172
Projects temporarily suspended	-	4	12	30	46
Total	**497**	**192**	**255**	**274**	**1,218**

Details of Intangible Asset under Development whose completion is overdue or has exceeded its cost compared to its original plan

₹ in crores

As at March 31, 2022	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0	-	-	0	1
Projects temporarily suspended	-	-	-	-	-
Total	**0**	**-**	**-**	**0**	**1**

₹ in crores

As at March 31, 2021	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0	1		3	4
Projects temporarily suspended	-	-	-	-	-
Total	**0**	**1**	**-**	**3**	**4**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

5. INVESTMENTS

₹ in crores

	As at March 31, 2022	As at March 31, 2021
Non-current		
Investments accounted for using the equity method		
(A) Investments in equity instruments		
a. Investment in Associates (Unquoted)		
(i) 30,000 [March 2021: 30,000] Equity Shares fully paid-up in 3SB Produtos Agricolas SA [includes goodwill of ₹ 60 Crores [March 2021: ₹ 48 Crores]	125	61
(ii) 454,307,170 [March 2021: 454,307,170] Equity Shares fully paid-up in Sinagro Produtos Agropecuarios SA.	15	-
(iii) 921,000 [March 2021: 921,000] Equity Shares of ₹ 10 each fully paid-up in Chemisynth [Vapi] Limited (refer Note (a) below)	-	-
(iv) 18,130 [March 2021: 18,130] Equity shares of ₹ 100 each of Universal Pestochem [Industries] Pvt. Ltd. (refer Note (a) below)	-	-
(v) 3,350,000 [March 2021: 3,350,000] Equity Shares of ₹ 10 each fully paid-up in Kerala Enviro Infrastructure Limited	4	6
(vi) 68,133 [March 2021: 48,214] Equity shares of ₹ 10 each, fully paid-up in Weather Risk Management Services Pvt Ltd [includes goodwill of ₹ 4 Crores (March 2021 ₹ 4 Crores)]	11	10
(vii) 103,016,214 [March 2021:103,016,214] Equity shares, fully paid-up in Serra Bonita Sementes S.A.[includes goodwill of ₹ (11) Crores {March 2021 ₹ (9) Crores}]	195	145
(viii) 17,85,000 [March 2021: 17,85,000] Equity shares of CNY 0.30 each, fully paid up in Dillian Advanced Chemical (DAC)	0	0
(ix) 260 [March 2021: 260] Equity shares having no par value, in Agronamic (Pty) Ltd. [includes goodwill of ₹ 4 crores (2021: ₹ 3 Crores)]	5	5
(x) 2,41,071 [March 2021: 2,41,071] Equity shares of ZAR 1 each, fully paid-up in Novon Protecta (Pty) Ltd [includes goodwill of ₹ (3) Crores {2021: ₹ (3) Crores}]	9	8
(xi) 251 [March 2021: 251] Equity shares of ZAR 1 each, fully paid-up in Agri Fokus (Pty) Ltd. [includes goodwill of ₹ (4) Crores {2021: ₹ (2) Crores}]	8	7
(xii) 1,004 [March 2021: 1,004] Equity shares having no par value, in Novon Retail Company (Pty) Ltd. [includes goodwill of ₹ 3 Crores (2021: ₹ 3 Crores)]	9	8
(xiii) 251 [March 2021: 251] Equity shares of ZAR 1 each, fully paid up in Silvix Forestry (Pty) Ltd. [includes goodwill of ₹ 0.14 Crores (2021: ₹ 0.12 Crores)]	1	0
(xiv) 1,920 [March 2021: 1,920] Equity shares of ZAR 0.10 each, fully paid-up in Nexus AG [includes goodwill of ₹ 3 Crores (2021: ₹ 4 Crores)]	15	13
(xv) 52,398 [March 2021: 52,398] Equity shares of XOF 10,000 each, fully paid-up in Société des Produits Industriels et Agricoles	14	14
(xvi) 28 [March 2021: 28] Equity shares of E 1 each, fully paid-up in Eswatini Agricultural Supplies Limited [includes goodwill of ₹ (0.34) Crores (2021: ₹ (0.63) Crores)]	2	2
(xvii) 1 [March 2021: Nil] Equity shares of EUR 19,687.50 each, fully paid-up in Pixofarm GmbH [includes goodwill of ₹ 7 Crores (2021: ₹ Nil Crores)]	8	-
b. Investment in Joint Ventures (Unquoted)		
(i) 1,627 [March 2021: 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 [March 2021: 200] Equity shares fully paid up in Hodogaya UPL Co. Ltd	24	25
(iii) 88,223 [March 2021: 88,223] Equity shares of 1 AUD each fully paid-up in Longreach Plant Breeders Management Private Limited [includes goodwill of ₹ 21 Crores, [March 2021: ₹ 21 Crores]	115	76
Total non-current investments accounted for using the Equity Method	**560**	**380**
Investment stated at Amortised Cost		
Investments in Government or trust securities (Unquoted)		
(i) Indira Vikas Patra [Face Value: Current Year: ₹ 0.06 lac (March 31, 2021: ₹ 0.06 lac)]	0	0
(ii) National Saving Certificates [Face Value: Current Year: ₹ 0.09 lac (March 31, 2021: ₹ 0.09 lac)]	0	0

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

5. INVESTMENTS (CONTD.)

₹ in crores

	As at March 31, 2022	As at March 31, 2021
Investments stated at Fair Value through OCI		
Investments in Equity Instruments (Quoted)		
Investment in Others		
(i) 11,700,000 [March 2021: 11,700,000 Equity shares fully paid up in Ishihara Sangyo Kaisha Ltd.	78	70
(ii) 28,100 [March 2021: 28,100] Equity Shares of ₹ 10 each fully paid-up in Gujarat State Financial Corporation	0	0
(iii) 50,000 [March 2021: 50,000] Equity Shares of ₹ 10 each fully paid-up in Nivi Trading Limited	0	0
(iv) 41,150 [March 2021: 41,150] Equity Shares of ₹ 10 each fully paid-up in Transpek Industry Limited	8	6
(v) 5,307 [March 2021: 5,307] Equity Shares of ₹ 10 each fully paid-up in IDFC Limited	0	0
(vi) 5,307 [March 2021: 5,307] Equity Shares of ₹ 10 each fully paid-up in IDFC Bank Limited.	0	0
(vii) 17,990 [March 2021: 17,990] Equity Shares of ₹ 2 each fully paid-up in Bank of Baroda Limited	0	0
(viii) 1,891,630 [March 2021: 1,891,630] Equity Shares of USD 3.35 each fully paid-up in Agrofresh Solutions Inc. (Listed on the NASDAQ)	27	28
(ix) Nil [March 2021: 5,24,427] Equity shares of EUR 1.37 each, fully paid-up in ISAGRO S.P.A. (B)	-	12
Investments in Equity Instruments (Unquoted)		
Investment in Others		
(i) 7,41,800 [March 2021: 7,41,800] Equity shares of TWD 9.53 each, fully paid-up in Grand Biotechnology Co., Ltd.	2	2
(ii) 3,44,000 [March 2021: 3,44,000] Equity shares of JPY 267.91 each, fully paid-up in Kyoyu Agri	6	6
(iii) 126 [March 2021: 126] Equity shares of HUF 10,000 each, fully paid-up in Cseber	0	0
(iv) 1,000 [March 2021: 1,000] Equity shares of PLN 103.02 each, fully paid-up in Elevator Sieradz	0	0
(v) 1000 [March 2021: 1000] Equity shares, fully paid-up in Rogatory letter (A)	9	7
(vi) Fully paid up equity shares of Meiji Lukang Pharmaceutical Co., Ltd	-	10
(vii) 35,50,716 fully paid and non-assessable shares of Series B-1 Preferred Stock, par value $ 0.0001 of Telesense INC.	21	22
(viii) Investment in Tenacious Ventures Fund I, LP (Partnership)	2	2
(ix) Investment in Yield Lab Global Opportunity Fund, L.P.	3	2
Investments stated at Fair Value through Profit and Loss		
(A) Investments in Optionally Convertible Bonds (Unquoted)		
(i) 725,000 [March 2021: 725,000] Optionally Convertible Bonds All Fresh Supply Management Private Limited	7	9
(ii) Convertible Loan Notes in Amira Nature foods Limited	38	-
(B) Investment in Equity Instruments (Unquoted)		
(i) Nil [March 2021: 240,000] Equity shares of ₹ 10 each fully paid-up in UPL Investment Private Limited	-	2
(ii) 57 [March 2021: 57] Ordinary Shares of 1 Rand each fully paid-up in Cropserve [PTY] Limited	0	0
(iii) 3,757,570 [March 2021: 3,757,570] Equity Shares of ₹ 10 each fully paid-up in Narmada Clean Tech Limited	7	7
(iv) 10,000 [March 2021: 10,000] Equity Shares of ₹ 10 each fully paid—up in Janakalyan Sahakari Bank Limited	0	0
(v) 1,000,000 [March 2021: 1,000,000] Equity Shares of ₹ 10 each fully paid-up in Uniphos International Limited	5	5
(vi) 45,000 [March 2021: 45,000] Equity Shares of ₹ 10 each fully paid-up in Bloom Packaging Private Limited	1	1
(vii) 19,025 [March 2021: 19,025] Equity Shares of ₹ 10 each fully paid-up in Bench Bio Private Limited	1	1
(viii) 3,687 [March 2021: 3,687] equity shares of ₹ 10 each fully paid-up in All Fresh Supply Management Private Limited	2	2

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

5. INVESTMENTS (CONTD.)

₹ in crores

		As at March 31, 2022	As at March 31, 2021
(C)	**Investment in Others**		
(i)	Nil [March 2021: 415] Optionally convertible Debentures of ₹ 50,000 each of Bloom Packaging Pvt. Ltd.	-	2
(ii)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 1 ("FIDC") with the assistance of Rabobank International Bank S.A	158	-
(iii)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 2 ("FIDC") with the assistance of BANCO ITAÚ BBA S.A.,	117	-
(iv)	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	26	-
(v)	Investments in Others (Unquoted)	4	5
Total Other Non-Current Investments		522	201
Total Non-Current Investments		**1,082**	**581**
Current			
Investments stated at Fair Value through profit and loss			
(i)	**Investments in Others (Unquoted)**		
	Equity shares in Amira Nature foods Limited	-	37
(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	**840**	**37**
	Total Investments	**1,922**	**618**
	Aggregate amount and market value of quoted investments	953	116
	Aggregate amount of unquoted investments	969	502
	Aggregate amount of impairment in value of investments (refer Note (b) below)	10	-
	Investment stated at Amortised Cost	0	0
	Investments carried at Fair Value through Other Comprehensive Income	156	166
	Investments carried at Fair Value through Profit or Loss	1,206	71
	Investments accounted for using the equity method	560	380

Investments at fair value through Profit and loss (fully paid) reflect investment in debt instruments. Refer note 45 for determination of their fair values.

Investments at fair value through OCI (fully paid) reflect investment in quoted equity securities. Refer note 45 for determination of their fair values.

Note:

a. Share of losses has been restricted to the carrying value of the investment

b Investment in equity shares of Meiji Lukang Pharmaceutical Co., Ltd has been impaired fully during the year due to initiation of liquidation process of the company.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

6. LOANS

₹ in crores

		Non-current		Current	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(A)	**Loans and Advances to related parties (refer note 39)**				
a.	Unsecured, Considered good	67	85	-	0
		67	**85**	**-**	**0**
(B)	**Loans to employees**				
a.	Unsecured, Considered good	-	-	16	3
		-	**-**	**16**	**3**
(C)	**Sundry loans**				
a.	Unsecured, Considered good	-	-	-	9
b.	Unsecured, credit impaired	-	2	-	-
	Less: Impairment Allowance for credit impaired Sundry loans	-	(2)	-	-
		-	**-**	**-**	**9**
Total loans		**67**	**85**	**16**	**12**

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:

₹ in crores

Type of Borrower	March 31, 2022		March 31, 2021	
	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	-	-	11	11.18%
Total	**-**	**-**	**11**	**11.18%**

7. OTHER FINANCIAL ASSETS

₹ in crores

		Non-current		Current	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(A)	**Security Deposits**				
a.	Unsecured, Considered good*	140	96	2	43
b.	Unsecured, credit impaired	2	2	-	-
	Less: Impairment Allowance for credit impaired security deposit	(2)	(2)	-	-
		140	**96**	**2**	**43**
* Non current security deposits includes deposits given to related parties of ₹ 5 Crores (March 31, 2021: Nil) (refer note 39)					
(B)	**Interest receivable**				
a.	Unsecured, Considered good	-	-	14	33
		-	**-**	**14**	**33**
(C)	**Derivative instruments at fair value through profit or loss**				
	Derivative contracts (net)	172	-	17	233
		172	**-**	**17**	**233**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

7. OTHER FINANCIAL ASSETS (CONTD.)

₹ in crores

	Non-current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(D) Export Benefits receivables				
Unsecured, Considered good	-	33	144	159
	-	**33**	**144**	**159**
(E) Receivable on account of trade receivables sales on a non recourse basis (refer note 10)				
Unsecured, Considered good	-	-	515	445
	-	**-**	**515**	**445**
(F) Insurance receivables				
Unsecured, Considered good	-	-	594	139
	-	**-**	**594**	**139**
(G) Others				
a. Unsecured, Considered good	3	4	30	31
b. Unsecured, credit impaired	-	2	4	-
Less: Impairment Allowance for credit impaired OtherFinancial Assets	-	(2)	(2)	-
	3	**4**	**32**	**31**
Total Other Financial Assets	**315**	**133**	**1,318**	**1,083**

8 (A) OTHER ASSETS

₹ in crores

	Non-current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
(i) Capital advances Unsecured, Considered good	81	47	-	-
(ii) Statutory receivables	476	421	1,962	1,477
(iii) Other advances	-	-	932	620
Total Other Assets	**557**	**468**	**2,894**	**2,097**

8 (B) ASSETS HELD FOR SALE

Assets held for sale represents assets amounted to ₹ 48 crores (March 2021: ₹ 55 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 of to settle customers recoverable amount.

9. INVENTORIES

₹ in crores

	As at March 31, 2022	As at March 31, 2021
a. Raw materials and components	4,167	2,634
b. Work in progress	761	501
c. Finished goods	5,954	4,751
d. Traded goods	1,709	1,153
e. Store and spares [including fuel]	163	132
f. Packing material	312	242
g. By products	12	9
Total inventories	**13,078**	**9,422**

(i) Inventories of holding company are hypothecated with the bankers against working capital limits (Refer note 15).

(ii) Amount of write down of inventories to net realisable value and other provisions / losses recognised in the statement of profit or loss as an expense is ₹ 36 Crores (March 31, 2021: ₹ 26 Crores).

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

10. TRADE RECEIVABLES

₹ in crores

	Non-current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered good				
- From related parties	-	-	511	296
- From others	6	435	14,817	11,849
Unsecured, Considered doubtful				
- From others	-	-	986	957
Less: Allowance for doubtful Trade receivables	-	-	(986)	(957)
Total Trade receivables	**6**	**435**	**15,328**	**12,145**

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows

₹ in crores

	As at March 31, 2022	As at March 31, 2021
Opening balance	(957)	(1,078)
Foreign exchange movement	(102)	45
Provision for the year	73	75
Write-off	(58)	(155)
Total of Reversal and Write-off	**15**	**(80)**
Less: Bad debts netted off with receivables	58	155
Closing balance	**(986)**	**(957)**

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. 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 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 has entered into an agreement to sell and assign its certain trade receivables on a non recourse basis with various banks. This is treated as a "true sale" for both legal and financial reporting purposes. As such, the assets once transferred are not reflected on the balance sheet date. As at 31st March, 2022, the Group sold receivables which have been derecognised of ₹ 12,099 Crores (₹ 7,623 Crores at 31st March, 2021).

Trade receivables sold under various non-recourse programs aggregating to ₹ 445 crores as of 31 March 2021 has been reclassified from "Trade Receivables" to "Other current financial assets" in the consolidated financial statements.

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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

10. TRADE RECEIVABLES (CONTD.)

Trade receivables Ageing Schedule - Current and non-current

As at March 31, 2022

₹ in crores

	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	830
Disputed Trade receivables - considered good	0	1	0	1	1	2	4
Disputed Trade receivables – which have significant increase in credit risk	-	-	0	-	-	-	0
Disputed Trade receivables – credit impaired	-	-	-	6	0	7	14
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**

As at March 31, 2021

₹ in crores

	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	11,157	1,197	194	209	19	4	12,780
Undisputed Trade Receivables – which have significant increase in credit risk	-	0	20	-	-	-	20
Undisputed Trade receivable – credit impaired	0	1	16	110	133	455	715
Disputed Trade receivables - considered good	1	3	2	1	(0)	0	6
Disputed Trade receivables – which have significant increase in credit risk	-	-	0	-	-	-	0
Disputed Trade receivables – credit impaired	-	-	2	1	3	11	16
Total	**11,158**	**1,201**	**233**	**321**	**154**	**469**	**13,537**
Less: Impairment allowance for trade receivables- Credit Impaired							(957)
Total (net of allowance for doubtful Trade receivables)	**11,158**	**1,201**	**233**	**321**	**154**	**469**	**12,580**

11. CASH AND CASH EQUIVALENTS

₹ in crores

	As at March 31, 2022	As at March 31, 2021
Balances with banks		
- Current accounts	628	364
- Foreign currency accounts	0	0
- Current accounts outside India	3323	3,416
- Fixed deposit accounts with original Maturity of less than 3 months	1832	978
Cheques/drafts on hand	11	33
Cash on hand	3	6
	5,797	**4,797**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

11A. OTHER BANK BALANCES

₹ in crores

	As at March 31, 2022	As at March 31, 2021
- Deposits with original maturity for more than 3 months but less than 12 months	278	2
- Margin money deposit **	35	44
- Unclaimed dividend accounts	10	10
	323	**56**

** Margin money deposits given as security against bank guarantees.

12. SHARE CAPITAL

Authorised Share Capital

	Equity Shares of ₹ 2 each		Preference Shares of ₹ 10 each	
	No.	₹ in Crores	No.	₹ in Crores
At April 1, 2020	**1,237,500,000**	**248**	**229,500,000**	**230**
Increase/(decrease) during the year	-	-	-	-
At March 31, 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**

Issued equity capital

Equity shares of ₹ 2 each issued, subscribed and fully paid-up

	No.	₹ in Crores
At April 1, 2020	**764,045,456**	**153**
Increase during the year		
ESOP Allotments	-	-
Issue of Bonus shares	-	-
At March 31, 2021	**764,045,456**	**153**
Increase during the year		
ESOP Allotments	-	-
Issue of Bonus shares	-	-
At March 31, 2022	**764,045,456**	**153**

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 March, 2022, the amount of per share dividend proposed as distributions to equity shareholders is ₹ 10 (March, 2021: ₹ 10)

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

12. SHARE CAPITAL (CONTD.)

Equity shares movement during the 5 years preceding March 31, 2022

A. The Board of Directors at its meeting held on March 02, 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 promoters group and persons in control of the Company), for an aggregate amount of not exceeding ₹ 1,100 crore (Rupees One Thousand One Hundred Crores only) ("Maximum Buyback Size") being 14.56% and 5.71% of its total paid-up share capital and free reserves as on 31st March, 2021 (on a standalone and consolidated basis, respectively). The shareholders approved the same on March 30, 2022, by way of a special resolution passed at the extaordinary general meeting. Subsequent to the year, the Company has extinguished 4,776,747 equity shares of face value of ₹ 2 per share as of the date of Board Meeting.

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, 2022.

- Equity shares issued as bonus

The Group allotted 254,671,335 equity shares as fully paid up bonus shares on 4th 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.

C. The below mentioned shares were allotted under various ESOP Schemes in last 5 years i.e. from 1st April 2017 to 31st March 2022:

- 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.

D. Conversion of Compulsory convertible preference share (CCPS) and optionally convertible preference share (OCPS)

During the year ended 31st March 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

₹ in crores

Name of the shareholder	March 31, 2022		March 31, 2021	
Equity shares of ₹ 2 each fully paid	No. in Crores	% holding in the class	No. in Crores	% holding in the class
Nerka Chemicals Private Limited	15	20.10%	15	20.10%
Uniphos Enterprises Limited	4	5.17%	4	5.11%
Life Insurance Corporation of India	8	9.85%	6	8.41%

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 31st March 2022, there were 31,603,454 outstanding GDRs (representing 63,181,408 underlying equity shares) under two different GDR programmes [including 2,063,056 GDRs (representing 4,126,112 underlying equity shares) held by Promoters]. Total 31,577,954 GDRs (representing 63,155,908 underlying equity shares) (8.27% 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 Consolidated Financial Statements

for the year ended March 31, 2022

12. SHARE CAPITAL (CONTD.)

Details of shares held by promoters

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%**	

As at March 31, 2021

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	38,590,395	465,786	39,056,181	5.11%	0.06%
Jaidev Rajnikant Shroff	8,100,163	797,000	8,897,163	1.16%	0.10%
Vikram Rajnikant Shroff	6,754,324	-	6,754,324	0.88%	0.00%
Shilpa P Sagar	3,388,443	-	3,388,443	0.44%	0.00%
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%
Jyotsna J Bhatt	673,125	(673,125)	-	0.00%	-100.00%
Total	**212,995,512**	**589,661**	**213,585,173**	**27.94%**	

12A. Perpetual Subordinated Capital Securities

5.25% Perpetual Subordinated Capital Securities

	₹ in Crores
At April 1, 2020	**2,986**
Issued during the year	-
At March 31, 2021	**2,986**
Issued during the year	-
At March 31, 2022	**2,986**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

12. SHARE CAPITAL (CONTD.)

During the year ended March 31 2020, the Group had raised ₹ 3,027 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

	₹ in Crores
At April 1, 2020	**4,594**
Additions / decrease during the year	-
At March 31, 2021	**4,594**
Additions / decrease during the year	-
At March 31, 2022	**4,594**

(ii) Retained earnings

	₹ in Crores
At April 1, 2020	**10,377**
Add: Profit for the year	2,871
Less: Remeasurement gains/(losses) of defined benefit plans	-
Less: Dividend on equity shares paid during the year	(458)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(90)
Less / Add: Employee benefits through OCI	(10)
Add: Gain / (Loss) on acquisition of additional stake from NCI	(22)
At March 31, 2021	**12,668**
Add: Profit for the year	3,626
Add: Transfer from debenture redemption reserve	-
Less: Remeasurement gains/(losses) of defined benefit plans	-
Less: Dividend on equity shares paid during the year	(764)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(121)
Less / Add: Employee benefits through OCI	1
Gain / (loss) on acquisition of additional stake from NCI	(14)
At March 31, 2022	**15,395**

(iii) Other reserves

Capital redemption reserve

	₹ in Crores
At April 1, 2020	**6**
Changes during the year	-
At March 31, 2021	**6**
Changes during the year	-
At March 31, 2022	**6**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

13. OTHER EQUITY (CONTD.)

Capital reserve

	₹ in Crores
At April 1, 2020	**190**
Changes during the year	(13)
At March 31, 2021	**177**
Changes during the year	5
At March 31, 2022	**182**

Debenture redemption reserve

	₹ in Crores
At April 1, 2020	**140**
Changes during the year	-
At March 31, 2021	**140**
Changes during the year	-
At March 31, 2022	**140**

General reserve

	₹ in Crores
At April 1, 2020	**1,848**
Changes during the year	-
At March 31, 2021	**1,848**
Changes during the year	-
At March 31, 2022	**1,848**

Share based payment reserve

	₹ in Crores
At April 1, 2020	**1**
Changes during the year	-
At March 31, 2021	**1**
Changes during the year	20
At March 31, 2022	**20**

Cashflow hedge reserve for OCI

	₹ in Crores
At April 1, 2020	**(178)**
Changes during the year	66
At March 31, 2021	**(112)**
Changes during the year	119
At March 31, 2022	**7**

Equity Instruments through other comprehensive income

	₹ in Crores
At April 1, 2020	**(183)**
Changes during the year	35
At March 31, 2021	**(147)**
Changes during the year	11
At March 31, 2022	**(136)**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

13. OTHER EQUITY (CONTD.)

Foreign currency translation reserve

	₹ in Crores
At April 1, 2020	**(652)**
Changes during the year	(775)
At March 31, 2021	**(1,427)**
Changes during the year	893
At March 31, 2022	**(534)**

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.

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).

FVTOCI reserve - 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

13. OTHER EQUITY (CONTD.)

₹ in crores

	March 31, 2022	March 31, 2021
Securities premium	4,594	4,594
Retained earnings	15,395	12,668
Capital redemption reserve	6	6
Capital reserve	182	177
Debenture redemption reserve	140	140
General reserve	1,848	1,848
Share based payment reserve	20	1
Cashflow hedge reserve for OCI	7	(112)
Equity Instruments through other comprehensive income	(136)	(147)
Foreign currency translation reserve	(534)	(1,427)
Total other equity	**21,522**	**17,748**

14. DISTRIBUTION MADE AND PROPOSED

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Cash dividends on Equity shares declared and paid:		
Final dividend for the year ended March 31, 2021: ₹ 10 per share (March 31, 2020: ₹ 6 per share)	764	458
	764	**458**
Proposed dividends on Equity shares:		
Final dividend for the year ended March 31, 2022: ₹ 10 per share (March 31, 2021: ₹ 10 per share)	759	764
	759	**764**

Note

Proposed dividend on equity shares outstanding as on 9 May 2022 is subject to approval at the annual general meeting and is not recognised as a liability as at March 31 2022 and March 31 2021.

14A. 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.

15. BORROWINGS

₹ in crores

	Effective interest Rate %	Maturity	As at March 31, 2022	As at March 31, 2021
Non-current borrowings				
Debentures				
Redeemable non-convertible debentures (NCDs) (Unsecured) (refer note a below)	10.40% to 10.470%	2021-2023	144	492
			144	**492**
Bonds (Unsecured) (Refer Note b below)				
4.50% Senior Notes	4.50%	8th March 2028	2,188	2,111
4.625% Senior Notes	4.625%	16th June 2030	3,479	3,353
Term Loan				
From Bank				
Foreign currency loan (Unsecured)	LIBOR + 1.60%	29th January 2024	5,077	12,666
Sustainability linked Foreign currency loan (Unsecured)	LIBOR + 0.92%/1.30%/1.12%	Jan 2024/March 2026/Dec 2026	10,842	3,608
From others (Unsecured)	2.00%	1st January 2023	19	19
			21,749	**22,248**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

15. BORROWINGS (CONTD.)

₹ in crores

	Effective interest Rate %	Maturity	As at March 31, 2022	As at March 31, 2021
Less: Amount clubbed under "Current Borrowings"			144	108
Net non-current borrowings			**21,605**	**22,141**
Aggregate secured loans (non-current)			-	-
Aggregate unsecured loans (non-current)			21,605	22,141
Current borrowings				
Loan from banks				
Secured (Refer Note c below)	4.25% to 14.70%	on demand	364	302
Unsecured:				
Working capital loan repayable on demand from banks:	0.20% -21.25%	on demand	2,922	687
Interest accrued and not due on borrowings			98	105
Commercial paper	4.46%	Within 90 days	725	150
			4,109	**1,245**
Discounted trade receivables (Unsecured)	5.00% - 9.90%	2021-22	8	275
			8	**275**
Current maturities of non current borrowings	-	-	**144**	**108**
Total current borrowings			**4,261**	**1,628**
Aggregate secured loans (current)			364	302
Aggregate unsecured loans (current)			3,897	1,326

a. Unsecured redeemable non-convertible debentures (NCD's)

i) The current maturities of long term borrowings include ₹ 9 crores (March 31, 2021: ₹ 32 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 ₹ 150 crores (March 31, 2021: ₹ 150 crores) have been issued and are redeemable at par at the end of 10th year i.e June, 2022 from the date of allotment. Out of the above, NCDs amounting to ₹ 90 crores have been bought back by the Company.

iii) NCDs of face value aggregating to ₹ 75 crores (March 31, 2021: ₹ 150 crores) have been issued under three series. These redeemable at par ₹ 75 crores each at the end of 12th year and 11th year i.e. October 2022 and October 2021 respectively from the date of allotment.

iv) 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 466 million 4.625% Senior Notes due 2030 with carrying value of ₹ 3,479 Crores (March 31, 2021: ₹ 3,353 Crores) are recorded at net of amortised cost bearing an interest rate of 4.625%, repayable on 16 June 2030.

ii) Bonds of USD 291 million 4.50% Senior Notes due 2028 with carrying value of ₹ 2,188 Crores (March 31, 2021: ₹ 2,111 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

15. BORROWINGS (CONTD.)

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

₹ in crores

	Non-current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Financial liabilities at fair value through profit or loss / other comprehensive income				
Derivative contracts (net)	-	581	622	120
Payable towards acquisition of subsidiary	403	180	-	-
Other financial liabilities carried at amortised cost				
Payable towards acquisition of subsidiary	4	26	37	7
Creditors for capital goods	-	-	163	123
Unpaid dividend*	-	-	10	9
Trade deposits	-	-	69	72
Current maturities of long term finance lease	-	-	-	2
Accrued Payable	-	-	216	180
Payable towards Non recourse sales of receivables	-	-	219	-
Employee benefits payables	-	-	1,082	561
Others	10	11	297	313
Total other financial liabilities	**417**	**798**	**2,715**	**1,387**

*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.

17. PROVISIONS

Non-current provisions

₹ in crores

Particulars	Jubilee	Environmental	Labour claim	Total
At April 1, 2020	**1**	**12**	**10**	**24**
Arising during the year	-	12	9	22
Utilised	(1)	(3)	(1)	(4)
Foreign currency translation effect	-	(1)	-	(1)
At March 31, 2021	**-**	**20**	**18**	**38**
Arising during the year			13	13
Utilised	-	-	(0)	(0)
Foreign currency translation effect	-	(1)	2	1
At March 31, 2022	**-**	**19**	**33**	**52**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

17. PROVISIONS (CONTD.)

Current provisions

₹ in crores

	Compensated absences	Claims	Reorganisation	Contingencies acquired in a business combination	Provision for Dismantling	Provision Gratuity	Provision-Defined Benefits	Total
At April 1, 2020	**154**	**272**	**12**	**512**	**-**	**45**	**114**	**1,110**
Arising during the year	28	4	-	-	-	26	51	110
Utilised	(24)	(275)	(12)	-	-	(7)	(31)	(350)
Foreign currency translation effect	1	7	-	(17)	-	(1)	3	(6)
At March 31, 2021	**160**	**9**	**(0)**	**495**	**0**	**63**	**138**	**865**
Arising during the year	33	3	-	-	32	6	2	78
Utilised	(5)	(4)	-	(75)	-	(7)	(56)	(147)
Foreign currency translation effect	(1)	1		(49)	-	1	1	(48)
At March 31, 2022	**188**	**9**	**0**	**371**	**32**	**63**	**85**	**748**

i) Jubilee Provision:

The amount of provision represents the future jubilee expenses which are expected to be paid to the Company's employees when they reach an employment of 25 and 40 years, based on actuarial calculations.

ii) 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.

iii) Reorganization provision:

Due to a downward trend and a stronger competition, management has announced a cost reduction plan in some of the geographies which includes a decrease in headcounts and other costs. The Group made provision in respect of the same and outflow is expected on completion of the respective activities.

iv) 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.

v) Contingencies acquired in a business combination:

The Group has considered provision for contingencies based on the best estimate of management of possible outflow relating to customs assessment on imports and other disputes.

vi) Provision for Dismantling:

The Group has recognised a provision for decommissioning obligations associated with a plant to to dismantle and remove the plant from the site.

vii) 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

17. PROVISIONS (CONTD.)

viii) 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 2022 and 31 March 2021 are:

Consolidated statement of profit or loss:

Profit or loss section

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Current income tax:		
Current income tax charge	1,048	936
Adjustments of tax relating to earlier years	48	(105)
Deferred tax:		
Relating to origination and reversal of temporary differences	(567)	(145)
Income tax expense reported in the statement of profit or loss	**529**	**686**

OCI section

Deferred tax related to items recognised in OCI during the year:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Gain on FVTOCI financial assets and net gain/loss on remeasurement of defined benefit plans.	(1)	(5)
Income tax charged to OCI	**(1)**	**(5)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2022 and 31 March 2021:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Accounting profit before tax	4,966	4,181
Accounting profit before income tax	**4,966**	**4,181**
At India's statutory income tax rate of 25.167% (31 March 2021: 34.994%)	1,250	1,461
Profit taxable at higher/lower/nil tax rates in certain jurisdictions	(564)	(1,261)
Additional deduction on expenditure on research and development	(7)	2
Adjustment of tax relating to previous years	4	(86)
Deductions	(46)	(82)
Income exempt for tax purpose	(73)	(80)
Impact of change in tax rates	(108)	3
Utilisation of previously unrecognised tax losses	(234)	6
Other non-deductible expenses	270	169
Unrecognised deferred tax asset on carry forward losses	28	469
Others	8	85
At the effective income tax rate of 10.65% (31 March 2021: 16.41%)	**529**	**686**
Income tax expense reported in the statement of profit or loss	529	686
	10.65%	**16.41%**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

18. INCOME TAX (CONTD.)

Deferred tax

Deferred tax relates to the following:

₹ in crores

Deferred tax relates to the following:	Balance Sheet		Statement of Profit or Loss	
	As at March 31, 2022	As at March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Differences in carrying values of property, plant & equipment	(215)	(442)	227	(55)
Fair value of derivatives	221	(24)	245	(20)
Unrealised profits on intercompany transactions	307	429	(122)	59
Financial assets impairment - expected credit loss	207	200	7	(41)
Carry forward of tax losses and unabsorbed depreciation	563	268	295	36
Leave encashment	35	47	(12)	13
Minimum alternative tax credit	-	(5)	5	(40)
Defined benefits obligation - Gratuity	23	25	(1)	10
Provisions and others	567	315	252	(203)
Adjustment to PV of Assets / Liabilities	(69)	(38)	(31)	(36)
Unrealized gain on securities	2	(0)	2	(0)
Exchange impact	81	18	-	(14)
Amortization of Goodwill	-	(0)	0	27
Deferred tax recognised on fair valued assets and liabilities on PPA accounting for Arysta Group acquisition	(1,989)	(1,930)	(59)	387
Tax benefits	(170)	(73)	(97)	(103)
Others	53	233	(142)	60
Ind AS 116 - Lease liabilities	7	3	4	18
Valuation Allowance	(21)	(17)	(4)	21
Deferred Tax on OCI	(1)	(5)	-	(12)
Deferred tax expense/(income)			**567**	**145**
Net deferred tax assets/(liabilities)	**(399)**	**(995)**		

Reflected in the balance sheet as follows:

₹ in crores

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	2,076	1,666
Deferred tax liabilities:	(2,475)	(2,662)
Deferred tax liabilities (net)	**(399)**	**(996)**

Reconciliation of deferred tax assets (net):

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Opening balance as of 1 April	**(996)**	**(1,122)**
Tax income/(expense) during the period recognised in profit or loss	567	145
Tax income/(expense) during the period recognised in OCI	4	(11)
Exchange impact	63	(33)
Deferred tax recognized on uncertain tax provision	-	38
Deferred tax acquired in business combinations	(37)	(12)
Closing balance as at 31 March	**(399)**	**(996)**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

18. INCOME TAX (CONTD.)

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 ₹ 1480 Crores (March 31, 2021: ₹ 4,183 Crores) that are available for offsetting for period upto ten years against future taxable profits of the companies in which the losses arose.

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 ₹ 118 Crores.

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.

Deferred tax liability has not been recognised for the temporary differences associated with investments in subsidiaries, associate and joint venture.

19. TRADE PAYABLES

₹ in crores

Particulars	Current	
	As at March 31, 2022	As at March 31, 2021
Trade payables		
Total outstanding dues of Micro enterprises and Small enterprises	144	87
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	16,408	12,672
	16,552	**12,759**

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.

Trade payables Ageing Schedule

As at March 31 2022

₹ in crores

	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
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**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

19. TRADE PAYABLES (CONTD.)

As at March 31 2021

₹ in crores

	Not due	Outstanding for following periods from due date of payment Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	81	6	-	-	-	87
Total outstanding dues of creditors other than micro enterprises and small enterprises	11,379	1,212	52	11	16	12,670
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	1	1	2
Total	**11,460**	**1,218**	**52**	**12**	**17**	**12,759**

20. OTHER CURRENT LIABILITIES

₹ in crores

Particulars	As at March 31, 2022	As at March 31, 2021
Advances against orders	2,651	1,574
Statutory liabilities	674	735
Total other current liabilities	**3,325**	**2,309**

21. REVENUE FROM OPERATIONS

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Sale of products	45,898	38,360
Sale of services		
Job-Work /Service income	73	58
Other operating revenues		
Export incentives	71	66
Refund of statutory receivables	17	18
Royalty income	5	8
Excess provisions in respect of earlier years written back (net)	17	38
Miscellaneous receipts	159	146
Total Revenue from operation	**46,240**	**38,694**

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

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Trade receivables (refer note 10)	15,334	12,580
Advance against orders (refer note 20)	2,651	1,574

Revenue recognised from amounts included in contract liabilities at the beginning of the year	1,574	1,419

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

21. REVENUE FROM OPERATIONS (CONTD.)

d. Reconciliation of revenue from contract with customers with contracted price

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Revenue from contract with customer as per the contract price	54,409	45,250
Adjustments made to contract price on account of:-		
a) Discounts / Rebates / Incentives (Refer note below)	5,976	4,643
b) Sales Returns (Refer note below)	2,535	2,246
Revenue from contract with customers	**45,898**	**38,360**
Sale of services	73	58
Other operating revenue	269	276
Revenue from operations	**46,240**	**38,694**

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, 2022. 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

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Interest income on		
Loans and others	137	193
Unwinding of interest on trade receivable	22	22
Other non-operating income		
Rent received	2	2
Profit on sale of property, plant and equipment (net)	42	8
Sundry credit balances written back (net)	75	-
Miscellaneous income	3	33
Total	**281**	**258**

23. EMPLOYEE BENEFITS EXPENSE

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	4,265	3,452
Contribution to provident and other funds (Refer note 35)	63	33
Gratuity and other retirement benefits (Refer note 35)	33	37
Staff welfare expenses	261	190
	4,622	**3,712**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

24. FINANCE COSTS

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Interest:		
- On Debentures	26	49
- On Term Loans	566	699
- On Cash Credit and Working Capital Demand Loan Accounts	88	125
- On Fixed Deposits and Fixed Loans	5	8
- On Others	704	372
Exchange difference (net)	179	116
Unwinding of interest on trade payables	340	256
(Gain)/loss on derivatives Instruments	170	42
Other financial charges	171	341
Interest on lease Liabilities	46	51
Total	**2,295**	**2,060**

25. DEPRECIATION AND AMORTIZATION EXPENSE

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of property, plant and equipment	958	844
Amortization of intangible assets	1,160	1,097
Depreciation charge on the right-of-use asset	241	232
Total	**2,359**	**2,173**

26. OTHER EXPENSE

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Power and fuel	890	581
Transport charges	1,929	1,290
Sub-contracting expenses	1,725	1,440
Travelling and conveyance	363	240
Exchange difference (net)		
Advertising and sales promotion	651	476
Legal and professional fees	742	488
Sales commission	152	139
Rent	136	89
Labour charges	366	264
Repairs and maintenance		
Plant and machinery	138	108
Buildings	31	25
Others	163	156
Effluent disposal charges	206	197
Consumption of stores and spares	215	203
Rates and taxes	245	185
Warehousing costs	232	215
Insurance	215	186
Registration charges	133	121
Communication costs	82	69
Royalty charges	99	134

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

26. OTHER EXPENSE (CONTD.)

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Charity and Donations [(includes ₹ 30 Crores (March 31, 2021: ₹ Nil) paid for political purpose)]	77	116
Assets written off	11	6
Sundry credit balances written off (net)	-	(1)
Research and development expenses	100	91
Other expenses	495	429
Total	**9,396**	**7,247**

27. EXCEPTIONAL ITEMS

₹ in crores

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Restructuring and other cost (Refer note a below)	93	316
Litigation cost charge / (writeback) (Refer note b below)	78	(93)
Loss due to fire (Refer note c below)	153	15
Total	**324**	**238**

a) Restructuring and other cost:

During the previous year, 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 ₹ 60 Crores (March 21, 2021: ₹ 260 Crores) for shut down of this plant.

b) Litigation cost charge / (writeback):

(i) Other exceptional cost includes certain litigation expenses which were incurred in certain regions. During the period ended March 31, 2022, the Group incurred / (reversed provision) amounting to a net sum of ₹ 78 Crores (2021: ₹ (93) Crores) towards legal expenses for pursuing legal actions against companies and individuals alleged to be counterfeiting its products and agricultural pesticide's financial fines.

A competitor had filed a litigation against a subsidiary of the Group and the Company for misappropriation of trade secrets, tortious interference, infringement of patent, loss of profits and unjust enrichment during previous year. On 11 October 2019 a jury in the federal district court rendered a verdict against the subsidiary for an aggregate amount of approximately ₹ 233 Crores. While the Group sought to remedy the adverse decision of the jury through the post-trial motions, this amount was provided for in the year ended March 31, 2020 as an exceptional item in the statement of profit and loss. The Group received a final court order reducing the damages from approximately ₹ 233 Crores to approximately ₹ 95 Crores plus interest. Accordingly, an amount of approximately ₹ 117 Crores was written back to exceptional item during the previous year in the statement of profit and loss. In March 2021 the company has reached a settlement with the competitor whereby this and all other pending litigation between them were settled without any additional compensation to either parties.

(ii) As of 31st March 2022, two subsidiaries of the Group have received complaints about product contamination with respect to its products sold in Chile and Germany. The Group have insurance policies in place for third party liability claims for property damage and resulting losses due to product contamination. In case of Chile, Arysta LifeScience Chile S.A. had signed out-of-court settlements with most claimants and is continuing to negotiate with the rest of the cases. Following the insurance company's offer to indemnify the company in December 2021, Management considers that the insurance policies are triggered and that it is reasonable to expect reimbursement from the insurance company under the applicable policies. Consequently, there is no provision for these claims beyond the amount of the corresponding deductible.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

27. EXCEPTIONAL ITEMS (CONTD.)

c) Loss due to fire:

(i) In July 2021, Warehouse in Cornubia which was rented by UPL South Africa (PTY) Ltd, a subsidiary of the Group based in South Africa was set alight by arsonists following rioting and civil unrest in the area. Management has estimated loss of inventory and clean-up cost amounting to approximately ₹ 596 Crores. Out of which, Management estimates ₹ 153 Crores are beyond the insurance policy limits, hence booked as expenses under exceptional items. Management has taken all relevant steps of informing Insurance company about this incident and are going through the process to claim the loss of inventory and clean-up cost and expect the same to be covered under existing insurance policies. There are no legal claims or proceedings against UPL group in relation to the incident.

(ii) Pursuant to a fire incident on February 23, 2021 at Unit-5, Jhagadia in Gujarat, certain property, plant and equipment, inventory and other assets were damaged. During the year ended March 31, 2021, the Company had written off net book value of assets damaged and inventory and recognized provision for employee compensation aggregating ₹ 194 crores. Basis valid insurance contracts with respect to the said loss, a minimum insurance claim receivable of ₹ 179 crores was recognized related to damage caused property, plant and equipment and inventory as at March 31, 2021. During the year, the claim related to property, plant and equipment was settled and the Company received the total claim amount of ₹ 138 crores as final settlement from the insurance company. The claim amount includes ₹ 6 crores net of escalation received, amount disallowed / other adjustments which is shown as exceptional cost.

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, 2022

₹ in crores

	Cash flow hedge reserve	Attributable to the owners of the parent: 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**	**1,369**

During the year ended March 31, 2021

₹ in crores

	Cash flow hedge reserve	Attributable to the owners of the parent: Equity Instruments through other comprehensive income	Foreign currency translation reserve	Capital Reserve	Retained earnings	Attributable to non controlling interest	Total
Foreign exchange translation differences	-	-	(775)	-	-	(296)	(1,071)
Mark-to-market gain/loss on cash flow hedges	66	-	-	-	-	19	85
Gain/(loss) on FVTOCI financial assets	-	36	-	-	-	10	46
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	(10)	-	(10)
Total	**66**	**36**	**(775)**	**-**	**(10)**	**(267)**	**(950)**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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)

₹ in crores

	Year ended March 31, 2022	Year ended March 31, 2021
Profit for the year	3,626	2,871
Less: Payment of coupon on Perpetual Subordinated Capital Securities	(121)	(90)
Profit attributable to equity holders of the parent	**3,505**	**2,781**
Weighted average number of Equity shares for basic and diluted EPS	764,045,456	764,045,456
Earnings per Equity share (in ₹)		
Basic (face value of ₹ 2 each)	45.87	36.40
Diluted (face value of ₹ 2 each)	45.87	36.40

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, 2022

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, 2022	% equity interest March 31, 2021
1	UPL Global Business Services Limited (FKA Shroffs United Chemicals Limited)	Crop protection	India		100%	100%
2	SWAL Corporation Limited	Crop protection	India		100%	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 (FKA Optima Farm Solutions Ltd)	Crop protection	India		100%	100%
6	UPL Europe Limited	Crop protection	United Kingdom		78%	78%
7	United Phosphorus Polska Sp.z o.o - Poland	Crop protection	Poland		78%	78%
8	UPL Benelux B.V.	Crop protection	Netherlands		78%	78%
9	Cerexagri B.V.	Crop protection	Netherlands		78%	78%
10	UPL Holdings Cooperatief U.A (FKA United Phosphorus Holdings Cooperatief U.A.)	Crop protection	Netherlands		78%	78%
11	UPL Holdings BV (FKA United Phosphorus Holdings B.V., Netherlands)	Crop protection	Netherlands		78%	78%
12	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	Crop protection	Netherlands		78%	78%
13	Decco Worldwide Post-Harvest Holdings B.V.	Crop protection	Netherlands		78%	78%
14	UPL Holdings Brazil B.V. (FKA United Phosphorus Holding, Brazil B.V.)	Crop protection	Netherlands		78%	78%
15	UPL Italia S.R.L.	Crop protection	Italy		78%	78%
16	UPL Iberia, S.A.	Crop protection	Spain		78%	78%
17	Decco Iberica Postcosecha, S.A.U.	Crop protection	Spain		78%	78%
18	Transterra Invest, S. L. U.	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 (Formerly Known as United Phosphorus Switzerland Limited)	Crop protection	Switzerland		78%	78%
22	Decco Italia SRL	Crop protection	Italy		78%	78%
23	Limited Liability Company "UPL"	Crop protection	Russia		78%	78%
24	Decco Portugal Post Harvest LDA (formerly known as UPL Portugal Unipessoal LDA)	Crop protection	Portugal		78%	78%
25	UPL NA Inc. (formerly known as United Phosphorus Inc.)	Crop protection	USA		78%	78%
26	Cerexagri, Inc. (PA)	Crop protection	USA		78%	78%
27	UPL Delaware, Inc.	Crop protection	USA		78%	78%
28	Decco US Post-Harvest Inc	Crop protection	USA		78%	78%
29	RiceCo LLC	Crop protection	USA		78%	78%
30	Riceco International, Inc.	Crop protection	Bahamas		78%	78%
31	UPL Corporation Limited	Crop protection	Mauritius		78%	78%
32	UPL Management DMCC	Crop protection	United Arab Emirates		78%	78%
33	UPL Limited	Crop protection	Gibraltar		78%	78%
34	UPL Agro S.A. de C.V.	Crop protection	Mexico		78%	78%
35	Decco PostHarvest Mexico (Formerly Known as Decco Jifkins Mexico Sapi)	Crop protection	Mexico		78%	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%	75%

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

31. GROUP INFORMATION (CONTD.)

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest March 31, 2022	% equity interest March 31, 2021
38	UPL Costa Rica S.A.	Crop protection	Costa Rica		78%	78%
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. (Formerly Known as Icona Sanluis S A)	Crop protection	Argentina		78%	78%
42	UPL Argentina S A	Crop protection	Argentina		78%	78%
43	Decco Chile SpA	Crop protection	Chile		78%	78%
44	UPL Colombia SAS	Crop protection	Colombia		78%	78%
45	United Phosphorus Cayman Limited	Crop protection	Cayman Islands		78%	78%
46	UP Aviation Limited	Crop protection	Cayman Islands		78%	78%
47	UPL Australia Pty Limited (Formerly known as UPL Austarlia Limited)	Crop protection	Australia		78%	78%
48	UPL Shanghai Limited	Crop protection	China		78%	78%
49	PT. UPL Indonesia	Crop protection	Indonesia		78%	78%
50	PT Catur Agrodaya Mandiri	Crop protection	Indonesia		78%	78%
51	UPL Limited, Hong Kong (Formerly Known as United Phosphorus Limited, Hongkong)	Crop protection	Hong Kong		78%	78%
52	UPL Philippines Inc.	Crop protection	Philippines		78%	78%
53	UPL Vietnam Co. Limited	Crop protection	Vietnam		78%	78%
54	UPL Japan GK (Formerly Known as UPL Limited, Japan)	Crop protection	Japan		78%	78%
55	Anning Decco Fine Chemical Co. Limited	Crop protection	China		43%	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 (Formerly Known as Safepack Products Limited)	Crop protection	Israel		78%	78%
59	Citrashine (Pty) Ltd	Crop protection	South Africa		78%	78%
60	Prolong Limited	Crop protection	Israel		78%	78%
61	Perrey Participações S.A	Crop protection	Brazil		78%	78%
62	Agrinet Solutions Limited	Crop protection	India	$$	0%	50%
63	Advanta Netherlands Holding B.V.	Seed Business	Netherlands		78%	78%
64	Advanta Semillas SAIC	Seed Business	Argentina		78%	78%
65	Advanta Holdings B.V.	Seed Business	Netherlands		78%	78%
66	Advanta Seeds International	Seed Business	Mauritius		78%	78%
67	Pacific Seeds Holdings (Thailand) Limited	Seed Business	Thailand		78%	78%
68	Pacific Seeds (Thai) Limited	Seed Business	Thailand		78%	78%
69	Advanta Seeds Pty Ltd	Seed Business	Australia		78%	78%
70	Advanta US LLC (formerly known as Advanta U.S. Inc.)	Seed Business	USA		78%	78%
71	Advanta Comercio De Sementes LTDA.	Seed Business	Brazil		78%	78%
72	PT Advanta Seeds Indonesia	Seed Business	Indonesia		78%	78%
73	Advanta Seeds DMCC	Seed Business	United Arab Emirates		78%	78%
74	Essentiv LCC	Crop protection	USA	$	0%	39%
75	UPL Limited Mauritius (Formely known as UPL Agro Limited Mauritius)	Crop protection	Mauritius	$$1	78%	78%
76	UPL Jiangsu Limited	Crop protection	China		54%	54%
77	Riceco International Bangladesh Ltd	Crop protection	Bangladesh		78%	78%
78	Uniphos Malaysia Sdn Bhd	Crop protection	Malaysia		78%	78%
79	Advanta Seeds Ukraine LLC	Seed Business	Ukraine		78%	78%
80	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	Crop protection	Turkey		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, 2022	% equity interest March 31, 2021
81	Arysta LifeScience America Inc.	Crop protection	USA		78%	78%
82	ANESA S.A.	Crop protection	Belgium	$	0%	78%
83	Arysta LifeScience Management Company, LLC	Crop protection	USA		78%	78%
84	Arysta LifeScience India Limited	Crop protection	India		78%	78%
85	Arysta LifeScience Agriservice Private Limited	Crop protection	India		78%	78%
86	UPL Togo SAU (FKA Arysta LifeScience Togo SAU)	Crop protection	Togo		78%	78%
87	Arysta Agro Private Limited	Crop protection	India		78%	78%
88	GBM USA LLC	Crop protection	USA		78%	78%
89	UPL Agrosolutions Canada Inc (Formerly Known as Arysta LifeScience Canada, Inc.)	Crop protection	Canada		78%	78%
90	Arysta LifeScience North America, LLC	Crop protection	USA		78%	78%
91	Arysta LifeScience NA Holding LLC	Crop protection	USA		78%	78%
92	Arysta LifeScience Inc.	Crop protection	USA		78%	78%
93	Arysta LifeScience Services LLP	Crop protection	India		78%	78%
94	Arysta LifeScience Benelux SPRL	Crop protection	Belgium		78%	78%
95	Arysta LifeScience (Mauritius) Ltd	Crop protection	Mauritius		78%	78%
96	UPL South Africa (Pty) Ltd (Formerly Known as Arysta LifeScience South Africa (Pty) Ltd)	Crop protection	South Africa		78%	78%
97	Arysta Health and Nutrition Sciences Corporation	Health Nutrition Solution	Japan		78%	78%
98	Arysta LifeScience Corporation	Crop protection	Japan		78%	78%
99	Arysta LifeScience S.A.S.	Crop protection	France		78%	78%
100	Arysta LifeScience Chile S.A.	Crop protection	Chile		78%	78%
101	Arysta LifeScience Mexico, S.A.de C.V	Crop protection	Mexico		78%	78%
102	Grupo Bioquimico Mexicano, S.A. de C.V.	Crop protection	Mexico		78%	78%
103	Arysta LifeScience UK & Ireland Ltd	Crop protection	U.K.		78%	78%
104	UPL Agricultural Solutions (Formerly Known as MacDermid Agricultural Solutions Italy Srl)	Crop protection	Italy		78%	78%
105	UPL Europe Supply Chain GmbH (Formerly Known as Platform Sales Suisse GmbH)	Crop protection	Switzerland		78%	78%
106	UPL Agricultural Solutions Holdings BV (Formerly Known as MacDermid Agricultural Solutions Holdings BV)	Crop protection	Netherlands		78%	78%
107	Netherlands Agricultural Investment Partners LLC	Crop protection	Netherlands		78%	78%
108	UPL Bulgaria EOOD (FKA Arysta LifeScience Bulgaria EOOD)	Crop protection	Bulgaria		78%	78%
109	UPL Agricultural Solutions Romania SRL (FKA Arysta LifeScience Romania SRL)	Crop protection	Romania		78%	78%
110	Arysta LifeScience Great Britain Ltd	Crop protection	U.K.		78%	78%
111	Arysta LifeScience Netherlands BV	Crop protection	Netherlands		78%	78%
112	Arysta LifeScience RUS LLC	Crop protection	Russia	$$2	78%	78%
113	Arysta LifeScience Australia Pty Ltd.	Crop protection	Australia		78%	78%
114	Arysta-LifeScience Ecuador S.A.	Crop protection	Ecuador		78%	78%
115	Arysta LifeScience Ougrée Production Sprl	Crop protection	Belgium		78%	78%
116	UPL Hellas S.A. (Formerly Known as Arysta LifeScience Hellas S.A. Plant Protection, Nutrition and Other Related Products and Services)	Crop protection	Greece		78%	78%
117	Naturagri Soluciones, SLU (Formerly known as Arysta LifeScience Iberia SLU)	Crop protection	Spain		78%	78%
118	Arysta LifeScience Switzerland Sarl	Crop protection	Switzerland		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, 2022	% equity interest March 31, 2021
119	Vetophama SAS (Formerly known as Arysta Animal Health SAS)	Animal Health	France		78%	78%
120	Sci PPWJ	Animal Health	France		78%	78%
121	Vetopharma Iberica SL (Formerly known as Santamix Iberica SL, Spain)	Animal Health	Spain		78%	78%
122	United Phosphorus Global Services Limited (FKA Arysta LifeScience Global Services Limited)	Crop protection	Ireland		78%	78%
123	Arysta LifeScience European Investments Limited	Crop protection	U.K.		78%	78%
124	Arysta LifeScience U.K. Limited	Crop protection	U.K.		78%	78%
125	Arysta LifeScience U.K. CAD Limited	Crop protection	U.K.		78%	78%
126	Arysta LifeScience U.K. EUR Limited	Crop protection	U.K.		78%	78%
127	Arysta LifeScience U.K. JPY Limited	Crop protection	U.K.		78%	78%
128	Arysta LifeScience U.K. USD Limited	Crop protection	U.K.		78%	78%
129	Arysta Lifescience U.K. Holdings Limited	Crop protection	U.K.		78%	78%
130	Arysta LifeScience Japan Holdings Goudou Kaisha	Crop protection	Japan		78%	78%
131	Arysta LifeScience Cameroun SA	Crop protection	Cameroun		78%	78%
132	Callivoire SGFD S.A.	Crop protection	Cote D'Ivoire		78%	78%
133	UPL Egypt Ltd (Formerly Known as Arysta LifeScience Egypt Ltd)	Crop protection	Egypt		78%	78%
134	Calli Ghana Ltd.	Crop protection	Ghana		78%	78%
135	Arysta LifeScience Kenya Ltd.	Crop protection	Kenya		78%	78%
136	Mali Protection Des Cultures (M.P.C.) SA	Crop protection	Mali		66%	66%
137	Agrifocus Limitada	Crop protection	Mozambique		78%	78%
138	UPL Holdings SA (Pty) Ltd (FKA Arysta LifeScience Holdings SA (Pty) Ltd)	Crop protection	South Africa		78%	78%
139	Anchorprops 39 (Pty) Ltd	Crop protection	South Africa		78%	78%
140	Callietha Investments (Pty) Ltd	Crop protection	South Africa	$	0%	78%
141	Sidewalk Trading (Pty) Ltd	Crop protection	South Africa		78%	78%
142	Volcano Agroscience (Pty) Ltd	Crop protection	South Africa		78%	78%
143	Volcano Chemicals (Pty) Ltd	Crop protection	South Africa	$	0%	78%
144	UPL (T) Ltd (Formerly Known as Arysta LifeScience Tanzania Ltd)	Crop protection	Tanzania		78%	78%
145	Arysta LifeScience (Shanghai) Co., Ltd.	Crop protection	China	$	0%	78%
146	Pt. Arysta LifeScience Tirta Indonesia	Crop protection	Indonesia		39%	39%
147	UPL Limited Korea (FKA Arysta LifeScience Korea Ltd.)	Crop protection	Korea		78%	78%
148	Arysta LifeScience Pakistan (Pvt.) LTD.	Crop protection	Pakistan		78%	78%
149	Arysta LifeScience Philippines Inc.	Crop protection	Philippines		78%	78%
150	Arysta LifeScience Asia Pte., Ltd.	Crop protection	Singapore		78%	78%
151	Arysta LifeScience (Thailand) Co., Ltd.	Crop protection	Thailand		78%	78%
152	Arysta LifeScience Vietnam Co., Ltd.	Crop protection	Vietnam		78%	78%
153	Laboratoires Goëmar SAS	Crop protection	France		78%	78%
154	UPL Czech s.r.o. (FKA Arysta LifeScience Czech s.r.o.)	Crop protection	Czech Rpb		78%	78%
155	UPL Deutschland GmbH, (formerly known as Arysta LifeScience Germany GmbH)	Crop protection	Germany		78%	78%
156	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság. (FKA Arysta LifeScience Magyarorszag Kft.)	Crop protection	Hungary		78%	78%
157	UPL Polska Sp. z.o.o (formerly known as Arysta LifeScience Polska Sp. z.o.o)	Crop protection	Poland		78%	78%
158	Betel Reunion S.A.	Crop protection	Reunion(Fr)		51%	51%

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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, 2022	% equity interest March 31, 2021
159	Arysta LifeScience Vostok Ltd.	Crop protection	Russia	$$3	78%	78%
160	UPL Slovakia S.R.O (FKA Arysta LifeScience Slovakia S.R.O.)	Crop protection	Slovakia		78%	78%
161	UPL Ukraine LLC (FKA Arysta LifeScience Ukraine LLC)	Crop protection	Ukraine		78%	78%
162	UPL Global Limited (Formerly Known as Arysta LifeScience Global Limited)	Crop protection	U.K.		78%	78%
163	Arysta LifeScience Colombia S.A.S	Crop protection	Colombia		78%	78%
164	Arysta LifeScience CentroAmerica, S.A.	Crop protection	Guatemala		78%	78%
165	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	Crop protection	Mexico		78%	78%
166	Omega Agroindustrial, S.A. de C.V.	Crop protection	Mexico	$$4	78%	78%
167	Servicios Agricolas Mundiales SA de CV	Crop protection	Mexico	$$5	78%	78%
168	Tesaurus Mexico S.A. de C.V.	Crop protection	Mexico	$	0%	78%
169	Arysta LifeScience Paraguay S.R.L.	Crop protection	Paraguay		78%	78%
170	Arysta LifeScience Peru S.A.C	Crop protection	Peru		78%	78%
171	Arysta LifeScience Costa Rica SA.	Crop protection	Costa Rica		78%	78%
172	Arysta LifeScience de Guatemala, S.A.	Crop protection	Guatemala		78%	78%
173	Arysta LifeScience S.R.L.	Crop protection	Bolivia		78%	52%
174	Myanmar Arysta LifeScience Co., Ltd.	Crop protection	Myanmar		78%	78%
175	Arysta LifeScience U.K. BRL Limited	Crop protection	U.K.		78%	78%
176	UPL New Zealand Limited (FKA Etec Crop Solutions Limited)	Crop protection	New Zealand		78%	78%
177	MacDermid Agricultural Solutions Australia Pty Ltd	Crop protection	Australia		78%	78%
178	Arvesta Corporation	Crop protection	USA	$	0%	78%
179	Arysta LifeScience Registrations Great Britain Ltd	Crop protection	U.K.		78%	78%
180	Industrias Agriphar SA	Crop protection	Guatemala		78%	78%
181	Agripraza Ltda.	Crop protection	Portugal		78%	78%
182	Arysta LifeScience Corporation Republica Dominicana, SRL	Crop protection	Dominican Rpb		78%	78%
183	Grupo Bioquimico Mexicano Republica Dominicana SA	Crop protection	Dominican Rpb		78%	78%
184	Arvesta Paraguay S.A.	Crop protection	Paraguay		78%	78%
185	Arysta Agroquimicos y Fertilzantes Uruguay SA	Crop protection	Uruguay		78%	78%
186	Arysta LifeScience U.K. USD-2 Limited	Crop protection	U.K.		78%	78%
187	Industrias Bioquim Centroamericana, Sociedad Anónima	Crop protection	Costa Rica		78%	78%
188	Bioquim Panama, Sociedad Anónima	Crop protection	Panama		78%	78%
189	UPL Nicaragua, Sociedad Anónima (FKA Bioquim Nicaragua, Sociedad Anónima)	Crop protection	Nicaragua		78%	78%
190	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	Crop protection	Domnic Republic		78%	78%
191	Nutriquim De Guatemala, Sociedad Anónima	Crop protection	Guatemala		78%	78%
192	UPL Agro Ltd	Crop protection	Hong Kong		78%	78%
193	UPL Portugal Unipessoal, Ltda.	Crop protection	Portugal		78%	78%
194	UPL Services LLC	Crop protection	USA		78%	78%
195	United Phosphorus Holdings Uk Ltd	Crop protection	U.K.		78%	78%
196	Nurture Agtech Pvt Ltd. (FKA AFS Agtech Pvt. Limited)	Crop protection	India		100%	100%
197	Natural Plant Protection Limited	Crop protection	India		93%	93%
198	Advanta Biotech General Trading Ltd	Seed Business	UAE	@	78%	78%
199	UPL Mauritius Limited	Crop protection	Mauritius	@	78%	78%
200	Hannaford Nurture Farm Exchange Pty Ltd	Crop protection	Australia	@	78%	78%
201	UPL Zambia Ltd	Crop protection	Zambia	@	78%	78%
202	INGEAGRO S.A	Crop protection	CHILE	@1	58%	58%
203	Laoting Yoloo Bio-Technology Co. Ltd	Crop protection	China	@1	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, 2022	% equity interest March 31, 2021
204	Federation Of Agri-Value Chain, Manufacturers And Exporters (Viz FAME)	Crop protection	India	@,$$	0%	100%
205	Decco Holdings UK Ltd	Crop protection	U.K.	#	78%	0%
206	Advanta Seeds Holdings UK Ltd	Seed Business	U.K.	#	78%	0%
207	Advanta Holdings US Inc.	Seed Business	USA	#	78%	0%
208	UPL Crop Protection Investments UK Limited	Crop protection	U.K.	#	78%	0%
209	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	Crop protection	Brazil	#	78%	0%
210	UPL Investments Southern Africa Pty Ltd	Crop protection	South Africa	#	78%	0%
211	UPL Ltd, Cayman	Crop protection	Cayman Islands	#	78%	0%
212	UPL Health & Nutrition Science Holdings Limited	Health Nutrition Solution	U.K.	#	78%	0%
213	UPL Animal Health Holdings Limited	Animal Health	U.K.	#	78%	0%
214	UPL Investments UK Limited	Crop protection	U.K.	#	78%	0%
215	PT Excel Meg Indo (Refer note 41)	Crop protection	Indonesia	#1	78%	0%
216	PT Ace Bio Care (Refer note 41)	Crop protection	Indonesia	#1	78%	0%

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 - UPL Limited Mauritius (Formely 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.

Information about associates

The Group's interest in associates is summarised as below

Sr No	Name	Country of incorporation/ Principal place of business	Ref	% equity interest March 31, 2022	% equity interest March 31, 2021
1	Weather Risk Management Private Ltd	India		40%	32%
2	Ingen Technologies Private Limited	India		*	*
3	Kerala Enviro Infrastructure Limited	India		23%	23%
4	3SB Produtos Agricolas S.A.	Brazil		45%	45%
5	Sinagro Produtos Agropecuarios S.A.	Brazil		45%	45%
6	Serra Bonita Sementes S.A.	Brazil		33%	33%
7	Bioplanta Nutricao Vegetal, Industria e Comercio S.A.	Brazil		**	**
8	Chemisynth (Vapi) Limited	India		30%	30%
9	Universal Pestochem (Industries) 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		25%	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%

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

31. GROUP INFORMATION (CONTD.)

Sr No	Name	Country of incorporation/ Principal place of business	Ref	% equity interest March 31, 2022	% equity interest March 31, 2021
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%	0%

@ Investment in Associates during the Current year.

* This is 100% step-down subsidiary of Weather Risk Management Private Ltd.

** These are 50% Joint ventures of Sinagro Produtos Agropecuarios S.A.

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, 2022	% equity interest March 31, 2021
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%

32. MATERIAL PARTLY OWNED SUBSIDIARY

Financial information of subsidiary 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, 2022	March 31, 2021
UPL Corporation Limited	Mauritius	22%	22%

Information regarding non-controlling interest

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Accumulated balances of material non-controlling interest	4,499	3,585
Profit/(loss) allocated to material non-controlling interest	790	652

Summarised statement of profit or loss for the year ended March 31, 2022 and March 31, 2021:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Revenue	39,868	33,662
Profit for the year	3,556	2,937
Total comprehensive income	3,556	2,937
Profit attributable to non-controlling interests	790	652
Dividends paid to non-controlling interests	159	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

32. MATERIAL PARTLY OWNED SUBSIDIARY (CONTD.)

Summarised balance sheet as at the year end:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Non-current Assets	38,325	35,099
Current Assets	32,283	26,070
Non-current Liabilities	(25,341)	(25,937)
Current Liabilities	(22,023)	(16,103)
Perpetual Subordinated Capital Securities	(2,986)	(2,986)
Total equity	20,258	16,144
Attributable to:		
Equity holders of parent	15,759	12,558
Non-controlling interest	4,499	3,585

Summarised cash flow for the year end:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Operating	4,529	5,108
Investing	(1,640)	(962)
Financing	(1,965)	(6,201)
Net (decrease) / increase in cash and cash equivalents.	**924**	**(2,056)**
Attributable to:		
Equity holders of parent	719	(1,599)
Non-controlling interest	205	(457)

33. INVESTMENT IN JOINT VENTURES

a) The Group has a 40% (March 31, 2021: 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:

₹ in crores

Summarised balance sheet	March 31, 2022	March 31, 2021
Non-current assets	0	0
Current assets, including cash and cash equivalents ₹ 16 Crores (March 31, 2021: ₹ 13 Crores)	121	110
Current liabilities, including tax payable ₹ 3 Crores (March 31, 2021: ₹ 0.60 Crores)	(62)	(50)
Equity	59	61
Proportion of the Group's ownership	**40%**	**40%**
Carrying amount of the investment	24	25

Note: The Group does not have Goodwill on acquisition of investment in Hodogaya UPL Co. Limited.

₹ in crores

Summarised statement of profit or loss	March 31, 2022	March 31, 2021
Revenue	88	238
Profit for the year	8	6
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	**8**	**6**
Group's share of total comprehensive income(40%)	3	3

The group has received dividend of ₹ 2 Crores from Hodogaya UPL Co. Limited during the year ended March 31, 2022 (31 March 2021: ₹ 4 Crores)

The joint venture had no contingent liabilities or capital commitments as at March 31, 2022 and March 31, 2021.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

33. INVESTMENT IN JOINT VENTURES (CONTD.)

b) The Group has a 70% (March 31, 2021: 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:

₹ in crores

Summarised balance sheet	March 31, 2022	March 31, 2021
Non-current assets	41	87
Current assets including cash and cash equivalents ₹ 72 Crores. (March 31, 2021: ₹ 4 Crores).	204	102
Non-current liabilities	(2)	(3)
Current liabilities	(108)	(107)
Equity	135	80
Proportion of the Group's ownership	**70%**	**70%**
Carrying amount of the investment before Goodwill	**95**	**56**
Add: Goodwill	21	21
Carrying amount of the investment	115	76

₹ in crores

Summarised statement of profit or loss	March 31, 2022	March 31, 2021
Revenue	123	72
Profit for the year	52	24
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	**52**	**24**
Group's share of total comprehensive income(70%)	36	17

The joint venture had no contingent liabilities or capital commitments as at March 31, 2022 and March 31, 2021.

c) The group also has interest in an immaterial Joint Venture United Phosphorous (Bangladesh) Limited.

34. INVESTMENT IN ASSOCIATES

a) The Group has a 45% (March 31, 2021: 45%) interest in 3SB Produtos Agricolas S.A., which is involved in business of planting, cultivation and commericialization 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.:

₹ in crores

Summarised balance sheet	March 31, 2022	March 31, 2021
Non-current assets	328	249
Current assets	340	213
Non-current liabilities	(142)	(102)
Current liabilities	(369)	(329)
Equity	157	31
Proportion of the Group's ownership	**45%**	**45%**
Carrying amount of the investment excluding Goodwill	**71**	**14**
Goodwill	**60**	**48**
Impact of dilution of Equity holding	(6)	(1)
Carrying amount of the investment	125	61

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

34. INVESTMENT IN ASSOCIATES (CONTD.)

₹ in crores

Summarised statement of profit or loss	March 31, 2022	March 31, 2021
Revenue	264	175
Profit for the year	94	9
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	**94**	**9**
Group's share of profit for the year	42	4

The associate had contingent liabilities of 0.15 Crores (March 31, 2021: Nil). The associate had no capital commitments as at March 31, 2022 and March 31, 2021.

b) The Group has 33.33% (March 31, 2021: 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:

₹ in crores

Summarised balance sheet	March 31, 2022	March 31, 2021
Non-current assets	673	539
Current assets	355	146
Non-current liabilities	(185)	(134)
Current liabilities	(224)	(91)
Non-controlling interest	-	-
Equity	619	461
Proportion of the Group's ownership	**33%**	**33%**
Carrying amount of the investment excluding Goodwill	**206**	**154**
Goodwill	**(11)**	**(9)**
Carrying amount of the investment	**195**	**145**

₹ in crores

Summarised statement of profit or loss	March 31, 2022	March 31, 2021
Revenue	364	196
Profit for the year	107	38
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	**107**	**38**
Group's share of profit for the year	36	13

The associate had contingent liabilities of 25 Crores (March 31, 2021: Nil). The associate had no capital commitments as at March 31, 2022 and March 31, 2021.

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for the year ended March 31, 2022

34. INVESTMENT IN ASSOCIATES (CONTD.)

c) The Group has 45% (March 31, 2021: 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.:

₹ in crores

Summarised balance sheet	March 31, 2022	March 31, 2021
Non-current assets	370	253
Current assets	3,242	1,914
Non-current liabilities	(224)	(245)
Current liabilities	(3,447)	(2,066)
Equity	(59)	(144)
Proportion of the Group's ownership	**45%**	**45%**
Carrying amount of the investment excluding Goodwill	**(27)**	**(65)**
Goodwill	**39**	**32**
Impact of dilution of Equity holding	3	4
Unrecognised share of losses	-	29
Carrying amount of the investment*	15	0

*Share of losses has been restricted to the carrying value of the investment in the previous year

₹ in crores

Summarised statement of profit or loss	March 31, 2022	March 31, 2021
Revenue	4,165	2,367
Total profit for the year	77	-
Profit for the year after adjustment of unrecognised share of losses	33	(42)
Other Comprehensive Income(OCI)	**-**	**-**
Total comprehensive income for the year	**33**	**(42)**
Group's share of profit for the year	15	(19)

₹ in crores

Unrecognised share of losses of associate	March 31, 2022	March 31, 2021
Cumulative unrecognised share of losses at the beginning of the year	(29)	(10)
Unrecognised share of losses for the year	-	(19)
Adjusted against profit for the year	29	-
Cumulative unrecognised share of losses at the end of the year	**-**	**(29)**

The associate had contingent liabilities of ₹ 62 Crores (March 31, 2021: ₹37 Crores). The associate had no capital commitments as at March 31, 2022 and March 31, 2021.

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:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Carrying amount of interests in immaterial associates	86	73
Group's share of:		
- Profit from continuing operations	2	5
- Other comprehensive income	-	-
Total comprehensive income	**2**	**5**

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35. NET EMPLOYEE DEFINED BENEFIT LIABILITIES

₹ in crores

	March 31, 2022	March 31, 2021
Net employee defined benefit liabilities	148	200
- Gratuity Plan (Note 35 (b) to (g))	63	63
- Defined benefit pension scheme (Note 35(h))	85	138

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:

₹ in crores

(i) Defined Benefit Plan	Gratuity	
	March 31, 2022	March 31, 2021
Current service cost	14	30
Past Service Cost	15	-
Interest cost on benefit obligation	3	7
Expenses recognised in Profit and Loss (under the head Employee Benefit Expenses in Note 23)	**33**	**37**
Return on plan assets	1	(2)
Net actuarial (gain)/loss recognised during the year	(2)	12
Remeasurements recognised in Other Comprehensive Income(OCI)	**(1)**	**10**
Total Expenses recognised in total comprehensive income	**32**	**47**
Actual return on plan assets	**1**	**(2)**

₹ in crores

(ii) Defined Contribution Plan	Provident Fund	
	March 31, 2022	March 31, 2021
Current service cost included under the head Employee Benefit Expense in Note 23	51	23

₹ in crores

(iii) Defined Contribution Plan	Superannuation Fund	
	March 31, 2022	March 31, 2021
Current service cost included under the head Employee Benefit Expense in Note 23	8	10

₹ in crores

(iv) Defined Contribution Plan	Pension Fund	
	March 31, 2022	March 31, 2021
Current service cost included under the head Employee Benefit Expense in Note 23	3	-

b) The amounts recognised in the Balance Sheet are as follows:

₹ in crores

	Defined Benefit Plan - Gratuity (Funded)	
	March 31, 2022	March 31, 2021
Present value of funded obligation	167	194
Less: Fair value of plan assets	104	131
Net Liability	63	63

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

35. NET EMPLOYEE DEFINED BENEFIT LIABILITIES (CONTD.)

c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

₹ in crores

	Gratuity	
	March 31, 2022	March 31, 2021
Opening defined benefit obligation	194	77
Defined benefit obligation on account of acquisition of subsidiaries	-	-
Interest cost	8	8
Current service cost	14	14
Benefits paid	(17)	(9)
Actuarial changes arising from changes in financial assumption	(2)	43
Past service cost	15	24
Exchange difference	(46)	28
Taxes paid	(0)	4
Actual Participants contributions	1	5
Closing defined benefit obligation	**167**	**194**

d) Changes in the fair value of plan assets are as follows:

₹ in crores

	Gratuity	
	March 31, 2022	March 31, 2021
Opening fair value of plan assets	131	34
Fair Value of plan assets on account of acquisition	(38)	55
Actual employer contributions	5	14
Actual Participants contributions	1	9
Benefits paid	(5)	(7)
Actual expenses	(0)	(0)
Actual Taxes Paid	(0)	(0)
Interest income	5	3
Return on plan assets	1	12
Exchange Differences	4	-
Actuarial changes arising from changes in financial assumption	(0)	11
Closing fair value of plan assets	**104**	**131**

₹ in crores

	Gratuity	
	March 31, 2022	March 31, 2021
e) Expected contribution to defined benefit plan in future years	48	44

f) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

In %

	Gratuity	
	March 31, 2022	March 31, 2021
Investments with insurer under:		
Funds managed by insurer	100	100

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35. NET EMPLOYEE DEFINED BENEFIT LIABILITIES (CONTD.)

g) The principal actuarial assumptions at the Balance Sheet date.

In %

	Gratuity	
	March 31, 2022	March 31, 2021
Discount rate	1.80%- 8.50%	2.80%-7.70%
Return on plan assets	1.80%- 8.50%	2.80%-7.70%
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult, and Indonesia -III (2011)	Indian Assured Lives Mortality (2012-14) Ult. and Indonesia - III (2011)
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 2022 is as shown below:

Assumptions

₹ in crores

Sensitivity Level	1% increase	1% decrease
Impact on defined benefit obligation		
Discount rate	(11)	10
Future salary increases	6	(8)
Withdrawal rate	(1)	(1)

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 cashflows	₹ in crores
Expected benefit payments in Financial Year + 1	13
Expected benefit payments in Financial Year + 2	10
Expected benefit payments in Financial Year + 3	16
Expected benefit payments in Financial Year + 4	10
Expected benefit payments in Financial Year + 5	12
Expected benefit payments in Financial Year + 6 to + 10	54
	115

36. SHARE BASED PAYMENTS

During the year ended March 31, 2022, the following employee stock option plan (ESOPs) were in existence. The relevant details of the scheme and the grant are as follows:

1 Employees stock option plan (ESOP) 2020

1a The Group's subsidairy, Nurture AGTech Private Limited "AFS", has implemented Employee Stock Options Scheme (ESOS) titled 'AFS AGTech Phantom Option Scheme' dated 18 December 2020 ("APOS 2020") whereby stock options aggregating to a maximum of 10,000 stock options would be granted to eligible employees of the Company. Out of the total options to be granted, 50% of the stock options would vest over a period of five years in equal instalments (Tranche A Phantom options) and the remaining 50% stock options would vest basis performance based milestones (Tranche B Phantom options).

The said ESOPs to be granted would be treated as cash settled share-based payment and the Company is required to fair value the ESOPs at each financial reporting date using option pricing model.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

36. SHARE BASED PAYMENTS (CONTD.)

Terms of Tranche A Phantom options

40,650 tenure based options to vest over a 5 year period.
Grant date: On or after March 31, 2020
Vesting Period: Over a period of 5 years in equal instalments
Exercise price: Exercise price shall be ₹ 1 per share for ESOPs granted as per APOS 2020
Exercisable event: Upon occurrence of a Liquidity Event.
Exercise period: 5 years

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 Phantom options

45,350 performance based options to vest only upon the following performance conditions being met –
i. Milestone 1: Valuation of the Company is USD 500 million
ii. Milestone 2: Valuation of the Company is USD 1 billion
Grant date: On or after March 31, 2020
Exercise price: Exercise price shall be ₹ 1 per share for ESOPs granted as per APOS 2020
Exercisable event: Upon occurrence of a Liquidity Event.

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.

1b The details of the activity have been summarized below

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	86,000	-
Exercisable at the beginning of the year	-	-
Granted during the year	-	86,000
Cancelled during the year*	86,000	-
Forfeited during the year	-	-
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	-	86,000
Exercisable at the end of the year*	-	-
Vested options	-	7,453

*On account of replacement of old scheme with ASOS 2022 scheme

1c The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2021
Weighted average share price/market price (₹ per share)	30,327.04
Exercise price (₹ per share)	1.00
Expected volatility	50%
Life of the options granted (vesting and exercise period) in years	5 years
Expected dividends	-
Average risk-free interest rate	6.00% per annum

1d Effect of the employee option plan on the Statement of Profit or Loss and on its financial position

₹ in crores

Particulars	March 31, 2021
Total employee compensation cost pertaining to stock option plan	2.22
Liability for employee stock option plan outstanding as at the year end	2.22

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

36. SHARE BASED PAYMENTS (CONTD.)

2a 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

2,33,399 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 veting schedule as 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

2,45,980 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 2022 is ₹ 20 crores.

Nil stock options have been vested as at 31 March 2022. The expense recognised for employee services received during the year is shown in the following table:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Expense arising from equity-settled share-based payment transactions	17	-
Vested options	17	-

Movements during the year

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	-	-
Granted during the year	479,379	-
Forfeited during the year	-	-
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	479,379	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

36. SHARE BASED PAYMENTS (CONTD.)

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, 2022
Weighted average share price/market price (₹ per share)	3,705
Exercise price (₹ per share)	100
Expected volatility	40.72%
Life of the options granted (vesting and exercise period) in years	5
Expected dividends	-
Average risk-free interest rate	6.21%
Fair value of option (₹ per share)	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)	5,66,03,290	3,11,24,663	8,77,27,952
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
2. Incremental fair value granted on account of new ASOS scheme 2022 is Nil
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

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

There is negligible difference in the fair value of both the schemes as on January 01, 2022

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

37. COMMITMENTS AND CONTINGENCIES

A. Commitments:

₹ in crores

Particulars	March 31, 2022	March 31, 2021
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	488	407

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

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Guarantees given by the Group on behalf of third parties	860	70

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:

₹ in crores

Nature of Tax	March 31, 2022	March 31, 2021
Disputed Excise Duty / Service Tax Liability (excluding interest)	190	188
Disputed Income-tax Liability (excluding interest)	38	35
Disputed Sales-tax Liability	28	25
Disputed Custom duty Liability	22	23
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

₹ in crores

Nature of Claim	March 31, 2022	March 31, 2021
Claims payable to growers.	23	23
Other Claims (claims related to contractual and other disputes)	74	84
Group's share of contingent liabilities of associates:-	-	-
Claims against the Associates not acknowledged as debts.	-	-

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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

37. COMMITMENTS AND CONTINGENCIES (CONTD.)

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.

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, 2022 and March 31, 2021.

38. RESEARCH AND DEVELOPMENT COSTS

₹ in crores

Research and Development costs, as certified by the Management.	March 31, 2022	March 31, 2021
a) Revenue expenses debited to appropriate heads in statement of Profit or Loss	879	772
b) Capital Expenditure	61	135

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

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.
Chemisynth (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
Bioplanta Nutricao Vegetal, Industria e Comercio S.A.
Eswatini Agricultural Supplies Limited
Pixofarm GmbH
Seara Comercial Agricola Ltda. (During the previous year it was merged into Sinagro Produtos Agropecuários S.A.)
CGNS Limited (Liquidated w.e.f. 3 November 2020)

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

39. RELATED PARTY DISCLOSURES (CONTD.)

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
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

iv) Key Management Personnel and their relatives:

Directors and their relatives

Mr. Rajnikant D. Shroff
Mr. Jaidev R. Shroff
Mr. Vikram R. Shroff
Mrs. Sandra R. Shroff (up to 31st August 2020) *
Mr. Arun C. Ashar
Mr. Navin Ashar *
Mr. Hardeep Singh
Mr. Vasant Gandhi
Mr. Pradeep Goyal
Dr. Reena Ramchandran
Mrs. Shilpa Sagar*
Mrs. Usha Mohan Rao Monari (up to 13th May, 2021)
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, 2022

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.

₹ in crores

Nature of Transactions	March 31, 2022				March 31, 2021			
	Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
1. INCOME								
a) SALE OF GOODS	**85**	**1,122**	**3**	**1,210**	**80**	**1,081**	**1**	**1,162**
Sinagro Produtos Agropecuários S.A.	-	417	-	417	-	502	-	502
Hodogaya UPL Co. Limited	81	-	-	81	75	-	-	75
3SB Productos Agricolas S.A.	-	26	-	26	-	39	-	39
Nexus AG (Pty) Ltd	-	151	-	151	-	111	-	111
Novon Protecta (Pty) Ltd	-	164	-	164	-	128	-	128
Agronamic (Pty) Ltd.	-	123	-	123	-	101	-	101
Novon Retail Company (Pty) Ltd.	-	101	-	101	-	91	-	91
Agri Fokus (Pty) Ltd.	-	63	-	63	-	58	-	58
Others	4	77	3	84	5	52	1	57
b) MANAGEMENT FEES	**-**	**-**	**3**	**3**	**-**	**-**	**4**	**4**
Tatva Global Environment Private Limited	-	-	1	1	-	-	0	0
Uniphos Enterprises Limited	-	-	1	1	-	-	2	2
Bharuch Enviro Infrastructure Limited	-	-	1	1	-	-	1	1
Others	-	-	0	0	-	-	0	0
c) RENT RECEIVED	-	-	0	0	-	-	0	0
Uniphos Envirotronic Private Limited	-	-	0	0	-	-	0	0
Others	-	-	0	0	-	-	0	0
d) INTEREST RECEIVED	-	-	-	-	5	-	10	15
Tatva Global Environment Private Limited	-	-	-	-	-	-	9	9
Longreach Plant Breeders Management Services Pty Limited	-	-	-	-	5	-	-	5
Others	-	-	-	-	-	-	1	1
e) GROUP RECHARGE	**2**	**-**	**-**	**2**	**2**	**-**	**-**	**2**
Longreach Plant Breeders Management Services Pty Limited	2	-	-	2	2	-	-	2
f) ROYALTY RECEIVED	15	-	-	15	10	-	-	10
Longreach Plant Breeders Management Services Pty Limited	15	-	-	15	10	-	-	10
g) OTHER INCOME	1	-	-	1	-	0	-	0
Others	1	-	-	1	-	0	-	0
2. EXPENSES								
a) PURCHASES OF GOODS	0	11	169	180	16	-	90	106
Hodogaya UPL Co. Limited	-	-	-	-	16	-	-	16
Bloom Seal Containers Private Limited	-	-	60	60	-	-	49	49
Bloom Packaging Private Limited	-	-	24	24	-	-	15	15
Ultima Search	-	-	24	24	-	-	16	16
Pentaphos Industries Private Limited	-	-	37	37	-	-	2	2
Others	0	11	24	35	0	-	7	7
b) Property, plant and equipment	**-**	**-**	**5**	**1**	**-**	**-**	**36**	**36**
Uniphos Envirotronic Private Limited	-	-	1	1	-	-	1	1
Urbania Realty LLP	-	-	-	-	-	-	31	31

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

39. RELATED PARTY DISCLOSURES (CONTD.)

₹ in crores

Nature of Transactions	March 31, 2022				March 31, 2021			
	Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
JRF America	-	-	2	-	-	-	1	1
JRF International	-	-	2	-	-	-	3	3
Others	-	-	0	0	-	-	0	0
c) OTHERS	-	-	0	0	-	-	4	4
Vikram Farm	-	-	0	0	-	-	0	0
Sinagro Produtos Agropecuários S.A.	-	-	-	-	-	-	0	0
Crop Care Federation of India	-	-	0	0	-	-	0	0
BEIL Infrastructure Limited	-	-	-	-	-	-	1	1
Others	-	-	0	0	-	-	2	2
d) SERVICES	1	7	98	106	-	9	104	113
Bharuch Enviro Infrastructure Limited	-	-	87	87	-	-	100	100
Chemie Synth (Vapi) Limited.	-	7	-	7	-	9	-	9
Others	1	0	11	12	-	0	4	4
e) RENT	-	-	2	2	-	-	2	2
Sanguine Holdings Private Limited	-	-	0	0	-	-	0	0
Ultima Search	-	-	0	0	-	-	0	0
Bloom Packaging Private Limited	-	-	0	0	-	-	0	0
Jai Trust	-	-	0	0	-	-	0	0
JRF America	-	-	1	1	-	-	1	1
Others	-	-	1	1	-	-	0	0
f) COMMISSION EXPENSE	-	7	-	7	-	2	-	2
Agri Fokus (Pty) Ltd.	-	1	-	1	-	1	-	1
Novon Retail Company (Pty) Ltd.	-	1	-	1	-	2	-	2
Agronamic (Pty) Ltd.	-	2	-	2	-	-	-	-
Nexus AG (Pty) Ltd	-	2	-	2	-	-	-	-
Others	-	1	-	1	-	-	-	-
g) GROUP RECHARGE	0	-	-	0	0	-	-	0
Longreach Plant Breeders Management Services Pty Limited	0	-	-	0	0	-	-	0
h) Sales Promotion Expense	-	-	2	2	-	-	-	-
Uniphos Envirotronic Private Limited	-	-	2	2	-	-	-	-
3. FINANCE								
a) INTEREST INCOME	5	-	1	6	5	-	11	15
Tatva Global Environment Private Limited	-	-	-	-	-	-	9	9
Longreach Plant Breeders Management Services Pty Limited	5	-	-	5	5	-	-	5
Others	-	-	1	1	-	-	1	1
b) INTEREST EXPENSE	3	-	-	3	-	-	-	-
Longreach Plant Breeders Management Services Pty Limited	3	-	-	3	-	-	-	-
Others	0	-	-	0	-	-	-	-
c) SALE OF BONDS	-	-	-	-	-	-	26	26
Nerka Chemicals Pvt. Ltd.	-	-	-	-	-	-	26	26
d) ADVANCES GIVEN	-	-	-	-	-	-	112	112
Urbania Realty LLP	-	-	-	-	-	-	5	5
Tatva Global Environment Private Limited	-	-	-	-	-	-	105	105
Others	-	-	-	-	-	-	2	2

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

39. RELATED PARTY DISCLOSURES (CONTD.)

₹ in crores

Nature of Transactions		March 31, 2022				March 31, 2021			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
e)	**ADVANCES/ DEPOSIT / LOANS RECEIVED BACK**	-	-	12	12	-	-	121	121
	Tatva Global Environment Private Limited	-	-	-	-	-	-	105	105
	BEIL Infrastructure Limited	-	-	2	2	-	-	-	-
	Urbania Realty LLP	-	-	10	10	-	-	-	-
	Others	-	-	-	-	-	-	16	16
f)	**DIVIDEND RECEIVED**	2	16	-	18	4	-	-	4
	Hodogaya UPL Co. Limited	2	-	-	2	4	-	-	4
	Serra Bonita Sementes S.A.	-	14	-	14	-	-	-	-
	Others	-	2	-	2	-	-	-	-
4.	**REIMBURSEMENTS**								
a)	**RECEIVED**	-	-	1	1	-	-	0	0
	Uniphos Envirotronic Private Limited	-	-	0	0	-	-	0	0
	Ultima Search	-	-	1	1	-	-	-	-
	Others	-	-	0	0	-	-	0	0
b)	**MADE**	-	-	0	0	-	-	0	0
	Ultima Search	-	-	-	-	-	-	0	0
	Others	-	-	0	0	-	-	-	-
5.	**OUTSTANDINGS AS AT BALANCE SHEET DATE**								
a)	**PAYABLES**	42	2	31	75	59	2	15	76
	Longreach Plant Breeders Management Services Pty Limited	41	-	-	41	51	-	-	51
	Sinagro Produtos Agropecuários S.A.	-	1	-	1	-	0	-	0
	Hodogaya UPL Co. Limited	1	-		1	8	-	-	8
	Bloom Seal Containers Private Limited	-	-	8	8	-	-	1	1
	Others	-	1	23	24	-	2	14	16
b)	**RECEIVABLES**	22	485	4	511	15	279	1	296
	Hodogaya UPL Co. Limited	20	-	-	20	8	-	-	8
	3SB Produtos Agrícolas S.A.	-	28	-	28	-	23	-	23
	Sinagro Produtos Agropecuários S.A.	-	147	-	147	-	16	-	16
	Longreach Plant Breeders Management Services Pty Limited	1	-	-	1	5	-	-	5
	Novon Protecta (Pty) Ltd	-	129	-	129	-	93	-	93
	Agronamic (Pty) Ltd.	-	52	-	52	-	63	-	63
	Novon Retail Company (Pty) Ltd.	-	41	-	41	-	26	-	26
	Nexus AG (Pty) Ltd	-	48	-	48	-	41	-	41
	Others	1	40	4	45	3	17	1	21
c)	**LOANS / INTER CORPORATE DEPOSITS GIVEN**	67	-	5	72	66	-	19	85
	Longreach Plant Breeders Management Services Pty Limited	67	-	-	67	66	-	-	66
	Bloom Packaging Private Limited	-	-		-	-	-	1	1
	Others	-	-	5	5	-	-	18	18
d)	**MANAGEMENT FEES RECEIVABLE**	-	-	-	-	-	-	1	1
	BEIL Infrastructure Limited	-	-	-	-	-	-	0	0
	Others	-	-	-	-	-	-	1	1

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

39. RELATED PARTY DISCLOSURES (CONTD.)

₹ in crores

Nature of Transactions		March 31, 2022				March 31, 2021			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
e)	**INTEREST RECEIVABLES**	-	-	-	-	-	-	0	0
	Tatva Global Environment Private Limited	-	-	-	-	-	-	0	0
f)	**GUARANTEE GIVEN**	-	-	11	11	-	-	-	-
	JRF America	-	-	11	11	-	-	-	-

c) Transactions with key management personnel of the Holding Company and their relatives

₹ in crores

Nature of Transactions	Year ended March 31, 2022	Year ended March 31, 2021
Remuneration (refer note 1 below)		
Short term benefits	117	114
Post-Employment benefits	4	1
	121	**115**
Rent paid	2	2
Commission	1	0
Professional fees	1	1
Sundry Deposits Given	0	0
Outstandings as at the Balance Sheet Date	14	7

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

(A) Primary Segment Reporting (by Business Segment)

₹ in crores

Sr. No.	Particulars	March 31, 2022				March 31, 2021			
		Agro Activity	Non Agro Activity	Unallocated	Total	Agro Activity	Non Agro Activity	Unallocated	Total
1	**Revenue from operations (net)**								
a	External	44,170	2,066	4	46,240	37,038	1,645	11	38,694
b	Intersegment	(356)	356		-	(237)	237	-	-
	Total	**43,814**	**2,422**	**4**	**46,240**	**36,801**	**1,882**	**11**	**38,694**
2	**Segment Results**								
a	Contribution	8,248	367	-	8,615	6,875	330	-	7,205
	Total Segment Results	**8,248**	**367**	**-**	**8,615**	**6,875**	**330**	**-**	**7,205**
	Less:								
	(i) Finance Costs	-	-	-	2,295	-	-	-	2,060

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

40. SEGMENT INFORMATION (CONTD.)

Sr. No.	Particulars	March 31, 2022 Agro Activity	Non Agro Activity	Unallocated	Total	March 31, 2021 Agro Activity	Non Agro Activity	Unallocated	Total
	(ii) Unallocable Expenditure / Income (net)	-	-	-	1,164	-	-	-	768
	(iii) Share of profit/(loss) of associates and joint ventures	-	-	-	134	-	-	-	42
	(iii) Exceptional items (refer note no. 27)	-	-	-	324	-	-	-	238
	Total Profit before Tax	**-**	**-**	**-**	**4,966**	**-**	**-**	**-**	**4,181**
	Provision for tax								
	Current tax				1,048				936
	Adjustments of tax relating to earlier years				48				(105)
	Deferred tax				(567)				(145)
	Profit for the year attributable to				**4,437**				**3,495**
	Owners of the parent				3,626				2,871
	Non-controlling interest				811				624
	Other Information								
	Segment Assets	69,702	1,504	11,473	82,679	60,880	1,405	8,146	70,431
	Segment Liabilities	23,378	814	29,179	53,371	18,269	514	27,068	45,851
	Capital Expenditure	2,193	49	426	2,668	1,976	142	4	2,122
	Depreciation	844	70	44	958	752	69	23	844
	Amortization	1,293	15	94	1,402	1,207	18	104	1,329
	Non cash expenses other than depreciation	80	-	-	80	85	0	-	85

(B) Secondary Segment Reporting (by Geographical location of the customers)

₹ in 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

₹ in crores

Particulars	March 31, 2021 India	Europe	North America	Latin America	ROW	Total
Revenue by geographical market	4,677	6,422	5,691	14,863	7,041	38,694
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)	5,318	8,372	5,823	11,109	6,730	37,351

Notes

(1) The business of the Group is divided into two 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) Agro Activity - This is the main area of the Group's operation and includes the manufacture and marketing of conventional agrochemical products, seeds and other agricultural related products.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

40. SEGMENT INFORMATION (CONTD.)

b) Non-agro Activity - Non agro activities 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.

(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

₹ in crores

	March 31, 2022	March 31, 2021
Movement of Goodwill		
At beginning of the period	17,689	18,241
Acquisition (Refer Note(I, ii & iii) below)		
- Laoting Yoloo Bio-Technology Co. Ltd and its subsidiary (Anhui Yoloo Hexie Plant Protection Co. Ltd.) (Refer Note (i))	-	50
- Ingeagro SA, Chile (Refer Note(ii))	-	4
- Pt Excel Meg Indo and PT Ace Bio Care (Refer Note(iii))	46	-
Effect of movements in exchange rates	629	(606)
	18,364	**17,689**

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:

₹ in crores

Cash Generating Unit (CGU)	March 31, 2022	March 31, 2021
Europe	3,779	3,652
Latin America	7,934	7,650
North America	2,955	2,853
Rest of the World	3,696	3,534
Total Goodwill	**18,364**	**17,689**
Add: Brand	**416**	**399**
Grand Total	**18,780**	**18,088**

The recoverable amount of the 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 refelect Management's estimate of risk specific to each CGU. The key assumptions used in the estimation of the recoverable amount are set out below.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

41. GOODWILL AND ACQUISITION OF A SUBSIDIARY (CONTD.)

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.

₹ in crores

Cash Generating Unit (CGU)	Growth Rate March 31, 2022	Discount rate March 31, 2022	Growth Rate March 31, 2022	Discount rate March 31, 2021
Europe	3%-5%	10%-11%	3%-5%	10%-11%
LATAM	7%-10%	12%-14%	7%-10%	12%-13%
North America	5%-8%	8%-10%	5%-8%	9%-10%
Rest of the World	8%-12%	10%-13%	8%-12%	10%-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 particpant 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
Laoting Yoloo Bio-Technology Co. Ltd and its subsidiary (Anhui Yoloo Hexie Plant Protection Co. Ltd.) (Refer Note (i))	April 30, 2020	100%
Ingeagro SA, Chile (Refer Note(ii))	August 4, 2020	75%
Pt Excel Meg Indo and PT Ace Bio Care (Refer Note(iii))*	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:

₹ in crores

	March 31, 2022
Cash (Including payments already made and future payments to be made as per the contract)	146
Contingent considerations	123
Total consideration	**269**

On 28th 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, herbicices, 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

41. GOODWILL AND ACQUISITION OF A SUBSIDIARY (CONTD.)

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. There is no change in the fair value of contingent consideration as at 31 March 2022.

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:

Particulars	₹ in crores
Opening balance as at 1 April 2021	Nil
Liability arising on business combination	123
Unrealised fair value changes recognised in profit or loss	Nil
Closing balance as at 31 March 2022	123

A. Goodwill

₹ in crores

Goodwill arising from the acquisition has been recognised as follows:	March 31, 2022
Consideration transferred	269
Fair valuation of identified net assets on date of acquisition	(224)
	45

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:

₹ in crores

	March 31, 2022
Total consideration	269
Less: Cash & cash equivalents acquired	6
Total consideration paid net of cash acquired (A)	**263**
Intangible assets	95
Tangible assets	36
Working capital	116
Deferred tax liabilities (primarily arising on account of Purchase Price Allocation)	(29)
Others	-
Total net identifiable assets (B)	**218**
Goodwill (A-B)	**45**

The fair value of the net assets acquired has been determined by the Management with the assistance of an external expert. The goodwill of ₹ 45 crores comprises the value of expected synergies arising from the acquisition.

Working capital includes trade receivables of ₹ 73 Crores having gross contractual amount receivable of ₹ 76 Crore. Provision for ECL is ₹ 3 crores.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

41. GOODWILL AND ACQUISITION OF A SUBSIDIARY (CONTD.)

From the date of acquisition, Pt Excel Meg Indo and PT Ace Bio Care contributed ₹ 41 Crores of revenue and ₹ 12 Crores to profit before tax from continuing operations of the Group. If the combination had taken place at the beginning of the year, revenue from continuing operations would have been ₹ 201 Crores and profit before tax from continuing operations for the Group would have been ₹ 66 Crores.

Measurement of fair values

The Group is in process to finalise purchase price accounting for this acquisition. It will be finalised within one year from the date of acquisition as per IND AS 103. If any new information is obtained within one year from the date of acquisition about facts and circumstances that existed at the date of acquisition identifies adjustments to the above amounts, or any additional provisions that existed at the date of acquisition, then the accounting for the acquisition will be revised.

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.

(ii) Consideration transferred for Laoting Yoloo Bio-Technology Co. Ltd and Anhui Yoloo Hexie Plant Protection Co. Ltd.

A. Goodwill

The following table summarises the acquisition date fair value consideration:

₹ in crores

	March 31, 2021	Impact of finalisation of PPA	March 31, 2021
Cash	73	-	73
Contingent considerations	180	17	163
Total consideration	**254**	**17**	**237**

On April 30, 2020 (date of acquisition), the Group completed an acquisition of 100% of the shares of Yoloo (Laoting) Bio-Technology Co., Ltd. (Yoloo), an agrochemical company based in Hebei Province, China, for a consideration of ₹ 237 crores and goodwill recognised of ₹ 50 crores. The Group is engaged in the business of production, processing, packaging and sales of water soluble fertilizer, organic fertilizer, microbial fertilizers, micronutrient fertilizer, secondary nutrients etc.

The Group has finalised purchase price accounting for this acquisition and accordingly disclosed the impact for the same below.

Contingent consideration

Contingent consideration is measured at fair value at the date of acquisition. This liability is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss. As the Group has agreed to pay the selling shareholders an additional consideration, an amount of ₹ 163 crores was provided as contingent consideration at the date of acquisition representing fair value.

The components of the deferred payment liability have been valued using a discounted cash flow method as follows:

(i) the committed portion of the deferred payment liability discounted using the market cost of debt and

(ii) 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

41. GOODWILL AND ACQUISITION OF A SUBSIDIARY (CONTD.)

Significant unobservable inputs used is expected cash flows relating to the business and projections of the acquiree for the contingent portion of the consideration. The contingent consideration has been valued considering Floor consideration of ₹ 139 Crores and Cap consideration of ₹ 279 Crores as per terms agreed as per shareholder purchase agreement.

Goodwill

Goodwill arising from the acquisition has been recognised as follows:

₹ in crores

	March 31, 2021	Impact of finalisation of PPA	March 31, 2021
Consideration transferred	224	17	207
Fair valuation of identified net assets on date of acquisition	(148)	9	(157)
	76	**26**	**50**

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:

₹ in crores

	March 31, 2021	Impact of finalisation of PPA	March 31, 2021
Total consideration	**254**	**17**	**237**
Less: Cash & cash equivalents acquired	(30)	-	(30)
Total consideration paid net of cash acquired (A)	**224**	**17**	**207**
Intangible assets	36	(47)	84
Tangible assets	218	30	187
Working capital	(22)	66	(88)
Deferred tax liabilities (primarily arising on account of Purchase Price Allocation)	(9)	3	(12)
Others	(75)	(61)	(13)
	148	**(9)**	**157**
Goodwill (A-B)	**76**	**26**	**50**

Measurement of fair values

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 multi-period excess earnings method is adopted to value Intellectual Property Rights. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the existing product portfolio, by excluding any cash flows related to contributory assets.
Identified Tangible assets	Tangible assets have been provisionally valued by Indirect (indexation) Method under Cost Approach on high level desktop basis based on limited data and clarifications provided by the Company at this stage. Land use rights of the subject land has been provisionally valued by using the current land rate to be payable as one time premium to the Government for similar land as that of the Company at Hebei province, China at this stage.
Inventory / Working capital	Inventory was fair valued after considering a step-up over book value.

From the date of acquisition, Yoloo contributed ₹ 229 crores of revenue and ₹ 64 crores to profit before tax from continuing operations of the Group during the previous year. If the combination had taken place at the beginning of the year, revenue from continuing operations would have been ₹ 249 crores and profit before tax from continuing operations for the Group would have been ₹ 70 crores during the previous year.

(iii) Consideration transferred for IngeAgro

On 4th August 2020, the Group completed the acquisition of 75% of the shares of INGEAGRO SA, an agrochemical company based in Chile and its patented FULLCOVER® Ultra-Low Volume Electrostatic Application Technology. The consideration for the acquisition aggregates USD 900 thousands.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

41. GOODWILL AND ACQUISITION OF A SUBSIDIARY (CONTD.)

A. Goodwill

Goodwill arising from the acquisition has been recognised as follows:

₹ in crores

	March 31, 2021
Consideration transferred	7
Deferred consideration	4
Fair valuation of identified net assets on date of acquisition	(7)
	4

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:

₹ in crores

	March 31, 2021
Total consideration (A)	11
Less: Cash & cash equivalents acquired	-
Total consideration paid net of cash acquired	**11**
Intangible assets	8
Tangible assets	0
Working capital	1
Deferred tax liabilities (primarily arising on account of Purchase Price Allocation)	0
Others	-
Non-controlling interests	(2)
Total net assets (B)	**7**
Goodwill (A-B)	**4**

The fair value of the net assets acquired has been determined by the Management with the assistance of an external expert.

From the date of acquisition, IngeAgro contributed during the previous year ₹ 5 crores of revenue and ₹ 2 crores to profit before tax from continuing operations of the Group. If the combination had taken place at the beginning of the previous year, revenue from continuing operations would have been ₹ 8 crores and profit before tax from continuing operations for the Group would have been ₹ 3 crores during the previous year.

Measurement of fair values

Identified Intangible assets	The multi-period excess earnings method is adopted to value Intangible assets. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the existing product portfolio, by excluding any cash flows related to contributory assets.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013:

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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	UPL Limited, India	23%	5,653	39%	1,430			65%	1,430	24%	4,929	19%	556			25%	556
2	Subsidiaries																	
	Indian	UPL Global Business Services Limited (FKA Shroffs United Chemicals Limited)	0%	2	0%	3			0%	3	0%	(0)	0%	(1)			0%	-1
		Swal Corporation Limited	0%	121	0%	1			0%	1	1%	130	1%	29			1%	29
		United Phosphorus (India) Llp	1%	150	1%	49			2%	49	1%	105	0%	13			1%	13
		United Phosphorus Global Llp	0%	0	0%	0			0%	0	0%	0	0%	0			0%	0
		UPL Sustainable Agri Solutions Limited (FKA Optima Farm Solutions Ltd)	0%	91	0%	15			1%	15	0%	74	1%	17			1%	17
		Agrinet Solutions Limited	0%	-	0%	(0)			0%	(0)	0%	3	0%	(0)			0%	-0
		Arysta Lifescience India Limited	1%	183	1%	45			2%	45	1%	136	1%	34			2%	34
		Arysta Lifescience Agriservice Private Limited	0%	0	0%	-			0%	-	0%	0	0%	(0)			0%	-0
		Arysta Agro Private Limited	0%	0	0%	-			0%	-	0%	0	0%	(0)			0%	-0
		Arysta Lifescience Services Llp	0%	0	0%	-			0%	-	0%	0	0%	(0)			0%	-0
		Natural Plant Protection Limited	0%	(5)	0%	(4)			0%	(4)	0%	(3)	0%	(3)			0%	-3
		AFS Agtech Pvt. Limited	0%	(65)	-3%	(107)			-5%	(107)	0%	23	-1%	(26)			-1%	-26
		Federation Of Agri-Value Chain, Manufacturers And Exporters (Viz FAME)	0%	-	0%	-			0%	-	0%	0	0%	(0)			0%	-0
	Foreign	Anesa S.A.	0%	-	-2%	(89)			-4%	(89)	1%	182	-65%	(1,861)			-85%	-1,861
		Arysta Lifescience Benelux Sprl	4%	872	7%	262			12%	262	3%	702	7%	190			9%	190
		Arysta Lifescience Ougrée Production Sprl	1%	125	0%	16			1%	16	0%	103	1%	18			1%	18
		Upl Europe Ltd.(Formerly Known As United Phosphorus Limited, U.K.)	-26%	(6,530)	78%	2,842			130%	2,842	-30%	(6,255)	51%	1,462			67%	1,462
		Arysta Lifescience U.K. Brl Limited	0%	-	0%	-			0%	-	0%	-	3%	95			4%	95
		Arysta Lifescience Uk & Ireland Ltd	0%	(0)	0%	(3)			0%	(3)	0%	3	0%	(0)			0%	-0
		Arysta Lifescience Global Services Limited	-2%	(506)	0%	(1)			0%	(1)	-2%	(516)	0%	(4)			0%	-4

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for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Upl Deutschland Gmbh(Formerly Known As United Phosphorus Gmbh - Germany)	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience U.K. Usd-2 Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		United Phosphorus Polska Sp.Z O.O - Poland	0%	(0)	0%	-			0%	-	0%	(0)	0%	(0)			0%	-0
		Arysta Lifescience U.K. Jpy Limited	5%	1,157	-82%	(2,960)			-135%	(2,960)	20%	4,210	8%	240			11%	240
		Arysta Lifescience U.K. Limited	0%	(0)	0%	-			0%	-	0%	(0)	0%	(1)			0%	-1
		Arysta Lifescience U.K. Holdings Limited	0%	69	0%	-			0%	-	0%	(0)	0%	(0)			0%	-0
		Arysta Lifescience Romania Srl	0%	22	0%	5			0%	5	0%	12	1%	16			1%	16
		Arysta Lifescience Global Limited	-7%	(1,653)	-12%	(421)			-19%	(421)	-3%	(587)	0%	10			0%	10
		Arysta Lifescience Switzerland Sarl	0%	0	0%	(0)			0%	(0)	0%	0	0%	(0)			0%	-0
		Arysta Lifescience U.K. Cad Limited	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		Upl Benelux B.V.(Formerly Known As Agrichem B.V.)	1%	198	1%	22			1%	22	1%	180	1%	28			1%	28
		Arysta Lifescience European Investments Limited	0%	0	0%	-			0%	-	0%	0	0%	(5)			0%	-5
		Arysta Lifescience Great Britain Ltd	0%	(5)	0%	(7)			0%	(7)	-3%	(684)	-1%	(14)			-1%	-14
		Arysta Lifescience U.K. Usd Limited	0%	(0)	0%	-			0%	-	0%	(0)	-1%	(20)			-1%	-20
		Arysta Lifescience Registrations Great Britain Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience Germany Gmbh	0%	19	0%	12			1%	12	0%	35	1%	17			1%	17
		Arysta Lifescience U.K. Eur Limited	0%	-	0%	-			0%	-	0%	-	0%	9			0%	9
		Cerexagri B.V. - Netherlands	0%	23	-1%	(41)			-2%	(41)	0%	68	-8%	(216)			-10%	-216
		Arysta Lifescience Netherlands Bv	1%	327	1%	31			1%	31	1%	299	1%	34			2%	34
		Macdermid Agricultural Solutions Holdings Bv	19%	4,611	12%	430			20%	430	24%	4,973	118%	3,386			155%	3,386
		United Phosphorus Holdings Cooperatief U.A.	-23%	(5,737)	-3%	(109)			-5%	(109)	-28%	(5,749)	-3%	(72)			-3%	-72

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Macdermid Agricultural Solutions Netherlands Cooperatief Ua	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		United Phosphorus Holdings B.V., Netherlands	10%	2,498	49%	1,781			81%	1,781	2%	378	0%	(0)			0%	-0
		Arysta Lifescience Technology Bv	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	-0
		Dutch Agricultural Formations Cv	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Decco Worldwide Post-Harvest Holdings B.V.	0%	(67)	0%	7			0%	7	0%	(66)	0%	4			0%	4
		Netherlands Agricultural Technologies Cv	0%	-	0%	-			0%	-	0%	0	0%	-			0%	-
		United Phosphorus Holding, Brazil B.V.	-1%	(359)	0%	(11)			-1%	(11)	-2%	(353)	0%	(13)			-1%	-13
		Advanta Holdings Bv, Netherland	-7%	(1,804)	-1%	(51)			-2%	(51)	-8%	(1,698)	-1%	(34)			-2%	-34
		Advanta Netherlands Holdings Bv, Netherlands	1%	282	-1%	(25)			-1%	(25)	1%	312	-1%	(17)			-1%	-17
		United Phosphorus Holdings Uk Ltd	3%	644	16%	596			27%	596	0%	(0)	0%	(0)			0%	-0
		Upl Italia S.R.L.(Formerly Known As Cerexagri Italia S.R.L.)	0%	114	0%	12			1%	12	0%	104	1%	27			1%	27
		Arysta Lifescience Italia Srl	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Macdermid Agricultural Solutions Italy Srl	0%	23	0%	(4)			0%	(4)	0%	42	1%	30			1%	30
		Arysta Lifescience Bulgaria Eood	0%	34	0%	15			1%	15	0%	20	0%	13			1%	13
		Arysta Lifescience Hellas S.A. Plant Protection, Nutrition And Other Related Products And Services	0%	12	0%	7			0%	7	0%	5	0%	5			0%	5
		UPL Portugal Unipessoal, Ltda.	0%	(4)	0%	3			0%	3	0%	0	0%	0			0%	0
		Upl Iberia, Sociedad Anonima	0%	111	0%	14			1%	14	0%	93	0%	(2)			0%	-2
		Santamix Iberica Sl	0%	0	0%	2			0%	2	0%	(2)	0%	4			0%	4
		Arysta Lifescience Iberia Slu	0%	46	0%	1			0%	1	0%	47	0%	2			0%	2
		Decco Iberica Postcosecha, S.A.U., Spain (Formerly Cerexagri Iberica)	1%	176	1%	25			1%	25	1%	155	1%	22			1%	22

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Transterra Invest, S. L. U., Spain	0%	(99)	0%	5			0%	5	0%	(90)	2%	52			2%	52
		Cerexagri S.A.S.	2%	429	0%	7			0%	7	2%	436	2%	59			3%	59
		Neo-Fog S.A.	0%	-	0%	-			0%	-	0%	-	0%	(1)			0%	-1
		United Phosphorus Switzerland Limited.	0%	14	0%	13			1%	13	0%	1	6%	179			8%	179
		Upl France(Formerly Known As Pen Sas)	0%	(73)	0%	17			1%	17	0%	(88)	3%	76			3%	76
		Arysta Lifescience S.A.S.	2%	415	1%	45			2%	45	1%	246	-18%	(511)			-23%	-511
		Arysta Lifescience France Sas	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		United Phosphorus Switzerland Limited.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Agrodan, Aps	0%	-	0%	-			0%	-	0%	-	0%	1			0%	1
		Platform Sales Suisse Gmbh	-1%	(260)	4%	141			6%	141	-2%	(511)	0%	(7)			0%	-7
		Decco Italia Srl, Italy	0%	67	0%	5			0%	5	0%	63	0%	5			0%	5
		Natural Plant Protection S.A.S.	0%	-	0%	-			0%	-	0%	(0)	0%	(6)			0%	-6
		Arysta Lifescience Holdings France Sas	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		Goëmar Développement Sas	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		Laboratoires Goëmar Sas	-1%	(241)	2%	60			3%	60	-2%	(319)	0%	14			1%	14
		Arysta Animal Health Sas	1%	247	1%	45			2%	45	1%	208	1%	20			1%	20
		Betel Reunion S.A.	0%	5	0%	(0)			0%	(0)	0%	6	0%	0			0%	0
		Arysta Lifescience Europe Sarl	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Ppwj Sci	0%	1	0%	0			0%	0	0%	1	0%	(0)			0%	-0
		Limited Liability Company "Upl" (Formerly Cjsc United Phosphorus Limited, Russia)	0%	110	1%	18			1%	18	0%	7	0%	3			0%	3
		Arysta Lifescience Czech S.R.O.	0%	32	0%	5			0%	5	0%	23	0%	8			0%	8
		Arysta Lifescience Magyarorszag Kft.	0%	62	0%	8			0%	8	0%	55	1%	16			1%	16
		Advanta Seeds Ukraine Llc	0%	8	0%	(9)			0%	(9)	0%	5	0%	(3)			0%	-3
		Arysta Lifescience Vostok Ltd.	0%	-	0%	(2)			0%	(2)	0%	(20)	0%	1			0%	1
		Arysta Lifescience Polska Sp. Z.O.O	0%	114	1%	27			1%	27	0%	99	1%	37			2%	37
		Arysta Lifescience Rus Llc	0%	0	0%	(4)			0%	(4)	1%	127	0%	9			0%	9

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Decco Portugal Post Harvest Lda	0%	0	0%	0			0%	0	0%	0	0%	0			0%	0
		Agripraza Ltda.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Agriphar Poland Sp. Zoo	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience Slovakia S.R.O.	0%	8	0%	2			0%	2	0%	5	0%	3			0%	3
		Arysta Lifescience Ukraine Llc	0%	53	1%	19			1%	19	0%	45	1%	33			1%	33
		Arysta Lifescience Kiev Llc	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		United Phosphorus Inc., U.S.A.	-2%	(521)	8%	279			13%	279	-5%	(1,008)	20%	575			26%	575
		Upi Finance Llc	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		Cerexagri, Inc. (Pa), USA	2%	406	0%	(0)			0%	(0)	2%	393	0%	1			0%	1
		Upl Delaware, Inc., USA	0%	(85)	-1%	(21)			-1%	(21)	0%	(62)	-1%	(17)			-1%	-17
		Canegrass Llc, USA	0%	-	0%	-			0%	-	0%	-	0%	5			0%	5
		Decco Us Post-Harvest Inc (Us)	0%	(27)	0%	5			0%	5	0%	(31)	4%	112			5%	112
		Essentiv Lcc (50%)	0%	-	1%	21			1%	21	0%	(23)	0%	0			0%	0
		Riceco Llc, USA	0%	0	0%	-			0%	-	0%	0	-3%	(92)			-4%	-92
		Riceco International, Inc. Bhamas	1%	346	0%	(0)			0%	(0)	2%	330	1%	31			1%	31
		Arysta Lifescience Inc.	9%	2,262	-1%	(23)			-1%	(23)	10%	2,068	0%	14			1%	14
		Arysta Lifescience Management Company, Llc	-1%	(257)	0%	(15)			-1%	(15)	-1%	(234)	-2%	(58)			-3%	-58
		Arysta Lifescience Spc, Llc	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience America Inc.	0%	79	0%	(0)			0%	(0)	0%	76	0%	5			0%	5
		Arvesta Corporation	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Advanta Us, Llc (Foremerly Known As Advanta Us Inc, USA)	0%	120	-1%	(27)			-1%	(27)	0%	(90)	-2%	(48)			-2%	-48
		Arysta Lifescience Canada, Inc.	12%	2,951	3%	116			5%	116	13%	2,735	24%	689			31%	689
		Arysta Lifescience Canada Bc Inc.	0%	-	0%	-			0%	-	0%	-	-20%	(583)			-27%	-583
		Arysta Lifescience North America, Llc	-11%	(2,673)	-5%	(187)			-9%	(187)	-11%	(2,397)	-6%	(165)			-8%	-165
		Arysta Lifescience Na Holding Llc	2%	449	0%	(0)			0%	(0)	2%	433	0%	(0)			0%	-0
		Gbm Usa Llc	0%	-	0%	9			0%	9	0%	(8)	0%	-			0%	-
		Dutch Agricultural Investment Partners Llc	0%	-	0%	-			0%	-	0%	(0)	0%	(2)			0%	-2
		Netherlands Agricultural Investment Partners Llc	0%	69	0%	4			0%	4	0%	63	0%	0			0%	0

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for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Arysta Lifescience Investments Llc	0%	-	0%	-			0%	-	0%	(0)	-2%	(46)			-2%	-46
		UPL Services LLC	0%	78	0%	11			1%	11	0%	64	2%	61			3%	61
		Upl Corporation Limited, Mauritius	95%	23,451	-41%	(1,483)			-68%	(1,483)	97%	20,282	22%	641			29%	641
		Upl Management Dmcc	7%	1,786	25%	901			41%	901	4%	889	20%	567			26%	567
		Upl Limited Mauritius	0%	-	4%	139			6%	139	7%	1,553	14%	391			18%	391
		Advanta Seeds International, Mauritius	5%	1,340	5%	176			8%	176	5%	1,089	5%	130			6%	130
		Advanta Seeds Dmcc [Formerly Advanta Seeds Jlt], Uae	1%	147	0%	(5)			0%	(5)	1%	146	0%	(4)			0%	-4
		Advanta Biotech General Trading Ltd	0%	2	0%	1			0%	1	0%	(0)	0%	2			0%	2
		Upl Limited, Gibraltor (Formerly Known As Uniphos Limited, Gibraltor)	0%	0	0%	(7)			0%	(7)	0%	14	-115%	(3,292)			-150%	-3,292
		Arysta Lifescience (Mauritius) Ltd	1%	334	0%	16			1%	16	1%	307	1%	19			1%	19
		UPL Mauritius Limited	7%	1,690	0%	18			1%	18	0%	0	0%	0			0%	0
		Upl Agro Sa De Cv. (Formerly Known As United Phosphorus De Mexico, S.A. De C.V.)	2%	454	2%	60			3%	60	-1%	(183)	-10%	(286)			-13%	-286
		Arysta Lifescience Mexico, S.A.De C.V	1%	315	2%	64			3%	64	1%	228	1%	35			2%	35
		Arysta Lifescience Mexico Holding S.A.De C.V	0%	-	0%	-			0%	-	0%	-	7%	204			9%	204
		Decco Postharvest Mexico (Formerly Known As Decco Jifkins Mexico Sapi)	0%	(13)	0%	(1)			0%	(1)	0%	(11)	0%	1			0%	1
		Bioenzymas S.A. De C.V.	0%	-	0%	-			0%	-	0%	-	0%	1			0%	1
		Desarrollos Inmobiliarios Alianza De Coahuila, S.A. De C.V.	0%	16	-1%	(21)			-1%	(21)	0%	36	0%	2			0%	2
		Grupo Bioquimico Mexicano, S.A. De C.V.	2%	575	0%	(7)			0%	(7)	2%	514	1%	16			1%	16
		Agroquimicos Y Semillas, S.A. De C.V.	0%	-	0%	-			0%	-	0%	-	0%	1			0%	1
		Omega Agroindustrial, S.A. De C.V.	0%	-	0%	(0)			0%	(0)	0%	20	0%	9			0%	9

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42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Servicios Agricolas Mundiales Sa De Cv	0%	-	0%	(0)			0%	(0)	0%	8	0%	(0)			0%	-0
		Tecno Extractos Vegetales, S.A. De C.V.	0%	-	0%	-			0%	-	0%	-	0%	4			0%	4
		Tesaurus Mexico S.A. De C.V.	0%	-	0%	0			0%	0	0%	-	0%	(0)			0%	-0
		Advanta Commercio De Sementes Ltda, Brazil	-1%	(143)	-1%	(35)			-2%	(35)	-1%	(145)	-4%	(108)			-5%	-108
		Perrey Participações S.A	0%	7	0%	0			0%	0	0%	5	0%	0			0%	0
		Uniphos Industria E Comercio De Produtos Quimicos Ltda.	0%	9	0%	0			0%	0	0%	8	0%	(0)			0%	-0
		Upl Do Brasil - Industria E Comércio De Insumos Agropecuários S.A.	1%	146	13%	473			22%	473	-7%	(1,429)	-16%	(457)			-21%	-457
		Volcano Agrociencia Industria E Comercio De Defensivos Agricolas Ltda	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience Centroamerica, S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience De Guatemala, S.A.	0%	25	0%	5			0%	5	0%	17	0%	7			0%	7
		Industrias Agriphar Sa	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience Corporation Republica Dominicana, Srl	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Grupo Bioquimico Mexicano Republica Dominicana Sa	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Upl Costa Rica S.A.	0%	-	0%	-			0%	-	0%	(8)	0%	7			0%	7
		Arysta Lifescience S.R.L.	0%	42	0%	(7)			0%	(7)	0%	47	0%	(2)			0%	-2
		Upl Bolivia S.A	0%	47	2%	59			3%	59	0%	(13)	1%	19			1%	19
		Arysta Lifescience Paraguay S.R.L.	0%	16	0%	(7)			0%	(7)	0%	23	0%	(11)			-1%	-11
		Arvesta Paraguay S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Icona Sanluis S A - Argentina	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	0			0%	0
		UPL Paraguay S.A.	0%	49	1%	29			1%	29	0%	27	0%	8			0%	8
		Advanta Semillas Saic, Argentina	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience Costa Rica Sa.	0%	1	0%	4			0%	4	0%	(3)	0%	1			0%	1
		Agriphar De Costa Rica Sa	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-

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for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Arysta Agroquimicos Y Fertilzantes Uruguay Sa	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Advanta Semillas SAIC, Argentina	1%	312	2%	81			4%	81	1%	221	2%	47			2%	47
		Arysta Lifescience Ecuador S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta-Lifescience Ecuador S.A.	0%	12	0%	(1)			0%	(1)	0%	13	0%	1			0%	1
		Industrias Bioquim Centroamericana, Sociedad Anónima	0%	-	0%	-			0%	-	1%	167	0%	10			0%	10
		Procultivos, Sociedad Anónim	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		Inversiones Lapislazuli Marino, Sociedad Anónima (w.e.f. 26 June 2019)	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		Bioquim, Sociedad Anónima	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Bioquim Panama, Sociedad Anónima	0%	(2)	0%	(0)			0%	(0)	0%	(2)	0%	(0)			0%	-0
		Bionic Nicaragua, Sociedad Anónima (w.e.f. 26 June 2019)	0%	(17)	0%	(2)			0%	(2)	0%	(14)	0%	(7)			0%	-7
		Upl Argentina S A (Formerly Known As Icona S A - Argentina)	1%	143	3%	101			5%	101	0%	43	-2%	(64)			-3%	-64
		Arysta Lifescience Argentina S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Decco Chile Spa	0%	15	0%	7			0%	7	0%	24	0%	(2)			0%	-2
		Arysta Lifescience Chile S.A.	2%	590	2%	73			3%	73	2%	481	4%	102			5%	102
		Arysta Lifescience Peru S.A.C	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Lifescience Do Brasil Indústria Química E Agropecuária Sa	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		Upl Colombia Sas(Foremerly Known As Evofarms Colombia Sa)	0%	91	1%	49			2%	49	0%	60	1%	21			1%	21
		Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		Nutriquim De Guatemala, Sociedad Anónima	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		Arysta Lifescience Colombia S.A.S	0%	86	0%	(8)			0%	(8)	0%	89	0%	(6)			0%	-6

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Agriphar De Colombia Sas	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta LifeScience Peru S.A.C	0%	5	0%	2			0%	2	0%	3	0%	1			0%	1
		INGEAGRO S.A	0%	16	0%	1			0%	1	0%	15	0%	2			0%	2
		Uniphos Colombia Planta Ltd.	2%	434	0%	(13)			-1%	(13)	2%	405	2%	51			2%	51
		United Phosphorus Cayman Limited	-1%	(290)	0%	2			0%	2	-1%	(246)	0%	2			0%	2
		Up Aviation Limited, Cayman Island	0%	17	0%	(2)			0%	(2)	0%	18	0%	(1)			0%	-1
		Upl Australia Limited (Formerly Known As United Phosphorus Limited, Australia)	-1%	(183)	1%	25			1%	25	-1%	(210)	0%	14			1%	14
		Arysta Lifescience Australia Pty Ltd.	0%	120	0%	14			1%	14	0%	104	0%	11			0%	11
		Macdermid Agricultural Solutions Australia Pty Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Upl New Zealand Limited (Formerly Known As United Phosphorus Limited, New Zealand)	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		Etec Crop Solutions Limited	0%	76	0%	6			0%	6	0%	67	0%	(3)			0%	-3
		Hannaford Nurture Farm Exchange Pty Ltd	0%	(4)	0%	(3)			0%	(3)	0%	(1)	0%	(1)			0%	-1
		Upl Shanghai Ltd (Formerly Known As United Phosphorus (Shanghai) Company Limited)	0%	6	0%	13			1%	13	0%	5	1%	19			1%	19
		Upl Jiagnsu Limited	0%	39	0%	(1)			0%	(1)	0%	23	0%	(1)			0%	-1
		Arysta Lifescience (Shanghai) Co., Ltd.	0%	-	1%	46			2%	46	0%	0	0%	(13)			-1%	-13
		Advanta Seeds Pty Ltd, Australia	1%	363	2%	56			3%	56	1%	300	1%	38			2%	38
		Macdermid (Shanghai) Chemical Ltd.	0%	-	0%	-			0%	-	0%	-	0%	1			0%	1
		Laoting Yoloo Bio-Technology Co. Ltd	1%	199	0%	4			0%	4	1%	184	-2%	(67)			-3%	-67
		Upl Limited Korea Co. Ltd. (Formerly Known As United Phosphorus (Korea) Limited)	0%	-	0%	-			0%	-	0%	-	0%	(2)			0%	-2
		Arysta Lifescience Korea Ltd.	0%	22	0%	8			0%	8	0%	15	1%	21			1%	21

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for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Anhui Yoloo Hexie Plant Protection Co. Ltd.	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		Arysta Lifescience Pakistan (Pvt.) Ltd.	0%	47	0%	3			0%	3	0%	53	0%	13			1%	13
		Pacific Seeds (Thai) Ltd, Thailand	3%	743	2%	76			3%	76	3%	685	3%	100			5%	100
		Myanmar Arysta Lifescience Co., Ltd.	0%	70	0%	1			0%	1	0%	84	0%	(2)			0%	-2
		Pacific Seeds Holdings (Thai) Ltd, Thailand	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		Arysta Lifescience (Thailand) Co., Ltd.	0%	58	0%	5			0%	5	0%	45	0%	4			0%	4
		Chemtura (Thailand) Ltd	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		Pt. Upl Indonesia (Formerly Known As Pt. United Phosphorus Indonesia)	0%	6	0%	11			1%	11	0%	(11)	0%	(6)			0%	-6
		Pt Catur Agrodaya Mandiri, Indonesia	0%	14	0%	13			1%	13	0%	(4)	0%	3			0%	3
		Pt. Advanta Seeds Indonesia	0%	43	0%	4			0%	4	0%	(57)	-1%	(38)			-2%	-38
		Pt. Arysta Lifescience Tirta Indonesia	0%	31	0%	1			0%	1	0%	34	0%	4			0%	4
		Upl Limited, Hong Kong (Formerly Known As United Phosphorus Limited, Hongkong)	2%	385	4%	149			7%	149	1%	206	3%	72			3%	72
		UPL Agro Ltd	0%	(2)	0%	(1)			0%	(1)	0%	(0)	0%	(1)			0%	-1
		Upl Philippines Inc. (Formerly Known As United Phosphorus Corp. Philippines)	0%	(2)	0%	(9)			0%	(9)	0%	2	0%	(3)			0%	-3
		Arysta Lifescience Philippines Inc.	0%	(0)	0%	6			0%	6	0%	(58)	0%	(1)			0%	-1
		Upl Vietnam Co. Ltd (Formerly Known As United Phosphorus Vietnam Co., Limited)	1%	280	1%	31			1%	31	1%	140	1%	32			1%	32
		Arysta Lifescience Vietnam Co., Ltd.	0%	87	0%	8			0%	8	0%	78	0%	2			0%	2
		Uniphos Malaysia Sdn Bhd	0%	3	0%	1			0%	1	0%	2	0%	0			0%	0
		Agriphar Sdn Bhd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Arysta Health And Nutrition Sciences Corporation	0%	110	1%	44			2%	44	0%	76	2%	57			3%	57

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42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Arysta Lifescience Corporation	-2%	(492)	48%	1,743			80%	1,743	-21%	(4,335)	-3%	(73)			-3%	-73
		Arysta Lifescience Japan Holdings Goudou Kaisha	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		Upl Limited, Japan	-9%	(2,272)	-2%	(86)			-4%	(86)	-11%	(2,341)	26%	748			34%	748
		Anning Decco Fine Chemical Co. Limited, China	0%	46	0%	2			0%	2	0%	41	0%	4			0%	4
		Arysta Lifescience Asia Pte., Ltd.	0%	60	0%	11			1%	11	0%	47	0%	0			0%	0
		Riceco International Bangladesh Limited	0%	32	0%	5			0%	5	0%	12	0%	6			0%	6
		Upl Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi (Formerly Known As Cerexagri Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi, Turkey)	0%	(83)	-1%	(43)			-2%	(43)	0%	(22)	-2%	(66)			-3%	-66
		Upl Agromed Tohumculuk Sa, Turkey	0%	(23)	0%	(15)			-1%	(15)	0%	(21)	0%	(6)			0%	-6
		Decco Gıda Tarım Ve Zirai Ürünler San. Tic A.S.	0%	7	0%	(5)			0%	(5)	0%	5	0%	2			0%	2
		Arysta Lifescience Turkey Tarim Urunleri Limited Sirketi	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		Safepack Products Limited, Isreal	0%	13	0%	(4)			0%	(4)	0%	13	0%	(6)			0%	-6
		Agrifocus Limitada	1%	180	1%	26			1%	26	1%	139	1%	32			1%	32
		Citrashine (Pty) Ltd, South Africa(Foremrly Known As Friedshelf 1114 (Pty) Ltd, South Africa)	0%	(2)	0%	1			0%	1	0%	(3)	0%	1			0%	1
		Anchorprops 39 (Pty) Ltd	0%	(2)	0%	(0)			0%	(0)	0%	(2)	0%	(0)			0%	-0
		Arysta Lifescience Holdings Sa (Pty) Ltd	0%	(92)	0%	(2)			0%	(2)	0%	(86)	0%	(2)			0%	-2
		Callietha Investments (Pty) Ltd	0%	-	0%	-			0%	-	0%	(0)	-1%	(15)			-1%	-15
		Volcano Agroscience (Pty) Ltd	0%	4	-4%	(156)			-7%	(156)	1%	152	0%	13			1%	13
		Arysta Lifescience South Africa (Pty) Ltd	1%	193	2%	67			3%	67	1%	123	3%	75			3%	75
		Volcano Chemicals (Pty) Ltd	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		Kempton Chemicals (Pty) Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Sidewalk Trading (Pty) Ltd	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		Arysta Lifescience Kenya Ltd.	0%	(15)	0%	(9)			0%	(9)	0%	(8)	0%	0			0%	0
		Arysta Lifescience Tanzania Ltd	0%	(7)	0%	1			0%	1	0%	(7)	0%	(0)			0%	-0
		Arysta Lifescience Cameroun Sa	0%	6	0%	8			0%	8	0%	(5)	0%	4			0%	4
		UPL Zambia Ltd	0%	1	0%	1			0%	1	0%	0	0%	-			0%	-
		Prolong Limited	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		Arysta Lifescience Egypt Ltd	0%	1	0%	(0)			0%	(0)	0%	1	0%	(2)			0%	-2
		Arysta Lifescience Togo Sau	0%	(2)	0%	(1)			0%	(1)	0%	(1)	0%	(1)			0%	-1
		Calli Ghana Ltd.	0%	(10)	0%	(8)			0%	(8)	0%	(4)	0%	2			0%	2
		Callivoire Sgfd S.A.	0%	33	0%	(3)			0%	(3)	0%	32	0%	0			0%	0
		Mali Protection Des Cultures (M.P.C.) Sa	0%	(8)	0%	(5)			0%	(5)	0%	(4)	0%	(13)			-1%	-13
		Veto-Pharma Sa	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Wyjolab S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Dva Technology Argentina S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Macdermid (Nanjing) Chemical Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		UPL Crop Protection Investments UK Limited	0%	0	0%	-			0%	-	0%	-	0%	-			0%	-
		UPL Health & Nutrition Science Holdings Limited	-3%	(656)	-12%	(442)			-20%	(442)	0%	-	0%	-			0%	-
		UPL Animal Health Holdings Limited	-3%	(644)	-16%	(596)			-27%	(596)	0%	-	0%	-			0%	-
		UPL Investments UK Limited	0%	0	0%	-			0%	-	0%	-	0%	-			0%	-
		Decco Holdings UK Ltd	0%	(0)	-13%	(473)			-22%	(473)	0%	-	0%	-			0%	-
		Advanta Seeds Holdings UK Ltd	0%	(0)	-44%	(1,586)			-72%	(1,586)	0%	-	0%	-			0%	-
		Advanta Holdings US Inc.	0%	(2)	9%	324			15%	324	0%	-	0%	-			0%	-
		UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	0%	0	0%	-			0%	-	0%	-	0%	-			0%	-
		UPL Costa Rica S.A.	0%	16	1%	42			2%	42	0%	-	0%	-			0%	-
		Industrias Bioquim Centroamericana, Sociedad Anónima	1%	157	0%	(15)			-1%	(15)	0%	-	0%	-			0%	-
		UPL Ltd, Cayman	-29%	(7,080)	0%	(0)			0%	(0)	0%	-	0%	-			0%	-

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for the year ended March 31, 2022

42. INFORMATION REQUIRED FOR CONSOLIDATED FINANCIAL STATEMENT PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013 (CONTD.)

Amount in ₹ crores

S. No	Particulars	Name of the Entity in the Group	March 31, 2022								March 31, 2021							
			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
		PT EXCEL MEG INDO	1%	251	0%	(15)			-1%	(15)	0%	-	0%	-			0%	-
		PT Ace Bio Care	0%	9	0%	(0)			0%	(0)	0%	-	0%	-			0%	-
		UPL Investments Southern Africa Pty Ltd	0%	0	0%	-			0%	-	0%	-	0%	-			0%	-
3	Non-controlling interest		-19%	(4,647)	-22%	(811)			-37%	(811)	-18%	(3,693)	-22%	(625)			-29%	-625
4	Associates																	
	Indian	Kerala Enviro Infrastructure Limited	0%	4	0%	(1)			0%	(1)	0%	6	0%	0			0%	0
		Weather Risk Management Private Ltd	0%	11	0%	(0)			0%	(0)	0%	10	0%	(1)			0%	-1
	Foreign	3Sb Produtos Agrícolas S.A. (45%)	1%	125	1%	42			2%	42	0%	61	0%	4			0%	4
		Sinagro Produtos Agropecuários S.A. (45%)	0%	15	0%	15			1%	15	0%	-	0%	-			0%	-
		Seara Bonita Sementes S.A. (33.33%)	1%	195	1%	36			2%	36	1%	145	0%	13			1%	13
		Agri Fokus (Pty) Ltd.	0%	8	0%	(0)			0%	(0)	0%	7	0%	2			0%	2
		Novon Retail Company (Pty) Ltd.	0%	9	0%	1			0%	1	0%	8	0%	1			0%	1
		Agronamic (Pty) Ltd.	0%	5	0%	(0)			0%	(0)	0%	5	0%	(0)			0%	-0
		Novon Protecta (Pty) Ltd	0%	9	0%	1			0%	1	0%	8	0%	0			0%	0
		Silvix Forestry (Pty) Ltd.	0%	1	0%	0			0%	0	0%	0	0%	0			0%	0
		Nexus Ag (Pty) Ltd	0%	15	0%	2			0%	2	0%	13	0%	2			0%	2
		Dalian Advanced Chemical Co. Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		Société Des Produits Industriels Et Agricoles	0%	14	0%	1			0%	1	0%	14	0%	1			0%	1
		Eswatini Agricultural Supplies Limited	0%	2	0%	1			0%	1	0%	2	0%	0			0%	0
		Pixofarm GmbH	0%	8	0%	(2)			0%	(2)	0%	-	0%	-			0%	-
5	Joint Venture																	
	Foreign	Hodagaya UPL Co. Limited	0%	24	0%	3			0%	3	0%	25	0%	3			0%	3
		Longreach Plant Breeders Management Pty Limited	0%	115	1%	36			2%	37	0%	76	1%	17			1%	17
6	Other Comprehensive Income						100%	1,030	47%	1,030					100%	(683)	-31%	-683
	Total		**100%**	**24,661**	**100%**	**3,626**	**100%**	**1,030**	**213%**	**4,657**	**100%**	**20,887**	**100%**	**2,871**	**100%**	**(683)**	**100%**	**2,188**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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.

Details of all the transactions and exposures are given below:

Nature of Instrument	Currency	March 31, 2022 (In '000) Amount outstanding	March 31, 2022 (₹ in Crores) Amount outstanding	March 31, 2021 (In '000) Amount outstanding	March 31, 2021 (₹ in Crores) Amount outstanding	Purpose - Hedging/ Speculation
(a) Forward contracts - Sell	USD	252,890	1,915	225,909	1,652	Hedging
Forward contracts - Sell	AUD	10,506	60	6,113	34	Hedging
Forward contracts - Sell	EUR	33,278	280	18,150	156	Hedging
Forward contracts - Sell	CAD	24,255	147	20,000	116	Hedging
Forward contracts - Sell	NZD	704	4	550	3	Hedging
Forward contracts - Sell	GBP	1,200	12	-	-	Hedging
Forward contracts - Sell	JPY	316,117	20	-	-	Hedging
Forward contracts - Sell	CLP	651,171	6	1,183,480	12	Hedging
Forward contracts - Sell	PLN	22,000	40	3,500	6	Hedging
Forward contracts - Sell	ZAR	38,000	20	-	-	Hedging
Forward contracts - Buy	USD	1,175,165	8,898	919,010	6,719	Hedging
Forward contracts - Buy	USD	164,050	1,242	599,938	4,386	Hedging (refer note 2 below)
Forward contracts - Buy	EUR	60,939	512	47,026	404	Hedging
Forward contracts - Buy	JPY	1,891,283	118	2,112,834	140	Hedging
Forward contracts - Buy	GBP	4,290	43	700	7	Hedging
Forward contracts - Buy	CZK	74,768	26	14,399	5	Hedging
Forward contracts - Buy	HUF	4,400,000	100	2,900,000	69	Hedging
Forward contracts - Buy	RON	15,000	25	-	-	Hedging
Forward contracts - Buy	PLN	22,000	40	-	-	Hedging
Forward contracts - Buy	BGN	4,700	20	-	-	Hedging
(b) Derivative contracts						
(i) (a) Put Option- Buy	USD	52,150	395	588728	4304	Hedging (refer note 2 below)
(b) Call Option- Buy	USD	429,775	3,254	2100	15	Hedging
(ii) Cross Currency Interest Rate Swaps on Loans Payable (Refer note 46)	EUR	1,106,946	9,308	1,328,872	11,409	Hedging (refer note 1 below)
Cross Currency Interest Rate Swaps on Loans Payable (Refer note 46)	JPY	-	-	44,300,000	2,927	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

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for the year ended March 31, 2022

43. HEDGING ACTIVITIES AND DERIVATIVES (CONTD.)

Nature of Instrument	Currency	March 31, 2022 (In '000) Amount outstanding	March 31, 2022 (₹ in Crores) Amount outstanding	March 31, 2021 (In '000) Amount outstanding	March 31, 2021 (₹ in Crores) Amount outstanding	Purpose - Hedging/ Speculation
(c) Un-hedged Foreign Currency Exposure on:						
1 Payables	USD	790,981	5,989	901,711	6,592	
(including Foreign Currency payable in respect of derivative contracts as mentioned in (b) (ii & iii) above)	EUR	158,776	1,335	216,751	1,861	
	GBP	8,165	81	5,675	57	
	JPY	10,547,219	656	354,049	23	
	CHF	1,219	10	809	6	
	DKK	1,193	1	263	0	
	CLP	74,500	1	74,500	1	
	AED	2,890	6	2,205	4	
	NZD	8	0	1,125,321	113	
	INR	2,399,586	240	122	0	
	PLN	(22,000)	-40	547	3	
	CAD	1,916	12	-	-	
	BRL	-	-	26,783	5	
	MUR	41,857	7	396	2	
	AUD	7,239	41	-	-	
	COP	-	-	549,098	44	
	ARS	1,394,242	95	38,265	13	
	CZK	47,461	16	3,028	0	
	HUF	60,080	1	156,559	2	
	CFA/XOF	306,979	4	-	-	
	TRY	-	-	3,583	2	
	ZAR	9,798	5	184,507	0	
	HRK	-	-	3	0	
	BGN	22	0	663	1	
	MYR	-	-	165,798	185	
	RMB	181,300	216	36	0	
	TZS	-	-	2,631	0	
	KES	26,097	2	11,321	0	
	KZT	21,414	0	5,523	2	
	MXN	5,523	2	407	1	
	RON	7	0	21,122	5	
	THB	24,141	5	48,797	1	
	XAF	56,333	1	15	0	
	ZMW	15	0	-	-	
	CRC	30,508	0	-	-	
2 Receivable	USD	1,354,529	10,256	834,689	6,102	
	EUR	351,122	2,952	82,119	705	
	GBP	18,201	181	16,589	167	
	JPY	44,049,432	2,739	846,671	56	
	CHF	3,406	28	155	1	
	DKK	-	-	298	0	
	CLP	906,781	9	-298,758	-3	
	AED	-	-	126	0	

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43. HEDGING ACTIVITIES AND DERIVATIVES (CONTD.)

Nature of Instrument	Currency	March 31, 2022 (In '000) Amount outstanding	March 31, 2022 (₹ in Crores) Amount outstanding	March 31, 2021 (In '000) Amount outstanding	March 31, 2021 (₹ in Crores) Amount outstanding	Purpose - Hedging/ Speculation
	NZD	-241	-1	-219	-1	
	PLN	-21,215	-38	1,326	2	
	CAD	159	1	31,584	184	
	AUD	2,190	12	8,702	48	
	COP	5,841,501	12	4,787,012	10	
	ARS	869,680	59	1,346,325	107	
	CFA/XOF	855	0	87,793	1	
	ZAR	582,433	304	570,101	282	
	PYG	209,409	0	18,999	0	
	RON	21,855	37	-	-	
	BRL	-	-	63	0	
	HUF	-	-	422	0	
	IDR	-	-	63,679	0	
	MUR	522	0	-	-	
	PHP	33	0	33	0	
	TZS	27,739	0	22,525	0	
	SEK	-	-	10	0	
	RMB	-	-	0	0	
	MXN	13,040	5	9,118	3	
	MAD	-	-	208	0	
	INR	2,386,918	239	1,113,850	111	
	HRK	-	-	3	0	
	TRY	-	-	40	0	
	ZMK	2,389	1	-	-	
	CRC	158,499	2	-	-	

44. CATERGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

₹ in crores

	Refer note	Non-Current As at March 31, 2022	Non-Current As at March 31, 2021	Current As at March 31, 2022	Current As at March 31, 2021
(A) Accounting, classification and Fair Value:					
Investments accounted for using the equity method	5	560	380	-	-
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in others (unsecured)	5	305	7	-	-
Investments in unquoted equity shares	5	16	18	-	-
Investments in unquoted optionally convertible bonds	5	45	9	-	-
Investments in Mutual Funds (Quoted)	5	-	-	840	-
Derivative contracts (net)	7	172	-	17	233
		538	**34**	**857**	**233**
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investments in quoted equity shares	5	113	116	-	-
Investments in unquoted equity shares	5	43	50	-	37
		156	**166**	**-**	**37**

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for the year ended March 31, 2022

44. CATERGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS (CONTD.)

₹ in crores

	Refer note	Non-Current As at March 31, 2022	Non-Current As at March 31, 2021	Current As at March 31, 2022	Current As at March 31, 2021
Financial assets measured at amortised cost					
Security Deposits	6	140	96	2	43
Loans and advances to related party	6	67	85	-	0
Loans to employees	6	-	-	16	3
Sundry loans	6	-	-	-	9
Trade receivables	10	6	435	15,328	12,145
Interest Receivable	7	-	-	14	33
Export benefit receivables	7	-	33	144	159
Receivable on account of trade receivables sales on a non recourse basis	7	-	-	515	445
Insurance receivables	7	-	-	594	139
Cash and cash equivalents	11	-	-	5,797	4,797
Other bank balances	11A	-	-	323	56
Other advances	7	3	4	32	31
		216	**653**	**22,764**	**17,860**
Financial liabilities measured at fair value through profit or loss (FVTPL)					
Derivative contracts	16	-	581	622	120
Payable towards acquisition of subsidiary (Refer note 41)	16	403	180	-	-
		403	**761**	**622**	**120**
Financial liabilities measured at amortised cost					
Redeemable Non convertible Debentures (Unsecured)	15	144	492	-	-
Bonds (Unsecured)					
- 3.25% Senior Notes	15	-	-	-	-
- 4.50% Senior Notes	15	2,188	2,111	-	-
- 4.625% Senior Notes	15	3,479	3,353	-	-
From Bank					
- Foreign currency loan (Unsecured)	15	5,077	12,666	-	-
- Sustainability linked Foreign currency loan (Unsecured)	15	10,842	3,608	-	-
- Foreign currency loan (Secured)	15	-	-	364	302
- Interest accrued and not due on borrowings				98	105
- Others borrowings	15	19	19	2,922	687
Commercial Papers	15	-	-	725	150
Discounted Trade receivables (Unsecured) - Factoring with recourse	15	-	-	8	275
Current maturities of long term borrowings	16	-	-	144	108
Payable towards acquisition of subsidiary	16	4	26	37	7
Capital goods creditors	16	-	-	163	123
Trade Deposits	16	-	-	69	72
Trade payables	19	-	-	16,552	12,759
Unpaid dividend	16	-	-	10	9
Current maturities of long term lease Liabilities	16	-	-	-	2
Others	16	10	11	297	313
Accured Payable	16	-	-	216	180
Payable towards Non recourse sales of receivables		-	-	219	-
Employee benefits payables	16	-	-	1,082	561
		21,763	**22,285**	**22,906**	**15,654**

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44. CATERGORY-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 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, 2022 was assessed to be insignificant.

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 cpnsolidated 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, 2022:

₹ in crores

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(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	-

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45. FAIR VALUE HIERARCHY (CONTD.)

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021:

₹ in crores

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:					
FVTOCI financial investments (Refer note 5):					
Investments in equity instruments (Quoted)	March 31, 2021	116	116	-	-
Others (Unquoted)	March 31, 2021	50	-	-	50
FVTPL financial investments (Refer note 5):					
Investments in equity instruments (Unquoted)	March 31, 2021	18	-	-	18
Investments in Optionally Convertible Bonds (Unquoted)	March 31, 2021	46	-	9	37
Investments in Others (Unquoted)	March 31, 2021	7	-	-	7
FVTPL Derivative Contracts (Refer note 7):					
Derivative contracts	March 31, 2021	233	-	233	-

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2022:

₹ in crores

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(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	403	-	-	403

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2021:

₹ in crores

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Financial liabilities at fair value through profit or loss / other comprehensive income:					
Derivative financial liabilities (Refer note 16)					
Derivative contracts	March 31, 2021	702	-	702	-
Payable towards acquisition of subsidiary (Refer note 16 & 41)	March 31, 2021	180	-	-	180

As on March 31, 2022, there are no transfers between Level 1 and Level 2 financial instruments.

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45. FAIR VALUE HIERARCHY (CONTD.)

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values

₹ in crores

	Level 3 financial assets	
	March 31, 2022	March 31, 2021
Opening balance	112	87
Acquisition	-	25
Disposal	(4)	-
Total gains and losses recognised in Profit and loss	-	(1)
Total gains and losses recognised in OCI	(9)	-
Foreign exchange movement	1	1
Closing balance	**101**	**112**

₹ in crores

	Financial liability stated at fair value through profit or loss	
	March 31, 2022	March 31, 2021
Opening balance	180	-
Acquisition	187	180
Total gains and losses recognised in Profit and loss	29	-
Foreign exchange movement	7	-
Closing balance	**403**	**180**

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.

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.

Notes to Consolidated Financial Statements

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46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

₹ in crores

Fixed rate instruments	March 31, 2022	March 31, 2021
Borrowings from banks and other financial institutions	16,743	20,522
	16,743	**20,522**

₹ in crores

Variable rate instruments	March 31, 2022	March 31, 2021
Borrowings from banks and other financial institutions	9,121	3,146
	9,121	**3,146**

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:

₹ in crores

	Increase/ decrease in basis points	Effect on profit or loss	Effect on equity
March 31, 2022			
USD & EUR	+50	(43)	(38)
	-50	43	38
Others	+100	(6)	(5)
	-100	6	5
March 31, 2021			
USD	+50	(14)	(12)
	-50	14	11
Others	+100	(4)	(3)
	-100	4	3

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.

At March 31, 2022, 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.

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46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

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.

₹ in crores

	Change in USD rate	Effect on profit or loss	Effect on equity
March 31, 2022	1%	43	38
	-1%	(43)	(38)
March 31, 2021	1%	(5)	(4)
	-1%	5	4

₹ in crores

	Change in EURO rate	Effect on profit or loss	Effect on equity
March 31, 2022	1%	16	14
	-1%	(16)	(14)
March 31, 2021	1%	(12)	(10)
	-1%	12	10

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.

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for the year ended March 31, 2022

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

March 31, 2022

₹ in crores

	Trade receivables Days past due					
	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
Expected credit loss	109	15	27	22	813	986
Average %	0.79%	2.05%	8.54%	19.53%	73.10%	

March 31, 2021

₹ in crores

	Trade receivables Days past due					
	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
Expected credit loss	122	19	34	18	764	957
Average %	1.10%	2.77%	6.80%	14.77%	69.31%	

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, 2022 and March 31, 2021 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.

₹ in crores

Year ended March 31, 2022	Carrying amount	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings (Refer Note 15)	26,010	4,261	16,090	5,732	26,083
Other financial liabilities (Refer Note 16)	2,510	2,093	417	-	2,510
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
	46,537	**23,782**	**17,282**	**5,732**	**46,796**

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46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

₹ in crores

Year ended March 31, 2021	Carrying amount	Less than 1 year	1 to 5 years	> 5 years	Total
Borrowings (Refer Note 15)	23,877	1,628	16,835	5,534	23,997
Other financial liabilities (Refer Note 16)	1,822	1,607	216	-	1,823
Trade and other payables (Refer Note 19)	12,525	12,525	-	-	12,525
Derivative contracts (Refer Note 16)	701	120	581	-	701
Lease Liabilities (Refer Note 48)	736	178	709	-	887
	39,661	**16,058**	**18,341**	**5,534**	**39,933**

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, 2022			March 31, 2021		
		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	1.13	1.48%	1,106,946	1.13	1.47%	1,328,870
	JPY	-	-	-	110.75	1.13%	44,300,000

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, 2022				March 31, 2021			
		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	-	-	-	-	44,300,000	1,388	11,543	(11,543)
Liabilities									
Cash flow hedge									
Foreign exchange contracts									
- Cross currency interest rate swap	EUR	-	-	-	-	1,328,870	(80,913)	(102,304)	102,304
- Cross currency interest rate swap	JPY	-	-	-	-	-	-	-	-

* used as the basis for hedge ineffectiveness

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46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTD.)

Cash flow hedges	March 31, 2022				March 31, 2021			
	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								
- Cross currency interest rate swap	792	(606)	Forex gain/ (loss)	Other financial assets (Non-current and Current)	(561)	728	Forex gain/ (loss)	Other financial assets (Non-current and Current)
		(32)	Interest on borrowing			(88)	Interest on borrowing	

Reconciliation of reserves

Cash flow hedge reserves

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Opening balance	(112)	(178)
Hedging gain or loss	792	(561)
Amount reclassified to P&L because the hedged item affected P&L	(638)	640
Foreign exchange movement	(34)	(13)
Closing balance	**7**	**(112)**

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, 2022 and March 31, 2021.

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.

₹ in crores

Particulars	March 31, 2022	March 31, 2021
Borrowings (Note 15)	26,010	23,877
Less: Cash and cash equivalents (Note 11)	(5,797)	(4,797)
Net debt	**20,213**	**19,080**
Total Equity	29,308	24,580
Total capital	29,308	24,580
Capital and net debt	**49,521**	**43,661**
Gearing ratio	41%	44%

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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

48. LEASES

The Group has lease contracts for various items of plant, 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:

₹ in crores

	Land and Buildings *	Plant and Machinery	Vehicles	Office equipment	Total
Balance at April 1, 2020	518	12	106	7	642
Additions to right of use assets	167	25	78	3	273
Deletions of right of use assets	(3)	(0)	(1)	0	(4)
Amortisation of right of use assets	(140)	(7)	(70)	(5)	(222)
Foreign exchange impact	2	2	1	0	5
Balance at March 31, 2021	**544**	**32**	**114**	**5**	**694**
Additions to right of use assets	224	9	116	13	362
Deletions of right of use assets	(30)	(0)	(7)	(2)	(40)
Amortisation 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**

* Leasehold land is included under Note 3 Property, plant and equipment.

ii. Set out below are the carrying amounts of lease liabilities and the movements during the period:

₹ in crores

	March 31, 2022	March 31, 2021
Current	217	156
Non-current	626	580
Total lease liability	**843**	**736**

iii. Maturity analysis of lease liability - undiscounted contractual cash flows:

₹ in crores

	March 31, 2022	March 31, 2021
Less than one year	254	178
One to three years	351	340
More than three years	424	369
Total undiscounted cash flows	**1,029**	**887**

B. Leases as lessee

iv. Amount recognised in profit or loss

₹ in crores

	March 31, 2022	March 31, 2021
General and administrative expenses		
Short-term lease rent expense	122	83
Low value asset lease rent expense	3	0
Variable lease rent expense	10	6
Other lease expense (additional cost)		
Depreciation and impairment losses		
Depreciation of right of use lease asset	241	232
Finance cost		
Interest expense on lease liability	46	51
	422	**372**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

48. LEASES (CONTD.)

v. Amount recognised in statement of cash flows

₹ in crores

	March 31, 2022	March 31, 2021
Total cash outflow for leases	278	282

vi. Lease commitments for short term leases

₹ in crores

	March 31, 2022	March 31, 2021
Lease commitments for short term leases	11	-

vii. Extension options

₹ in crores

	March 31, 2022	March 31, 2021
The potential future lease payments relating to exercise the extension option that are not included in the lease term	41	-

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 quarter. 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. Subsequent to year end, the writ petition filed against the proceedings have been admitted by the Honourable Bombay High Court.

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 ₹ 97 Crores of Inventory & ₹ 96 Crores of Receivables as at 31st March 2022 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 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

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

52 OTHER STATUTORY INFORMATION (CONTD.)

(ii) 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:

₹ in crores

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at March 31, 2022	Balance outstanding as at March 31, 2021	Relationship with the Struck off company, if any, to be disclosed
Juniper Chemical Pvt Ltd	Receivables	-	0	Customer
Cami Tex Chem Pvt Ltd	Receivables	-	0	Customer

(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 except (Name and CIN of the company that has not complied with the same).

(vi) The company 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.

53 EVENT AFTER REPORTING PERIOD

On 6th May 2022 an unfortunate incidence of fire occurred in a portion of one of the manufacturing plants in Ankleshwar Unit 1 of the Company. The Written Down Value of the property, plant and equipment was ₹ 32 crore and inventories was ₹ 5 crore as on 31st March 2022. Management has taken all relevant steps of informing insurance company about this incident and the company is assessing its damage value. Management believes that the damages are covered by the insurance policies.

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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

55 REGROUPING

The figures for the previous periods have been regrouped/rearranged wherever necessary to conform to the current periods classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 01/04/2021.

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 9, 2022

For and on behalf of the Board of Directors of UPL Limited
CIN No: L24219GJ1985PLC025132

R.D. Shroff
Chairman and Managing Director
Din No: 00180810
Place: Mumbai

A.C. Ashar
Whole-time Director
Din No: 00192088
Place: Mumbai

Anand Vora
Chief Financial Officer

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 9, 2022

Place: Mumbai

UPL LIMITED

Registered Office: 3-11, G.I.D.C., Vapi, Valsad-396195, Gujarat
(CIN: L24219GJ1985PLC025132)

Information at a Glance – Annual General Meeting

Particulars	Details
Date, Day and Time of AGM	August 12, 2022, Friday @ 12:30 p.m. (IST)
Mode of conduct	Video Conferencing / Other Audio-Visual Means
Dividend book closure date	July 29, 2022, Friday to August 12, 2022 Friday (both days inclusive)
Dividend payment date	Within 30 days from the date of AGM
Cut-off date for entitlement for remote e-voting	August 5, 2022, Friday
Remote e-voting start date and time	August 9, 2022, Tuesday @ 9:00 a.m. (IST)
Remote e-voting end date and time	August 11, 2022, Thursday @ 5:00 p.m. (IST)
E-voting website of NSDL	https://www.evoting.nsdl.com
Name, address and contact details of e-voting service provider	Mr. Sanjeev Yadav National Securities Depository Limited Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 Contact No.: 1800 1020 990 and 1800 224 430 E-mail: evoting@nsdl.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

Registered Office: 3-11, G.I.D.C., Vapi, Valsad-396195, Gujarat
(CIN: L24219GJ1985PLC025132)

Notice

NOTICE is hereby given that the **38th Annual General Meeting** of the Members of UPL Limited will be held on **Friday, August 12, 2022** at 12:30 p.m. (IST) through Video Conferencing / Other Audio-Visual Means, to transact the following business:

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 statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor thereon:**

   "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditor thereon as circulated to the members be and are hereby considered and adopted."

2. **To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditor thereon:**

   "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 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, 2022 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013."

4. **To re-appoint Mr. Vikram Shroff (DIN: 00191472) as Director:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vikram Shroff (DIN: 00191472), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. **To re-appoint Statutory Auditor and fix their remuneration:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), B S R & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 101248W/W-100022), be and are hereby re-appointed as Statutory Auditor of the Company for the second term of 5 years commencing from the financial year 2022-23, to hold office from the conclusion of this 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company, at a remuneration as detailed in the Explanatory Statement.

   RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the Statutory Auditor."

SPECIAL BUSINESS:

To consider and if thought fit to pass the following resolution as an Ordinary resolution:

6. **To approve remuneration of the Cost Auditor for the financial year ending March 31, 2023:**

   "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 as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, amounting to ₹ 10,75,000/- (Rupees Ten Lakhs 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."

Date: May 9, 2022
Place: Mumbai

By Order of the Board of Directors
For UPL Limited

Registered Office:
3-11, G.I.D.C., Vapi,
Valsad-396195, Gujarat
CIN: L24219GJ1985PLC025132

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

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 provisions of section 129 of the Companies Act, 2013, the Company submits its standalone and consolidated financial statements for FY2022 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, 2022. 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 these resolutions except to the extent of their shareholding in the Company.

Item No. 3: Declaration of Dividend

In terms of 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 the Dividend Distribution Policy of the Company, and to reward the shareholders of the Company, the Board has maintained dividend of ₹ 10/- per equity share of ₹ 2/- each (500%) for the financial year ended March 31, 2022.

In case of shares held in physical form, the dividend recommended by the Board, if approved, will be paid to those members whose names will appear in the Register of Members as on close of business hours on Thursday, July 28, 2022. For shares held in dematerialized form, the dividend shall be paid to those members whose name appear as beneficial owners pursuant to the details received from the depositories as on close of business hours on Thursday, July 28, 2022.

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. Vikram Shroff as Director

Section 152 of the Companies Act, 2013 ("the Act") mandate certain number of directors to retire at every Annual General Meeting ("AGM") of the Company who can offer themselves for re-appointment. In compliance with this requirement, Mr. Vikram Shroff retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

The statutory details for Mr. Vikram Shroff are enclosed in Annexure 1. The Company has received consent from Mr. Vikram 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. Vikram Shroff has contributed immensely to the Company's growth. He has a rich and varied experience particularly in operations, sustainability, human resources and compliances / governance spanning more than 25 years.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends resolution at Item No. 4 relating to re-appointment of Mr. Vikram Shroff as Director, for approval of the members as an Ordinary Resolution.

Mr. Vikram Shroff is interested in his re-appointment. Further, Mr. Rajnikant Shroff and Mr. Jai Shroff may also be deemed to be interested in this resolution.

Except the above, none of the other directors or key managerial personnel and their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5: Re-appointment of Statutory Auditor and fix their remuneration

The Members of the Company at the 33rd Annual General Meeting ("AGM") held on July 8, 2017 had approved the appointment of B S R & Co. LLP, Chartered Accountants ("BSR") as the Statutory Auditor of the Company for a period of 5 (five) years from the conclusion of the said AGM until the conclusion of 38th AGM of the Company. BSR will be completing their present term on conclusion of this AGM in terms of the said approval and pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014.

BSR was constituted in 1990 as a partnership firm. It was converted into limited liability partnership in 2013. It is a member of the BSR & Affiliates network of firms registered with the Institute of Chartered Accountants of India. BSR is primarily engaged in providing audit and related assurance services to its clients in various industry segments and audits various companies listed on stock exchanges in India. The audit firm has its registered office in Mumbai, Maharashtra and has its presence in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from BSR for their re-appointment. They have confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be re-appointed as statutory auditor in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. They have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

The Board of Directors based on the recommendation of the Audit Committee proposes the re-appointment of BSR, Chartered Accountants, as the Statutory Auditor of the Company for the second term of 5 (five) years commencing from the conclusion of this 38th AGM till the conclusion of the 43rd AGM on the following terms and conditions:

- Proposed fees: ₹ 3.25 crores (Rupees Three Crores Twenty-five Lakhs only) plus applicable taxes and out-of-pocket expenses incurred in connection with the audit for FY2022-23. The same includes fees for audit of standalone financial statements and consolidated financial statements for subsidiaries and associates and for limited review of standalone and consolidated financial statements as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Basis of recommendation: The recommendations are based on the fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and Rules made thereunder with regard to the statutory audit, experience of the firm, capability, independence assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past. Revision of fees during the term of five years would be based on the factors like covering increased costs, change in scope due to regulatory requirements, number of subsidiaries/associates subjected to limited review, etc.
- For total fees paid to Statutory Auditor for the statutory audit and other activities permitted under Section 144 of the Companies Act, 2013, please refer to Note No. 28 to standalone financial statements. The total fees also includes Non-audit fees which are for various certifications to be obtained from the Statutory Auditor as per regulatory and other requirements and for group reporting of most of the major global subsidiaries for the purpose of consolidation, in compliance with regulatory requirements. UPL has 200+ subsidiaries / associates / joint ventures and more than 85% of its revenue is generated out of India.

The Board recommends the Ordinary Resolution at Item no. 5 of this Notice for approval of the members.

None of the directors or key managerial personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 6: 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, 2023 at a remuneration of ₹ 10,75,000/- (Rupees Ten 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, Mergers & Acquisitions, Cost Audit, Risk and Insurance, Financial Accounting, etc.

The turnover of the Company subject to cost audit in FY21-22 is approximately ₹13,700 crore which is 83% of the total turnover. The products covered under cost audit are mainly non-regulated Insecticides (Herbicides, 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, 2023. The Board benchmarks the remuneration with industry and 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. 6 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 this resolution.

Date: May 9, 2022
Place: Mumbai

By Order of the Board of Directors
For UPL Limited

Registered Office:
3-11, G.I.D.C., Vapi,
Valsad-396195, Gujarat
CIN: L24219GJ1985PLC025132

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

ANNEXURE I – INFORMATION ABOUT THE DIRECTOR

Name of the Director	Vikram Shroff
Director Identification Number	00191472
Age (in years)	49
Date of joining the Board	April 22, 2006
Qualification	Graduate in Chemistry from University of Mumbai and Postgraduate from Harvard Business School of Management
Expertise in specific functional area	Vast and varied experience in all functions of the Company including operations, sustainability, human resources, compliance & governance
Profile	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. He has immensely contributed in UPL's transformational journey. Mr. Vikram Shroff is a part of leadership team of UPL and has been passionately driving continuous organizational improvement and crisis management with his dynamic leadership, sound strategic insights and people management skills. Mr. Vikram Shroff has set challenging cross-functional aspirations for UPL, leveraging organizational values towards excellence. He 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 organizational 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 endeavors 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, which is committed to provide the means to empower individuals to bridge the socio-economic divide and contribute to the creation of equitable and sustainable communities. His profile has also been provided separately in the Annual Report and also available on the website of the Company.
Number of meetings of the Board attended in FY2021-22	He has attended all Board / Committee meetings in FY2021-22.
Remuneration details	As disclosed in the Corporate Governance Report
Member / Chairperson of the Committees of the Company	**Chairperson** • Corporate Social Responsibility Committee **Member** • Sustainability Committee • Stakeholders Relationship Committee • Finance and Operations Committee
Directorships and Committee memberships in other companies and names of the listed entities from which the Director has resigned in the past three years*	**Directorships:** Mrugal Properties Limited Agraja Properties Limited UPL Global Business Services Limited Agri Net Solutions Limited Mr. Vikram Shroff does not hold any Committee membership in other Companies and has not resigned from any listed entity in past three years.
Number of shares held in the Company including shareholding as a beneficial owner	71,91,364 equity shares[@]
Relationship with other Directors / KMP	Mr. Vikram Shroff is son of Mr. Rajnikant Shroff and brother of Mr. Jaidev Shroff

* Directorships in private limited companies, foreign companies and section 8 companies 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 2,18,520 GDRs representing 4,37,040 Equity Shares

NOTES:

Section A – Attendance and Documents Inspection

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has 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 and Circular No. 2/2022 dated May 5, 2022 (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as "the applicable 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. Hence, in compliance with these Circulars, the AGM of the Company is being held though 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 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice and Annual Report for FY 2021-22 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 NSDL (www.evoting.nsdl.com). In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2021-22 and Notice of the 38th 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 Companies Act, 2013, as amended ("the Act") with respect to Item Nos. 1 to 6 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) and 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment and re-appointment of Statutory Auditor at this AGM forms part of the Explanatory Statement, respectively.

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 served basis. Alternatively, Shareholders can also view the proceedings of the AGM through live webcast facility available at https://www.evoting.nsdl.com.

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 5, 2022. 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 Companies Act, 2013 ("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.

Section B – Dividend, Record Date, TDS, etc

11. **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, July 29, 2022 to Friday, August 12, 2022 (both days inclusive).**

12. 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, 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, July 28, 2022.

    ii. To all Members in respect of shares held in physical form after giving effect to valid transmission, name deletion and transposition requests lodged with the Company as of the close of business hours on Thursday, July 28, 2022.

13. 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 tax at source (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:

    Tax will be deducted at source ("TDS") 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, New 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.

    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 Double Taxation Avoidance Agreement (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 IT 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 28, 2022.

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

14. 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 participant(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: 91-22-49186270, Fax No: 91-22-49186060, Email: rnt.helpdesk@linkintime.co.in in case the shares are held in physical form.

15. SEBI vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated furnishing of PAN, KYC details and Nomination / opt out of Nomination, by holders of physical securities. Folios wherein any one of the abovementioned details are not registered by April 1, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/ opt out of Nomination by submitting the prescribed forms duly filled and signed by sending a physical copy of the prescribed forms to Link Intime India Pvt. Ltd. Unit: UPL Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083, or by email to rnt.helpdesk@linkintime.co.in from their registered email id. The Company has also sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to above SEBI Circular.

16. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition 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.

17. 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 and transposition. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. 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.

23. 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.

24. Since the AGM will be held through VC facility, the Route Map is not annexed in this Notice.

25. Pursuant to the provisions of the Act:

    a) Dividend upto financial year 2013-14 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 Companies Act, 2013.

    b) Dividend for the years 2014-15 to 2020-21 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, 2021, 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 2021-22, 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 30, 2021. 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/IEPF/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 by the Companies (Management and Administration) Amendment Rules, 2015 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 National Securities Depository Limited (NSDL) 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 9, 2022 (9:00 a.m. IST) and ends on Thursday, August 11, 2022 (5:00 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 5, 2022**, 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 on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL 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 NSDL 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 5, 2022. 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 12, 2022.

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 audio visual means, the members shall have two options of voting, both electronically as follows:

A. Remote e-voting

B. Electronic e-voting during the AGM

The instructions for members for remote e-voting and joining general meeting are as under:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 3. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E-voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 toll free no.: 1800 1020 990 and 1800 224 430
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical "User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhaskar@hotmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on http://www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in.

Process for those shareholders whose e-mail id's are not registered with the depositories for procuring user id and password and registration of e-mail id's 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

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) 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. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through 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 in the AGM.

3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. 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.

Instructions for members for attending the AGM through VC facility are as under:

1. Shareholders will be provided with a facility to attend the AGM through VC facility through the NSDL e-Voting system. Shareholders may access the same by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Shareholders are encouraged to join the Meeting through Laptop/ Desktop for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

3. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Section E – Declaration of voting results

36. A member may participate in the 38^{th} 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 i.e. Friday, August 5, 2022 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 not later than 48 hours of the conclusion of the AGM, 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 NSDL (www.evoting.nsdl.com). 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: May 9, 2022
Place: Mumbai

By Order of the Board of Directors
For UPL Limited

Registered Office:
3-11, G.I.D.C., Vapi,
Valsad-396195, Gujarat
CIN: L24219GJ1985PLC025132

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

Notes

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