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22nd May 2020

The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400001 SCRIP CODE: 512070	Listing Department National Stock Exchange of India Ltd Exchange Plaza, C/1, Block G Bandra Kurla Complex, Bandra East Mumbai - 400051 SYMBOL: UPL
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Sub: Investor presentation

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the investor presentation for the year ended 31st March 2020.

We request you to take the above information on records.

Thanking you,

Yours faithfully,
For **UPL Limited**

A handwritten signature in black ink, appearing to read 'Sandeep Deshmukh', is written over a light blue circular stamp.

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



Capital Markets Day Presentation

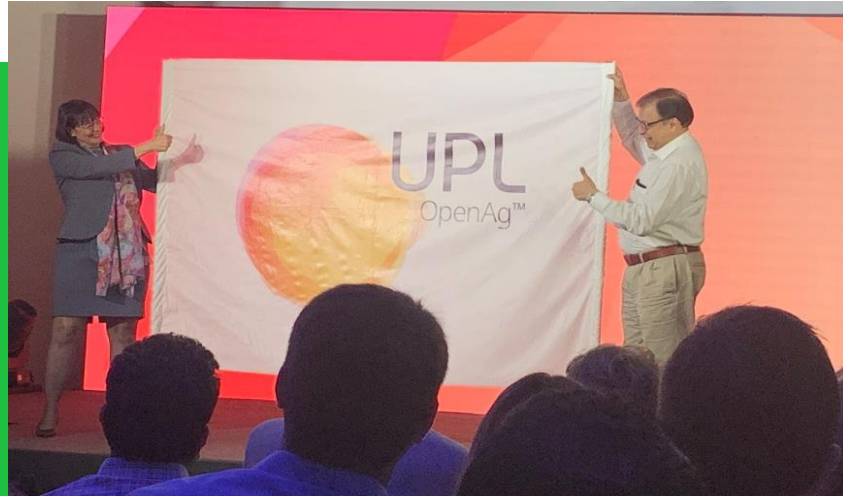
May 2020

Safe Harbor Statement

This document contains certain forward-looking statements with respect to the financial condition, results of operations and business of UPL Limited (UPL) and certain of the plans and objectives of UPL with respect to these items. Examples of forward-looking statements include statements made about our strategy, estimates of sales growth, future EBITDA and future developments in our organic business. Forward-looking statements can be identified generally as those containing words such as “anticipates”, “assumes”, “believes”, “estimates”, “expects”, “should”, “will”, “will likely result”, “forecast”, “outlook”, “projects”, “may” or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, domestic and global economic and business conditions, the successful implementation of our strategy and our ability to realize the benefits of this strategy, our ability to develop and market new products, changes in legislation, legal claims, changes in exchange and interest rates, changes in tax rates, raw materials and employee costs, our ability to identify and complete successful acquisitions and to integrate those acquisitions into our business, our ability to successfully exit certain businesses or restructure our operations, the rate of technological changes, political, economic and other developments in countries where UPL operates, industry consolidation and competition. As a result, UPL’s actual future results may differ materially from the plans, goals and expectations set forth in such forward-looking statements. For a discussion of factors that could cause future results to differ from such forward-looking statements, see also Risk management, of our Annual Report.



UPL celebrated its 50th anniversary year and completed Arysta integration



The logo consists of several overlapping, semi-transparent circles in shades of orange, yellow, and pink, creating a layered, organic shape. The text is centered within this graphic.

OpenAg

An open agriculture network that
feeds sustainable growth for all.

No limits, no borders

UPL

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

Global Landscape in the sector



Challenging Macroeconomic environment

- Trade conflicts
- Regulatory norms
- Impact of Covid-19



Companies focusing on digital solutions and services

- End to end solutions
- Digital technology
- Service orientation



Focus on sustainability

- Integral to business

Opportunities in the “new normal”

Demonstrating Scale, Agility and Sustainability



Delivered commitments in a tough market

- ✓ Revenue
- ✓ EBITDA
- ✓ Net Debt
- ✓ Synergies

Financial Results Update

Anand Vora

Financial Performance

FY2020

FY2020 Highlights: Delivered on our guidance

₹ 35,756 cr.

Revenue

Growth of 13%

₹ 7,452 cr

EBITDA

Growth of 18%

₹ 22,060 cr¹.

Net Debt

Reduced by INR 4,400 cr.

₹23.24/share

EPS

Up by 19%

1. 3,027 cr. of proceeds of Perpetual bond treated as quasi-equity as per IFRS



Sales Growth and Variance

FY 20

₹ 35,756 cr.



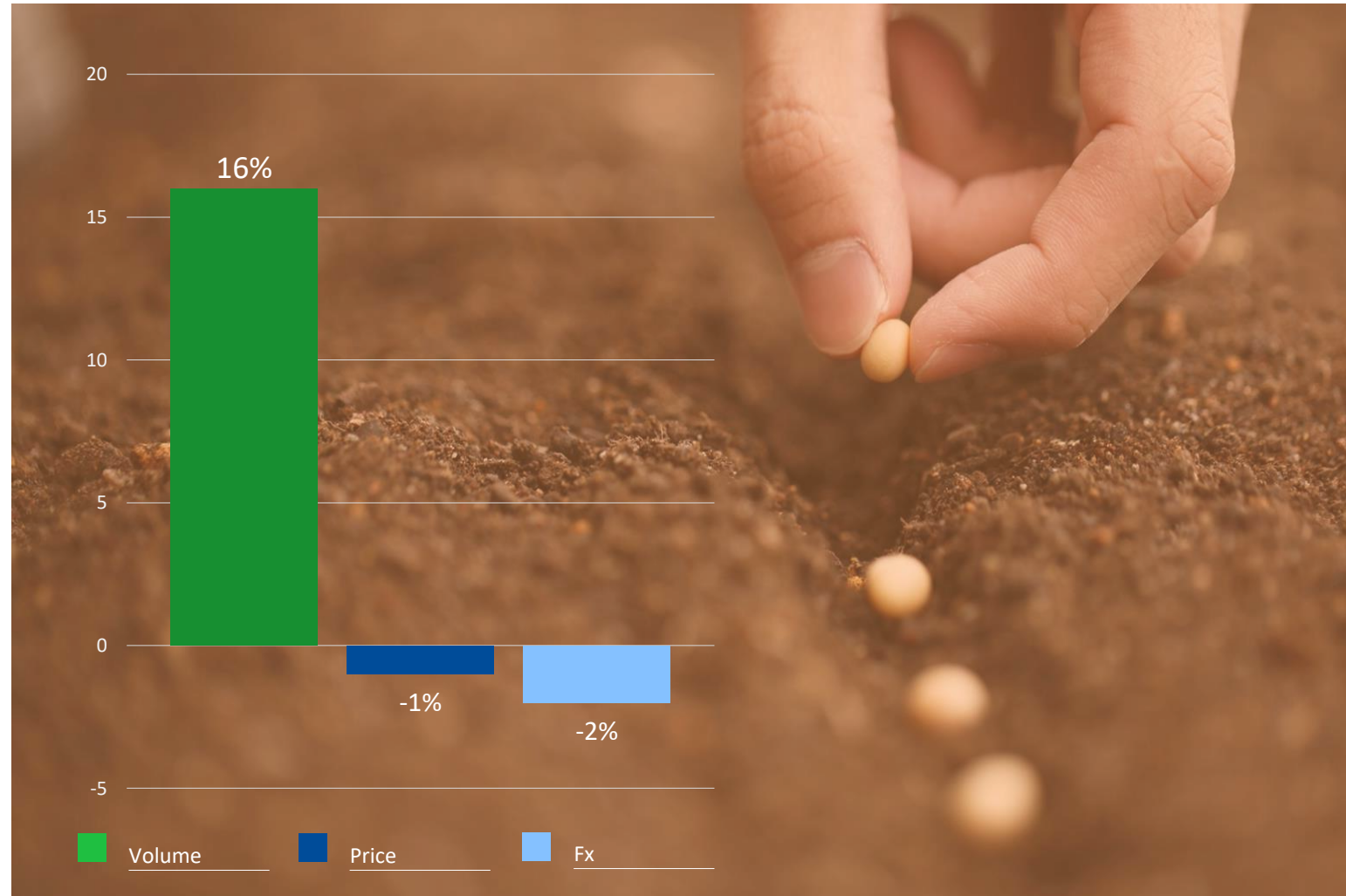
13%



FY 19

₹ 31,616 cr.

Consistently delivering double digit growth



Proforma Financial Results: FY2020

₹ crore

Particulars	FY20 ¹	FY19 ^{1,2}	%
Total Revenue from operation	35,756	31,616	13%
Variable Cost	21,407	18,299	
Gross Margin	14,349	13,317	8%
Fixed Overheads	6,897	7,005	
EBITDA	7,452	6,312	18%

1) Purchase Price Allocation effect are removed from FY19 and FY20

2) FY19 are proforma numbers including Arysta full year numbers

Profit and Loss Account: FY2020

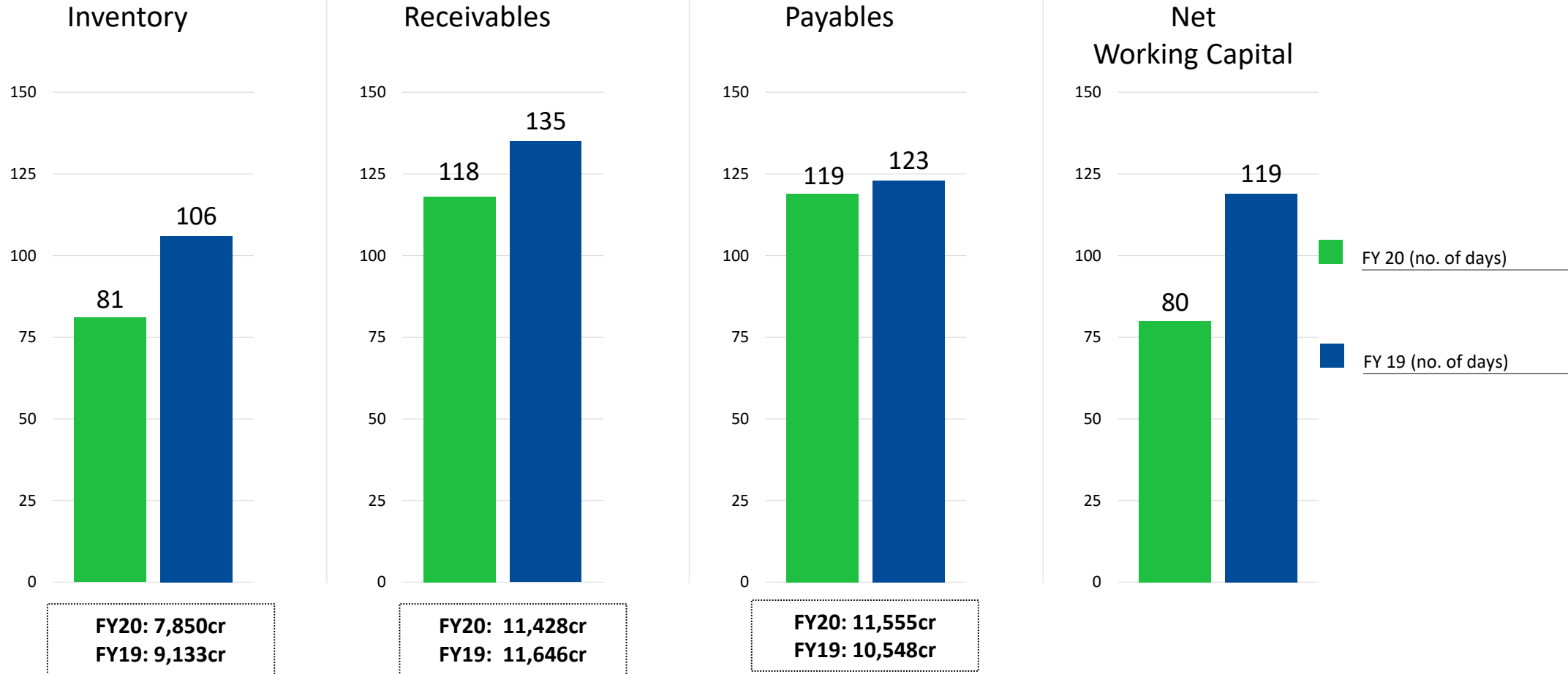
₹ crore

Particulars	FY20			FY19	Change
	Reported	PPA Adj.	Before PPA ¹	Reported ^{1,2}	%
Total Revenue from operation	35,756	-	35,756	21,837	64%
Variable Cost	21,756	349	21,407	12,820	
Gross Margin	14,000	(349)	14,349	9,016	59%
Fixed Overheads	6,897	0	6,897	4,461	
EBITDA	7,103	(349)	7,452	4,555	64%
Other Income / (Loss)	-226	-	-226	-59	
Amortization / Depreciation	2,012	218	1,794	868	
Finance Cost	1,481	0	1,481	963	
PBT	3,384	(567)	3,951	2,666	48%
Tax	586	(181)	767	329	
PAT	2,798	(386)	3,184	2,337	36%
Income/(Loss) from Associate Co. and JV	3	-	3	14	
Minority Interest	402	-	402	84	
Profit After Tax, Associate Income & Minority Interest	2,399	(386)	2,785	2,267	23%
Exceptional Cost	623	-	623	451	
Net Profit	1,776	(386)	2,162	1,816	19%

1) Purchase Price Allocation effect are removed from FY19 and FY20

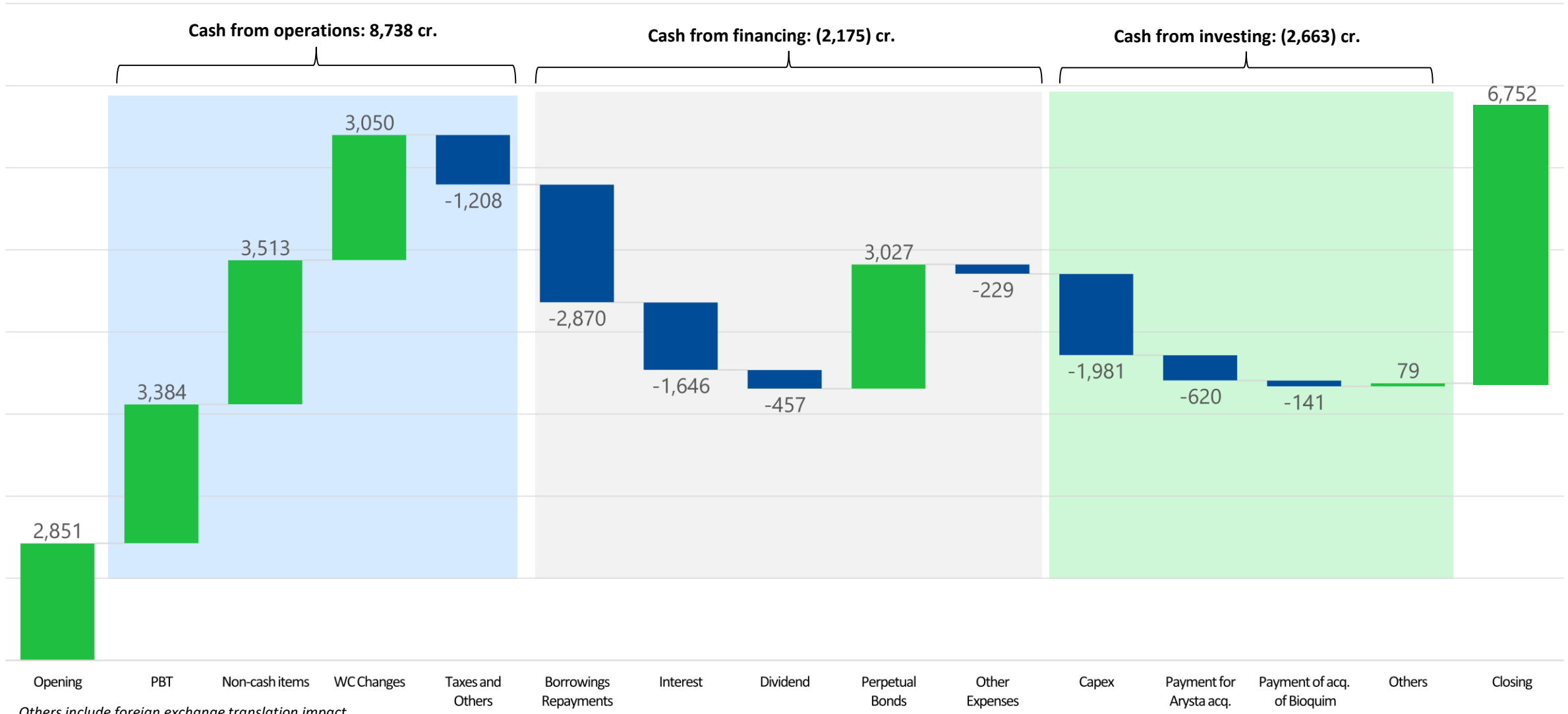
2) FY19 are proforma numbers including Arysta full year numbers

Working Capital Analysis



Cash Flow Statement (1st April 2019 to 31st March 2020)

₹ Crore

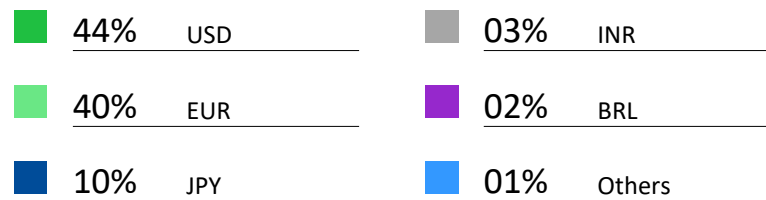
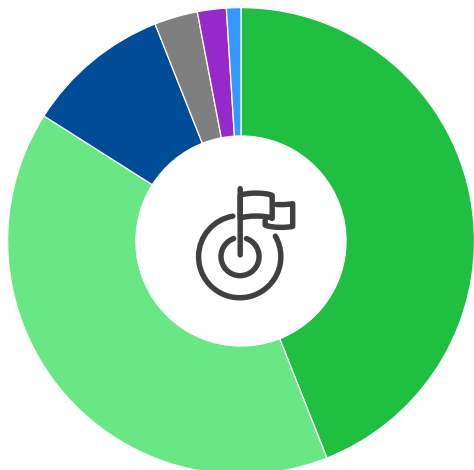


Others include foreign exchange translation impact

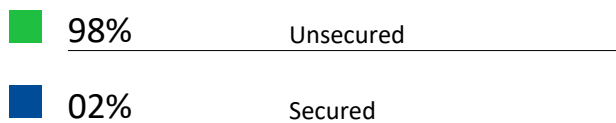
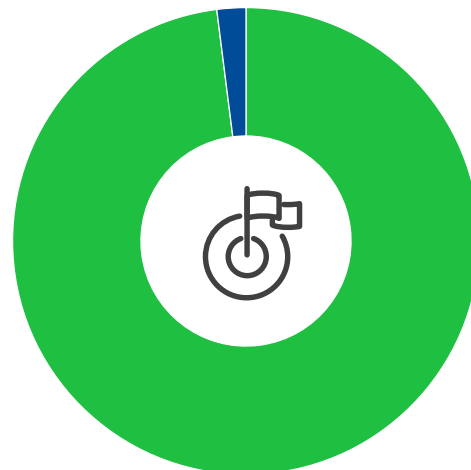


Debt Profile: FY2020

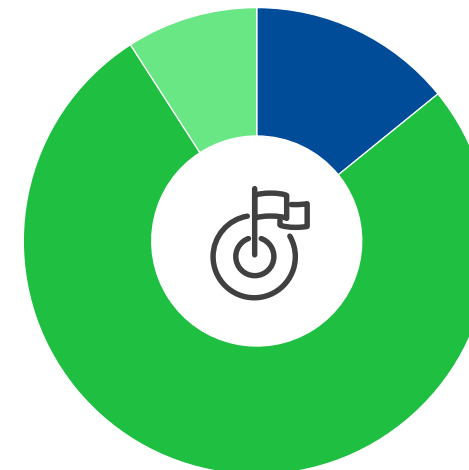
By Currency



By Security



By Maturity



Committed to Investment Grade rating

Financial Performance

Q4 FY2020

Sales Growth and Variance

FY 20

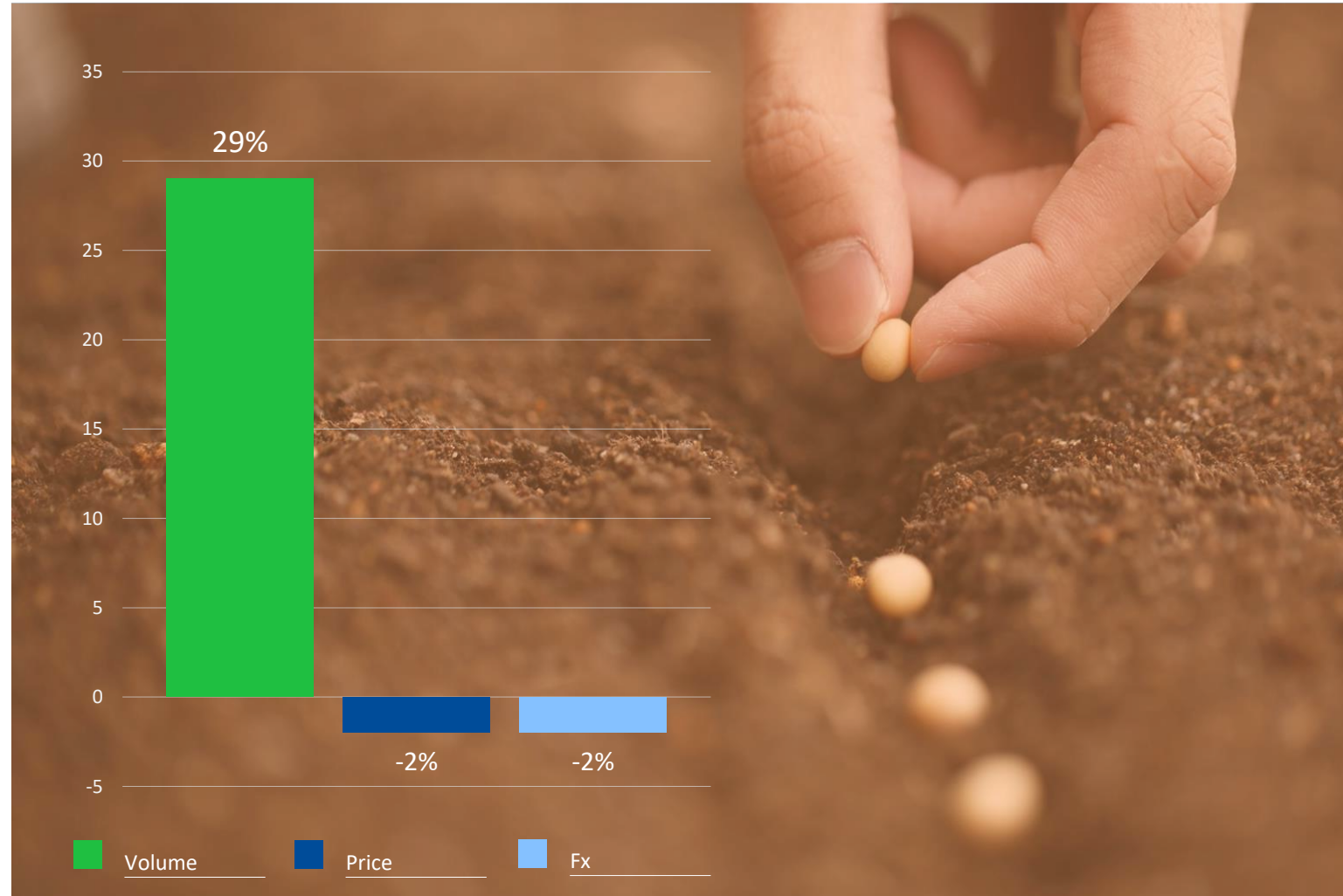
₹ 11,022 cr.



25%

FY 19

₹ 8,788 cr.



Proforma Financial Results: Q4 FY2020

₹ crore

Particulars	Q4 FY20 ²	Q-4 FY19 ¹	%
Total Revenue from operation	11,141	8,872	26%
Variable Cost	7,188	5,378	34%
Gross Margin	3,953	3,494	13%
Fixed Overheads	1,784	1,754	2%
EBITDA	2,169	1,740	25%

¹Previous year proforma numbers including Arysta's quarterly numbers

²Purchase price allocation effect is removed from FY20

Profit and Loss Account: Q4 FY2020

₹ crore

Particulars	Q4 FY20			Q4 FY19	Change
	Reported	PPA adj.	Before PPA ¹	Reported ²	%
Total Revenue from operation	11,141	-	11,141	8,524	31%
Variable Cost	7,188	-	7,188	5,234	
Gross Margin	3,953	0	3,953	3,290	20%
Fixed Overheads	1,784		1,784	1,438	
EBITDA	2,169	0	2,169	1,852	17%
Other Income / (Loss)	(243)	-	(243)	(71)	
Amortization / Depreciation	595	130	465	330	
Finance Cost	187	-	187	404	
PBT	1,144	(130)	1,274	1,047	22%
Tax	212	(43)	255	132	
PAT	932	(87)	1,019	915	11%
Income/(Loss) from Associate Co. and JV	23	0	23	29	
Minority Interest	167	0	167	57	
Profit After Tax, Associate Income & Minority Interest	789	(87)	876	886	-1%
Exceptional Cost	171	0	171	299	
Net Profit	617	(87)	705	587	20%

1) Purchase Price Allocation effect are removed from FY20

2) FY19 reported numbers without PPA adj.



Business Update and Strategic Roadmap

Diego Casanello

Covid-19 Response Plan



Employee Safety

- “Whoever can work from home should work from home” policy
- Providing PPEs, encouraging handwashing, thermal scanning and social distancing
- Return-to-work protocols developed in accordance with local official guidelines

Business Continuity

- All UPL manufacturing plants remain operational and safety stocks are in place for key products
- Rapid Response Team formed to monitor situation, issue guidelines and solve problems
- Fluid collaboration with customers (e.g. virtual product launches; virtual sales meetings; and more)

Community Outreach

- Donated around US\$10M and supplied around US\$3.3M worth of PPE to external stakeholders
- Produced more than 6,000 liters of sanitizer and disinfectant solution for police and hospitals.
- Provided spray equipment to disinfect public areas, using 1.15 million liters of sanitizing solution

FY2020 Highlights: An outstanding milestone year

Revenue

₹ 35,756 cr.

- Grew 13% Revenue and 16% Volumes
- Gained large share
- Fastest growing among Tier 1

EBITDA

₹ 7,452 cr.

- Grew 18% vs Last Year
- Op. Margin up 80 bps

Cost Synergies

₹ 773 cr.

- Ahead of our guidance

Net Debt

₹ 22,060 cr.¹

- Reduced by INR 4,400 cr.,
guidance met

R&D Pipeline

₹ 20,000 cr.

- Significant potential of combined
pipeline (peak sales value)

100%

- All countries operating under
one single ERP system

1. 3,027 cr. of proceeds of Perpetual bond treated as quasi-equity as per IFRS

FY 2020 Performance Highlights

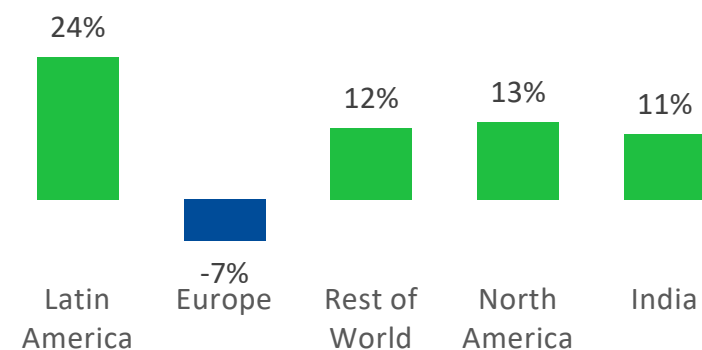
₹ crore

Particulars	FY 2019 ¹	FY 2020	B/(W) LY
Revenue	31,616	35,756	13%
Gross Margin	42%	40%	-200 bps
Fixed OH	7,005	6,897	-2%
EBITDA	6,312	7,452	18%
% Revenue	20%	21%	+88 bps

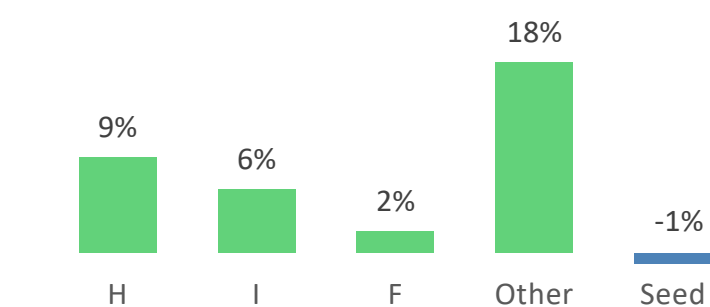
¹ FY2019 reflects proforma numbers

- UPL was the fastest growing company in the period among majors
- Strong momentum despite weather, FX & covid headwinds
- Strong share gains in most regions
- Strong growth with new innovations and biosolutions
- Margin pressure driven by Fx impact and Region Mix
- Teams focused on offsetting Fx weakness via price increases

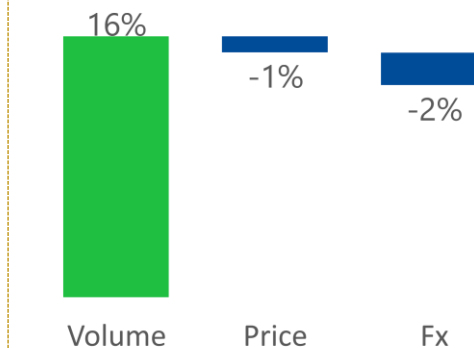
Revenue Development by Region



Revenue Development by Category



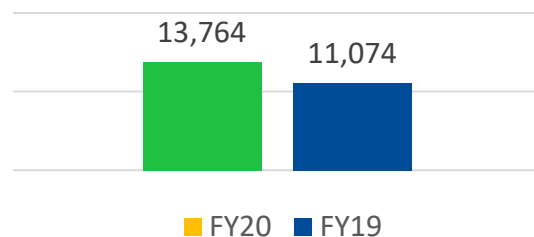
Vol./Price/Fx Impact on Revenue



FY 2020 Regional Highlights

LATIN AMERICA

24%

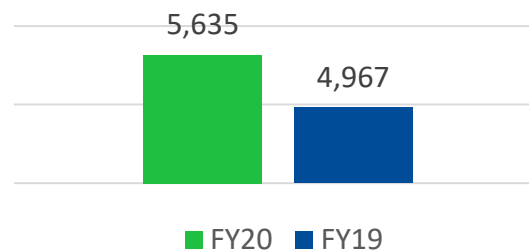


Achieved #4 Market Position in Brazil

- Customers awarding UPL higher share of wallet after integration
- Achieved #4 position in Brazil; #1 in Mexico and Colombia
- Complete portfolios in Soy, Corn, Sugarcane and Cotton driving sales
- Continue to increase prices in local currencies to offset Q4 Fx devaluation

NORTH AMERICA

13%

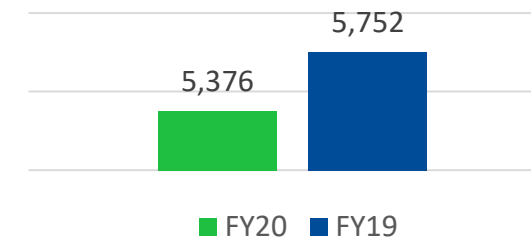


Growth despite floods driving market decline

- Share growth in major product lines
- Strong growth in Canada thanks to synergies in combined portfolio
- Growth in US despite market decline
- China-USA tariff war was a tailwind to UPL by helping customers hedge risk

EUROPE

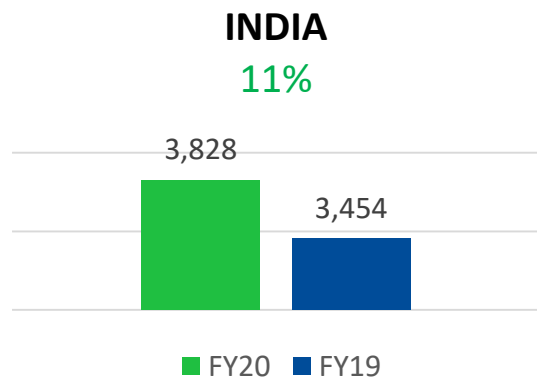
-7%



Dry conditions and Fx impacting revenue

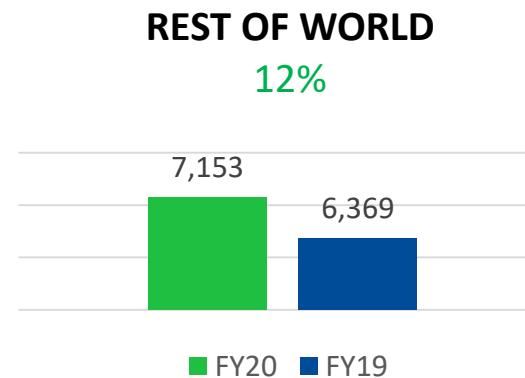
- Dry/hot weather conditions impacted crop yields in WEU/EEU
- UPL's high share of Herbicides and France business weighted on results
- Excellent growth with biosolutions portfolio and ProNutiva programs
- Early spring in Q4 showing signs of market recovery in 20/21 season

FY 2020 Regional Highlights (contd.)



Strong Performance in Growing Market

- A significant growth in Herbicide volumes driven by Glufosinate
- ProNutiva package solution and service offering helped to create better value for farmers.
- Industry growth in the Rabi pegged in the 10-11% range, pulled the annual growth up to 6-7% despite a poor Kharif
- Provax and Reno to be the spearheads of growth. More than 1000 seed treatment machines to improve access to key channel partners



Share gains in SEA & Japan offsets AU draught impact

- Synergies in Japan thanks to broader customer base & J-maker partnerships
- Strong business growth in S. East Asia thanks to return of rains and synergies
- Closing of strategic acquisition of Laoting Yoloo in China
- Adverse impact from Fx in Africa and drought/wild fires in Australia

₹ crore

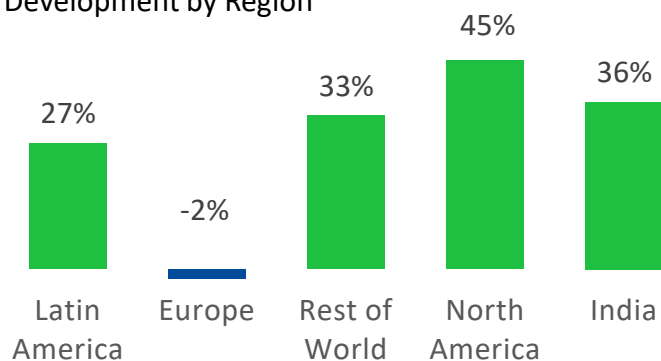
Q4 2020 Performance Highlights

₹ crore

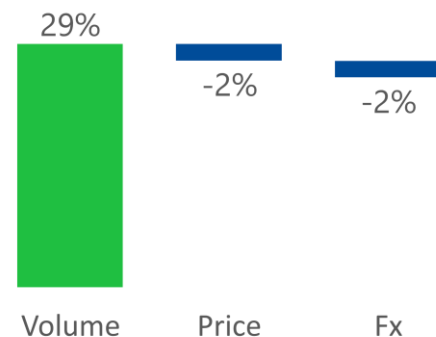
Particulars	Q4 2019 ¹	Q4 2020	B/(W) LY
Revenue	8,872	11,141	26%
Gross Margin	39%	35%	-390 bps
Fixed OH	1,754	1,784	2%
EBITDA	1,740	2,169	25%
% Revenue	20%	19%	-14 bps

1. FY2019 reflects proforma numbers

Revenue Development by Region



Vol./Price/Fx Impact on Revenue



- Strong share gains in most Regions (e.g. NAM, Brazil, Asia, India)
- NAM, Asia growth also due to phasing Q3 to Q4 of legacy Arysta business
- March was a record month for UPL despite covid impact
- Negative margin impact from strong sudden FX devaluation in emerging markets
- Teams working to offset currency impact through price gains in local currencies

Integration Update

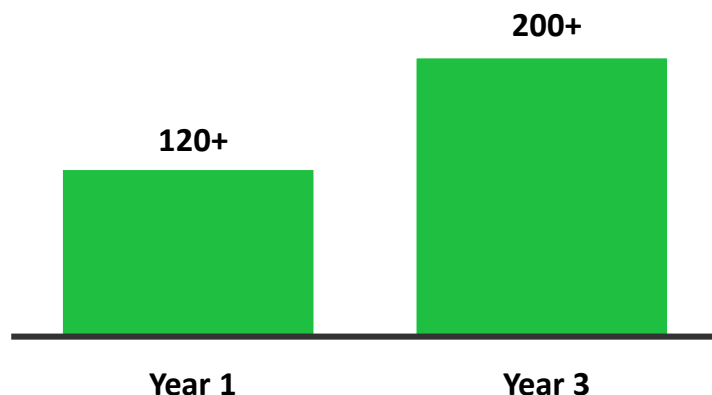


We formed a great team, a strong culture, and rallied around our strategic purpose



We integrated Arysta ahead of plan and delivered on the synergy targets

Cost Synergy Target, run rate, USD Mn



Major Levers

1. Optimizing manufacturing footprint
2. Increasing procurement efficiency
3. Increasing R&D efficiency – Insourcing R&D activities to boost efficiency and expanded bandwidth to access new technology
4. Consolidation into one shared IT platform and reduction of IT infrastructure cost
5. Consolidation of HQ and other support functions

Cost synergies achieved

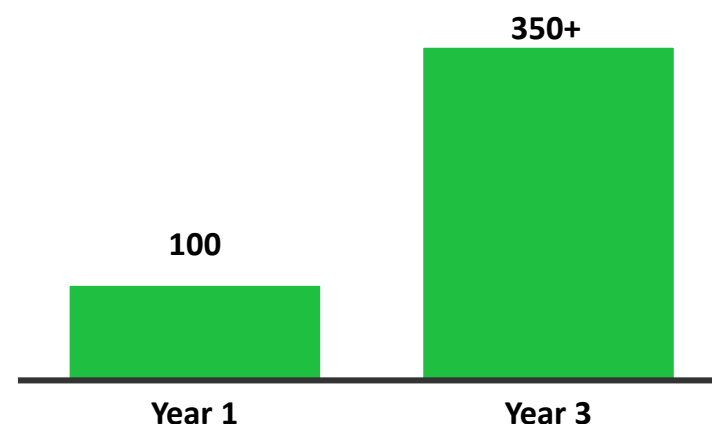
Q4

₹ 238 cr.

FY 20

₹ 773 cr.

Revenue Synergies Target, run rate, USD Mn



Major Levers

1. Complementary portfolios (solution selling) - Meet grower/channel needs through complimentary AI portfolio and access to new crops with a broader base of generic and proprietary products
2. Cross-sell through expanded geographic reach - Both companies can expand sales by leveraging each others complementary geographic presence

Revenue synergies achieved

Q4

₹ 947 cr.

FY 20

₹ 1,693 cr.

Strategic Roadmap

Our Mission, “to make every single food product more sustainable” means...



Enable **stability of food supply** for 7 billion people on the planet



Meet **crop protection needs** of 500 million farmers globally



Provide **innovative and affordable** solutions to farmers



Innovate new **climate smart solutions** to build resilient food systems



Connect farmers, food producers, supermarkets, and consumers



Protect the **environment, finite resources and human health**

Evolution of winning strategies in the industry

The strategies that have created successful companies in the sector have changed over time and will continue to change...



20 years ago...

How to control a weed, insect or disease?

Product Innovation

1. R&D focused on new IP protected Chemistry
2. Global blockbuster Ais ("One fits All")
3. Strive for Sales Excellence



10 years ago...

How to improve yields?

Crop Solution Innovation

1. R&D focused on new Mixtures & Crop Spraying Programs
2. Broad, Crop Specific portfolio
3. Strive for Marketing Excellence



Next 10 years...

How to increase farmer margins?

Resource Efficiency Innovation

1. R&D focused on renewables and resource efficiency
2. Plot specific, eco friendly solutions that are cost effective
3. Strive for Digital Excellence
4. Main Challenge:

How we will win

1 Leverage Tier 1 scale

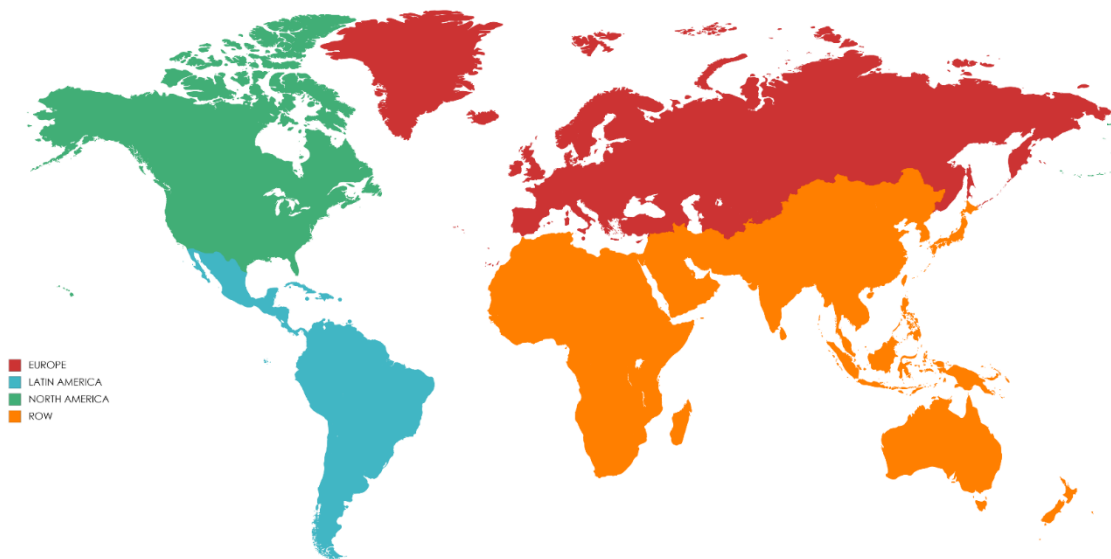
2 Dominate the growing post-patent market through differentiation and best-in-class cost efficiency

3 Exploit our capital efficient Open-Innovation R&D platform to claim top share of the proprietary chemical market

4 Expand leadership on sustainable input technologies

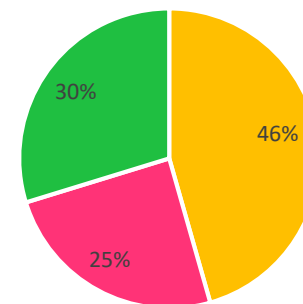
5 Continue to evolve our Go-to-Market from supplying products to offering Smart Farming Solutions

1. Leverage Tier 1 Scale



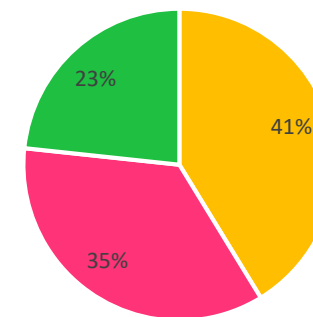
	North America	Latin America	Europe	ROW
Products	211	516	459	1088
Plants	1	10	13	17
R&D Facilities	3	5	6	11
R&D FTEs	72	112	208	309
Commercial FTEs	128	692	392	1332
Total FTE's	320	1818	1355	6087

Market* Data % of Sales by Category



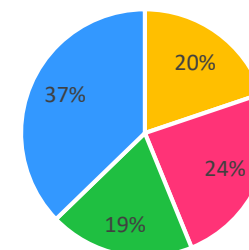
■ Herbicides ■ Insecticides ■ Fungicides

UPL % of Sales by Category



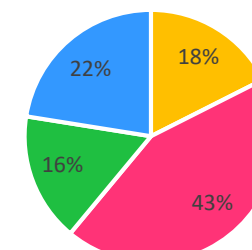
■ Herbicides ■ Insecticides ■ Fungicides

Market* % of Sales by Region



■ North America ■ Latin America
■ Europe ■ ROW

UPL % of Sales by Region



■ North America ■ Latin America
■ Europe ■ ROW

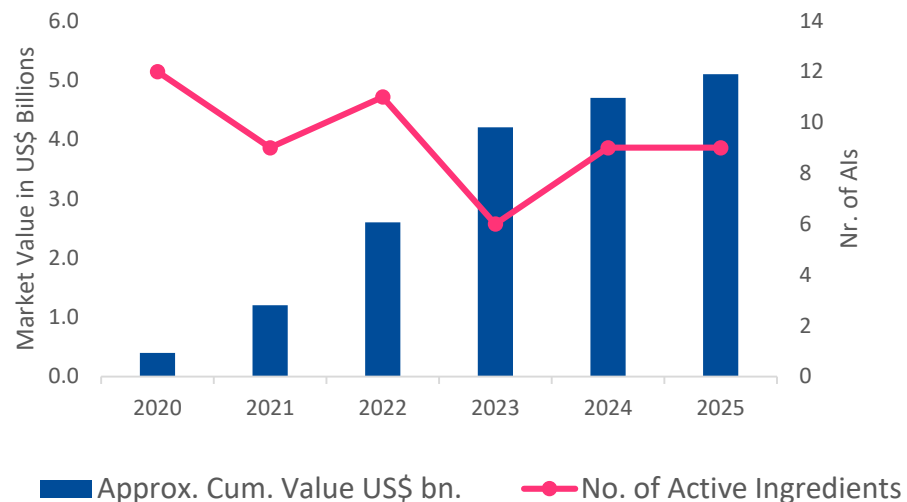
*Source: Phillips McDougall; IMAP-Kynetec

2. Dominate the growing post-patent market through differentiation and best-in-class cost efficiency

Established UPL Post Patent AIs

- Glufosinate
- Azoxystrobin
- Mancozeb
- Cypermethrin
- Metribuzin
- Sulfentrazone
- Pendimethalin

Potential for New UPL Post Patent Ais*



Peak sales value of UPL's Post Patent pipeline accounts for US\$ 2,000 to 2,500 Mill. with projects reaching sales maturity progressively in 5 to 8 years

- UPL is well positioned to capture significant share of this growing market
- Backwards integration, scale and SG&A efficiency ensures necessary competitiveness to lead
- Through our R&D platform we create differentiation and generate IP with new unique formulations and mixtures
- Post-patent pipeline includes:
 - 15 future off-patent active ingredients
 - new formulations for 76 active ingredients already in our portfolio

3. Exploit our capital efficient OpenInnovation R&D platform to claim top share of proprietary chemical market

Map of Field Stations, Chemistry and Formulation R&D Labs



OpenInnovation allows UPL to focus on core competencies, reduce time to market and achieve best-in-class R&D capital allocation

- **OpenInnovation** concept allows to work in collaborative networks
- 1,000+ strong network with start-ups, scientific community, research organizations, R&D companies and governments
- Innovation takes place “from field to lab” and involves farmers and distribution partners
- 700 R&D Professionals
- 25+ R&D facilities across 4 continents, including a new network of field research stations

3. Exploit our capital efficient OpenInnovation R&D platform to claim top share of proprietary chemical market

Established UPL Proprietary AIs

- Clethodim
- Amicarbazone
- Fluoxastrobin
- Bifenazate
- Flucarbazone
- Carboxin

Potential for New UPL Proprietary AIs

# of AIs in the Pipeline	Early Stage	Late Stage
Herbicides	5	1
Insecticides	10	3
Fungicides	15	7
BioStimulants	4	2
Seed Treatments	4	1
Total	38	14

Peak sales value of UPL's Proprietary pipeline accounts for US\$ 1,000 to 1,500 Mill. with projects reaching sales maturity progressively in 5 to 8 years

- UPL managed to create one of the leading R&D pipelines in the industry
- Strong R&D team led by Adrian Percy as CTO (ex Head R&D Bayer Crop Science)
- Legacy Arysta research capabilities are strongly complementary to UPL's formulation development expertise
- Proprietary pipeline includes:
 - 38 new active ingredients in early stage (thereof 10 New MOAs, 8 Biologicals)
 - 14 new active ingredients in late stage (thereof 1 New MOA, 1 Biological)

4. Expand leadership on sustainable input technologies

Roots/emergence

- Root mass & architecture
- Bud development
- Accelerated shoot or Bud emergence
- Uniform emergence



Stems & branches

- Root architecture
- Thicker stems
- Increased branching
- Stem/stalk diameter & strength
- Inter-node length



Leaves/chlorophyll

- Leaf area
- Chlorophyll
- Photosynthesis activity
- CO2 fixation



Flowering/fruit set

- Flowering
- Pollination
- Fruit set & retention
- Cell division for size & quality potential



Fruit sizing

- Movement of sugars from vegetative tissues to wood or reproductive tissues
- Fruit finish



UPL has the most complete BioSolutions portfolio among top companies in the industry



5. Continue to evolve our Go-to-Market from supplying products to offering Smart Farming Solutions

Our Resource Efficiency and Innovation efforts will move the majority of our business to B and C in the next 5 years, creating opportunities for margin expansion and defensible market positions



Reliable Product Supplier

Product focused supply of post-patent & proprietary crop protection formulations

Value Propostion

Competitive product, price, performance and supply reliability

Examples

- Soybean US
- OSR Eastern Europe
- Corn Mexico

A



ProNutiva Solution Provider

Complete crop solutions, combining conventional and biological products

Value Propostion

Competitive spray programs with focus on yield and quality

Examples

- Sugarcane/Soy Brazil
- Apples poland
- Potato Mexico

B



Smart Farming Partner

Precision Farming Solutions, combining products and digital agronomic services

Value Propostion

Low or zero chemical pest, water & carbon mgt. programs with focus on yield and resource use efficiency

Examples

- Berries Japan (IPM)
- Corn South Africa
- Cotton India (AFS)

C

Long Term Growth Aspiration

- **Long Term Revenue Growth Ambition 7 – 10% p.a.**
- **Pipeline products and higher share of Smart Farming Solutions expected at above average margins of >40%**
- **Opportunity for further progressive YoY reduction of SG&A-to-Revenue ratio**
(synergies, constant improvement initiatives, scale efficiencies)
- **We will continue to invest in profitable Growth opportunities**

Our Values: The Key to our Success



Always
human



Nothing's
impossible



Win win win



One team
One focus



Agile



Keep it simple
make it fun

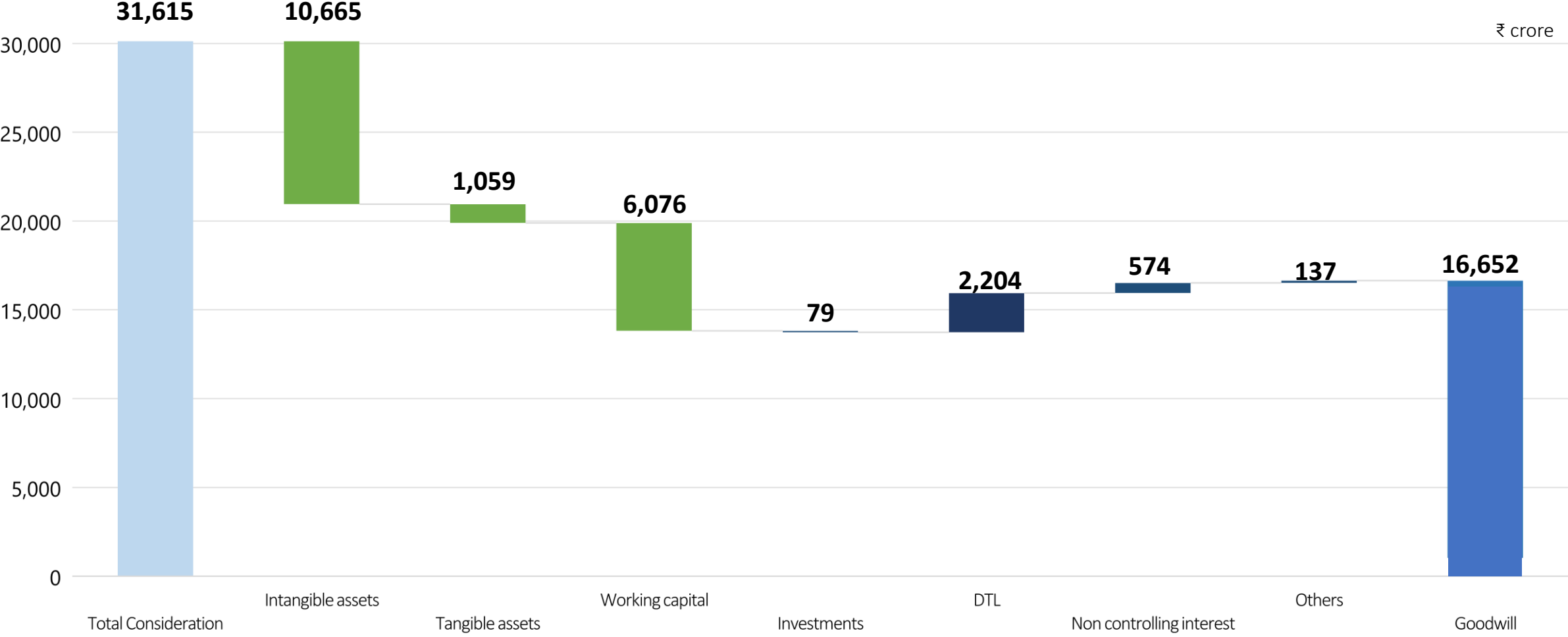
Q&A



Appendix



Purchase Price Allocation



Balance Sheet: FY2020

Equity and Liabilities	Audited FY2020	Audited FY2019	Assets	Audited FY2020	Audited FY2019
Equity Share Capital	153	102	Fixed Assets¹		
Perpetual bonds	2,986	-	Tangible Assets	6,655	5,855
Retained earnings	16,143	14,613	Intangible Assets	11,857	11,521
Minority Interest	3,312	3,454	Right of use assets ²	642	-
Borrowings	28,813	29,317	Goodwill	18,241	16,627
Long term Finance lease obligation	682	-	Investments	558	708
Other long term liabilities	45	136	Working Capital	7,724	10,230
Deferred Tax	1,122	1,465	Cash and Bank	6,752	2,851
Provision and Others	1,814	1,867	Loans and advances and other current assets	2,642	3,161
Total Equity and Liabilities	55,071	50,955	Total Assets	55,071	50,955

¹ Fixed Assets includes Arysta Assets at its Fair Value.

² IND-AS 116 accounting standard for lease implemented in FY2020