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Letter of Offer
November 20, 2024

For Eligible Equity Shareholders only

UPL LIMITED

UPL Limited (the "**Company**" or the "**Issuer**") was originally incorporated as 'Vishwanath Commercials Limited' on January 2, 1985 at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business from the Registrar of Companies, Maharashtra at Mumbai on January 14, 1985. Subsequently, the name of our Company was changed to 'Search Chem Industries Limited' and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on February 17, 1994. Thereafter, the name of our Company was changed to 'United Phosphorus Limited' and a fresh certificate of incorporation was granted by the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**") on October 15, 2003. Lastly, the name of our Company was changed to UPL Limited and a fresh certificate of incorporation was granted by the RoC on October 11, 2013. For details in relation to the changes in the name of our Company and the address of registered office of our Company, see "*General Information*" on page 71.

Registered Office: 3-11, G.I.D.C., Vapi, Valsad – 396 195, Gujarat; **Corporate Office**: Uniphos House, Chitrakar Dhurandhar Road, 11th Road, Near Madhu Park Garden, Khar (West), Mumbai-400052, Maharashtra, India
Telephone: +91 22 6856 8000 **Contact Person:** Sandeep Mohan Deshmukh, Company Secretary and Compliance Officer
E-mail: upl.investors@upl-ltd.com; **Website:** www.upl-ltd.com
Corporate Identity Number: L24219GJ1985PLC025132

OUR PROMOTERS: RAJNIKANT DEVIDAS SHROFF, NERKA CHEMICALS PRIVATE LIMITED, JAIDEV RAJNIKANT SHROFF AND VIKRAM RAJNIKANT SHROFF

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

ISSUE OF UP TO 9,38,25,955* PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 360 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 358 PER RIGHTS EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹3,377.74 CRORES* ON A RIGHTS BASIS TO THE HOLDERS OF THE EQUITY SHARES OF OUR COMPANY AS ON THE RECORD DATE ("ELIGIBLE EQUITY SHAREHOLDERS") IN THE RATIO OF ONE RIGHTS EQUITY SHARE FOR EVERY EIGHT FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS, ON NOVEMBER 26, 2024 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, SEE "*TERMS OF THE ISSUE*" ON PAGE 503.

**Assuming full subscription in the Issue and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of Basis of Allotment. For further details on Payment Schedule, see "Terms of the Issue – Terms of Payment" on page 522.*

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES

Amount payable per Rights Equity Share	Face Value (₹)	Premium(₹)	Total (₹)
On Application	0.50	89.50	90.00*
On one or more additional Calls with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board / Rights Issue Committee from time to time	1.50	268.50	270.00**
Total (₹)	2.00	358.00	360.00

**Constitutes 25% of the Issue Price.*
*** Constitutes 75% of the Issue Price.*
*For further details on Payment Schedule, see "Terms of the Issue – Terms of Payment" on page 522***.**

WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company, nor our Promoters, or any of our Directors have been or are categorized as Wilful Defaulters (*as defined hereinafter*) or Fraudulent Borrowers (*as defined hereinafter*).

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, Investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of Investors is invited to the section "*Risk Factors*" on page 22.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). Our Company has received "*in-principle*" approval from BSE and NSE for listing the Rights Equity Shares proposed to be issued pursuant to the Issue pursuant to their respective letters, each dated November 14, 2024. Our Company will also make application to BSE and NSE to obtain trading approval for the Rights Entitlements as required under the SEBI ICDR Master Circular, along with any subsequent circulars or notifications issued by SEBI in this regard. For the purposes of the Issue, the Designated Stock Exchange is BSE Limited.

LEAD MANAGERS TO THE ISSUE					REGISTRAR TO THE ISSUE
AXIS CAPITAL LIMITED 1st Floor, Axis House, P.B. Marg Worli, Mumbai 400 025, Maharashtra, India **Telephone**: +91 22 4325 2183 **E-mail**: upl.rights@axiscap.in **Investor Grievance ID**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact person**: Pratik Pednekar **SEBI Registration No.:** INM000012029	**BNP Paribas** 1 North Avenue, Maker Maxity, Bandra-Kurla Complex, Bandra (E), Mumbai –400 051 Maharashtra, India **Telephone:** +91 22 3370 4000 **E-mail:** DL.UPL.Rights@bnpparibas.com **Investor Grievance E-mail:** indiainvestors.care@asia.bnpparibas.com **Website:** www.bnpparibas.co.in **Contact Person:** Mahabir Kochar **SEBI Registration No.:** INM000011534	**J.P. MORGAN INDIA PRIVATE LIMITED** J.P. Morgan Tower, Off CST Road, Kalina Santacruz East Mumbai 400 098 Maharashtra, India **Telephone**: + 91 22 6157 3000 **E-mail**: UPL_RIGHTS@jpmorgan.com **Investor Grievance ID**: investorsmb.jpmipl@jpmorgan.com **Website:** www.jpmipl.com **Contact Person**: Saarthak Soni / Vidit Jain **SEBI Registration No.:** INM000002970	**JM FINANCIAL LIMITED** 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India **Telephone:** +91 22 6630 3030 **Email:** upl.rights@jmfl.com **Investor Grievance Email:** grievance.ibd@jmfl.com **Website:** www.jmfl.com **Contact Person:** Prachee Dhuri **SEBI Registration No.:** INM000010361	**MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED** 18th Floor, Tower 2 One World Centre, Plot 841, Jupiter Textile Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India **Telephone**: +91 22 6118 1000 **E-mail**: uplrights@morganstanley.com **Investor Grievance ID**: investors_india@morganstanley.com **Website**: www.morganstanley.com **Contact Person**: Aayush Agarwal **SEBI Registration Number**: INM000011203	**LINK INTIME INDIA PRIVATE LIMITED** C- 101, 247 Park, L.B.S. Marg, Surya Nagar, Gandhi Nagar, Vikhroli (West), Mumbai 400083 Maharashtra, India **Telephone**.: +91-22-810 811 4949 **E-mail**: upl.rights2024@linkintime.co.in **Investor grievance e-mail**: upl.rights2024@linkintime.co.in **Website**: www.linkintime.co.in **Contact Person**: Shanti Gopalakrishnan **SEBI Registration No**.: INR000004058

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON#
Thursday, December 5, 2024	Wednesday, December 11, 2024	Tuesday, December 17, 2024

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

 # Our Board or Rights Issue Committee will have the right to extend the Issue period as it may determine from time to time, but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, circular, guidelines or policies shall be to such legislation, act, regulation, rules, circular, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer but not defined herein, shall have, to the extent applicable, the same meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the Depositories Act and/or the rules and regulations made thereunder, each as amended.

Provided that terms used in the sections titled "Summary of this Letter of Offer", "Report on Statement of Possible Special Tax Benefits", "Industry Overview", "Financial Statements/Financial Results", "Outstanding Litigation and Defaults" and "Terms of the Issue" on pages 19, 92, 145, 192, 475 and 503, respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections.

General Terms

Term	Description
Company / our Company / the Company / the Issuer	Unless the context otherwise requires, indicates or implies, or unless otherwise specified, our Company, UPL Limited, on a standalone basis, a company incorporated in India under the Companies Act, 1956, having its registered office at 3-11, G.I.D.C., Vapi, Valsad – 396 195, Gujarat, India and corporate office at Uniphos House, Chitrakar Dhurandhar Road, 11th Road, Near Madhu Park Garden, Khar (West), Mumbai – 400 052, Maharashtra, India
We, Our, Us or our Group	Unless the context otherwise requires, indicates or implies, or unless otherwise specified, our Company together with our Subsidiaries, Joint Ventures and Associates, on a consolidated basis

Company Related Terms

Term	Description
Agbio Reports	Industry reports titled "AgbioCrop, The Crop Protection Industry Report- Market Review 2023" dated May 2024, "AgbioInvestor, Quarterly briefing service, Third Quarter 2024" dated September 2024 and "AgbioInvestor, Quarterly briefing service plus, Third Quarter 2024" dated October 2024 that have been prepared and issued by Phil Mac Associates LLP t/a AgbioInvestor, for the purposes of confirming our understanding of the crop protection and seeds industry
Articles of Association/ Articles / AoA	The articles of association of our Company, as amended
Associate Companies or Associates	Companies constituting the associate companies of our Company as determined in terms of Section 2(6) of the Companies Act, 2013 or applicable accounting standards
Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company as at and for the financial years ended March 31, 2024 and March 31, 2023 which comprises the consolidated balance sheet as at March 31, 2024 and March 31, 2023, the consolidated statement of profit and loss for the years ended March 31, 2024 and March 31, 2023, including other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information. For details, see "*Financial Statements/Financial Results*" on page 192.
Board of Directors / Board	Board of directors of our Company
Chief Financial Officer	The chief financial officer of our Company, Anand Kantilal Vora
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, Sandeep Mohan Deshmukh
Corporate Office	Corporate office of our Company situated at Uniphos House, Chitrakar Dhurandhar Road, 11th

Term	Description
	Road, Near Madhu Park Garden, Khar (West), Mumbai – 400 052, Maharashtra, India
Director(s)	The directors on our Board
Deposit Agreement	Regulation S Deposit Agreement dated August 15, 2016 entered into between our Company and JP Morgan Chase Bank, N.A., as amended by way of Amendment No. 1 to the Deposit Agreement dated June 22, 2017 and Amendment No. 2 to the Deposit Agreement dated July 23, 2019
Equity Shareholder	A holder of Equity Shares of our Company, from time to time
Equity Shares	The equity shares of our Company having a face value of ₹ 2 each, unless otherwise specified
Executive Director	Executive director of our Company, unless otherwise specified
Financial Statements / Financial Results	Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results. For details, see "*Financial Statements / Financial Results*" on page 192
GDRs	Global depository receipts issued by our Company by way of the Deposit Agreement
Independent Director	Independent directors on our Board, who are eligible to be appointed as independent directors under the provisions of the Companies Act, and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management*" on page 186
Independent Chartered Accountant	The independent chartered accountant appointed by our Company, namely, Vora & Associates, Chartered Accountants.
Independent Chartered Engineer	The independent chartered engineer appointed by our Company, namely, Manish Bhudarbhai Kevadia.
Joint Ventures	The joint ventures of our Company
Key Managerial Personnel/ KMP	The key managerial personnel of our Company as per the definition provided in Regulation 2(1)(bb) of the SEBI ICDR Regulations, as disclosed in "*Our Management – Details of Key Managerial Personnel, Senior Management of our Company*" on page 189
Material Subsidiaries	The material subsidiaries of our Company, namely: • UPL AgroSolutions Canada Inc*; • UPL Corporation Limited, Mauritius*; • UPL Corporation Limited, Cayman*; • UPL Do Brasil- Industria e Comercio de Insumos Agropecuários S.A.*; • UPL Europe Limited; • UPL Management DMCC*; • UPL Mauritius Limited; and • UPL NA Inc. ** identified in accordance with the SEBI Listing Regulations.*
Materiality Threshold	Materiality threshold adopted by our Board in relation to the disclosure of outstanding civil litigation, including tax litigation, involving our Company and/or our Subsidiaries, where the amount involved is equal to or in excess of ₹ 178.82 crores (being 5% percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of our Company) in conformity with the 'Policy for Determination of Materiality of Events', framed in accordance with Regulation 30 of the SEBI Listing Regulations and adopted by our Board by way of its resolution dated July 31, 2023.
Memorandum of Association / Memorandum / MoA	The memorandum of association of our Company, as amended
Non-Executive Director	A Director, not being an Executive Director of our Company, appointed as per the Companies Act and the SEBI Listing Regulations
Promoters	The promoters of our Company being, Rajnikant Devidas Shroff, Jaidev Rajnikant Shroff, Vikram Rajnikant Shroff and Nerka Chemicals Private Limited
Promoter Group	Persons and / or entities constituting the promoter group as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered Office	Registered office of our Company situated at 3-11, G.I.D.C., Vapi, Valsad – 396 195, Gujarat, India
Registrar of Companies / RoC	Registrar of Companies, Gujarat at Ahmedabad
Risk Management Committee	Risk management committee of our Company
Senior Management	Senior management of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in "*Our Management – Details of Key Managerial Personnel, Senior Management of our Company*" on page 189
Shareholders	The shareholders of our Company
Statutory Auditors	Statutory auditors of our Company, being B S R & Co. LLP, Chartered Accountants
Subsidiaries	Subsidiaries of our Company as defined under the Companies Act, and the applicable accounting

Term	Description
	standard.
Unaudited Consolidated Financial Results	The unaudited consolidated financial results of our Company as at and for the quarter ended September 30, 2024 and year to date results for the period from April 1, 2024 to September 30, 2024
UPL do Brasil	UPL Do Brasil- Industria e Comercio de Insumos Agropecuários S.A.

Issue Related Terms

Term	Description
Abridged Letter of Offer / ALOF	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act
Additional Rights Equity Shares	The Rights Equity Shares applied for or allotted under this Issue in addition to the Rights Entitlement
Allot / Allotment / Allotted	Allotment of Rights Equity Shares pursuant to the Issue
Allotment Account(s)	The account(s) opened with the Banker to the Issue, into which the amounts blocked by ASBA in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act
Allotment Account Bank or Refund Bank	Bank which is a clearing member and registered with SEBI as banker to an issue and with whom the Allotment Accounts will be opened, in this case being, Axis Bank Limited
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Rights Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made pursuant to the Issue
Allottee(s)	Person(s) who are Allotted Rights Equity Shares pursuant to the Issue
Applicant(s) / Investors(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue
Application Money	Aggregate amount payable at the time of Application, *i.e.*, ₹ 90.00 per Rights Equity Share in respect of the Rights Equity Shares applied for in this Issue at the Issue Price, constituting 25 % of the Issue Price
Application Supported by Blocked Amount / ASBA	Application (whether physical or electronic) used by an Applicant to make an application authorizing the SCSB to block the Application Money in an ASBA account maintained with the SCSB
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI ICDR Master Circular (to the extent it pertains to the rights issue process) and any subsequent circulars or notifications issued by SEBI in this regard
Axis	Axis Capital Limited
Banker to the Issue	Collectively, the Allotment Account Bank and the Refund Bank to the Issue
Banker to the Issue Agreement	Agreement dated November 20, 2024 entered into by and among our Company, the Registrar to the Issue, the Lead Managers and the Banker to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account from SCSBs and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "*Terms of the Issue*" on page 503
BNPP	BNP Paribas
Call Money(ies)	The balance amount payable by the holders of the Rights Equity Shares pursuant to the Payment Schedule, being ₹ 270.00 per Rights Equity Share after payment of the Application Money,

Term	Description
	which constitutes 75% of the Issue Price and is payable in up to one or more additional Calls, with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board / Rights Issue Committee from time to time. For further details, see "*Terms of this Issue*" on page 503
Call Record Date(s)	A record date fixed by our Company for the purpose of determining the names of the holders of Rights Equity Shares for the purpose of issuing of the Call(s)
Call(s)	The notice(s) to be issued by our Company to the holders of the Rights Equity Shares as on the Call Record Date for making a payment of the Call Monies.
Controlling Branches	Such branches of the SCSBs which co-ordinate with the Lead Managers, the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, bank account details and occupation, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper Application, as the case may be, used by the Applicant and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Stock Exchange	BSE Limited
Eligible Equity Shareholder(s)	Holder(s) of the Equity Shares of our Company as on the Record Date
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
IEPF	Investor Education and Protection Fund
ISIN	International Securities Identification Number
Issue	Issue of up to 9,38,25,955* Rights Equity Shares for cash at a price of ₹ 360.00 per Rights Equity Share (including a premium of ₹ 358.00 per Rights Equity Share) aggregating to ₹ 3,377.74 crores* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of one Rights Equity Share for every eight fully paid-up Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date **Assuming full subscription in the Issue and receipt of all Call Monies with respect to Rights Equity Shares. Subject to finalization of the Basis of Allotment.* On Application, Investors will have to pay ₹ 90.00 per Rights Equity Share (including a premium of ₹ 89.50 per Rights Equity Share) which constitutes 25% of the Issue Price and the balance ₹ 270.00 per Rights Equity Share (including a premium of ₹ 268.50 per Rights Equity Share) which constitutes 75% of the Issue Price, will have to be paid, on one or more additional Calls as may be decided by our Board / Rights Issue Committee, pursuant to the Payment Schedule after receipt of the Application Money
Issue Agreement	Agreement dated November 20, 2024 entered into between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	December 17, 2024
Issue Materials	Collectively, this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue
Issue Opening Date	December 5, 2024
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations
Issue Price	₹ 360.00 per Rights Equity Share On Application, Investors will have to pay ₹ 90.00 per Rights Equity Share (including a premium of ₹ 89.50 per Rights Equity Share) which constitutes 25% of the Issue Price and the balance ₹ 270.00 per Rights Equity Share (including a premium of ₹ 268.50 per Rights Equity Share) which constitutes 75% of the Issue Price, will have to be paid, on one or more additional Calls as may be decided by our Board / Rights Issue Committee, pursuant to the Payment Schedule after receipt of the Application Money
Issue Proceeds or Gross Proceeds	Gross proceeds of the Issue
Issue Size	The issue of up to 9,38,25,955* Rights Equity Shares aggregating up to ₹ 3,377.74*crores * *Assuming full subscription in the Issue, and receipt of all Call Monies with respect to Rights Equity Shares. Subject to finalization of the Basis of Allotment.*

Term	Description
JM	JM Financial Limited
JPM	J.P. Morgan India Private Limited
Lead Managers	Collectively, Axis Capital Limited, BNP Paribas, J.P. Morgan India Private Limited, JM Financial Limited and Morgan Stanley India Company Private Limited
Letter of Offer / LOF	This letter of offer dated November 20, 2024 filed with the Stock Exchanges and SEBI in accordance with the SEBI ICDR Regulations
Listing Agreements	The listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations
Monitoring Agency	CARE Rating Limited
Monitoring Agency Agreement	Agreement dated November 20, 2024 between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds
MS	Morgan Stanley India Company Private Limited
Multiple Application Forms	More than one application forms submitted by an Applicant/Renouncee in respect of the same Rights Entitlement available in their demat account. However, additional applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application
Net Proceeds	Issue Proceeds less Issue related expenses. For details, see "*Objects of the Issue*" on page 82
Off Market Renunciation	The renouncement of Rights Entitlements undertaken by the Eligible Equity Shareholder(s) by transferring them through off market transfer through a depository participant in accordance with the SEBI ICDR Master Circular, circulars issued by the Depositories from time to time and other applicable laws. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
On Market Renunciation	The renouncement of Rights Entitlements undertaken by the Eligible Equity Shareholder(s) by trading them over the secondary market platform of the Stock Exchange through a registered stockbroker in accordance with the SEBI ICDR Master Circular, circulars issued by the Stock Exchange from time to time and other applicable laws, on or before December 11, 2024
Payment Schedule	The payment schedule in relation to the Issue price of the Rights Equity Shares is as follows: (see table below) **Constitutes 25% of the Issue Price.* *** Constitutes 75% of the Issue Price.* *For further details on Payment Schedule, see "Terms of the Issue – Terms of Payment" on page 522*
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being November 26, 2024
Registrar Agreement	Agreement dated November 20, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Registrar to the Issue / Registrar	Link Intime India Private Limited
Renouncee(s)	Person(s) who has/have acquired the Rights Entitlement(s) from the Eligible Equity Shareholders on renunciation, in accordance with the SEBI ICDR Master Circular
Renunciation Period	The period during which the Eligible Equity Shareholders can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on December 11, 2024, in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to

Payment Schedule:

Due Date	Face Value (₹)	Premium (₹)	Total (₹)
On Application	0.50	89.50	90.00*
On one or more additional Calls, with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board / Rights Issue Committee from time to time	1.50	268.50	270.00**
Total (₹)	2.00	358.00	360.00

Term	Description
	the Issue Closing Date
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible on the website of our Company
Rights Entitlement(s)	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date, in this case being one Rights Equity Share for every eight Equity Shares held by an Eligible Equity Shareholder, on the Record Date, excluding any fractional entitlements The Rights Entitlements with a separate ISIN: INE628A20010 will be credited to the respective demat account of Eligible Equity Shareholder before the Issue Opening Date, against the Equity Shares held by the Eligible Equity Shareholders as on Record Date
Rights Equity Shareholders	Holders of the Rights Equity Shares, pursuant to this Issue
Rights Equity Shares	Equity shares of our Company to be Allotted pursuant to this Issue, on partly paid-up basis on Allotment
Rights Issue Committee	The committee of our Board constituted pursuant to Board resolution dated December 22, 2023
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the issue and which offers the facility of ASBA. A list of all SCSBs is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or such other website as updated from time to time
Stock Exchanges	Stock exchanges where the Equity Shares are presently listed, being BSE and NSE
Transfer Date	The date on which the Application Money blocked in the ASBA Accounts will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, in respect of the time period between the Issue Closing Date and the listing of the Rights Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Conventional and General Terms or Abbreviations

Term	Description
₹, Rs., Rupees or INR	Indian Rupees
Financial Year, Fiscal, or FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated
Net Asset Value per Equity Share or NAV per Equity Share	Net Worth/ Number of Equity shares subscribed and fully paid outstanding as at March 31
Adjusted EBITDA	Earnings before interest, tax, depreciation and amortisation plus exchange difference (net) on trade receivable and trade payable etc. plus exceptional items plus share of (loss) / profit from equity accounted investees minus other income
AGM	Annual general meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
Arbitration Act	Arbitration and Conciliation Act, 1996, as amended
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
Central Government / Government of India / GoI	Central Government of India
CEO	Chief executive officer
CFO	Chief financial officer
CIN	Corporate identity number
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made thereunder
Companies Act, 2013 / Companies Act	Companies Act, 2013, along with the rules made thereunder

Term	Description
CSR	Corporate social responsibility
Depositories Act	The Depositories Act, 1996, as amended
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996
DIN	Director identification number
DP / Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, GOI
DP ID	Depository participant identification
EBITDA/ Earnings Before Interest, Taxes, Depreciation and Amortization Expenses	Profit / (loss) for the year/ period plus total tax expenses plus finance costs plus depreciation and amortisation expense
EGM	Extra-ordinary general meeting
EPS	Earnings per share
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 28, 2020 effective from October 15, 2020, issued by the DPIIT
FEMA	The Foreign Exchange Management Act, 1999, as amended, and the regulations issued thereunder
FEMA Debt Regulations	Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended
FEMA Non-Debt Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
FIR	First information report
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
Government/ GoI	Government of India, unless otherwise specified
GST	Goods and services tax
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax	Income-Tax Act, 1961
Ind AS	Indian accounting standards as notified by the MCA vide Companies (Indian Accounting Standards) Rule 2015, as amended, notified under Section 133 of the Companies Act
IT Act	Income-tax Act, 1961
ITAT	Income Tax Appellate Tribunal
MCA	The Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
N.A.	Not Applicable
NBFC	Non-banking financial companies
NCLT	National Company Law Tribunal
Net Worth	Equity attributable to the owners of the Company for the year/ period
NI Act	Negotiable Instruments Act, 1881, as amended
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
PAN	Permanent account number
PAT	Profit After Tax
RBI	The Reserve Bank of India

Term	Description
Regulation S	Regulation S under the Securities Act of 1933
SCR (SECC) Rules	Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Banker Regulations	SEBI (Merchant Bankers) Regulations, 1992, as amended
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, along with the any subsequent circulars or notifications issued by SEBI in this regard.
SEBI SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI VCF Regulations	The *erstwhile* Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
STT	Securities transaction tax
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TAN	Tax deduction account number
Trade Mark Act	Trade Mark Act, 1999, as amended
TRAI	Telecom Regulatory Authority of India
U.S.$, USD or U.S. dollar	United States Dollar, the legal currency of the United States of America
U.S. or United States	United States of America
U.S. GAAP	The U.S. Generally Accepted Accounting Principles
Securities Act	U.S. Securities Act of 1933, as amended
VAT	Value added tax
VCF	Venture capital fund

Industry Related Terms

Term	Description
ABARES	Australian Bureau of Agricultural and Resource Economics
GM	Genetically modified
HT	Herbicide-tolerant
FAW	Fall armyworm
Formulations	Products containing technical grade ingredients along with auxiliaries in definite proportion obtaining well-defined target properties
NATESC	China’s National Agro-tech Extension and Service Center
Technicals	Commercial form of the active ingredient used for manufacturing formulated pesticide products

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material (collectively termed as, the "**Issue Materials**") and the issue of Rights Entitlement and the Rights Equity Shares to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Materials may come, are required to inform themselves about and observe such restrictions.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Issue Materials will be sent/ dispatched only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. The overseas Eligible Equity Shareholders who have not updated their records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Lead Managers and the Stock Exchanges.

Our Company, the Lead Managers, and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue Materials in the event the Issue Materials have been sent on the registered email addresses as provided by such Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlement and the Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials or advertisements in connection with the Issue may not be distributed, whole or in part, in or into in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Equity Shares and the Rights Entitlements, distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Managers or their respective affiliates to any filing or registration requirement (other than in India). If the Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares and the Rights Entitlements referred to in the Issue Materials.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Managers or their respective affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in "*Other Regulatory Statutory Disclosures – Selling Restriction*" on page 498.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person

in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of this Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or the date of such information. The contents of this Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares and Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares and Rights Entitlements.

In addition, neither our Company nor the Lead Managers or its affiliates are making any representation to any offeree or purchaser of the Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The above information is given for the benefit of the Investors. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR TO THE ISSUE. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENT AND THE RIGHTS EQUITY SHARES ARE OFFERED AND SOLD ONLY TO INVESTORS OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS" AS DEFINED IN, AND IN RELIANCE, ON REGULATION S. NONE OF THE RIGHTS ENTITLEMENT OR THE RIGHTS EQUITY SHARES HAS BEEN, OR WILL BE, REGISTERED UNDER THE SECURITIES ACT OR ANY STATE SECURITIES LAWS IN THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE U.S. STATE SECURITIES LAWS.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited (listed) company under the laws of India and the Executive Director is a resident of India. It may not be possible or may be difficult for investors to affect service of process upon our Company or these other persons outside India or to enforce against them in courts in India, judgments obtained in courts outside India. India is not a party to any international treaty in relation to the automatic recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the Code of Civil Procedure, 1908, as amended (the "**Civil Procedure Code**"). Section 44A of the Civil Procedure Code provides that where a certified copy of a decree of any superior court (within the meaning of that section) in any country or territory outside India which the Government of India has by notification declared to be a reciprocating territory, is filed before a district court in India, such decree may be executed in India as if the decree has been rendered by a district court in India. Section 44A of the Civil Procedure Code is applicable only to monetary decrees or judgments not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties. Section 44A of the Civil Procedure Code does not apply to arbitration awards even if such awards are enforceable as a decree or judgment. Among others, the United Kingdom, Singapore, Hong Kong and the United Arab Emirates have been declared by the Government of India to be reciprocating territories within the meaning of Section 44A of the Civil Procedure Code. The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code.

Under Section 14 of the Civil Procedure Code, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on the record; but such presumption may be displaced by proving want of jurisdiction. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution. A suit to enforce a foreign judgment must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. In addition, it is unlikely that an Indian court would enforce foreign judgments if it considered the amount of damages awarded as excessive or inconsistent with public policy or if the judgments are in breach of or contrary to Indian law. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India to repatriate any amount recovered pursuant to execution of such judgment. Any judgment in a foreign currency would be converted into Rupees on the date of such judgment and not on the date of payment and any such amount may be subject to income tax in accordance with applicable laws. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

A judgment of a court in any non-reciprocating territory, such as the United States, may be enforced in India only by a suit upon the judgment subject to Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Procedure Code, which is the statutory basis for the recognition of foreign judgments (other than arbitration awards), states that a foreign judgment shall be conclusive as to any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title except where:

- The judgment has not been pronounced by a court of competent jurisdiction;
- The judgment has not been given on the merits of the case;
- The judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable;
- The proceedings in which the judgment was obtained are opposed to natural justice;
- The judgment has been obtained by fraud; and/or
- The judgment sustains a claim founded on a breach of any law in force in India.

NOTICE TO GDR HOLDERS

Our Company has facilitated the issuance of global depositary receipts ("**GDRs**") by way of the Deposit Agreement which are listed and traded on the Singapore Stock Exchange and also traded on the International Order Book of the London Stock Exchange and each of the GDRs represent a beneficial ownership in two equity shares of face value of ₹2 each of our Company. The underlying Equity Shares represent 7.25% shareholding in our Company, out of which 3.94% shareholding is held by GDR holders that are part of the Promoters and the members of the Promoter Group ("**P&PG GDR Holders**"). Further, as of date of this Letter of Offer, the Equity Shares underlying outstanding GDRs, exclude 25,500 Equity Shares underlying the unlisted GDRs outstanding from a previous GDR programme which were being traded on the Luxembourg Stock Exchange and is reflected under the shareholding pattern of our Company in the category of non-Promoter non-public shareholders.

Our Company is undertaking this Issue by way of a 'fast track issue' and one of the conditions for a 'fast track issue' under Regulation 99 of the SEBI ICDR Regulations requires our Promoters and the members of the Promoter Group to mandatorily subscribe to their respective portion of the Rights Entitlements and not renounce their Rights Entitlements (except to the extent of renunciation within the Promoter Group, or for the purpose of complying with minimum public shareholding norms under the SCRR). Since the Rights Entitlement issued in the Issue on the basis of Equity Shares underlying the GDRs held by holders that are part of our Promoters and the members of the Promoter Group would also constitute entitlement of our Promoters and the Promoter Group for the purposes of Regulation 99 of the SEBI ICDR Regulations, such Rights Entitlements would be required to be subscribed by our Promoters and members of the Promoter Group. However, under the SEBI circulars bearing reference numbers SEBI/HO/MRD/DOP1/CIR/P/2019/106 and SEBI/HO/MRD2/DCAP/CIR/P/2019/146 dated October 10, 2019 and November 28, 2019 respectively, on the framework for issue of depositary receipts, Singapore Stock Exchange in Singapore, is not a 'permissible jurisdiction' in which a foreign depositary can issue new depositary receipts (equivalent to the Rights Entitlements). Accordingly, in order to ensure compliance with the requirement of the 'fast track issue', our Company has issued instructions to J.P Morgan Chase Bank, N.A., the depositary for the GDRs ("**GDR Depositary**"), to transfer the Rights Entitlements on the basis of Equity Shares underlying the GDRs held by holders that are part of our Promoters and the members of the Promoter Group in favour of a nominee of our Promoters and the members of the Promoter Group, on the terms as agreed between our Company and the Depository. Further, with respect to the Rights Entitlements on the basis of Equity Shares underlying the GDRs other than GDRs held by holders that are part of our Promoters and the members of the Promoter Group, the Depositary will deal with the Rights Entitlements in accordance with the applicable laws and in the manner specified in the Deposit Agreement and as may be mutually agreed between the Company and the Depository.

PRESENTATION OF FINANCIAL INFORMATION

Certain Conventions

In this Letter of Offer, unless otherwise specified or context otherwise requires, references to 'US$', '$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America, and references to 'INR', '₹', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of India. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to 'India' are to the Republic of India and its territories and possessions and the references herein to 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Letter of Offer is in IST. Unless indicated otherwise, all references to a year in this Letter of Offer are to a Calendar Year. Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer. In this Letter of Offer, references to the singular also refer to the plural and one gender also refers to any other gender, where applicable.

Financial Data

Unless otherwise stated, references to "we", "us", "our" or "our Group" and similar terms are to UPL Limited on a consolidated basis and references to "the Company" and "our Company" are to UPL Limited on a standalone basis.

Unless stated otherwise, financial data in this Letter of Offer is derived from the Financial Statements, which have been prepared by our Company in accordance with Indian accounting standards as specified under section 133 of the Companies Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended and are also included in this Letter of Offer. Our Company publishes its financial statements in Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

The fiscal year of our Company begins on April 1 of each calendar year and ends on March 31 of the following calendar year. Unless otherwise stated, references in this Letter of Offer to a particular 'Financial Year' or 'Fiscal Year' or 'Fiscal' are to the financial year ended March 31 of that year. For details, see "*Financial Statements/Financial Results*" on page 192. Financial information for the six months period ended September 30, 2024 is not indicative of our future operating results and is not comparable with our annual financial information.

In this Letter of Offer, any discrepancies in the tables included herein between the sums of amounts listed and the totals are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. Certain financial information, i.e., the ratios and the percentages thereof have been rounded off to two decimal places and the remaining financial information has been rounded off to the nearest amount in Rupees in crores. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in Rupees in crores. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Market and Industry Data

Unless stated otherwise, market, industry and demographic data used in this Letter of Offer has been obtained from market research, publicly available information, industry publications and government sources. Industry publications generally state that the information contained in such publication has been obtained from sources believed to be reliable but that the accuracy and completeness of that information are not guaranteed. Accordingly, Investors should not place undue reliance on this information, and should consult their own advisors and evaluate such information in the context of the Financial Statements and other information relating to our business and operations included in this Letter of Offer. Certain information in "*Our Business*" on page 178 have been derived from the Agbio Reports which have been prepared and issued by Phil Mac Associates LLP t/a Agbio Investor. This information is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. The excerpts of the Agbio Reports are disclosed in this Letter of Offer and there are no parts information, data (which may be relevant for the proposed Issue), left out or changed in any manner. The extent to which the industry and market data presented in this Letter of Offer is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodology in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors.

Non-GAAP Measures

We have included certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance (collectively "**Non-GAAP Financial Measures**", and each, a "**Non-GAAP Financial Measure**") in this Letter of Offer, which are EBITDA, Adjusted EBITDA, Return on Net Worth and Net Asset Value. These Non-GAAP Financial Measures are not required by or presented in accordance with Ind AS. We compute and disclose such Non-GAAP Financial Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of other companies in our industry. Further, these Non-GAAP Financial Measures are not a measurement of our financial performance or liquidity under Ind AS, GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, GAAP, IFRS or US GAAP. Other companies may calculate these Non-GAAP Financial Measures differently from us, limiting its usefulness as a comparative measure. However, these Non-GAAP Financial Measures may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies. Accordingly, such Non-GAAP Financial Measures have important limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our financial position or results of operations.

Currency Presentation

Unless otherwise specified or the context otherwise requires, all references to:

- 'AED' is to the legal currency of Arab Emirates Dhiram;
- 'AUD' is to the legal currency of Australian Dollar;
- 'BDT' is to the legal currency of Bangladesh Taka;
- 'BGN' is to the legal currency of Bulgarian Lev;
- 'BOB' is to the legal currency of Bolivian Boliviano;
- 'BRL' is to the legal currency of Brazilian Real;
- 'CAD' is to the legal currency of Canadian Dollar;
- 'CHF' is to the legal currency of Swiss Franc;
- 'CLP' is to the legal currency of Chilean Peso;
- 'COP' is to the legal currency of Colombian Peso;
- 'CRC' is to the legal currency of Costa Rica Colon;
- 'CZK' is to the legal currency of Czech Koruna;
- 'DOP' is to the legal currency of Dominican Peso;
- 'EGP' is to the legal currency of Egyptian Peso;
- 'EUR' is to the legal currency of European Euro;
- 'GBP' is to the legal currency of British Pound;
- 'GHS' is to the legal currency of Ghanian Cedi;
- 'GTQ' is to the legal currency of Guatemala Quetzal;
- 'HUF' is to the legal currency of Hungarian Forint;
- 'IDR' is to the legal currency of Indonesian Rupiah;
- 'ILS' is to the legal currency of Israeli Scheckel;

- ‘INR’, ‘₹’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of Indian Rupee;
- ‘JPY’ is to the legal currency of Japanese Yen;
- ‘KES’ is to the legal currency of Kenyan Shilling;
- ‘KRW’ is to the legal currency of South Korean Won;
- ‘LKR’ is to the legal currency of Sri Lankan Rupee;
- ‘MMK’ is to the legal currency of Myanmar Kyat;
- ‘MXN’ is to the legal currency of Mexican Pesos;
- ‘MYR’ is to the legal currency of Malaysian Ringitt;
- ‘MZN’ is to the legal currency of Mozambique Metical;
- ‘NIO’ is to the legal currency of Nicaraguan Cordoba;
- ‘NZD’ is to the legal currency of New Zealand Dollars;
- ‘PHP’ is to the legal currency of Philippine Peso;
- ‘PKR’ is to the legal currency of Pakistani Rupee;
- ‘PLN’ is to the legal currency of Polish Zloty;
- ‘RMB’ is to the legal currency of Chinese Yuan Renminbi;
- ‘RON’ is to the legal currency of Romanian New Leu;
- ‘RUB’ is to the legal currency of Russian Ruble;
- ‘THB’ is to the legal currency of Thai Baht;
- ‘TRY’ is to the legal currency of Turkish Lira;
- ‘TZS’ is to the legal currency of Tanzanian Shilling;
- ‘UAH’ is to the legal currency of Ukrainian Hryvnia;
- ‘US$’, ‘USD’, ‘$’ and ‘U.S. dollars’ are to the legal currency of the United States Dollar;
- ‘VND’ is to the legal currency of Vietnamese Dong;
- ‘XAF’ is to the legal currency of Cameroon Franc Beac;
- ‘XOF’ is to the legal currency of West African CFA Franc;
- ‘ZAR’ is to the legal currency of South African Rand; and
- ‘ZMW’ is to the legal currency of Zambian Kwacha.

Please note:

• One million is equal to 1,000,000 or 10 lakhs;
• One crore is equal to 10 million or 100 lakhs; and
• One lakh is equal to 100,000.

Conversion rates for foreign currency

The conversion rate for the following foreign currency is as follows:

Sr. No.	Name of the Currency	As of September 30, 2024 (in ₹)	As of March 31, 2024 (in ₹)	As of March 31, 2023 (in ₹)
1.	1 United States Dollar	83.79	83.73	82.21
2.	1 Euro	93.53	90.22	89.61
3.	1 AED	22.81	22.70	22.36
4.	1 AUD	58.06	54.40	55.04
5.	1 BDT	0.70	0.76	0.77
6.	1 BGN	47.72	46.05	45.65
7.	1 BOB	12.12	12.04	11.91
8.	1 BRL	15.36	16.66	16.19
9.	1 CAD	61.97	61.62	60.70
10.	1 CHF	99.15	92.57	89.93
11.	1 CLP	0.09	0.09	0.10
12.	1 COP (Per 1,000)	20.06	21.57	17.68
13.	1 CRC	0.16	0.16	0.15
14.	1 CZK	3.70	3.56	3.80
15.	1 DOP	1.39	1.41	1.50
16.	1 EGP	1.73	1.76	2.67
17.	1 GBP	112.16	105.29	101.87

Sr. No.	Name of the Currency	As of September 30, 2024 (in ₹)	As of March 31, 2024 (in ₹)	As of March 31, 2023 (in ₹)
18.	1 GHS	5.30	6.31	7.11
19.	1 GTQ	10.84	10.69	10.55
20.	1 HUF	0.23	0.23	0.24
21.	1 IDR (Per 1,000)	5.53	5.25	5.49
22.	1 ILS	22.50	22.76	22.86
23.	1 JPY (Per 100)	59.11	55.09	61.80
24.	1 KES	0.65	0.63	0.62
25.	1 KRW	0.06	0.06	0.06
26.	1 LKR	0.28	0.28	0.25
27.	1 MMK	0.04	0.04	0.04
28.	1 MXN	4.25	5.02	4.55
29.	1 MYR	20.31	17.62	18.57
30.	1 MZN	1.31	1.31	1.28
31.	1 NIO	2.28	2.27	2.24
32.	1 NZD	53.29	49.87	51.47
33.	1 PHP	1.49	1.48	1.51
34.	1 PKR	0.30	0.30	0.29
35.	1 PLN	21.79	20.91	19.08
36.	1 RMB	11.94	11.54	11.95
37.	1 RON	18.76	18.12	18.04
38.	1 RUB	0.90	0.90	1.06
39.	1 THB	2.59	2.29	2.41
40.	1 TRY	2.45	2.58	4.28
41.	1 TZS	0.03	0.03	0.03
42.	1 UAH	2.04	2.13	2.22
43.	1 VND (Per 1,000)	3.41	3.33	3.50
44.	1 XAF	0.14	0.14	0.14
45.	1 XOF	0.14	0.14	0.14
46.	1 ZAR	4.85	4.40	4.63
47.	1 ZMW	3.17	3.35	3.88

Source: www.fbil.org.in and www.xe.com

Note: In the event that any of the abovementioned dates of any of the respective years is a public holiday, the previous calendar day not being a public holiday shall be considered

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees (₹) at any particular rate, the rates stated above or at all.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', 'future', 'forecast', 'target', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward- looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Letter of Offer that are not historical facts. These forward-looking statements contained in this Letter of Offer (whether made by our Company or third parties) are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to be materially different from any of the forward- looking statements include, among others:

- We are required to comply with the applicable regulations of the international markets where we export our products as well as obtain registrations from international agencies through our customers to enable exports of our products to other jurisdictions. Further, our international operations are subject to regulatory risks that could adversely affect our business and results of operations.

- We are subject to strict technical specifications, quality requirements, regular inspections and audits by our customers including various multinational corporations. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations.

- We may be subject to significant risks and hazards when operating and maintaining our manufacturing facilities, including the manufacture, usage and storage of various flammable, corrosive or hazardous substances, for which our insurance coverage might not be adequate.

- We are dependent on our R&D activities for our future success. If we do not successfully develop new products or continue our product portfolio expansion in a timely and cost-effective manner, our business, financial condition, cash flows and results of operations may be adversely affected.

- A slowdown or shutdown in our manufacturing operations or under-utilization of our manufacturing plant could have an adverse effect on our business, results of operations and financial condition.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the sections "*Risk Factors*" and "*Our Business*" on pages 22 and 178, respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on our revenue could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections.

The forward-looking statements contained in this Letter of Offer are based on the beliefs of management, as well as the assumptions made by, and information currently available to, management of our Company. Whilst our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Letter of Offer, and neither our Company nor any of the Lead Managers undertakes any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. In accordance with SEBI and Stock Exchange requirements, our Company and the Lead Manager will ensure that the Eligible Equity Shareholders are informed of material developments until the time of the grant of listing and trading permissions for the Rights Equity Shares by the Stock Exchange.

SUMMARY OF THIS LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Letter of Offer, including, "*Objects of the Issue*", "*Our Business*", "*Outstanding Litigation and Defaults*", "*Financial Information/Financial Results*" and "*Risk Factors*" on pages 82, 178, 475, 192 and 22, respectively.

Summary of Primary Business of our Company

Our Company is one of the leading companies in the agricultural solutions sector, with global operations, offering an integrated portfolio of innovative agriculture solutions through products and services across the crop lifecycle. We are the fifth largest agrochemical company globally in terms of sales. ***(Source:** Agbio Reports).*

For further details, see "*Our Business*" at page 178 of this Letter of Offer.

Objects of the Issue

Our Company intends to utilize the Net Proceeds towards funding of the following objects:

(In ₹ crores)

Particulars	Estimated amount*
Prepayment, repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by our Company and certain of our Subsidiaries	3,008.81
General corporate purposes	337.77
Total Net Proceeds	3,346.58

** Assuming full subscription in the Issue and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of the Basis of Allotment. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds, in accordance with the SEBI ICDR Regulations.*

For further details, see "*Objects of the Issue*" on page 82 of this Letter of Offer.

Intention and extent of participation by our Promoters and Promoter Group with respect to (i) their Rights Entitlement; and (ii) their intention to subscribe over and above their Rights Entitlements

Our Promoters and certain of the members of the Promoter Group, who hold Equity Shares as on the date of this Letter of Offer have undertaken to subscribe to the full extent of their Rights Entitlements in the Issue and they will not renounce their Rights Entitlements, except to the extent of renunciation within the Promoter Group or for the purpose of complying with minimum public shareholding norms prescribed under the SCRR. Our Promoters have also undertaken to subscribe to Rights Entitlements over and above their Rights Entitlements either in the form of subscription to the Rights Entitlement renounced in their favour by any member of the Promoter Group, except to the extent of renunciation by the Promoter for the purpose of complying with minimum public shareholding norms prescribed under the SCRR, or subscription to Additional Rights Equity Shares or the unsubscribed portion in the Issue, in accordance with and subject to compliance with the SEBI ICDR Regulations, SEBI Listing Regulations, SEBI Takeover Regulations and other applicable laws. For details on the manner in which our Promoters and members of the Promoter Group holding GDRs will participate in the Issue, see "*Notice to Investors – Notice to GDR Holders*" on page 11.

Further, certain members forming part of Promoter Group have also undertaken to subscribe over and above their Rights Entitlement in the Issue to the unsubscribed portion in the Issue in accordance with the SCRR and the SEBI Listing Regulations and in compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

The acquisition of Rights Equity Shares by our Promoters and the members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI

Takeover Regulations and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Summary of Outstanding Litigation and Defaults

A summary of material outstanding legal proceedings involving our Company and our Subsidiaries as on the date of this Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below.

Type of Proceedings	Number of cases	Amount (₹ in crores)*
Cases involving our Company		
Issues involving moral turpitude or criminal liability on part of our Company	63	Not applicable
Pending proceedings, including civil and tax proceedings, involving our Company where the amount involved is equivalent to or in excess of the Materiality Threshold	1	281.95
Material violations of Statutory Regulations by our Company	Nil	Not applicable
Matters involving economic offences where proceedings have been initiated against our Company	Nil	Not applicable
Other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Not applicable
Cases against our Subsidiaries		
Issues involving moral turpitude or criminal liability on part of our Subsidiaries	52	Not ascertainable^
Pending proceedings, including civil and tax proceedings, involving our Subsidiaries, where the amount involved is equivalent to or in excess of the Materiality Threshold	Nil	Not applicable
Material violations of Statutory Regulations by our Subsidiaries	1[$]	Not applicable
Matters involving economic offences where proceedings have been initiated against our Subsidiaries	Nil	Not applicable
Other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	8[**]	Not ascertainable[#]

**To the extent quantifiable.*
[#]Excludes an amount of BRL 1,250,000.00 involved in the judicial proceeding filed by Plenna Agronegócios Ltda., Cláudio Ferreira Ribeiro and Alessandro Acácio Gomes against one of our Material Subsidiaries, UPL do Brasil and an amount of BRL 4,415,000.00 involved in the judicial proceeding filed by Municipality of Ulianópolis against one of our Subsidiaries, Arysta LifeScience do Brasil, details of which are set out under "Outstanding Litigation and Defaults - Any other pending matters including civil litigation and tax proceedings involving our Subsidiaries, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position" on page 486.
^ Excludes an amount of USD 66,735,135.04 involved in a police inquiry initiated against one of our Material Subsidiaries, UPL do Brasil, investigating an alleged crime against a tax order, details of which are set out under "Outstanding Litigation and Defaults- Issues involving moral turpitude or criminal liability on part of our Subsidiaries" on page 483.
[$]To the extent quantifiable. One of our Material Subsidiaries, UPL do Brasil has been involved in certain administrative proceedings from competent authorities, details of which are set out under "Outstanding Litigation and Defaults- Material violations of Statutory Regulations by our Subsidiaries" on page 485.
[**] To the extent quantifiable. One of our Material Subsidiaries, UPL do Brasil has been involved in certain miscellaneous proceedings inter-alia complaint to the consumer protection agency, details of which are set out under "Outstanding Litigation and Defaults - Any other pending matters including civil litigation and tax proceedings involving our Subsidiaries, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position" on page 486.

For further details, see "*Outstanding Litigation and Defaults*" on page 475.

Risk Factors

For details of the risks applicable to us, including to our business, the industry in which we operate and our Equity Shares see "*Risk Factors*" on page 22.

Contingent Liabilities

For details regarding our contingent liabilities as per Ind AS 37 as at March 31, 2024, see "*Financial Statements/Financial Results – Note 46. Commitments and contingencies – B. Contingent liabilities*" on page 298.

Related Party Transactions

For details of our related party transactions for the period ended March 31, 2024 as per Ind AS 24, see "*Audited Consolidated Financial Statements – Note 48 - Related Party Disclosures*" on page 299.

Issue of Equity Shares for consideration other than cash

Our Company has not made any issuances of Equity Shares for consideration other than cash in the last one year immediately preceding the date of filing this Letter of Offer.

Exemption from complying with provisions of securities laws granted by SEBI

Our Company had filed exemption applications dated February 21, 2024 and April 19, 2024 under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking relaxation of the strict enforcement of the SEBI ICDR Regulations. The application dated February 21, 2024 was later withdrawn by way of a withdrawal letter dated March 13, 2024 to SEBI. However, SEBI pursuant to its letter dated June 10, 2024 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/19301/1 ("**Letter**") in response to our exemption application dated April 19, 2024, under Regulation 300(1)(c) of the SEBI ICDR Regulations did not accede to the request sought by the Company for not considering and disclosing (i) Rudritara Jaidev Shroff, Rajani Bhagat and Sheetal Mafatlal ("**Relevant Persons**"), (ii) any body corporate in which the Relevant Persons, or any Hindu undivided family or firm where any of the Relevant Persons is a member, hold 20% or more of the equity share capital, (iii) any body corporate in which the body corporate mentioned under (ii) above holds 20% or more of the equity share capital, (iv) any Hindu undivided family or firm in which the Relevant Persons may individually or in the aggregate, or together with our Promoters, hold 20% or more of the total capital in accordance with the SEBI ICDR Regulations, as members of the 'promoter group' of the Company in terms of regulation 2(1)(pp) of the SEBI ICDR Regulations. Further, by way of the Letter, SEBI directed us to include the relevant information and disclosures in relation to the aforementioned persons in this Letter of Offer based on information available in the public domain. For further details, see "*Risk Factors - Rudritara Jaidev Shroff and Sheetal Mafatlal, deemed to be members of the Promoter Group under the SEBI ICDR Regulations, have not provided consent, information or any confirmations or undertakings pertaining to themselves which are required to be disclosed in relation to the Promoter Group in this Letter of Offer"* on page 26.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all the information disclosed in this Letter of Offer, including the risks and uncertainties described below, before making an investment in Rights Equity Shares. The risks described below are those that we consider to be most significant to our business, cash flows, results of operations and financial conditions as of the date of this Letter of Offer. However, they may not be exhaustive or are not the only risks relevant to us or Equity Shares or the industry in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business prospects, cash flows, results of operations and financial condition. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. If any or a combination of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business prospects, cash flows, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and you may lose all or part of the value of your investment.

Any potential Investor in the Rights Equity Shares should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ significantly from that in other jurisdictions. In making an investment decision, prospective Investors must rely on their own examination of us and the terms of the Issue, including the merits and risks involved. Investors should consult their respective tax, financial and legal advisors about the particular consequences of an investment in this Issue. In order to obtain a complete understanding about us, investors should read this section in conjunction with "Our Business", "Financial Statements/Financial Results" and "Management's Discussion and Analysis of Financial Condition and Results of Operations", on pages 178, 192 and 437 respectively, as well as the other financial information included in this Letter of Offer.

This Letter of Offer contains certain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer. For further information, see "Forward Looking Statements" on page 17. Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Financial Statements included in this Letter of Offer. For further information, see "Financial Statements/Financial Results" on page 192. Our financial year ends on March 31 of each year, and references to a 'Financial Year' are to the twelve months ended March 31 of that year.

Unaudited Consolidated Financial Results is not indicative of future operating results and are not comparable with the Audited Consolidated Financial Statements.

In this section, unless the context otherwise indicates or implies, "we", "us" and "our" refer to our Company together with our Subsidiaries, Joint Ventures and Associates, and references to "our Company" are to UPL Limited only.

Unless otherwise indicated, industry and market data used in this section has been extracted from the Agbio Reports for the purposes of confirming our understanding of the industry. The Agbio Reports form part of the material documents for inspection and is available on the website of our Company at https://www.upl-ltd.com/investors/shareholder-center/rights-issue. The data included in this section includes excerpts from the Agbio Reports and may have been re-ordered by us for the purposes of presentation. See "Presentation of Financial Information and Other Information", "- This Letter of Offer contains information from industry reports and any reliance on such information for making an investment decision in the Issue is subject to inherent risks" and "Industry Overview" on pages 13, 56 and 145.

INTERNAL RISKS

1. We are required to comply with the applicable regulations of the international markets where we export our products as well as obtain registrations from international agencies through our customers to enable exports of our products to other jurisdictions. Further, our international operations are subject to regulatory risks that could adversely affect our business and results of operations.

We export our products globally, including to countries located in North America, South America, Europe, Africa and Asia, which are governed by their respective laws and require us or our customers to obtain approvals/ registrations from their respective relevant authorities. We undertake these exports either through our customers who get our products registered with their respective regulatory authority or by ourselves by registering our products with the respective regulatory authority directly, for instance, for export of our products to USA we are required to register our products with the United States Environmental Protection Agency. Similarly, our products are also registered with the Agency for Food, Environmental and Occupational Health & Safety for sale in France. The name of our Company appears on the label of the package of the product as the "source" or "manufacturer" of these products meant for sale in a country. We are also required to comply with the local packaging disclosure requirements for the direct export and sale of our Formulations. Each applicable authority may impose its own requirements and/or delay or refuse to grant registration, even when a product has already been approved in another country. While there have not been any instances in the past, we cannot assure you if there will be any delays or refusals in the future and any such delays or refusals may cause economic losses to our Company. Even after we obtain all the requisite regulatory or governmental pre-approvals and registrations, our products may be subject to other continual governmental oversight in connection with, among other things, quality control. In addition, after a period of time, in certain countries, the products are re-evaluated for their continued use and additional data may be required in relation to their safety aspects, which may become more stringent. There can be no assurance that we or our distributors/ dealers/ customers would be able to obtain the necessary approvals to import and/ or undertake sales of our products, or that we will be able to register or re-register our products in the countries where we export or ensure quality control of these products. While there has not been any incidents of failure to obtain the necessary approvals by our distributors / dealers/ customers or us in Fiscals 2023 and 2024 and for the six month period ended September 30, 2024, any such incidents of failures could negatively impact our sales and lead to a slowdown in our business. If we are unable to do so in a cost effective and timely manner, it would restrict our ability to buy and sell our products in the relevant markets, which could have an adverse effect on our business, financial condition and results of operations.

In addition, our international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations, in general. These risks include complying with changes in the laws, regulations and policies in the overseas jurisdictions, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies. For instance, in the past there have been certain laws passed in Argentina which disallowed remittances outside of Argentina, certain changes in the transfer pricing laws of Brazil and change of tax laws in the countries where we operate, such changes have not had any material impact on our business. Any developments in the global agro-chemicals industry or the industries in which our customers operate could have an impact on our sales from exports. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. In addition, we operate in certain countries that carry heightened international risk, such as Cuba, As a result, we may also be prohibited from engaging with certain restricted countries or entities that may be added to a sanctions list maintained by the Government of India or other foreign governments, such as the Specially Designated Nationals and Blocked Persons list maintained by the Office of Foreign Assets Control of the US Department of Treasury in the United States. Any designation of our counterparties as sanctions targets or other imposition of trade barriers may have an adverse effect on our results of operations and financial condition.

2. We are subject to strict technical specifications, quality requirements, regular inspections and audits by our customers including various multinational corporations. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations.

Our product portfolio includes patented and post-patent agricultural solutions including crop protection products such as, fungicides, herbicides, insecticides and bio solutions; seeds, post-harvest solutions, soil and water technology and mechanization and agronomic services for farmers, as well as physical and digital services. Our product portfolio covers the agricultural value chain from seeds to harvest comprising seeds, seeds treatment, crop protection, soil and water technologies, storage of agricultural products and post-harvest solutions and also extends to non-agri businesses such as animal health products, honeybee protective miticides and veterinary vaccines, (collectively, the "**Products**").

The manufacture of the Products is complex, and we may experience problems during the manufacture of the Products for a variety of reasons, including equipment malfunction, failure to follow specific protocols and procedures, manufacturing quality concerns, problems with raw materials, lack of technical know-how, natural disaster related events or other environmental factors which may lead to our failure in complying with the quality standards and technical specifications prescribed by our customers. Given the nature of the Products and the sector in which we operate, our customers have stringent standards for product quality. Any failure on our part to maintain the applicable standards and manufacture products according to prescribed specifications, may lead to loss of reputation and goodwill of our Company, rejection of the Products, which will require us to incur additional cost, which will not be borne by the customer, to replace the rejected product, and loss of customer which could have adverse effect on our reputation, business and our financial condition. For instance, in the past we have received complaints about product contamination with respect to one of our products sold in Chile. As a result, we incurred expenditure amounting to ₹ 260 crores in Fiscals 2022 and Fiscal 2023 on account of settlement of claims for compensation from the farmers and which were partly covered by our insurance third party liability claims.

Further, certain agreements with our customers require us to strictly adhere to the know-how and technical specifications mentioned therein. In particular, our agreements with certain customers require us to (i) obtain prior approval from the customer in order to make any changes in the manufacturing or test processes; (ii) indemnify the customer against all losses, damages and claims, arising from the manufacture and delivery of the products, failure to comply by the terms and conditions of the agreement, violation of environmental laws and any negligence or willful conduct; and / or (iii) be liable for any actual damages from lost sales in the event we fail to deliver the product in accordance with the purchase order, subject to the terms of the said agreement. In addition, certain agreements provide that the customer will be entitled to terminate or seek payment from us in the event we are unable to deliver the amount of product ordered, subject to the terms of such agreements Failure to adhere to the know-how and technical specifications mentioned in our contracts may lead to cancellation of existing and future orders or expose us to warranty claims. In the past, we have received certain complaints from our customers for which our Company has undertaken certain corrective measures, as appropriate, including recalling the defective products and strengthening internal quality checks and controls There can be no assurance that we would not receive such complaints in the future as well.

In addition, prior to placing the orders, there is an audit and review process that is undertaken by certain customers. This may involve inspection of our manufacturing facility and equipment, review of the manufacturing processes and raw materials, technical review of the specification of the proposed product, review of our logistical capabilities, and inspections and reviews of prototypes of the product. The finished product delivered by us is further subject to laboratory validation by certain customers. We are therefore subject to a stringent quality control mechanism at each stage of the manufacturing process and are required to maintain the quality and precision level for each product. As a result, we are required to incur expenses to maintain our quality assurance systems in our manufacturing facilities and manufacturing processes. Although there have been no material instances of deviations that have been reported during the audit and review process undertaken by certain of our customers, we cannot assure you that there will not be any such deviations reported in the future. We will continue to spend a portion of our future revenues to manage our product quality and to maintain our quality control, a failure of which may negatively impact our profitability.

3. We may be subject to significant risks and hazards when operating and maintaining our manufacturing facilities, including the manufacture, usage and storage of various flammable, corrosive or hazardous substances, for which our insurance coverage might not be adequate.

Certain of the raw materials that we use as well as our finished goods are corrosive and flammable and require specialized handling and storage, failing which we may be exposed to fires or other industrial accidents. For instance, certain raw materials and products that we use and manufacture such as carbon disulfide, acrolein, mancozeb, caustic soda, sodium cyanide etc. are highly toxic in nature and hence need specialized care while handling. While we believe that we have necessary controls and processes in place, any failure of such systems, mishandling of hazardous chemicals or any adverse incident related to the use of these chemicals or otherwise during the manufacturing process or storage of products and certain raw materials, may cause industrial accidents, fire, loss of human life, damage to our and third-party property and, or, environmental damage. If any such industrial accident, loss of human life or environmental damage were to occur we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. In addition to adversely affecting our reputation, any such accidents, may result in a loss of our property and/or disruption in our manufacturing operations entirely, which may have a material adverse effect on our results of operations and financial condition. For instance, in February 2021, there was a fire which was followed by an explosion at one of our manufacturing plants in Jhagadia, which was shut at that time, for a planned annual boiler inspection. Since the plant was shut, there was no chemical reaction at the plant. However, due to this incident, seven of our workers succumbed to their injuries and 53 workers were injured and received treatment in the hospital subsequently. Pursuant to the incident, a criminal complaint was filed against the occupier of the factory by the inspector under the Factories Act, 1948 and subsequently, pursuant to the final order dated December 11, 2021, a penalty of Rs. 1,00,000 was levied on the occupier of the factory by the Principal Senior Civil Judge and Additional Chief Judicial Magistrate, Jhagadia , which was subsequently paid. Subsequently, our Company received a closure direction dated February 24, 2021 under section 31-A of the Air (Prevention and Control of Pollution) Act, 1981, directing immediate closure of the plant. This was later revoked on January 31, 2023. The National Green Tribunal, Principal Bench, New Delhi also initiated suo-moto proceedings against the Company which was concluded vide orders dated June 11, 2021 and December 14, 2021 with directions to Company to *inter-alia* pay environmental damage compensation. We have since the incident, implemented revised protocols for the storage of chemicals that are being manufactured across all manufacturing sites, globally. Further, on May 6, 2022, due to an explosion and fire in the holding tank at one of the plants in Ankleshwar, five workers of our Company sustained various injuries of which two workers succumbed to injuries during their treatment at the hospital. Subsequently, our Company received a closure direction dated June 15, 2022 from the Environment Engineer – Gujarat Pollution Control Board under Section 31-A of the Air (Prevention and Control of Pollution) Act, 1981, directing the MCP plant, Unit 1, Ankleshwar to be closed down. This was later revoked on July 28, 2023. Additionally, a criminal complaint was filed against the manager of the factory by the inspector appointed under section 8 of Factories Act, 1948 and subsequently, pursuant to the final order dated August 13, 2022, a penalty of Rs. 1,00,000 was levied on the manager of the factory by the Principal Senior Civil Judge and Additional Chief Judicial Magistrate, Jhagadia , which was subsequently paid. For further details, see "- *Our operations are subject to environmental and workers' health and safety laws and regulations. We may have to incur material costs to comply with these regulations or suffer material liabilities or damages in the event of an incidence or non-compliance of environment and other similar laws and regulations which may have a material adverse effect on our reputation, business, financial condition and results of operations.*" on page 48. In addition to natural risks such as earthquake, flood, lightning, cyclones and wind, other hazards, such as fire, structural collapse and machinery failure are inherent risks in our operations. These and other hazards can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and contamination of, or damage to, the environment and may result in the suspension of operations. For instance, on July 12, 2021, there was a fire at our distribution warehouse in Cornubia, Durban, South Africa, caused by a violent attack by a mob causing certain agri-chemical products to disperse into the surrounding environment. On June 14, 2023, UPL South Africa was issued with a one month long Emergency Directive ("**Directive**") from the Department of Water and Sanitation allowing it to treat water from the Pollution Control Dam through its treatment plant and discharge treated water into the nearby water resource. One of the requirements of the Directive was that UPL South Africa monitor the effects of the discharge and issue a report to the authorities on it. The report confirmed that the discharge was sufficiently free from toxicity and would have no material negative effect on either the riverine or the estuarine environments downstream. Following this successful discharge of treated water into the environment, on November 29, 2023, UPL South Africa (Pty) Ltd was issued with a further six month directive from the Department of Water and Sanitation allowing it to treat water from the Pollution Control Dam through its treatment plant and discharge treated water into the nearby water resource in terms of the conditions set out in the Directive. UPL South Africa (Pty) Ltd has complied with and acted in accordance with the Directive. On September 20, 2024, the Department of Water and Sanitation (DWS) granted UPL South Africa (Pty) Ltd ("**UPL South Africa**") a water use licence approving the discharge of treated water into the environment, with a validity of 20 years.

On July 11, 2024 legal proceedings ("**Proceedings**") were commenced against one of Company's indirect subsidiaries, UPL South Africa, by South Durban Community Environmental Alliance ("**SDCEA**") and 12 individuals ("**Applicants**") out of the High Court of South Africa, KwaZulu-Natal Local Division, Durban under case No. 08078/24 .In the Proceedings, SDCEA (a non-profit organisation) and the 12 individuals (as representatives of four potential classes), has applied for court's permission / certification to proceed with a class action against UPL South Africa for damages occasioned by the July 12, 2021 incident. UPL South Africa have opposed such application and have filed its notice of opposition on July 25, 2024. The matter is currently pending.

We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. However, we cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject.

4. Rudritara Jaidev Shroff and Sheetal Mafatlal, deemed to be members of the Promoter Group under the SEBI ICDR Regulations, have not provided consent, information or any confirmations or undertakings pertaining to themselves which are required to be disclosed in relation to the Promoter Group in this Letter of Offer.

Our Company had pursuant to its (i) letter dated March 28, 2024 to Poonam Jaidev Shroff (spouse of one our Promoters - Jaidev Rajnikant Shroff) requested certain relevant information and confirmations required on behalf of herself, her daughter, Rudritara Jaidev Shroff, who is the daughter of Jaidev Rajnikant Shroff and Poonam Jaidev Shroff (who is a minor and is under the primary custody of Poonam Jaidev Shroff) and other members forming part of the Promoter Group in accordance with the SEBI ICDR Regulations, and (ii) letter dated April 10, 2024 to Sheetal Mafatlal (sister of Poonam Jaidev Shroff) requested certain relevant information and confirmations required on behalf of herself and other members forming part of the Promoter Group, for the purpose of inclusion in this Letter of Offer. While our Company has received the response from Poonam Jaidev Shroff on her behalf by way of a letter dated April 4, 2024, a response for Rudritara Jaidev Shroff was not shared with our Company. Subsequently, our Company had voluntarily sent a follow-up letter dated April 16, 2024 to Poonam Jaidev Shroff seeking the relevant information and confirmations, pertaining to Rudritara Jaidev Shroff. However, our Company had not received any response on behalf of Rudritara Jaidev Shroff and from Sheetal Mafatlal.

Our Company had filed exemption applications dated February 21, 2024 and April 19, 2024 under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking relaxation of the strict enforcement of the SEBI ICDR Regulations. The application dated February 21, 2024 was later withdrawn by way of a withdrawal letter dated March 13, 2024 to SEBI. However, SEBI pursuant to its letter dated June 10, 2024 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/19301/1 ("**Letter**") in response to our exemption application dated April 19, 2024, under Regulation 300(1)(c) of the SEBI ICDR Regulations did not accede to the request sought by the Company for not considering and disclosing (i) Rudritara Jaidev Shroff, Rajani Bhagat and Sheetal Mafatlal ("**Relevant Persons**"), (ii) any body corporate in which the Relevant Persons, or any Hindu undivided family or firm where any of the Relevant Persons is a member, hold 20% or more of the equity share capital, (iii) any body corporate in which the body corporate mentioned under (ii) above holds 20% or more of the equity share capital, (iv) any Hindu undivided family or firm in which the Relevant Persons may individually or in the aggregate, or together with our Promoters, hold 20% or more of the total capital in accordance with the SEBI ICDR Regulations, as members of the 'promoter group' of the Company in terms of regulation 2(1)(pp) of the SEBI ICDR Regulations.

SEBI, by way of the Letter, directed our Company to include information and confirmations in relation to the said Relevant Persons, as available in the public domain, pursuant to which our Company has included the relevant information and disclosures in relation to said Relevant Persons in this Letter of Offer based on our efforts to check the information available in the public domain and our internal records, however, we cannot provide any assurance if such information and disclosures are accurate in the absence of confirmation of such Relevant Persons.

5. Our statutory auditors have identified certain observations in their auditor reports.

Our statutory auditors have noted a few observations in their auditor reports as highlighted in the table below:

<table>
<tr><th>Period</th><th>Observation</th></tr>
<tr><td>Fiscal 2024</td><td>

Observation	Steps taken
Based on our examination which included test checks, and that were performed by the respective auditors of the subsidiary companies and associate companies incorporated in India whose financial statements/financial information have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies and associate companies has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software: (i) the feature of recording audit trail (edit log) facility was not enabled at application layer of the accounting software for maintaining the books of account for certain fields/tables level relating to general ledger; (ii) the feature of recording audit trail (edit log) facility was not enabled at the database layer of the accounting software for maintaining the books of account to log any direct data changes. Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.	This was a new requirement in law which came into effect in Fiscal 2024. The SAP system is designed to capture log for audit trail at level of data definition language (DDL), but not designed at data manipulation language level. However, SAP provided necessary note and the same was enabled effective from July 9, 2024 onwards.

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<tr><td>Fiscal 2024</td><td>

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse	Observation	Steps taken
1	UPL Agri Science Ltd	U01100MH2022PLC385974	Subsidiary	Clause 3(xvii)	(xvii) According to the information and explanations given to us, the company has incurred losses during the financial year covered by our audit and in the previous period.	This is a newly incorporated company. In the initial year it has suffered a loss, however we are taking steps to start the activity.
2	Kudos Chemie Ltd	U24231PB1988PLC008663	Subsidiary	Clause 3 (xvii)	(xvii) The company has incurred cash losses amounting to Rs 1,033.59 lakhs during the financial year covered by our audit and cash loss amounting to Rs 1,776.46 lakhs in the immediately preceding financial year.	This company was acquired in F.Y. 2022-23 under IBC process. The production is expected to start in the F.Y. 2024-25. The company is expected to earn profit once the business operations are

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Period	Observation						
							started.
	3	UPL Sustainable Agri Solutions Limited	U01403MH2010PLC312849	Subsidiary	Clause 3(i)(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, except for the details of immovable properties not held in the name of the company, details of which are adequately disclosed in the audit report of the company for the financial year ended March 31, 2024.	Freehold land Guntur Rs 0.03 crores acquired pursuant to business transfer agreement dated December 28, 2022 between the company and UPL Limited and is yet to be registered in the name of UPL Sustainable Agri Solutions Limited. The company is in the process of doing necessary administrative procedure to complete the transfer.
	4	Arysta LifeScience India Limited	U51420MH1949PLC007856	Subsidiary	Clause 3(i)(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 financial statements are held in the name of the Company, except for the details of immovable properties not held in the name of the company, details of which are adequately disclosed in the audit report of the company for the financial year ended March 31, 2024.	The company is in process of completion of administrative procedure to transfer title deeds in the name of Arysta LifeScience India Limited
	5	Arysta LifeScience Agriservice Private Limited	U24219HR2001PTC034750	Subsidiary	Clause 3(xvii)	According to the information and explanations given to us, the company has incurred losses during the financial year covered by our audit and also in the immediately	This is a non operating company and we are taking necessary steps to liquidate the company.

Period	Observation						
						preceding financial year.	
	6	Natural Plant Protection Limited	U01100MH2020PLC337308	Subsidiary	Clause 3(xvii)	According to the information and explanations given to us, the company has incurred losses during the financial year covered by our audit and also in the immediately preceding financial year.	The company is in business of bio solutions, as the business gets stabilised the company might turnaround the business.
	7	Nurture Agtech Ltd.	U01100MH2019PLC335151	Subsidiary	Clause 3(xi)(a), Clause 3(xvii)	(xi)(a) In our opinion and according to the information and explanations given to us, no fraud by the company and no material fraud on the company has been noticed or reported during the period. (xvii) The company has incurred losses during the financial year covered by our audit and also in the immediately preceding financial year.	This company is in the business of digital solutions / e-commerce operations. The management of the company is undertaking structural reorganization which might lead to turnaround of the company.
	8	Advanta Enterprises Limited	U01100MH2022PLC383998	Subsidiary	Clause 3(i)(c)	(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, except for the details of immovable properties not held in the name of the company, details of which are adequately disclosed in the audit report of the company for the financial year ended March 31, 2024.	Freehold land located at Kalakal of Rs 17.99 crores acquired pursuant to a business transfer agreement with UPL Limited pending transfer. The company is in the process of doing necessary administrative proceedings to complete the transfer.
	9	Superform Chemistries Limited (FKA UPL Speciality	U24110MH2022PLC383012	Subsidiary	Clause 3(xvii)	The company has incurred cash losses of Rs. 149 lakhs in the current financial year; however, no cash loss	This is newly formed company and in the business of speciality

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<tr><th>Period</th><th>Observation</th></tr>
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<tr><td></td><td>Chemicals Limited)</td><td></td><td></td><td></td><td>was incurred in the previous year.</td><td>chemicals. The loss represent the administrative expenses and is expected to turnaround in near future.</td></tr>
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</td></tr>
<tr><td>Fiscal 2023</td><td>(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their report under the Companies (Auditor’s Report) Order, 2020 (CARO):
<table>
<tr><th>Sr. No.</th><th>Name of the entities</th><th>CIN</th><th>Holding Company/Subsidiary/JV/ Associate</th><th>Clause number of the CARO report which is unfavourable or qualified or adverse</th><th>Observation</th><th>Steps taken</th></tr>
<tr><td>1</td><td>UPL Limited</td><td>L24219GJ1985 PLC025132</td><td>Holding Company</td><td>Clause 3(vii) (a)</td><td>The company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Goods and Service Tax, Provident Fund, Employees State Insurance and</td><td>There were delays in deposit of PF dues since these are paid at respective state level. There was administrative challenges in some of the state for discharging liability. However, we have appointed consultant in these few states to ensure compliances in time bound manner.</td></tr>
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Period	Observation						
						Income-Tax. According to the information and explanations given to us and on the basis of our examination of the records of the company, no undisputed amounts payable in respect of Goods and Service Tax, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable, except PF contribution of Rs 0.05 crores for the period related to June 22 to Sep 2022	
	2	Arysta LifeScience India Limited	U51420MH1949PLC007856	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)	(i) (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 financial statements are held in the name of the company, except for the details of immovable properties not held in the name of the company, details of which are adequately disclosed in the audit report of the company for the financial year ended March 31, 2024. (vii) (a) The company does not have liability in respect of during the since effective 1 July 2017, these statutory dues	The company is in process of completion of administrative procedure to transfer title deeds in the name of Arysta LifeScience India Limited There are slight delays in payment of PF dues and Rs 1.43 lakhs outstanding for more than six months. The company has strengthened the internal controls to ensure that there is no delay in depositing PF contribution

Period	Observation						
						has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Duty of Customs or cess or other statutory dues have been generally regularly deposited with the appropriate authorities and there have been slight delays in few cases of Employee State Insurance and Income Tax and significant delays in case of Provident Fund. According to the information and explanations given to us and on the basis of our examination of record of the company no undisputed amounts payable in respect of Goods and Service Tax, Employee State Insurance, Income tax, Duty of Customs or cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months the date they became payable, except for the details as mentioned in the audit report of the subsidiary for the financial year ended March 31, 2024.	
	3	Advanta Enterprises Limited	U01100MH2022PLC383998	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)	(i) (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	Freehold land located at Kalakal of Rs 12.81 crores acquired pursuant to a business transfer agreement with UPL Limited pending

Period	Observation						
						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, except for the details of immovable properties not held in the name of the company, details of which are adequately disclosed in the audit report of the company for the financial year ended March 31, 2024. (vii) (a) The company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Profession Tax.	transfer. The Company is in the process of doing necessary administrative proceedings to complete the transfer. The company has strengthened the internal controls to ensure that there is no delay in depositing PF contribution

Period	Observation						
						According to the information and explanations given to us and on the basis of our examination of the records of the company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.	
	4	UPL Sustainable Agri Solutions Limited	U01403MH2010PLC312849	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)	(i)(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, except for the details of immovable properties not held in the name of the company, details of which are adequately disclosed in the audit report of the company for the financial year ended March 31, 2024. (vii) (a) The company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory	Freehold land Guntur Rs 0.03 crores acquired pursuant to business transfer agreement dated December 28, 2022 between the company and UPL Limited is yet to be registered in the name of UPL Sustainable Agri Solutions Limited. The company is in the process of doing necessary administrative proceedings to complete the transfer. The company has strengthened the internal controls to ensure that even by accident there is no delay in depositing PF contribution

Period	Observation						
						dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Employees State Insurance or other statutory dues have been regularly deposited by the company with the appropriate authorities, though there have generally been slight delays in few cases of Provident Fund and Income-Tax. According to the information and explanations given to us and on the basis of our examination of the records of the company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.	

6. We are dependent on our R&D activities for our future success. If we do not successfully develop new products or continue our product portfolio expansion in a timely and cost-effective manner, our business, financial condition, cash flows and results of operations may be adversely affected.

Research and Development ("**R&D**") is integral to our business and we are continuously engaged in trying to develop new processes for manufacturing our products or improve or further optimise and streamline the process of the production of our products. Our R&D efforts may not result in new technologies or products being developed on a timely basis or meet the needs of our customers as effectively as competitive offerings. We have invested substantial effort, funds and other resources towards our R&D activities and have set-up 57 R&D centers around the globe for the crop protection, non-agro and seeds business. In Fiscals 2023 and 2024 and for the six month period ended September 30, 2024, our capital expenditure towards research and development costs was, ₹ 102 crores, ₹ 101 crores and ₹ 17 crores, respectively. However, our ongoing investments in R&D for new products and processes may result in higher costs without a proportionate increase in revenues. Delays in any part of the R&D process, our inability to obtain necessary regulatory approvals for our products or failure of a product to be successful at any stage could adversely affect our business. Consequently, any failure on our part to successfully introduce new products and processes may have an adverse effect on our business, results of operations and financial condition. Further, our competitors may develop competing technologies that gain market acceptance before or instead of our products. We are also subject to the risks generally associated with new product introductions, including lack of market acceptance, delays in product development and failure of products to operate properly which may lead to increased warranty claims. Further, to enable smooth operations at our R&D centres, we are also highly dependent on skilled workforce. The loss of the services of such skilled personnel or our inability to recruit or train a sufficient number of experienced personnel may have an adverse effect on our financial results and business prospects. For further details, see " - *Our Directors, Senior Management and other Key Managerial Personnel are critical to our continued success and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition*" on page 48.

The agro-chemicals industry is characterised by technological advancements, introduction of innovative products, price fluctuations and intense competition. The laws and regulations applicable to the development of our products, and our customers' product and service needs, change from time to time, and regulatory changes may render our products and technologies non-compliant or obsolete. Our ability to anticipate changes in technology and regulatory standards, understand industry trends and requirements, changes in consumer preferences and to successfully develop and introduce new and enhanced products to create new or address unidentified needs among our current and potential customers in a timely manner, is a significant factor in our ability to remain competitive. This depends on a variety of factors, including, meeting development, production, certification and regulatory approval schedules; execution of internal and external performance plans; availability of supplier produced raw materials for production; performance of suppliers; hiring and training of qualified personnel; validation/ approval of costs incurred on R&D; achieving cost and production efficiencies; identification of emerging regulatory and technological trends in our target end markets; validation and performance of innovative technologies; the level of customer interest in new technologies and products; and the costs and customer acceptance of the new or improved products. There can be no assurance that we will be able to secure the necessary technological knowledge, through our own R&D or through technical assistance agreements or through strategic acquisitions that will allow us to continue to develop our product portfolio or that we will be able to respond to industry trends by developing and offering cost effective products. We may also be required to make significant investments in R&D, which may strain our resources and may not provide results that can be monetized. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

7. Any downgrade of our debt rating by an independent agency may adversely affect our ability to raise financing.

The cost and availability of capital is dependent, among other factors, on our short-term and long-term credit ratings. Ratings reflect a rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. The credit ratings as on September 30, 2024, were as follows:

Rating Agency	**Rating**		
	Bank loan		**Commercial paper**
	Long term	**Short term**	

CRISIL Limited	CRISIL AA+/ Outlook-Negative	CRISIL A1+	CRISIL A1+
CARE Rating Limited	CARE AA+ Outlook – Negative	CARE A1+	CARE A1+

We have also received the following issuer ratings for UPL Corporation Ltd, a wholly owned subsidiary of UPL Limited:

a) Moody: Ba2 with a review for Downgrade
b) S&P: BB with a Negative Outlook
c) Fitch: BB with a Negative Outlook

Any future performance issues by us or the industry may result in a downgrade of our credit ratings, which may in turn lead to an increase in our borrowing costs and constrain our access to funds and debt markets and, as a result, may adversely affect our business growth. In addition, any downgrade of our credit ratings could result in lenders imposing additional terms and conditions in any future financing or refinancing arrangements in the future. Any such adverse development may adversely affect our business operations, future financial performance and the price of our Equity Shares.

8. A slowdown or shutdown in our manufacturing operations or under-utilization of our manufacturing plant could have an adverse effect on our business, results of operations and financial condition.

Our business is dependent upon our ability to manage our manufacturing plant and run it at optimum utilization levels, which is subject to various operating risks, including those beyond our control, such as the unavailability of raw material, the breakdown and failure of equipment, industrial accidents, labour disputes or shortage of labour, pandemic or epidemic, severe weather conditions and natural disasters. For instance, in February 2021, there was a fire which was followed by an explosion at one of our manufacturing plants in Jhagadia, which was shut for its planned annual boiler inspection. Since the plant was shut, there was no chemical reaction in progress at the plant. However, due to this incident, seven of our workers succumbed to their injuries and 53 workers were injured and received treatment in the hospital subsequently. We have since the incident, implemented revised protocols for the storage of chemicals that are in process of manufacture, across all manufacturing sites, globally. Further, on May 6, 2022, due to an explosion and fire in the holding tank at MCP plant, Unit 1, Ankleshwar, five workers of our Company sustained various injuries of which two workers succumbed to injuries during their treatment at the hospital. Subsequently, our Company received a closure direction dated June 15, 2022 from the Environment Engineer – Gujarat Pollution Control Board under Section 31-A of the Air (Prevention and Control of Pollution) Act, 1981, directing the MCP plant, Unit 1, Ankleshwar to be closed down. This was later revoked in January 2023. Additionally, in December 2019, pursuant to inspections conducted by the state board officials along with a third-party agency engaged by Central Pollution Control Board wherein liquid effluent samples collected failed to meet the prescribed standards, we had received a closure order issued by the West Bengal Pollution Control Board on our pesticide manufacturing unit located in Durgachak, Haldia, directing the unit to be closed down. The closure order was subsequently revoked vide its letter dated January 24, 2020.

Though there has not been any significant malfunction or breakdown of our machinery. While we currently incur certain repair and maintenance costs on our machinery, any substantial expenditure on repair and maintenance of our machinery may cause delays in our operations. If we are unable to repair malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same. In addition, we are required to carry out planned shutdowns of our plant for maintenance, statutory inspections and testing, capacity expansion and equipment upgrades. Further, long periods of business disruption could, as a consequence, result in a loss of customers.

Our capacity utilization is affected by the product requirements of, and procurement practice followed by, our customers. In case of lack of demand, we may not be able to utilise our expanded capacity efficiently. Under-utilization of our manufacturing capacity over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our recently implemented capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance. Our inability to effectively respond to and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing plant, which in turn may have an adverse effect on our business, results of operations and financial condition.

9. We require certain approvals and licenses in the ordinary course of business, including certain registrations from the Central Insecticides Board and Registration Committee ("CIBRC") and certain other regulatory authorities for our products manufactured and sold in India as well as for exports to other jurisdictions. Any failure to successfully obtain any material registrations or renew or maintain our material statutory and regulatory permits and approvals required to operate our business and manufacturing facilities would adversely affect our operations, results of operations and financial condition.

We are required to obtain and maintain various statutory and regulatory permits, approvals, licenses and registrations to operate our business, certain of which may have expired and have been applied for and certain of which are due to expire in the near future.

Our product portfolio includes patented and post-patent agricultural solutions including crop protection products such as, fungicides, herbicides, insecticides and bio solutions; seeds, post-harvest products; and mechanization and agronomic services for farmers. Our product portfolio covers the agricultural value chain from seeds to harvest, including seeds, seeds treatment, crop protection, storage of agricultural products, post-harvest solutions as well as other non-agri businesses such as animal health products such as honey bee protective miticides and veterinary vaccines, and ingredients for personal care applications. As per Section 9 of the Insecticides Act, any person desiring to import or manufacture any insecticide may apply to the registration committee, i.e. CIBRC, for registration of such insecticide and there is a separate registration for each insecticide. Accordingly, we provide each of our Technicals and Formulations to the CIBRC for their approval where they undertake testing to check the composition and purity profile of our Technicals and Formulations before granting registrations. In addition, under Section 13 of the Insecticides Act, any person desiring to manufacture, sell, stock or exhibit for sale or distribute any insecticide, is required to make an application to the licensing officer of the respective state authority for the grant of license. As of the date of this Letter of Offer, we have obtained registrations and license to manufacture from the CIBRC and other relevant authorities for sale of our products in India.

In addition, as of the date of this Letter of Offer, we have also applied for registration from the CIBRC for the registration of certain Technicals and Formulations for manufacturing and sale, which are pending at various stages. This registration process increases our cost of developing new products and does not guarantee that we will be successful in selling these products after their registration is granted. Further, submission of an application to a regulatory authority does not itself lead to a grant of such application. Although, we have duly obtained such approvals for manufacturing and exporting the products we manufacture and distribute in India and in the international markets, there can be no assurance that we will be able to maintain or obtain the necessary approvals or registrations in the future. If we are unable to successfully obtain registrations in a timely manner, we may lose the market opportunities which may result in our delay or failure to recover the costs incurred towards seeking registrations and other related activities and may adversely affect our operations and profitability. There may be instances where we have not applied for or obtained licenses or registrations in the ordinary course of business. While no legal action has been initiated against us in respect of any material licenses and registrations, we cannot assure you that the absence of such licenses will not result in a regulatory authority taking any action against us, which may impact our business and operations. In the future, we will be required to renew such licenses, permits and approvals and obtain new permits and approvals for any proposed operations or products Although there have been no instances of failure to obtain or renew any material permits and approvals, we cannot guarantee that we will be able to successfully obtain or renew such material permits and approvals in the future. While we believe that we will be able to renew or obtain all such material permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, these permits, licenses and approvals could be subject to several conditions, and we cannot assure you that we would be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits, licenses or approvals and the inability to renew, maintain or obtain any material permits, licenses, registrations or approvals in the future may result in the interruption of a part or all of our operations and have a material adverse effect on our business, financial condition and results of operations. Further, the approvals, licenses, permits and registrations maybe revoked in the event of any non-compliance with any terms or conditions imposed thereof. For instance, in the last two Fiscals and for the six-month period ended September 30, 2024, the Indian government had imposed restrictions on the manufacture and sale of certain of our products such as on Dichlorvos, Triazophos, and Phorate based on their internal assessments, research and studies. While such restrictions on these products did not materially affect our operations, we cannot assure you that any future restrictions on manufacture or sale of any our products will not be material to our operations.

10. If we are unable to maintain and enhance our brands, including our ability to protect our brands through intellectual property, the sales of our products may suffer, which could have a material adverse effect on our results of operations.

We believe that our brands play a significant role in the success of our business and sustaining customer loyalty. The ability to differentiate our products from that of our competitors is an important factor in attracting customers. Further, the application of laws governing intellectual property rights globally is uncertain, evolving and could involve substantial risks to us. Failure to register or renew the registration of any of our registered intellectual properties may affect our right to use such intellectual properties in future or allow others to use our products and designs as available in the public domain, without our consent. Further, if we are unable to register our intellectual properties for any reason, including our inability to remove objections to any patent application, or if any of our unregistered intellectual property are registered in favor of or used by a third party globally, we may not be able to claim registered ownership of such intellectual property, and as a result, we may not be able to seek remedies for infringement of such intellectual property by third parties, which would cause damage to our business prospects, reputation and goodwill globally.

As of the date of this Letter of Offer, we have 54 designs and 5,047 patents including patents which have been granted, published and allowed. While we have applied for the registration of further designs and patents, the registration of 30 designs and 4,872 patents, is pending as of the date of this Letter of Offer. While the pending registration of our designs and patents do not currently have a material effect on our business, we cannot assure you that there will not be instances where our applications for intellectual property may be opposed, which may have a material adverse effect to our business.

While we take care to ensure that we comply with the intellectual property rights of others, we may be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are adjudicated against us from third parties asserting infringement and other related claims globally, we may be required to obtain a license, modify our existing product offerings or cease the use of such patents and design, or use new non-infringing patents. Such licenses or design modifications can be extremely costly. Further, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, the settlement of which could be costly and time consuming. We may also be liable for any past infringement. For instance, AgroFresh Inc. ("**AgroFresh**") had filed a complaint in the United States District Court of Delaware, against the Company's U.S. based Subsidiary, Decco U.S. Post-Harvest, Inc. ("**Decco**") and Decco's JV partner, MirTech Inc., including claims of patent infringement, misappropriation of trade secrets, and other civil counts stemming from Decco's business relationship with MirTech. Subsequent to the initial filing, the complaint was amended to assert the same counts against the Company. At trial, the jury rendered a verdict against Decco and the Company, in favor of AgroFresh for approximately $31 million. Later, vide its judgement dated November 30, 2020, the United States District Court for the District of Delaware had substantially reduced the earlier jury verdict to approximately $13 million. Subsequently, the Company reached a settlement with AgroFresh in March 2021 and vide the order dated March 26, 2021, the United States District Court for the District of Delaware dismissed the complaint. Any such instances in the future may have an adverse effect on our reputation and business operations.

11. Inability to meet the quality standard norms prescribed by the central and state governments in India as well as governments of other countries where we export our products, could result in the sales of our products being banned or suspended or becoming subject to significant compliance costs, which could have a material adverse effect on our business growth and prospects, results of operations, financial condition, and cash flows.

The quality of majority of our products manufactured in India, including pesticides and seeds that we manufacture, are open to independent verification by Government agencies including the respective governments of the countries where we export our products. Regulatory authorities, including the relevant state authorities under the Insecticides Act, 1968, may carry out inspection of our premises, plant, equipment, machinery, manufacturing or other processes and sample checks on any material or substance in relation to our product at short notice or without notice. The Government authorities could impose fines or issue show cause notices to our Company if the samples are not in conformity with the prescribed quality norms. For details in relation to instances of any show cause notices or penalties for such instances, please see the section titled "*Outstanding Litigation and Material Developments – Litigation against our Company – Material violations of statutory regulations by our Company*" on page 482 for further details. Any failure to quality control and/ or the required level of packaging disclosures by our Company could lead to suspension of sales of those batches and/ or product or our products being banned for sales. While, our Company has not faced any suspension/ ban on sale of any product in the last three Fiscals by the central and state governments in India due to failure to meet prescribed quality standards, there can be no assurance that our products will not face any suspension/ ban in the future. Any such order passed by the governmental authorities in India or in the countries that we export our products, could generate adverse publicity about our Company and our products, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows.

12. Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses as per the insurance policy, which could adversely affect business, financial condition and results of operations.

Our operations are subject to various risks inherent to the chemicals industry and to the sale and maintaining inventory of products, as well as other risks such as theft, robbery, acts of terrorism and other force majeure events. We maintain insurance coverage for anticipated risks which are standard for our type of business and operations. Our insurance cover for property and equipment, as on September 30, 2024 was Rs. 11,941 crores and the inventory as on September 30, 2024 was Rs. 29,153 crores, while our book value of property, equipment was Rs. 7,907 crores as of September 30, 2024 and that of our inventory was Rs. 14,106 crores. Our insurance policies cover our manufacturing facilities, R&D facilities, and offices from losses in the case of natural calamities, fire, special perils, burglary and theft. We have also obtained inventory insurance for our products, insurance for liabilities and losses incurred during implementation of our various projects, and directors' and officers' liability insurance. We have obtained various insurance policies covering the life and health of our employees. Further, we have also taken insurance for the cyber-crime. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

13. We are subject to risks associated with rejection of supplied products, and consequential claims and associated product liability costs due to defects in our products, which could generate adverse publicity or adversely affect our business, results of operations or financial condition.

Defects, if any, in our products could lead to rejection of supplied products and consequential financial claims. Accordingly, we are exposed to risks associated with product liability claims if the use of our products results in personal injury. The products that we produce are subject to risks such as contamination, adulteration and product tampering during their production, transportation or storage. We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. While our crop protection products are researched before being commercialized, there is no certainty of their long-term effects on soil or water supplies and any adverse effects caused by such products could adversely affect our business and reputation. Also, see " - *We are subject to strict technical specifications, quality requirements, regular inspections and audits by our customers including various multinational corporations. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations*" on page 23.

We may also be subject to claims resulting from manufacturing defects or negligence in storage or handling, which may lead to the deterioration of our products, or from defects arising from deterioration in our quality. Further, while we seek to conform our products to meet a variety of contractual specifications and regulatory requirements, there can be no assurance that product liability claims or recall claims against us will not arise, whether due to product malfunctions, defects, or other causes. Product liability claims, regardless of their merits or the ultimate success of the defense against them, are expensive. Even unsuccessful product liability claims would likely require us to incur substantial amounts on litigation, divert our management's time, adversely affect our goodwill and impair the marketability of our products. For instance, in the past, we have received complaints about product contamination with respect to one of our products sold in Chile. As a result, we had incurred an expenditure of ₹ 260 crores in Fiscals 2022 and Fiscal 2023 on account of settlement of claims for compensation from the farmers which were partly covered by our insurance third party liability claims.

Also, see " - *We are subject to strict technical specifications, quality requirements, regular inspections and audits by our customers including various multinational corporations. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations.*" on page 23.

14. The availability of counterfeit products passed off by others as our products, could adversely affect our reputation, goodwill and results of operations.

Entities in India and international locations could pass off their own products as ours, including counterfeit or pirated products. For example, certain entities could imitate our brand names, packaging materials or attempt to create look-alike products. As a result, our market share could be reduced due to replacement of demand for our products and adversely affect our goodwill. Counterfeit products are frequently unsafe or ineffective, and can be potentially life-threatening. The proliferation of unauthorized copies of our products, and the time and attention lost to defending claims and complaints about spurious products, could decrease our revenue and have an adverse effect on our reputation, goodwill and results of operations. While there have been instances of counterfeit products being passed off by certain entities as our products in the market, such instances have not had any material impact on our business.

15. Our operations are subject to environmental and workers' health and safety laws and regulations. We may have to incur material costs to comply with these regulations or suffer material liabilities or damages in the event of an incidence or non-compliance of environment and other similar laws and regulations which may have a material adverse effect on our reputation, business, financial condition and results of operations.

Our operations are subject to extensive environmental and hazardous waste management laws and regulations in India, including the Environmental Protection Act, 1986, as amended (the "**Environment Act**"), the Air Act, the Water Act, the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as amended, and other regulations promulgated by the Ministry of Environment, Forest and Climate Change, Government of India ("**MoEF**") and various statutory and regulatory authorities and agencies in India. Further, the agro-chemical industry is subject to strict regulations with respect to a range of environmental matters including limitations on land use, licensing requirements, management of materials used in manufacturing activities, the storage of inflammable and hazardous substances and associated risks, the storage, treatment and disposal of wastes, remediation of contaminated soil and groundwater, air quality standards, water pollution and discharge of hazardous materials into the environment. The discharge or emission of chemicals, dust or other pollutants into the air, soil or water that exceed permitted levels and cause damage to others may give rise to liabilities towards the government and third parties, and may result in our incurring costs to remedy any such discharge or emissions. For instance, on July 12, 2021, there was a fire at our distribution warehouse in Cornubia, Durban, South Africa, caused by a violent attack by a mob causing certain agri-chemical products to disperse into the surrounding environment. Subsequently, we received a directive dated November 29, 2023, from the Deputy Director-General: Regulation, Compliance and Enforcement allowing discharge of treated water into the water resource under the restrictive conditions mentioned in the order.

Environmental laws and regulations in India have become and continue to be more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management and other expenditure to comply with environmental standards. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation, being commenced against us, third party claims or the levy of regulatory fines. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facilities.

We are also subject to the laws and regulations governing employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. There is a risk that we may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant. For instance, in February 2021, there was a fire which was followed by an explosion at one of our manufacturing plants in Jhagadia, which was shut for its planned annual boiler inspection. Since the plant was shut, there was no chemical reaction in progress at the plant. However, due to this incident, seven of our workers succumbed to their injuries and 53 workers were injured and received treatment in the hospital subsequently. Pursuant to the incident, a criminal complaint was filed against the occupier of the factory by the inspector under the Factories Act, 1948 and subsequently, pursuant to the final order dated December 11, 2021, a penalty of Rs. 1,00,000 was levied on the occupier of the factory by the Principal Senior Civil Judge and Additional Chief Judicial Magistrate, Jhagadia , which was subsequently paid. Subsequently, our Company received a closure direction dated February 24, 2021 under section 31-A of the Air (Prevention and Control of Pollution) Act, 1981, directing immediate closure of the plant. This was later revoked on January 31, 2023. The National Green Tribunal, Principal Bench, New Delhi also initiated suo-moto proceedings against the Company which was concluded vide orders dated June 11, 2021 and December 14, 2021 with directions to Company to *inter-alia* pay environmental damage compensation. We have since the incident, implemented revised protocols for the storage of chemicals that are being manufactured across all manufacturing sites, globally. Further, on May 6, 2022, due to an explosion and fire in the holding tank at MCP plant, Unit 1, Ankleshwar, five workers of our Company sustained various injuries, of which two workers succumbed to injuries during their treatment at the hospital.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations or financial condition. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict.

16. We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations. Our success also depends on our ability to attract, hire, train and retain skilled workers who are experienced in our manufacturing operations.

The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. Our success also depends on our ability to attract, hire, train and retain skilled workers who are experienced in manufacturing operations.

As of September 30, 2024, we had 12,354 permanent employees across the globe, including 6,449 permanent employees in India and 5,660 contract labourers in India. We may be subject to industrial unrest, slowdowns and increased wage costs, which may adversely affect our business and results of operations. For instance, on November 17, 2021, we had received a charter of demands from the UPL Employees Union at our Haldia unit and after extensive bilateral negotiations, we agreed on a settlement with the union on March 29, 2022.

Further, the Government of India has notified four labour codes which are yet to come into force as on the date of this Letter of Offer, namely, (i) The Code on Wages, 2019, (ii) The Industrial Relations Code, 2020, (iii) The Code on Social Security, 2020 and (iv) The Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. There is a risk that we may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities.

Further, we engage independent contractors through whom we engage contract labour for performance of certain functions at our manufacturing units as well as at our offices. Although we do not engage these labourers directly, it is possible under Indian laws that we may be held responsible for wage payments to labourers engaged by contractors, should a contractor defaults on payment of wages. Further, under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, we may be directed to absorb some of these contract laborers as our employees. Any such orders from a court or any other regulatory authority may adversely affect our results of operations.

While we have not experienced any major prolonged disruption in our business operations due to disputes or other problems with our work force in the past, there can be no assurance that we will not experience any such disruption in the future. Work stoppages or slowdowns experienced due to labour unrest or strike could have an adverse effect on our business, results of operations and financial condition.

17. We have experienced negative cash flows in the past and we may continue to have negative cash flows in the future. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, our business and results of operations could be adversely affected.

Our business requires working capital for activities including purchase of raw materials. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for, our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business, and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations and financial condition. Negative cash flows over extended periods, or significant negative cash flows in the short term, could also materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.

The following table sets forth certain information relating to our cash flows in the periods indicated:

(in ₹ crores)

Particulars	**For the six month period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**
Net cash flow (used in)/ from operating activities	(2,715)	1,822	7,751
Net cash flow used in investing activities	(693)	(2,478)	(1,490)
Net cash flows generated / (used in) financing activities	1,113	164	(6,227)
Net (decrease)/ increase in cash and cash equivalents	(2,069)	(24)	170
Cash and cash equivalents at the end of the period / year	3,874	**5,943**	**5,967**

We may in the future experience negative operating cash flows. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact on our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.

18. There are outstanding legal proceedings involving our Company and Subsidiaries. Any adverse outcome in any of these proceedings may adversely affect our reputation, business operations, financial condition and results of operations.

We are involved in certain litigation proceedings for which, in the event of an adverse outcome, there may be an adverse impact on our operations or financial position. For further details, see "*Outstanding Litigation and Defaults – Any other pending matters involving our Company, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position*" on page 482.

A summary of material outstanding and other legal proceedings involving our Company and our Subsidiaries as on the date of this Letter of Offer, including the aggregate approximate amount involved to the extent ascertainable, is set out below:

Type of Proceedings	**Number of cases**	**Amount (₹ in crores)***
Cases involving our Company		
Issues involving moral turpitude or criminal liability on part of our Company	63	Not applicable
Pending proceedings, including civil and tax proceedings, involving our Company where the amount involved is equivalent to or in excess of the Materiality Threshold	1	281.95
Material violations of Statutory Regulations by our Company	Nil	Not applicable
Matters involving economic offences where proceedings have been initiated against our Company	Nil	Not applicable
Other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Not applicable
Cases against our Subsidiaries		
Issues involving moral turpitude or criminal liability on part of our Subsidiaries	52	Not ascertainable^
Pending proceedings, including civil and tax proceedings, involving our Subsidiaries, where the amount involved is equivalent to or in excess of the Materiality Threshold	Nil	Not applicable
Material violations of Statutory Regulations by our Subsidiaries	1[$]	Not applicable
Matters involving economic offences where proceedings have been initiated against our Subsidiaries	Nil	Not applicable
Other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	8[**]	Not ascertainable[#]

**To the extent quantifiable.*

[#]*Excludes an amount of BRL 1,250,000.00 involved in the judicial proceeding filed by Plenna Agronegócios Ltda., Cláudio Ferreira Ribeiro and Alessandro Acácio Gomes against one of our Material Subsidiaries, UPL do Brasil and an amount of BRL 4,415,000.00 involved in the judicial proceeding filed by Municipality of Ulianópolis against one of our Subsidiaries, Arysta LifeScience do Brasil, details of which are set out under "Outstanding Litigation and Defaults - Any other pending matters including civil litigation and tax proceedings involving our Subsidiaries, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position" on page 486.*

^ Excludes an amount of USD 66,735,135.04 involved in a police inquiry initiated against one of our Material Subsidiaries, UPL do Brasil, investigating an alleged crime against a tax order, details of which are set out under "Outstanding Litigation and Defaults- Issues involving moral turpitude or criminal liability on part of our Subsidiaries" on page 483.

[$]*To the extent quantifiable. One of our Material Subsidiaries, UPL do Brasil has been involved in certain administrative proceedings from competent authorities, details of which are set out under "Outstanding Litigation and Defaults- Material violations of Statutory Regulations by our Subsidiaries" on page 485.*

[**] *To the extent quantifiable. One of our Material Subsidiaries, UPL do Brasil has been involved in certain miscellaneous proceedings inter-alia complaint to the consumer protection agency, details of which are set out under "Outstanding Litigation and Defaults - Any other pending matters including civil litigation and tax proceedings involving our Subsidiaries, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position" on page 486.*

Our Company and our Promoters have in the past, received certain show cause notices from various regulatory and statutory authorities. For instance, following an investigation by SEBI, our Company and one of our Promoters, Jaidev Rajnikant Shroff, received a show cause notice dated February 28, 2024 from SEBI, *inter-alia* alleging that the Company indirectly provided financial assistance for the purchase of its own Equity Shares around 2005-06, thereby violating Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(f) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003; Sections 12A(a), (b) and (c) of the SEBI Act; and Section 77(2) of the erstwhile Companies Act, 1956. Our Company and Jaidev Rajnikant Shroff had originally submitted two separate settlement applications pursuant to the SEBI (Settlement Proceedings) Regulations, 2018, proposing to settle the proceedings under this show cause notice without admitting or denying the findings of fact and conclusions of law. SEBI has, pursuant to an order dated October 30, 2024, approved the revised settlement applications filed by our Company and Jaidev Rajnikant Shroff, on a without acceptance or denial of guilt basis, in accordance with the applicable provisions of the SEBI (Settlement Proceedings) Regulations, 2018, pursuant to which the Company and Jaidev Rajnikant Shroff have remitted INR 0.55 crores and INR 19.67 crores, respectively, to SEBI. Accordingly, the show cause notice stands disposed of in terms of the settlement order dated October 30, 2024.

Additionally, two complaints under section 29 of the Insecticides Act, 1968 were filed against our Company before the Judicial Magistrate First Class, Hinganghat and the Judicial Magistrate First Class, Amravati dated August 9, 2017 and August 20, 2020, respectively, for misbranding of certain insecticides. However, no legal notice, complaint or other communication has been served on the Company by any judicial forum or authority or opposite party as on the date of this Letter of Offer. Our Company has only acknowledged the existence of such legal proceeding been initiated against the Company pursuant to voluntary search conducted by the Company through E-Court portal. In the event that any summons or relevant case documents are served upon us, we cannot assure you that these matters will not result in any adverse findings, investigations, enquiries or any other legal actions against us and will not affect our business, results of operation or financial conditions.

We are, and may in the future be, party to other litigation and legal, tax and regulatory proceedings, the outcome of which may affect our business, results of operations, financial condition and prospects. There can be no assurance that we will be successful in any of these legal proceedings. For further details on these matters and other material legal proceedings involving us, see "*Outstanding Litigation and Defaults*" on page 475.

19. A portion of the Net Proceeds may be utilized towards prepayment, or repayment of all, or a portion of, certain outstanding borrowings availed by our Company from Axis Bank Limited which is an affiliate of one of the Lead Managers and redemption of one of the commercial papers which is held by one of the Lead Managers, BNP Paribas.

We propose to prepay and / or repay, all or a portion of certain outstanding borrowings availed by our Company from Axis Bank Limited and redeem one of the commercial papers held by BNP Paribas (one of the Lead Managers) from the Net Proceeds. Axis Bank Limited is an affiliate of Axis Capital Limited (one of the Lead Managers) . Axis Capital Limited and BNP Paribas are not associates of our Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. The loans sanctioned to our Company by Axis Bank Limited and the commercial paper held by BNP Paribas were done as part of their lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations. The Board of Directors of our Company has chosen the loans and facilities to be prepaid, repaid and/ or redeemed based on commercial considerations. For further details, see "*Objects of the Issue*" on page 82.

20. We may not succeed in continuing to establish, maintain and strengthen our brand name and our reputation and brand could be harmed by complaints and negative publicity which could materially and adversely affect customer acceptance of our products and our business revenue and prospects.

Our business and prospects depend on our ability to develop, maintain and strengthen our brand which depends heavily on the success of our marketing efforts, in which we have relied primarily on the relationships with the distributors and growers, demonstration of products, customer meetings and visits, product launches, advertisements, and word of mouth. To further promote our brand, we may be required to change our marketing practices, which could result in substantially increased advertising expenses, including the need to use traditional media such as television, radio and print.

Furthermore, our reputation and brand are vulnerable to many threats that can be difficult or impossible to predict or control, and costly or unfeasible to remediate. Since we are a consumer facing brand, and particularly given the popularity of social media, any negative publicity about us, such as complaints by our customers or reviews that compare us unfavourably to competitors, alleged misconduct, unethical business practices, safety breaches, or other improper activities, or rumours relating to our business, directors, officers, employees, or shareholders, can harm our reputation, business, and results of operations. These allegations, even if unproven, may lead to inquiries, investigations, or other legal actions against us by regulatory or government authorities as well as private parties and could cause us to incur significant costs to defend ourselves. Any negative market perception or publicity regarding our suppliers or other business partners that we closely cooperate with, or any regulatory inquiries or investigations and lawsuits initiated against them, may also have an impact on our brand and reputation, or subject us to regulatory inquiries or investigations or lawsuits.

Our Company has in the past been subject to negative media publicity which has in turn affected our business operations. For instance, in 2017, we had received a whistle-blower complaint alleging siphoning off of funds of the Company. Our Company had instituted a whistle-blower committee, comprising of only independent directors to investigate the complaint. This committee concluded that the related party transactions carried out by the Company were in compliance with the provisions of applicable law. The Company further faced negative media coverage pertaining to the matter again in 2020. Subsequently, the Company clarified to the Stock Exchanges that the whistle blower complaint was not a new complaint and that the allegations in this complaint were baseless. Subsequently, SEBI, vide its email dated December 10, 2020, requested our Company to provide certain documents in relation to the whistle -blower complaint, post which, a detailed investigation was conducted by SEBI, which concluded by way of an advisory letter from SEBI, dated August 2, 2021. Through this advisory letter, SEBI advised the Company to be careful in the future to avoid any recurrence of instances of technical violations of the erstwhile Equity Listing Agreement and Regulation 23(2) of the SEBI LODR Regulations.

Further, SEBI had conducted an examination into the resignation of the statutory auditor of UPL Mauritius Limited ("**UPL Mauritius**"), a material subsidiary of our Company, in order to ascertain compliance with the SEBI circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 ("**SEBI Circular**"). SEBI initiated adjudication proceedings against the Company for violation of the provisions of Regulation 4(1)(g) of SEBI Listing Regulations read with clause 2 of the Listing Agreement and para 6(A) and 6(B) of the SEBI Circular in relation to failure to modify the terms of appointment of the statutory auditor of UPL Mauritius and to obtain the limited review of UPL Mauritius upon resignation of its statutory auditor. Subsequently, SEBI issued a show cause notice dated September 3, 2021 to our Company. During the pendency of the adjudicating proceedings, our Company proposed to settle the said proceedings without denying or admitting the findings of fact and conclusion of law. Our Company remitted a settlement amount of ₹0.19 crore on April 27, 2022. Accordingly, the show cause notice stands disposed off in term of the settlement order dated May 6, 2022.

Further, five companies wherein our Company was either a shareholder or had related party transactions in the past, have settled 'misconduct' charges with the World Bank. These charges emanated from violations in execution of projects funded by certain multilateral financial institutions. These companies had separate management and administrative control from that of our Company. These companies were then asked to undergo a corrective action plan and subsequently these charges were settled by the entities. Our Company was not party to any of the misconduct charges but was subject to negative publicity in the press.

Further, on April 14, 2023, one FIR was filed against our Company alleging that the Company was preparing electronic poll material for a certain political party without the Election Commission's clearance. The matter is currently pending. For further details, see *"Outstanding Litigation and Material Developments – Litigation involving our Company – Issues of moral turpitude or criminal liability on the part of our Company".*

Three overseas subsidiaries of our Company, *i.e.* UPL Corporation Limited (Mauritius), UPL Limited (Gibraltar) and UPL Mauritius Limited had received notices dated January 15, 2021, issued under Section 153C of the Income Tax Act, 1961, where the income tax authorities had 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 had started tax proceedings against these companies in India. These Subsidiaries have filed a writ petition before the Hon'ble High Court of Bombay challenging the proceedings from AY 2014-15 till AY 2019-20 and filed an appeal for AY 2020-21 before the Income Tax Appellate Tribunal, Mumbai. For further details, see *"Outstanding Litigation and Material Developments – Litigation involving our Subsidiaries - Any other pending matters including civil litigation and tax proceedings involving our Subsidiaries, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position".*

Further, a third party funded class action litigation was filed with the Supreme Court of Australia against Advanta Seeds Pty Ltd ("**Advanta**"), an Australian Subsidiary alleging that the seeds sold by Advanta in 2010 and 2011 to certain growers in Queensland and News South Wales region of Australia, were contaminated. On April 13, 2021, our Company intimated the BSE and NSE (together, the "**Stock Exchanges**") that the matter was disposed off by the Supreme Court of Queensland in Australia. Further, on October 13, 2023, the High Court of Australia granted the leave to appeal in the said matter. However, the Company made no intimations to the Stock Exchanges in this regard. On November 22, 2023, a complaint was filed against our Company by a Shareholder alleging that the Company was in violation of Regulation 30 and 30A of the SEBI Listing Regulations as it had not intimated the Stock Exchanges in relation to the update in the said matter. Subsequently, on February 23, 2024, SEBI issued an administrative warning letter to our Company, advising it to avoid recurrences of such lapses and to be make the necessary disclosures forthwith in accordance with the provisions of the SEBI Listing Regulations. On February 29, 2024, our Company issued a clarification that not only the value of impact of the subject legal case was significantly below the limit of materiality applicable to it as per the SEBI Listing Regulations, but also that the grant of leave to appeal by High Court of Australia did not change the earlier judgement of the Supreme Court of Queensland in Australia which was intimated by the Company to the Stock Exchanges. The Company clarified that this was not a discontinuity of availability of existing information and hence an intimation was not required. Further, the High Court of Australia pursuant to their order dated August 7, 2024 has dismissed the appeal and has decided the matter in favour of Advanta.

Additionally, following an investigation by SEBI, our Company and one of our Promoters, Jaidev Rajnikant Shroff, received a show cause notice dated February 28, 2024 from SEBI, *inter-alia* alleging that the Company indirectly provided financial assistance for the purchase of its own Equity Shares around 2005-06, thereby violating Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(f) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003; Sections 12A(a), (b) and (c) of the SEBI Act; and Section 77(2) of the erstwhile Companies Act, 1956. Our Company and Jaidev Rajnikant Shroff had originally submitted two separate settlement applications pursuant to the SEBI (Settlement Proceedings) Regulations, 2018, proposing to settle the proceedings under this show cause notice without admitting or denying the findings of fact and conclusions of law. SEBI has, pursuant to an order dated October 30, 2024, approved the revised settlement applications filed by our Company and Jaidev Rajnikant Shroff, on a without acceptance or denial of guilt basis, in accordance with the applicable provisions of the SEBI (Settlement Proceedings) Regulations, 2018, pursuant to which the Company and Jaidev Rajnikant Shroff have remitted INR 0.55 crores and INR 19.67 crores, respectively, to SEBI. Accordingly, the show cause notice stands disposed of in terms of the settlement order dated October 30, 2024.

Negative media publicity generated due to any complaints and any negative media publicity about our products or service quality problems of our peers in the industry in which we operate, including our competitors, may also negatively impact our reputation and brand. If we are unable to maintain a good reputation or further enhance our brand recognition, our ability to attract and retain a critical mass of customers, third-party partners, and key employees could be harmed and, as a result, our business, financial position, and results of operations could be materially and adversely affected.

21. A shortage or non-availability of essential utilities such as electricity and water could affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.

Our business operations are heavily dependent on the continuous supply of electricity and water which are critical to our manufacturing operations. While our power requirements are met through captive power plants, renewable energy sources and local state power grid through interstate open access, we cannot assure you that these will be sufficient and / or that we will not face a shortage of electricity despite these arrangements. Further, most of our water requirement is met with either surface water or water recycling and reuse. Any shortage or non-availability of water or electricity could result in temporary shut-down of a part, or all, of our operations at the location experiencing such shortage. Such shut-downs could, particularly if they are for prolonged periods, have an adverse effect on our business, results of operations and financial condition. Moreover, if we are required to operate for extended periods of time on diesel-generator sets or if we are required to source water from third parties, our cost of operations would be higher during such period which could have an adverse impact on our profitability.

22. Our failure to keep our technical knowledge confidential could erode our competitive advantage. Further, failure to maintain confidential information of our customers could adversely affect our results of operations and, or, damage our reputation.

We possess extensive technical knowledge about our products. Our technical knowledge is a significant independent asset, which may not be adequately protected by intellectual property rights such as patent registration. As a result, we cannot be certain that our technical knowledge will remain confidential in the long-run. Certain technical knowledge may be leaked, either inadvertently or willfully, at various stages of the manufacturing process. While there has not been any incidents of technical knowledge being leaked, any such leakage, could cause economic losses and could have a material adverse effect on our business. A significant number of our employees have access to confidential processes and product and customer information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. Although we seek to enforce non-disclosure clauses in our employee agreements/ appointment letters, we cannot guarantee that we will be able to successfully enforce such agreements. The agreements with our customers include clauses on confidentiality, however, there can be no assurance that such agreements will be successful in protecting our technical knowledge or the confidential information of our customers. In the event of any breach or alleged breach of our confidentiality agreements with our customers, these customers may terminate their engagements with us or initiate litigation for breach of contract. The potential damage from such leak is higher for our Company, as our processes and products are not patented, and thus we may have no recourse against copies of our processes and products that enter the market subsequent to such leakages. In the event that confidential technical information in respect of our products or business becomes available to third parties or to the public, any competitive advantage we may have over other companies could be harmed. If a competitor is able to reproduce or otherwise capitalize on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

23. Our business is capital intensive and requires significant expenditure. Limitations imposed on us due to our indebtedness or our inability to procure additional indebtedness could adversely affect our ability to conduct our business and operations.

Our business is capital intensive and requires significant expenditure. Our total borrowings as of October 31, 2024 was ₹ 32,120 crores

Our level of debt and the limitations imposed by our current or future loan arrangements could have adverse consequences, including, but not limited to, the following:

- we may be required to dedicate a portion of our cash flow towards the servicing of our existing debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, land acquisitions and other general corporate requirements;
- our ability to obtain additional financing for working capital, or general corporate purposes may be impaired;
- fluctuations in market interest rates may adversely affect the cost of our borrowings;
- our ability to satisfy our obligations under our financing agreements may be limited;
- our indebtedness could place us at a competitive disadvantage compared to our competitors that may have proportionately less debt; and
- our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate may be limited.

Any of these factors may affect our ability to conduct our business and operations or pursue our growth strategy. If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations or our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or restructure or refinance our existing indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the debt markets, prevailing regulations, capital markets, our financial condition at such time and the terms of our other outstanding debt instruments. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives, which could harm our ability to incur additional indebtedness on acceptable terms, or at all. Any of the foregoing could adversely affect our business, cash flows, financial condition and results of operations.

24. ***Resistance from farmers to crop protection chemicals and the inappropriate application of our products from farmers as well regulatory action due to pollution or other environmental concerns may adversely affect our business, financial condition and results of operations.***

Some crop protection chemical products, which may include some of our products, are facing increasing resistance from certain activist groups and regulatory authorities because of concerns over their alleged effects on food safety and the environment such as Monocroptophos and Quinalphos. While we have stopped producing these products due to regulatory action and stricter environmental norms, our business, financial condition and results of operations have not been affected due to such non-production. These groups attempt to influence and, in some cases, litigate against governmental regulatory bodies to restrict the use of crop protection chemical products in their jurisdictions.

Further, there can be no assurance that such resistance would not continue to spread in the future and any future resistance could adversely affect our business, financial condition and results of operation. Further, farmers are required to be educated with the latest information on crop management, such as the appropriate kind of pesticide, its dosage and quantity and the frequency of its application, in order to apply pesticides, including our products, appropriately and effectively. Although majority of our packaging contains information about the optimum dosage and usage method, lack of education and awareness among farmers may lead to an inappropriate application of our products, which could result in crop damage, and other serious consequences. There can be no assurance that incidents involving inappropriate use of our products will not occur in the future, or that farmers will be adequately educated on the safe use of our products. Any inappropriate application of our products could result in a potential consumer dispute and adversely affect our brand image, prospects, business, financial condition and results of operations.

25. ***An inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations and financial condition.***

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. The raw materials of our Company are bulk chemicals and accordingly, we depend on external suppliers for all these raw materials required for production and typically purchase raw materials on a purchase order basis and place such orders with them in advance on the basis of our anticipated requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. We also import a certain amount of raw materials from international suppliers. As a result, we continue to remain susceptible to the risks arising out of raw material price fluctuations as well as import duties, which could result in a decline in our operating margins. See "- *Restrictions on import of raw materials and an increase in shipment cost may adversely impact our business and results of operations*" on page 51. If we cannot fully offset increases in raw material prices with increases in the prices for our products, we will experience lower margins, which will have a material adverse effect on our results of operations and financial condition. In the absence of such contracts we are also exposed to the risk of unavailability of certain raw materials in desired quantities and qualities, in a timely manner or at all.

Although we have not faced significant disruptions in the procurement of raw materials in the past, the COVID-19 pandemic temporarily affected our ability to source raw materials from certain vendors, located both internationally and domestically, who were unable to transport raw materials to us. There can be no assurance that we will procure the quantities and quality of raw materials commensurate with our requirements in the future. For the six month period ended September 30, 2024 and in Fiscals 2024 and 2023, the cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade) represented 51.31%, 56.83% and 50.92%, respectively, of our revenue from operations. There can be no assurance that a particular supplier will continue to supply us with raw materials in the future. Any delay in supplying finished products to customers, dealers and/ or distributors in accordance with the terms and conditions agreed with them, such as delivery within a specified time, as a result of delayed raw material supply, could result in the customer, dealer and/ or distributor refusing to accept our products, which could have an adverse effect on our business and reputation.

Further, we cannot assure you that we will be able to enter into new or continue our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability. Further, we rely on historical trends and other indicators to purchase the required quantities of raw materials. We, therefore, run the risk of purchasing more raw materials than necessary, which could expose us to risks associated with prolonged storage of some of these materials, and materially affect our results of operations. Conversely, if our customers, dealers and/ or distributors place orders for greater quantities of products compared to their historical requirements, we may not be able to adequately source the necessary raw materials in a timely manner, and may not have the required available manufacturing capacity to meet such demand. In addition, if all or a significant number of our suppliers for any particular raw material are unable or unwilling to meet our requirements or our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure you that all or part of any increased costs can be passed along to our customers, dealers and/ or distributors in a timely manner or at all, which could negatively affect our business, overall profitability and financial performance.

26. We are dependent on third-parties for certain operations, such as, transportation of raw materials, delivery of our finished products and hazardous waste management.

Our success depends on the supply and transport of the various raw materials required for our manufacturing facilities and of our finished products from our manufacturing facilities to our customers, dealers and/ or distributors, which are subject to various uncertainties and risks. We use third party transportation providers for the supply of our raw materials and delivery of our products to domestic customers. We are also dependent on such third party freight and transportation providers for the delivery of our products to customers outside India. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to and from our dealers, distributors, customers and suppliers. While there has not been any incident of transportation strikes for the six-month period ended September 30, 2024 and Fiscals 2024 and 2023, any such instance could cause economic losses and have a material impact on our business operations.

In addition, raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. Our export products are required to be transported by rail and road to reach the ports and similarly, our imported raw materials are required to be transported to us through rail and road from the ports. Any unforeseen delays in transit time would result in failure to meet our 0shipment deadlines, which may result in an increase in supply chain costs, such as storage and warehousing. Any delay in delivery of raw materials and products could result in the customers, dealers and/ or distributors refusing to accept our products, which could adversely affect our business and results of operations. In addition, any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected dealers. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. Our transport charges were ₹ 856 crores, ₹ 1,569 crores and ₹ 2,010 crores, respectively, for the six month period ended September 30, 2024 and in Fiscals 2024 and 2023, respectively, and represented 4.25%, 3.64% and 3.75%, respectively, of our revenue from operations in such periods. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

Further, our Company disposes hazardous waste and also enters into arrangements with certain third parties who have the experience in hazardous waste management. However, any improper disposal of hazardous waste by such third parties could result in non-compliance with the relevant hazardous waste management laws and regulations, which may result in liabilities for our Company and require us to incur costs to remedy any such improper disposal, adversely affecting our business, results of operations and financial conditions.

27. Our business may be affected due to global political disruptions and economic instability, especially in regions where we operate. Such disruptions and instability could materially affect our business growth and prospects, financial condition, results of operations, and cash flows.

As on September 30, 2024, our Company had 232 subsidiaries / associates / joint ventures across the globe. We conduct our business with customers globally with 43 manufacturing facilities across the globe, supplying intermediate and or finished products, which are further processed / packaged prior to sale. Any political disruption or any interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in relation to the economic policy of the countries that we export our products and in which we have our operations, could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows.

28. Restrictions on import of raw materials and an increase in shipment cost may adversely impact our business and results of operations.

We import a substantial amount of our raw materials from outside India. Any restrictions, either from the Central or state governments of India, or from countries which we import from, on such imports may adversely affect our business, prospects, financial condition and results of operations. Some of our raw material imports are regulated by the Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 that, inter alia, allows the concerned authority to direct safety measures if it deems that the chemicals proposed to be imported may cause major accidents or stop an import of chemicals based on safety and environmental considerations. There can be no assurance that such regulations would not be made more stringent which would consequently restrict our ability to import raw materials from other jurisdictions. Further, there can be no assurance that, under these circumstances, we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner. Any restriction on import of raw materials could have an adverse effect on our ability to deliver products to our customers, business and results of operations. Further, a significant portion of our expenses is due to freight carriage and transport and freight and forwarding expense and import freight charges. Any increase in import tariff will increase expenses which in turn may impact our business and results of operations.

29. Any violation of the Metrology Act and the Metrology Rules by us may lead to fines and penalties, or seizure and forfeiture of our products which could adversely affect our business.

All of our products and the packaging of our products are required to comply with the standards of weight, measurement and numbers prescribed under the Metrology Act and the Metrology Rules. If we fail to comply with such standards, or fail to obtain a license from the respective controller as mandated under the Metrology Act, or fail to obtain the verification of weights and measures by the government approved test centers under the Metrology Act, fines and penalties may be imposed on us. In addition, there could be seizure and forfeiture of our products, which could adversely affect our operations.

30. Any change in Government policies towards the agriculture sector or a reduction in subsidies and incentives provided to farmers could adversely affect our business and results of operations.

We expect that state and central government policies will continue to affect the income available to farmers to purchase crop protection products. Consequently, any changes in Government policies relating to the agriculture sector such as the reduction of government expenditure towards agriculture, the withdrawal of or changes in incentives and subsidies provided to farmers, export restrictions on crops, adverse changes in commodity prices or minimum support prices could affect the ability of farmers to spend on crop protection products, which in turn could adversely affect our business and results of operations. For instance, farmers in India, especially in the state of Uttar Pradesh, Haryana and Punjab, undertook state wide protests and demonstrations against the implementation of The Essential Commodities (Amendment) Act, 2020, The Farmers (Empowerment and Protection) Agreement on Price Assurance And Farm Services Act, 2020, and The Farmers' Produce Trade and Commerce (Promotion And Facilitation) Act, 2020,which disrupted production in the agricultural sector, and consequently impacted our supplies. Subsequently, the Supreme Court of India has by way of its order dated January 12, 2020 stayed the implementation of these legislations. We cannot assure you that the implementation of these legislations or any other similar laws, regulations or policies, may not have an adverse impact on our business, financial condition and results of operations in the future.

31. We are bound by various restrictive covenants in terms of our financing documentation.

We have entered into agreements for our borrowings with certain lenders. As of October 31, 2024, our total borrowings were ₹ 32,120 crores. These borrowings include secured fund-based facilities, non fund-based facilities, along with unsecured loans. Any inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, financial condition, cash flows and credit rating. Such restrictive covenants include but are not limited to, requirements that we obtain consent from the lenders prior to undertaking certain matters including altering our capital structure, effecting any scheme of amalgamation or reconstitution, restructuring or changing the management, dilution of or any change in shareholding of certain existing shareholders including the Promoters and the promoter group, repayment and/or prepayment of various borrowing facilities availed by the Company, appointing various intermediaries including merchant bankers. While the lenders have not exercised these rights, they may do so in the future. Further, in terms of security, our Company is required to create a charge entire current assets, inventory, receivables, stock and book debts. There can be no assurance that the Company will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow it. Any fluctuations in the interest rates may directly impact the interest costs of such loans and could adversely affect our financial condition. The ability to make payments on and refinance our indebtedness will depend on its ability to generate cash from our future operations. We may not be able to generate enough cash flow from operations or obtain enough capital to service its debt. In addition, lenders under the various credit facilities could foreclose on and sell its assets if a default arises under our credit facilities. Any failure to comply with the conditions and covenants in the financing agreements that is not waived by our lenders or guarantors or otherwise cured could lead to a termination of its credit facilities, acceleration of all amounts due under such facilities or trigger cross default provisions under certain of its other financing agreements, any of which could adversely affect its financial conditions and its ability to conduct and implement our business plans. It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest. While the aforementioned events have not occurred in the past, future occurrence of any of these events could affect our financial condition, results of operations and prospects.

32. Under-utilization of our production capacities could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.

Our Company owns and operates active ingredient and specialty chemicals manufacturing facilities located primarily in India, with one facility also located in Colombia.

The following table sets forth the installed production capacity of our active ingredient manufacturing facilities and the capacity utilization for the six month period ended September 30, 2024 and for the period ended March 31, 2024:

Product[#]	**Installed Capacity * (KT)**	**Capacity Utilisation (%)* For the period ended March 31, 2024**	**Capacity Utilisation (%)* For the period ended September 30, 2024**
Agrochemicals[1]	15,65,176	50.00%	51.00%
Specialty Chemicals and Intermediates[2]	73,571	40.00%	51.00%
Seeds[3]	62,004	83.00%	33.12%

 # This includes all the manufacturing plants in India and rest of the world.
1 This refers to the crop protection segment.
2. This refers to the non-agro segment
3. The capacity utilisation for the seeds segment has been included for the seeds treating and packing season.
** As certified by Manish B. Kevadiya, Chartered Engineer pursuant to the certificate dated November 12, 2024.*

For more details, please see, *"Our Business – Manufacturing facilities"* on page 183.

In the event of non-materialization of our estimates and expected order flow for our existing and / or future products and / or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our consolidated financial performance.

33. Information relating to the installed capacity and capacity utilization of our manufacturing facilities included in this Letter of Offer are based on various assumptions and estimates and future production and capacity may vary.

Information relating to the installed capacity and capacity utilization of our manufacturing facilities included in this Letter of Offer are based on various assumptions and estimates of our management that have been taken into account in the calculation of our installed capacity and capacity utilization. In addition, capacity utilization is calculated differently in different countries, industries and for the different kinds of products we manufacture. Undue reliance should therefore not be placed on our historical installed capacity and capacity utilization for our existing manufacturing facilities included in this Letter of Offer. See "*Our Business –Manufacturing facilities*" on page 183.

34. The industry in which we operate has been affected by certain factors that are beyond the control of our Company and have affected our financial performance. If such factors continue in the future, our business, financial condition, results of operations and cash flows may be adversely affected.

The industry in which we operate has been affected by various factors, such as, declining agrochemical prices, regulatory actions in certain countries related to ban on certain products, crop commodity prices, higher inventories and unfavourable climatic conditions, which are beyond the control of our Company. These factors have impacted our financial performance in the past and may continue to do so in future. Further, our industry has also been affected by increase in production capacity in China, as such increase has led to higher supply and lesser demand of the products that we deal in. While the on-farm demand for products has remained steady, channels that were over-stocked post the COVID-19 pandemic, have focused on de-stocking; and with supply chains easing, it has led to lesser channel off-take. Such de-stocking along with higher interest rates, reduction in prices and just-in-time purchases at the farm gates has led to an eventual reduction in demand. Consequently, some of our competitors may be able to provide similar or equivalent products at lower costs than we can provide. Accordingly, we may not be able to compete effectively with our competitors or may be required to reduce our margins to remain competitive, which may have an adverse effect on our business, financial condition, results of operations and cash flows.

35. We have certain contingent liabilities that have not been provided for in our Financial Statements, which if they materialise, may adversely affect our financial condition.

We have created provisions for certain contingent liabilities in our Financial Statements. As at March 31, 2024, our contingent liabilities that have not been provided for were as follows:

(in ₹ crores)

Particulars	As at March 31, 2024
a) Guarantees	
Guarantees given by the Group on behalf of third parties	637
Total (a)	**637**
b) Tax contingencies	
Disputed Excise Duty / Service Tax Liability (excluding interest)	237
Disputed Income-tax Liability (excluding interest)	1,755
Disputed Sales-tax Liability	133
Disputed Custom duty Liability	124
Disputed Fiscal Penalty for cancellation of licenses	33
Total (b)	**2,282**
c) Amount in respect of other claims	
Claims payable to growers	7
Other claims (claims related to contractual and other disputes)	635
Claims against the group not acknowledged as debts.	2
Total (c)	**644**

Total (a) + (b)+(c)	**3,563**

For details regarding our contingent liabilities, please see "*Financial Statements/Financial Results – Note 46. Commitments and contingencies – B. Contingent liabilities*" on page 298. For further information on our auditor's report for the period ended March 31, 2024, see "*Financial Statements/Financial Results*" on page 220. There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Fiscal or in the future and that our existing contingent liabilities will not have material adverse effect on our business, financial condition and results of operations.

36. We have in the past entered into related party transactions and will continue to do so in the future.

We have in the past entered into related party transactions with our Promoters, loans taken and corporate guarantee provided etc, in compliance with applicable laws. For further information on our related party transactions for the period ended March 31, 2024, see "*Audited Consolidated Financial Statements – Note 48 - Related Party Disclosures*" on page 299.

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties subject to compliance with applicable laws. While we believe that all such related party transactions that we have entered into are conducted on an arms' length basis in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter are subject to Board or shareholder approval, as necessary under the Companies Act and the SEBI LODR Regulations, in the interest of the Company and its minority shareholders and in compliance with the LODR Regulations, we cannot assure you that these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Further, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company. For instance, our Company has vide SEBI letter dated September 11, 2023 ("**SEBI Letter**"), received an administrative warning in relation to non-compliance with the provisions of para B(6) of the SEBI circular dated November 22, 2021 ("**SEBI Circular**"). The SEBI Letter had been issued as SEBI's contention was that the notice issued by our Company for the extraordinary general meeting held on March 30, 2022, did not include certain details as required in terms of the SEBI Circular. Our Company has responded to SEBI stating that it has disclosed all the requisite details as required by the SEBI Circular. While currently, there has been no further communication in relation to the SEBI Letter, there can be no assurance that there will be any further action by SEBI or any other regulatory or statutory authority in this regard.

Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour. There can be no assurance that our Directors and executive officers will be able to address such conflicts of interests or others in the future.

37. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control. Further, we may not be able to utilise the proceeds from this Issue in a timely manner or at all.

We propose to use the Net Proceeds for prepayment and / or re-payment of all, or a portion of, certain outstanding borrowings, including some of the working capital facilities from certain banks and financial institutions availed by our Company and our Subsidiaries. Considering that the Objects of the Issue include repayment and / or re-payment of all, or a portion of, foreign loans of certain of our foreign Subsidiaries, we will be subject to certain additional regulatory compliances under the foreign exchange laws, FEMA regulations and other applicable laws including the applicable laws of such respective foreign jurisdictions. Further, our funding requirements and deployment of the Net Proceeds have not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditures. Any variation in the utilization of the Net Proceeds shall be on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions and competitive environment, which may not be within the control of our management, and may be subject to various other approvals. Further, our funding requirements and the deployment of the proceeds from this Issue are also based on our current business plan and strategy. While the deployment of the Net Proceeds will be monitored by the Monitoring Agency, we may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, and other financial and operational factors. Accordingly, we may not be able to utilise the proceeds from this Issue in the manner set out in this Letter of Offer in a timely manner or at all. Various risks and uncertainties, including those set forth in this "Risk Factors" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Accordingly, the use of the Net Proceeds to help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion and for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment. Furthermore, considering the Issue is an issue of partly paid-up Rights Equity Shares, the Net Proceeds will be received on receipt of the Application Money and Call Money(ies), as applicable.

Further, as regards the utilisation of Net Proceeds for prepayment and / or re-payment of all, or a portion of, certain outstanding borrowings availed by our Company and our Subsidiaries, the identification of loans to be repaid and / or prepaid will be based on various factors, including the factors specified in the section "*Objects of the Issue*" on page 82.

38. Our agro-chemicals business is subject to climatic conditions, the overall area under cultivation and the cropping pattern adopted by the farming community. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.

We are engaged in the manufacture of agro-chemical Technicals and Formulations, and as a result, our business is sensitive to weather conditions such as drought, floods, cyclones, force majeure and natural disasters, as well as events such as pest infestations. The weather can affect the presence of disease and pest infestations in the short term on a regional basis, and accordingly, may adversely affect the demand for crop protection products.

Our results of operations are significantly affected by weather conditions in the agricultural regions in which our products are used. The most important determinant of our sales is the volume of crops planted. Adverse conditions early in the season, especially drought conditions, can result in significantly lower than normal plantings of crops and therefore lower demand for crop protection products. This can result in our sales in a particular region varying substantially from year to year. Weather conditions can also result in earlier or later plantings and affect the levels of pest infestations, which may affect both the timing and volume of our sales or the product mix. Adverse weather conditions may also cause volatility in the prices of commodities, which may affect farmers' decisions about the types and quantum of crops to plant and may consequently affect the sales of our agro-chemical Technicals and Formulations. Further, we may be subjected to decreased availability of water, which could impact our manufacturing operations. The increasing concern over climate change may also result in enhanced regional and global legal and regulatory requirements to reduce or mitigate the effects of greenhouse gases, as well as more stringent regulation of water rights. In the event that such regulations are enacted and are more aggressive than the sustainability measures that we are currently undertaking to monitor our emissions, improve our energy efficiency, and reduce and reuse water, we may experience significant increases in our costs of operations.

Further, the sales of agro-chemical products are seasonal due to monsoon with the demand for pesticides generally higher during the monsoon season in India and other jurisdictions where our products are exported. Lack of monsoon in a particular year may result in the decline in demand for our products. As a result of such seasonal fluctuations, our sales and results of operations may vary by fiscal quarter and may not be relied upon as indicators of the sales or results of operations of other fiscal quarters, or of our future performance. Any significant reduction in the area under cultivation in these crops may significantly reduce the demand for our products. Further, the demand for our products is dependent on the cropping pattern which may vary year on year for these major crops. Any significant changes in the cultivable area and the cropping pattern for these crops may impact our sales and profitability.

39. Our Directors, Senior Management and other Key Managerial Personnel are critical to our continued success and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

We are dependent on our Directors, Senior Management and other Key Managerial Personnel as well as persons with technical expertise for setting our strategic business direction and managing our business. We believe that the inputs and experience of our management team is valuable for the development of our business and operations and the strategic directions taken by our Company. We are also dependent on our Key Managerial Personnel for the day-to-day management of our business operations. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals. Competition for individuals with specialized knowledge and experience is intense in our industry. The loss of the services of any Senior Management and Key Managerial Personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. If we are unable to attract and retain qualified personnel, our results of operations may be adversely affected.

The following table sets forth the attrition rate of the years/period indicated:

Particulars	**For the six month period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**
Attrition Rate(%)	10%	22%	20%

[(1)]Attrition rate has been calculated as the number of employees who have resigned during the period, divided by the number of employees existing as of the beginning of the period and the numbers of employees who have joined during the period.

40. This Letter of Offer contains information from industry reports and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.

We have derived certain information and included such information in the Letter of Offer from the Agbio Reports. The Agbio Reports has not been commissioned by us exclusively for the purpose of this Issue and consequently, the information from the Agbio Reports in the Letter of Offer has been restricted to publicly available information for the years 2023 and 2024. We have paid for obtaining and using the Agbio Reports in connection with this Issue. Given the scope and extent of the Agbio Reports, disclosures are limited to certain excerpts and the Agbio Reports have not been reproduced in its entirety in the Letter of Offer. The Agbio Reports is subject to various limitations and based upon certain assumptions that are subjective in nature. While we have taken reasonable care in the reproduction of the information, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Letter of Offer. In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Issue pursuant to reliance on the information in this Letter of Offer based on, or derived from, the Agbio Reports. You should consult your own advisors and undertake an independent assessment of information in this Letter of Offer based on, or derived from, the Agbio Reports before making any investment decision regarding the Issue. See "*Industry Overview*" on page 145.

41. Any failure of our information technology systems could adversely affect our business and operations.

We have information technology systems that support our business processes such as, amongst others, data centres, enterprise resource planning solution, customer resource planning and transport management system. These systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, natural disasters, and similar events, even with our disaster recovery system in place. Disruption or failure of our information technology systems could have a material adverse effect on our operations. A large-scale information technology malfunction could disrupt our business or lead to disclosure of sensitive company information. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. While there has not been any incidence of such malfunction or disruptions, such incidence could cause economic losses for which we could be held liable.

Effective response to such disruptions will require effort and diligence on the part of our employees to avoid any adverse effect to our information technology systems. In addition, our systems and proprietary data stored electronically may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. If such unauthorized use of our systems were to occur, data related to our product formulas, product development and other proprietary information could be compromised. The occurrence of any of these events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation.

42. ***If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes, including with respect to record keeping and transaction authorization. In recent years, we have focused on improving the internal controls of the businesses. Due to our inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report financial results accurately and in a timely manner, or to detect and prevent fraud, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

43. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

While we have declared dividend for the Fiscals 2024 and 2023, our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

EXTERNAL RISKS

44. ***Foreign investors are subject to foreign investment restrictions under Indian law that limit our Company's ability to attract foreign investors, which may adversely affect the market price of the Equity Shares***.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents and issuances of shares to non-residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If such issuances or transfers of shares are not in compliance with such requirements or fall under any of the specified exceptions, then prior approval of the RBI will be required. We have undertaken or recorded such transactions in the past based on a *bona fide* interpretation of the law. We cannot assure you that our interpretation would be upheld by the Indian regulators. Any change in such interpretation could impact the ability of our Company to attract foreign investors.

In addition, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Government of India may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Government of India experiences extreme difficulty in stabilising the balance of payments, or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Government of India's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. We cannot assure you that any approval required from the RBI or any other government agency can be obtained on any particular terms, or at all.

45. We face foreign exchange risks that could adversely affect our results of operations.

Our sales and most of our expenses are denominated in the Indian Rupees. However, expenses such as import freight, export sales agent's commission, interest expense on foreign currency, foreign denominated borrowings and our export revenue is denominated and invoiced in foreign currency. Hence, we are exposed to fluctuations in exchange rates between currencies. For the six month period ended September 30, 2024, we incurred foreign exchange loss (net) of ₹ 518 crores, representing 2.54% of our total income and in Fiscal 2024, we incurred foreign exchange loss (net) of ₹ 1,290 crores, representing 2.96% of our total income while in Fiscal 2023 we recorded exchange loss (net) of ₹ 777 crores representing 1.44 % of our total income. Although we closely follow our exposure to foreign currencies, such activity may not always be sufficient to protect us against incurring potential losses if currencies fluctuate significantly.

46. Fluctuation in the exchange rate between the Indian rupee and foreign currencies, and within foreign currencies may have an adverse effect on our business, results of operations and financial condition

We operate in various geographies and are exposed to foreign exchange risk on our currency exposures such as the U.S. Dollar, Canadian Dollar, Australian Dollar, Euro, British Pound, etc. We are exposed to transactional and translation foreign exchange risks. Transactional risk relates primarily to our Company's operating activities, which consist of receivable exposure arising out of exports predominantly from India and from our Subsidiaries. We also have exposure on foreign currency payables pertaining to imports in India and in our overseas Subsidiaries. Any volatility in the currency exchange movement affecting our operations in India and internationally can have an impact on our business and results of operations. Translation risk emanates from the items included in the financial statements of our Company which are measured using Indian Rupees, our functional currency. We are therefore subject to exchange rate volatility and translation risk arising from foreign currency transactions being translated into Indian rupees for the purposes of our consolidated financial statements. While our Company has established foreign currency hedging policies and practices to manage these risks, we cannot assure you that we will be able to successfully hedge our foreign currency exposure. The risk emanating from exchange rate requires us to establish risk management practices including hedging arrangements using derivatives, such as foreign exchange forward contracts and options. However, any policy change by RBI from time to time may limit our ability to effectively hedge our foreign currency exposures. While we follow established risk management policies to hedge our exposure to foreign currency risks, as discussed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Foreign currency risk*" on page 472, if we fail to navigate foreign currency risks, our business, results of operations and financial condition may be adversely affected.

47. Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and US GAAP, which may be material to investors' assessments of our financial condition.

Our Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results included in this Letter of Offer is presented in conformity with Ind AS. Ind AS differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and US GAAP.

We have not attempted to quantify the effect of US GAAP or IFRS on the financial data included in this Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Ind AS included in this Letter of Offer, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should be limited accordingly.

48. A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.

A decline in India's foreign exchange reserves could impact the valuation of the Indian Rupee and result in reduced liquidity and higher interest rates, which could adversely affect our future financial condition our business and results of operations. Flows to foreign exchange reserves can be volatile, and past declines may have adversely affected the valuation of the Indian Rupee. There can be no assurance that India's foreign exchange reserves will not decrease again in the future. Further decline in foreign exchange reserves, as well as other factors, could adversely affect the valuation of the Indian Rupee and could result in reduced liquidity and higher interest rates that could adversely affect our business, financial condition and results of operations. While this may be beneficial for our exports, a general decline in the liquidity may have an adverse effect on our results of operations and financial conditions.

49. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI Takeover Regulations.

50. Political instability or significant changes in the economic liberalization and deregulation policies of the Government, or in the government of the states where we operate, could disrupt our business.

We are incorporated in India and derive our revenues in India. In addition, our assets are located in India. Consequently, our performance and liquidity of our Equity Shares may be affected by changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our businesses, and the market price and liquidity of our securities, may be affected by changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments in or affecting India.

In recent years, the Indian governments have generally pursued a course of economic liberalization and deregulation aimed at accelerating the pace of economic growth and development. This has included liberalizing rules and limits for foreign direct investment in a number of important sectors of the Indian economy, including infrastructure, railways, services, pharmaceuticals and insurance. In addition, the Indian government has recently pursued a number of other economic reforms, including the introduction of a goods and services tax, increased infrastructure spending and a new Insolvency and Bankruptcy Code. There can be no assurance that the government's policies will succeed in their aims, including facilitating high rates of economic growth. Following the release of the results of the last general elections of India the ruling party has received a fresh mandate to continue its tenure for a second term, there can be no assurance that the Government will continue with its current policies. New or amended policies may be unsuccessful or have detrimental effects on economic growth.

A significant change in India's economic liberalization and deregulation policies, in particular, those relating to the businesses in which we operate, could disrupt business and economic conditions in India generally and our business in particular.

51. Natural disasters and other disruptions could adversely affect the Indian economy and could cause our business and operations to suffer and impact the trading price of our Equity Shares.

Natural disasters such as floods, earthquakes, famines and droughts have in the past had a negative impact on the Indian economy. Further, health epidemics and pandemics like the recent COVID-19 pandemic have also affected the Indian economy negatively. If any such natural disaster, unfavourable climatic changes or health epidemics and pandemics were to occur, our business could be affected due to the event itself or due to the inability to effectively manage the effects of the particular event.

Our operations may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones or force majeure and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which may affect our manufacturing processes. Such events may also lead to reduced revenue from decreased production capacity owing to transportation difficulties, supply chain interruptions, health and safety concerns. These may also lead to write-offs and early retirement of assets due to damage to property in high-risk locations. Damage or destruction that interrupts our production could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. We may also be liable to our customers for disruption in supply resulting from such damage or destruction. Our insurance policies for assets covers such natural disasters. However, our insurance policies may not be adequate to cover the loss arising from these events, which could adversely affect our results of operations and financial condition and the price of our Equity Shares.

52. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect our business and the Indian financial markets.

India has from time to time experienced instances of civil unrest and terrorist attacks. These events could lead to political or economic instability in India and may adversely affect the Indian economy, our business, and results of operations, financial condition and the trading price of our Equity Shares. India has also experienced social unrest and communal disturbances in some parts of the country. If such tensions occur in places where we operate or in other parts of the country, leading to overall political and economic instability, it could adversely affect our business, results of operations, financial condition and the trading price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business and may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our business and profitability. In addition, in June 2020, a confrontation occurred between Indian and Chinese military forces. Any degradation in India-China political relations, wider international relations or any future military confrontations may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have an adverse impact on us. Regional or international hostilities, terrorist attacks or other acts of violence of war could have a significant adverse impact on international or Indian financial markets or economic conditions or on Government policy. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of the Equity Shares.

53. Changing laws, rules and regulations, including taxation laws, may adversely affect our business, results of operations, cash flows and prospects.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits or exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies from

30% to 22% (exclusive of applicable health and education cess and surcharge). Any such future amendments may affect our ability to claim exemptions that we have historically benefitted from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities or tribunals or courts would have an effect on our profitability.

The Finance Act, 2020 ("**Finance Act**"), has, amongst other things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax ("**DDT**") will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely be subject to tax deduction at source. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in Equity Shares.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017, and all subsequent changes and amendments thereto. Additionally, provisions on general anti-avoidance riles ("**GAAR**") became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any substantial precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

The Government has announced the union budget for the Financial Year 2025. Further, the Finance Act, 2024 was notified on the e-Gazette on March 31, 2024. The Finance Act, 2024 proposes various amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Act, 2024 may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, the likely nature and impact of the specific terms of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business.

54. Companies operating in India are subject to a variety of central and state government taxes and surcharges.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The statutory corporate income tax in India, which includes a surcharge on the tax and an education cess on the tax and the surcharge, may range up to 34.94%. The central or state government may vary the corporate income tax in the future. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could materially and adversely affect our business, financial condition and results of operations.

GST has been implemented with effect from July 1, 2017, and has replaced the indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise, collected by the central and state governments. GST has increased administrative compliance for companies, which is a consequence of increased registration and form filing requirements. As the taxation system is relatively new and could be subject to further amendments in the short term for the purposes of streamlining compliance, the consequential effects on us cannot be determined as of now and there can be no assurance that such effects would not adversely affect our business and future financial performance.

55. Investors may not be able to enforce a judgment of a foreign court against our Company or our management.

We are a limited liability company incorporated under the laws of India and all of our Directors and Senior Management Personnel named herein are residents of India and a substantial portion of the assets of our Company and such persons are located in India. As a result, it may not be possible for investors outside of India to effect service of process on our Company or such persons from their respective jurisdictions outside of India, or to enforce against them judgments obtained in courts outside of India predicated upon civil liabilities of our Company or such directors and Senior Management Personnel under laws other than Indian law. Recognition and enforcement of foreign judgments are provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 (the "**Civil Code**") on a statutory basis. Section 13 of the Civil Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court, within the meaning of such section, in any country or territory outside India, which the Government has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards.

The United Kingdom, Singapore, Hong Kong and the United Arab Emirates have been declared by the Government to be reciprocating territories for the purposes of Section 44A of the Civil Code, but the United States has not been so declared. A judgment of a court in a country which is not a reciprocating territory may be enforced in India only by a fresh suit upon the judgment and not by proceedings in execution. Such a suit has to be filed in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered pursuant to such award and any such amount may be subject to income tax in accordance with applicable laws. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law.

56. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are outside the control of our Company. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India's credit ratings for domestic and overseas debt by international rating agencies may adversely impact our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

RISKS RELATING TO OUR EQUITY SHARES AND THIS ISSUE

57. ***Investment in Rights Equity Shares is exposed to certain risks. From the Call Record Date for each Call prior to the final Call, the trading of the Rights Equity Shares would be suspended for a period prescribed under applicable law. Further, the Rights Equity Shares will not be traded with effect from the Call Record Date for the Final Call fixed for the determination of the Investors liable to pay Call Monies, as determined by our Board at its sole discretion, from time to time. During such period, the holders of the Rights Equity Shares will not be able to trade in these securities till they are credited to the holders' account as fully paid-up. Further, until such Rights Equity Shares continue to remain partly paid-up, we may not be able to undertake certain forms of equity capital raising and considering the history of trading in partly paid-up shares in India, there could be less liquidity in this segment. This may adversely affect our business operations and results of operations.***

The Issue Price is ₹ 360.00 (Rupees Three Hundred and Sixty Only) per Rights Equity Share. Investors will have to pay ₹ 90.00 (Rupees Ninety Only) per Rights Equity Share, which constitutes 25.00% (Twenty Five Percent) of the Issue Price, on Application, and the balance ₹270.00 (Rupees Two Hundred and Seventy Only) per Rights Equity Share, which constitutes 75.00% (Seventy Five Percent) of the Issue Price, on one or more subsequent Call(s), as determined by our Company's Board of Directors at its sole discretion, from time to time. The Rights Equity Shares offered under this Issue, on account of being partly paid-up, will be listed under a separate ISIN. Consequently, an active market for trading in these Rights Equity Shares may not develop. There is little history of trading in partly paid-up shares in India and, therefore, there could be less liquidity in this segment, which may cause the price of the Rights Equity Shares to fall and may limit the ability of Investors to sell the Rights Equity Shares. This may affect the liquidity of the Rights Equity Shares and restrict your ability to sell them. If our Company does not receive the Call Money from the Rights Equity Shareholders (including the Promoters and members of Promoter Group of our Company) as per the timelines stipulated in the Call notice, when issued, unless extended by our Board, the defaulting Rights Equity Shareholders (including the Promoters and members of Promoter Group of our Company) will be liable to pay interest, as may be fixed by our Board, unless waived or our Company may forfeit the Application Money and any Call Money received for previous Calls made, in accordance with the Companies Act, 2013 and our Company's Articles of Association. For further details, please refer to the section titled '*Terms of the Issue*' on page 503 of this Letter of Offer.

Rights Equity Shareholders are only entitled to dividend in proportion to the amount paid-up and the voting rights (exercisable on a poll) by investors shall also be in proportion to such investor's share of the paid-up Equity Share capital of our Company. If certain investors do not pay the full amount when called upon, we may not be able to raise the total amount proposed under this Issue. The ISIN representing partly paid-up Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call-in respect of the partly paid-up Rights Equity Shares, such partly paid-up Rights Equity Shares would be fully paid-up Equity Shares, and shall be listed and identified under the existing ISIN 'INE628A01036' for our fully paid-up Equity Shares. Our Company would fix a Call Record Date for the purpose of determining the list of allottees to whom the notice for the final Call would be sent. From the Call Record Date for each Call prior to the final Call, the trading of the Rights Equity Shares would be suspended for a period prescribed under applicable law. Further, with effect from the Call Record Date, trading in the Rights Equity Shares for which final Call have been made, would be suspended from the Call Record Date, for such period as may be prescribed under the rules and regulations. Consequently, during such period, the holders of the partly paid-up Rights Equity Shares will not be able to trade in these partly paid-up Rights Equity Shares until they are credited to the holders' accounts as fully paid-up Rights Equity Shares. Further, until such Rights Equity Shares continue to remain partly paid-up, subject to applicable law, we may not be able to undertake certain forms of equity capital raising.

58. ***There is no public market for the Rights Equity Shares or Equity Shares outside India.***

After this Issue, there will continue to be no public market for our Equity Shares in the United States or any country other than India. In addition, the holders of the partly paid-up Rights Equity Shares will not be able to trade in these shares till they are credited to the holders' account as fully paid-up, and thereafter there will also be no public market for the Rights Equity Shares outside of India. We cannot assure you that the face value of the Rights Equity Shares will correspond to the price at which the Rights Equity Shares will trade subsequent to this Issue. This may also affect the liquidity of our Rights Equity Shares and Equity Shares and restrict your ability to sell them.

59. ***Non-receipt of complete Call Money(ies) may have an impact of a consequential shortfall in Net Proceeds.***

The Calls shall be deemed to have been made at the time when the resolution authorizing such calls is passed at the meeting of our Board. The Calls may be revoked or postponed at the discretion of our Board, from time to time. Pursuant to the provisions of the Articles of Association, the Investors would be given at least 14 days' notice for the payment of the Calls. Our Board may, from time to time at its discretion, extend the time fixed for the payments of the Calls. Our Company, at its sole discretion, may send reminders for the calls as it deems fit, and if it does not receive the Call Money(ies) as per the timelines stipulated, it would forfeit the Application Money. Non-receipt of complete Call Money(ies) and a consequential forfeiture of the Application Money may lead to a shortfall in the Net Proceeds, which may have to be met out of internal accruals and may impact the business. For details, see "*Objects of the Issue"* on page 82.

60. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure of completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see "*Terms of the Issue*" on page 503.

61. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (b) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (c) credit of the Rights Entitlements returned, reversed or failed; or (d) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any. The Rights Entitlements of the Eligible Equity Shareholders holding Equity Shares in physical form who do not furnish the details of their demat account to the Registrar not later than two clear Working Days prior to the Issue Closing Date, shall lapse. For details, please see the section entitled "*Terms of the Issue*" on page 503.

62. You may not receive the Rights Equity Shares that you subscribe in this Issue until 15 days after the date on which this Issue closes, which will subject you to market risk.

The Rights Equity Shares that you may be Allotted in this Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Rights Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Rights Equity Shares allocated to you will be credited to your demat account, or that trading in such Rights Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

63. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political, or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Rights Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their Applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Rights Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

64. The Eligible Equity Shareholders holding Equity Shares in physical form will have no voting rights in respect of Rights Equity Shares until they provide details of their demat account and Rights Equity Shares are transferred to such demat account from the demat suspense account thereafter.

In accordance with the SEBI ICDR Master Circular, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar no later than two clear Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar no later than two clear Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares). For further information, see "*Terms of the Issue*" on page 503.

65. Overseas shareholders may not be able to participate in the Company's future rights offerings or certain other equity issues.

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to overseas holders of the Equity Shares or in disposing of such rights for the benefit of such holders. For instance, our Company may not offer such rights to the holders of Equity Shares who have a registered address in the United States unless: (i) a registration statement is in effect, if a registration statement under the U.S. Securities Act is required in order for the Company to offer such rights to holders and sell the securities represented by such rights; or (ii) the offering and sale of such rights or the underlying securities to such holders are exempt from registration under the provisions of the U.S. Securities Act. Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in future rights offerings and may experience a dilution in their holdings as a result.

66. Our Company will not distribute the Letter of Offer and other Issue related materials to overseas shareholders who have not provided an address in India for service of documents.

We will distribute the Issue Material to the shareholders who have provided an address in India for service of documents. The Issue Material will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in various overseas jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, this Letter of Offer will be sent only to their valid e-mail address and in case of such Eligible Equity Shareholders who have not provided their e-mail address, then this Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

While the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail, presently, there is lack of clarity under the Companies Act, 2013 and the rules thereunder with respect to distribution of Issue Material in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdiction. While our Company will request its shareholders to provide an address in India for the purposes of distribution of Issue Material, our Company cannot assure that the regulator would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject our Company to fines or penalties.

67. Rights of shareholders under Indian law may differ or may be more limited than under the laws of other jurisdictions.

The Companies Act and rules made thereunder, the rules and regulations issued by SEBI and other regulatory authorities, the Memorandum of Association, and the Articles of Association govern the corporate affairs of our Company. Indian legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder in India than as a shareholder of a corporation in another jurisdiction. In accordance with the provisions of the Companies Act the voting rights of an equity shareholder in a company shall be in proportion to the share of a person in the paid-up equity share capital of that company. Further, Section 106(1) of the Companies Act read with the Articles of Association specifically provides that no member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid.

68. We may, at any time in the future, make further issuances of Equity Shares and this may significantly dilute your future shareholding, or our Promoters and other major shareholders may undertake sale of Equity Shares which may affect the trading price of our Equity Shares.

Any future equity issuances by us, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences for us including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception that such issuance or sales of shares may occur, may lead to dilution of your shareholding, significantly affect the trading price of our Equity Shares and our ability to raise capital through an issue of our securities. There can be no assurance that such future issuance by us will be at a price equal to or more than the Issue Price. Further, there can be no assurance that we will not issue further shares or that the major shareholders will not dispose of, pledge or otherwise encumber their shares.

69. The Rights Equity Shares may experience price and volume fluctuations.

The market price of the Rights Equity Shares can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors developments in the Indian finance and lending sector, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalization and deregulation policies, and significant developments in India's fiscal regulations. In addition, the stock exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Rights Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also affect the price of the Rights Equity Shares. In particular, the stock market as a whole recently experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

70. No market for the Rights Entitlements may develop and the price of the Rights Entitlements may be volatile

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Rights Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Rights Equity Shares may not track the trading of Equity Shares.

71. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any gains realized on the sale of equity shares held for more than 12 months are subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹100,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018, continue to be tax-exempted in such cases.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Further, the Finance Act, 2020, has, amongst others things, notified changes and provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident, and are subject to tax deduction at source.

72. Holders of our Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will not be able to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

73. Your ability to acquire and sell the Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Letter of Offer.

No actions have been taken to permit a public offering of the Equity Shares offered in the Issue in any jurisdiction except India. As such, our Equity Shares have not and will not be registered under the Securities Act, any state securities laws of the United States or the law of any jurisdiction other than India. Further, your ability to acquire Equity Shares is restricted by the distribution and solicitation restrictions set forth in this Letter of Offer. For further information, see "*Notice to Investors*" on page 9. You are required to inform yourself about and observe these restrictions. Our representatives, our agents and us will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with applicable law.

SECTION III: INTRODUCTION

THE ISSUE

The Issue has been authorized by way of a resolution passed by our Board on December 22, 2023, pursuant to Section 62(1)(a) of the Companies Act and other applicable laws. The terms of the Issue including the Record Date, Issue Price, Rights Entitlement ratio and other related matters, have been approved by the Rights Issue Committee of the Board on November 20, 2024.

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, detailed information included in "*Terms of the Issue*" on page 503.

Issue Details in Brief	
Rights Equity Shares being offered by our Company	Up to 9,38,25,955* Equity Shares
Rights Entitlement$	One Rights Equity Share for every eight Equity Share(s) held on the Record Date
Record Date	November 26, 2024
Face value per Equity Share	₹ 2 each
Issue Price	₹ 360.00 per fully paid-up Equity Share (including a premium of ₹ 358.00 per Equity Share) On Application, Investors will have to pay ₹ 90.00 per Rights Equity Share (including a premium of ₹ 89.50 per Rights Equity Share) which constitutes 25% of the Issue Price and the balance ₹ 270.00 per Rights Equity Share (including a premium of ₹ 268.50 per Rights Equity Share) which constitutes 75% of the Issue Price, will have to be paid, on one or more additional Calls as may be decided by our Board / Rights Issue Committee, pursuant to the Payment Schedule after receipt of the Application Money
Dividend	Such dividend, in proportion to the amount paid-up on the Rights Equity Shares, as may be recommended by our Board and declared by our Shareholders, as per applicable law.
Issue Size	Up to ₹ 3,377.74 crores*
Equity Shares subscribed, paid–up and outstanding prior to the Issue	75,06,07,641(1) Equity Shares. For details, see "*Capital Structure*" on page 78
Equity Shares subscribed, paid–up and outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement) and having made fully paid-up	8,44,433,596* Equity Shares
Security codes for the Equity Shares#	ISIN for Equity Shares: INE628A01036 BSE Code: 512070 NSE Symbol: UPL ISIN for Rights Entitlements: INE628A20010
Terms of the Issue	For details, see "*Terms of the Issue*" on page 503
Use of Issue Proceeds	For details, see "*Objects of the Issue*" on page 82

** Assuming full subscription in the Issue, and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of Basis of Allotment.*

$For Rights Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than eight *Equity Shares or is not in multiples of eight the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one Additional Rights Equity Share each, if such Eligible Equity Shareholders have applied for Additional Rights Equity Shares over and above their Rights Entitlements.*

#Our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, as may be required under applicable law.

(1) Including 3.94 % of the paid-up Equity Share capital of our Company held by our Promoters and the members of the Promoter Group and 3.31 % of the paid up Equity Share capital of our Company held by the public shareholders by way of GDRs.

For details in relation to fractional entitlements, see "*Terms of the Issue – Fractional Entitlements*" on page 525.

Terms of Payment

Amount Payable per Rights Equity Share (Due Date)	Face Value (₹)	Premium (₹)	Total (₹)
On Application	0.50	89.50	90.00*
On one or more additional Calls with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board / Rights Issue Committee from time to time	1.50	268.50	270.00**
Total	2.00	358.00	360.00

**Constitutes 25% of the Issue Price.*

*** Constitutes 75% of the Issue Price.*

For further details on Payment Schedule, see "Terms of the Issue – Terms of Payment" on page 522.

GENERAL INFORMATION

Our Company was originally incorporated as ‘Vishwanath Commercials Limited’ on January 2, 1985 at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. Our Company received the certificate for commencement of business from the Registrar of Companies, Maharashtra at Mumbai on January 14, 1985. Subsequently, the name of our Company was changed to ‘Search Chem Industries Limited’ and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra at Mumbai on February 17, 1994. Thereafter, the name of our Company changed to ‘United Phosphorus Limited’ and our Company was granted a fresh certificate of incorporation by the RoC on October 15, 2003. Lastly, the name of our Company was changed to UPL Limited and a fresh certificate of incorporation was granted by the RoC on October 11, 2013.

Our Registered Office was shifted from “340 J. R. Road, Byculla, Bombay – 400 008, Maharashtra, India” to “Readymoney Terrace, 167, Dr. A. B. Road, Worli, Bombay – 400 019, Maharashtra, India” with effect from October 1, 1992. Thereafter, our Registered Office was shifted from “Readymoney Terrace, 167, Dr. A. B. Road, Worli, Bombay – 400 019, Maharashtra, India” to “Shed No. A-2/1, Opposite United Phosphorus Limited, G.I.D.C, Vapi – 396 195, District Valsad, Gujarat, India” with effect from January 19, 1995 and was granted a certificate of registration on confirmation of the Company Law Board, Western Region Bench, Bombay for change of state by the RoC on March 23, 1995. Subsequently, our Registered Office was shifted from “Shed No. A-2/1, Opposite United Phosphorus Limited, G.I.D.C, Vapi – 396 195, District Valsad, Gujarat, India” to “3-11, G.I.D.C., Vapi, Valsad – 396 195, Gujarat, India” with effect from October 21, 2003.

Registered and Corporate Office, CIN and registration number of our Company

Registered Office:

3-11, G.I.D.C.,
Vapi, Valsad – 396 195,
Gujarat, India
Telephone: +91 260 2432 716

Corporate Office:

Uniphos House, Chitrakar Dhurandhar Road,
11th Road, Near Madhu Park Garden,
Khar (West), Mumbai-400052
Maharashtra, India

Corporate Identity Number: L24219GJ1985PLC025132
Registration number: 025132

Address of the RoC:

Our Company is registered with the RoC, which is situated at the following address:

Registrar of Companies, Gujarat at Ahmedabad
RoC Bhavan, Opposite Rupal Park Society
Behind Ankur Bus Stop, Naranpura
Ahmedabad – 380 013
Gujarat, India

Company Secretary and Compliance Officer

Mr. Sandeep Mohan Deshmukh
Company Secretary and Compliance Officer

Uniphos House, Chitrakar Dhurandhar Road,
11th Road, Near Madhu Park Garden,
Khar (West), Mumbai-400052
Maharashtra, India
Telephone: 91 22 6856 8000
E-mail: upl.investors@upl-ltd.com

Statutory Auditor to our Company
B S R & Co. LLP
14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center, Western Express Highway
Goregaon (East), Mumbai-400 063
Maharashtra, India
Tel: +91 22 6257 1000
E-mail: tkinger@bsraffiliates.com
Firm Registration Number: 101248W/W-100022
Peer Review Certificate Number: 014196

Lead Managers to the Issue

Axis Capital Limited

1st Floor, Axis House,
P.B. Marg, Worli,
Mumbai 400 025,
Maharashtra, India
Telephone: +91 22 4325 2183
E-mail: upl.rights@axiscap.in
Investor Grievance E-mail: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Pratik Pednekar
SEBI Registration Number: INM000012029

BNP Paribas

1 North Avenue, Maker Maxity
Bandra-Kurla Complex
Bandra (E), Mumbai –400 051
Maharashtra, India
Telephone: +91 22 3370 4000
E-mail: DL.UPL.Rights@bnpparibas.com
Investor Grievance E-mail: indiainvestors.care@asia.bnpparibas.com
Website: www.bnpparibas.co.in
Contact Person: Mahabir Kochar
SEBI Registration Number: INM000011534

J.P. Morgan India Private Limited

J.P. Morgan Tower, Off. C.S.T. Road,
Kalina, Santacruz - East,
Mumbai - 400098
Maharashtra, India
Telephone: +91 22 6157-3000
Email: UPL_RIGHTS@jpmorgan.com
Investor Grievance Email: investorsmb.jpmipl@jpmorgan.com
Website: www.jpmipl.com
Contact Person: Saarthak Soni / Vidit Jain
SEBI Registration Number: INM000002970

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg, Prabhadevi, Mumbai
400 025, Maharashtra, India
Telephone: +91 22 6630 3030;+ 91 22 6630 3262
Email: upl.rights@jmfl.com
Investor Grievance Email: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration Number: INM000010361

Morgan Stanley India Company Private Limited

18th Floor, Tower 2
One World Centre, Plot 841, Jupiter Textile Mill Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013,

Maharashtra, India
Telephone: +91 22 6118 1000
E-mail: uplrights@morganstanley.com
Investor Grievance E-mail:
investors_india@morganstanley.com
Website: www.morganstanley.com
Contact Person: Aayush Agarwal
SEBI Registration Number: INM000011203

Legal Advisor to our Company as to Indian law

AZB & Partners
AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
India
Tel: +91 22 6639 6880

Registrar to the Issue

Link Intime India Private Limited
C- 101, 1st Floor, 247 Park,
L.B.S. Marg, Surya Nagar, Gandhi Nagar, Vikhroli (West)
Mumbai 400083
Maharashtra, India
Telephone.: +91-81081 14949
E-mail: upl.rights2024@linkintime.co.in
Investor grievance e-mail: upl.rights2024@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalakrishnan
SEBI registration no.: INR000004058

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post- Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "*Terms of the Issue*" on page 503.

Experts

1. Our Company has received a written consent dated November 12, 2024 from our Statutory Auditor, B S R & Co. LLP, Chartered Accountants, to include its name as required under Section 26(1) of the Companies Act, 2013 in this Letter of Offer and as an "expert", as defined under applicable laws, to the extent and in their capacity as statutory auditors in relation to their (i) audit reports dated May 13, 2024 and May 08, 2023 on the Audited Consolidated Financial Statements of the Company and its Subsidiaries (the Company and its Subsidiaries, referred to as the "**Group**") and of its associate and joint venture for the financial years ended March 31, 2024 and March 31, 2023, respectively, (ii) limited review reports dated November 11, 2024, on the Unaudited Consolidated Financial Results of the Group for the quarter and six months ended September 30, 2024, and (iii) report on the Statement of Possible Special Tax benefits issued on November 12, 2024 included in this Letter of Offer. Such consent has not been withdrawn as on the date of this Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

2. Our Company has received a written consent dated November 12, 2024 from our Independent Chartered Accountants,

Vora & Associates, Chartered Accountants, to include their name in this Letter of Offer as an "expert", as defined under applicable laws, to the extent and in their capacity as an Independent Chartered Accountant, and in respect of the reports issued by them, included in this Letter of Offer. Such consent has not been withdrawn as on the date of this Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

3. Our Company has received a written consent dated November 12, 2024 from the Independent Chartered Engineer, Manish B Kevadiya, to include their name in this Letter of Offer as an "expert", as defined under applicable laws, to the extent and in their capacity as the independent chartered engineer, and in respect of the reports issued by them, included in this Letter of Offer. Such consent has not been withdrawn as on the date of this Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Banker to the Issue

Axis Bank Limited
6th Floor, Axis House,
P.B. Marg, Worli,
Mumbai 400 025,
Maharashtra, India
Contact Person: Vishal M. Lade
Telephone: (Direct) 022 24253672
Email: vishal.lade@axisbank.com
Website: www.axisbank.com
SEBI Registration No.: INBI00000017

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

Issue Schedule

Last Date for credit of Rights Entitlements	Wednesday, December 4, 2024
Issue Opening Date	Thursday, December 5, 2024
Last date for On Market Renunciation of Rights Entitlements #	Wednesday, December 11, 2024
Issue Closing Date*	Tuesday, December 17, 2024
Finalization of Basis of Allotment (on or about)	Monday, December 23, 2024
Date of Allotment (on or about)	Tuesday, December 24, 2024
Date of credit (on or about)	Monday, December 30, 2024
Date of listing (on or about)	Wednesday, January 1, 2025

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board / Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Managers.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Issue not later than two clear Working Days prior to the Issue Closing Date, *i.e.*, December 17, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, *i.e.*, December 17, 2024. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar to the Issue, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar to the Issue at www.linkintime.co.in. Such Eligible Equity Shareholders can make an application only after the Rights Entitlements are credited to their respective demat accounts.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company, the Lead Managers or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before Issue Closing Date. For details on submitting Application Forms, see "*Terms of the Issue*" on page 503.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar to the Issue at https://www.linkintime.co.in/ after keying in their respective details along with other security control measures implemented thereat. For further details, see "*Terms of the Issue*" on page 503.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

Credit Rating

As this Issue is of Equity Shares, there is no requirement of credit rating for this Issue.

Debenture Trustee

As this Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Our Company has appointed CARE Ratings Limited as the Monitoring Agency, in accordance with Regulation 82 of the SEBI ICDR Regulations, to monitor the utilization of Net Proceeds. The details of Monitoring Agency are as follows:

CARE Ratings Limited
4th Floor, Godrej Coliseum
Somaiya Hospital Road, Off Eastern Express Highway
Sion (East), Mumbai 400022
Maharashtra, India
Tel: +91 22 67543456
Contact Person: Nitin Kumar Dalmia
E-mail: nitin.dalmia@careedge.in
Website: https://www.careratings.com

Inter se allocation of responsibilities among the Lead Managers

The following table sets forth the responsibilities of the Lead Managers for various activities in relation to the Issue:

Sr. No.	Activity	Responsibility	Coordination
1.	Capital structuring with the relative components and formalities such as type of instrument, number of instruments to be issued, etc.	Axis, JM, JPM, MS, BNPP	Axis

Sr. No.	Activity	Responsibility	Coordination
2.	Coordination for drafting and design of the Letter of Offer as per the SEBI ICDR Regulations, SEBI LODR Regulations and other stipulated requirements and completion of prescribed formalities with the Stock Exchanges and SEBI	Axis, JM, JPM, MS, BNPP	Axis
3.	Drafting, design and distribution of the Abridged Letter of Offer, Application Form, Rights Entitlement Letter etc. and memorandum containing salient features of the Letter of Offer	Axis, JM, JPM, MS, BNPP	Axis
4.	Selection of various agencies connected with the Issue, namely Registrar to the Issue, printers, escrow bank, advertisement agencies, and Monitoring Agency and coordination of execution of related agreements	Axis, JM, JPM, MS, BNPP	Axis
5.	Drafting and approval of all statutory advertisements	Axis, JM, JPM, MS, BNPP	Axis
6.	Drafting and approval of all publicity material including corporate advertisement, brochures, corporate films, etc.	Axis, JM, JPM, MS, BNPP	JPM
7.	Formulating and coordination of international marketing strategy, updation of presentation and issue structuring	Axis, JM, JPM, MS, BNPP	MS
8.	Formulating strategy which will cover international and domestic strategy , inter alia, distribution of publicity and Issue materials including application form, brochure and Letter of Offer and coordination for queries of retail investors - International - Institutional - HNI - Retail- International	Axis, JM, JPM, MS, BNPP	 MS JPM JM Axis
9.	Formalities for use of online software with stock exchanges	Axis, JM, JPM, MS, BNPP	JM
10.	Post-Issue activities, which shall involve essential follow-up steps including follow-up with Banker to the Issue and the SCSBs to get quick estimates of collection and advising our Company about the closure of the Issue, finalization of the Basis of Allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected	Axis, JM, JPM, MS, BNPP	JM

Minimum Subscription

The Objects of the Issue involve prepayment, repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by our Company and certain of our Subsidiaries. Our Promoters and certain of the members of the Promoter Group, who hold Equity Shares as on the date of this Letter of Offer have undertaken to subscribe to the full extent of their Rights Entitlements in the Issue and they will not renounce their Rights Entitlements, except to the extent of renunciation within the Promoter Group or for the purpose of complying with minimum public shareholding norms prescribed under the SCRR. Our Promoters have also undertaken to subscribe to Rights Entitlements over and above their Rights Entitlements either in the form of subscription to the Rights Entitlement renounced in their favour by any member of the Promoter Group, except to the extent of renunciation by the Promoter for the purpose of complying with minimum public shareholding norms prescribed under the SCRR, or subscription to Additional Rights Equity Shares or the unsubscribed portion in the Issue, in accordance with and subject to compliance with the SEBI ICDR Regulations, SEBI Listing Regulations, SEBI Takeover Regulations and other applicable laws. For details on the manner in which our Promoters and members of the Promoter Group holding GDRs will participate in the Issue, see "*Notice to Investors – Notice to GDR Holders*" on page 11.

Further, certain members forming part of Promoter Group have also undertaken to subscribe over and above their Rights Entitlement in the Issue to the unsubscribed portion in the Issue in accordance with the SCRR and the SEBI Listing Regulations and in compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws. Accordingly, in terms of the proviso to Regulation 86(1) of the SEBI ICDR

Regulations, the requirement of minimum subscription is not applicable to the Issue.

Any participation by our Promoters and Promoter Group, over and above their Rights Entitlements, shall not result in a breach of the minimum public shareholding requirements prescribed under applicable law. For details on the manner in which our Promoters and the members of the Promoter Group holding GDRs will participate in the Issue, see "*Notice to Investors – Notice to GDR Holders*" on page 11.

Underwriting Agreement

The Issue is not underwritten.

Filing

This Letter of Offer is being filed with the SEBI and the Stock Exchanges as per the provisions of the SEBI ICDR Regulations. Further our Company will simultaneously do an online filing with SEBI through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the SEBI ICDR Master Circular.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Letter of Offer, the details of the Equity Shares proposed to be issued by way of this Issue, and the issued, subscribed and paid-up share capital after this Issue, are set forth below.

(in ₹, except share data)

	Particulars	Aggregate value at face value	Aggregate value at Issue Price
1	**AUTHORISED SHARE CAPITAL**		
	1,23,75,00,000 Equity Shares of face value of ₹ 2 each	2,47,50,00,000	N.A.
	22,95,00,000 Preference Shares of face value of ₹ 10 each	2,29,50,00,000	N.A.
2	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THIS ISSUE**(3)		
	750,607,641 Equity Shares of face value of ₹ 2 each	1,50,12,15,282	N.A.
3	**PRESENT ISSUE IN TERMS OF THIS LETTER OF OFFER**(1)		
	Up to 9,38,25,955 Rights Equity Shares of face value of ₹ 2 each, each at a premium of ₹ 358 per Rights Equity Shares of face value of ₹ 2 each, i.e., at a price of ₹ 360 per Rights Equity Share of face value of ₹ 2 each (2)	Up to 18,76,51,910	Up to 33,77,73,43,800
4	**ISSUED SHARE CAPITAL AFTER THIS ISSUE**(4)		
	84,44,33,596 Equity Shares of ₹2 each	1,68,88,67,192	N.A.
5	**SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THIS ISSUE**(2)(3)(4)		
	75,06,07,641 fully paid-up Equity Shares of face value of ₹ 2 each	1,50,12,15,282	N.A.
	9,38,25,955 Rights Equity Shares of face value of ₹ 0.50 each	Up to 4,69,12,977.50(5)	N.A.
SECURITIES PREMIUM ACCOUNT			
Before the Issue (as on the date of this Letter of Offer)		32,42,12,22,904	
After all the calls are made in respect of Rights Equity Shares(3)		33,58,96,91,890*	

(1) *The Issue has been authorised by a resolution passed by our Board at its meeting held on December 22, 2023, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act. The terms of the Issue including the Record Date, Issue Price, Rights Entitlement ratio and other related matters, have been approved by the Rights Issue Committee of our Board on November 20, 2024.*

(2) *On Application, Investors will have to pay ₹ 90.00 per Rights Equity Share (including a premium of ₹ 89.50 per Rights Equity Share) which constitutes 25% of the Issue Price and the balance ₹ 270.00 per Rights Equity Share (including a premium of ₹ 268.50 per Rights Equity Share) which constitutes 75% of the Issue Price, will have to be paid, on one or more additional Calls as may be decided by our Board / Rights Issue Committee, pursuant to the Payment Schedule after receipt of the Application Money.*

(3) *Including 3.94% of the paid up Equity Share capital of our Company held by our Promoters and the members of the Promoter Group and 3.31% of the paid up Equity Share capital of our Company held by the public shareholders by way of GDRs.*

(4) *Assuming full subscription in the Issue, and receipt of all Call Monies with respect to the Rights Equity Shares.*

(5) *To the extent of Application Money.*

* *Subject to finalisation of Basis of Allotment and excluding impact of Issue related expenses.*

Notes to the Capital Structure

1. Details of options and convertible securities outstanding as on the date of filing of this Letter of Offer

Except as provided below, there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of filing of this Letter of Offer.

Global Depository Receipts

Our Company has facilitated the issuance of global depositary receipts ("**GDRs**") by way of the Deposit Agreements which are listed and traded on the Singapore Stock Exchange and also traded on the International Order Book of the London Stock Exchange and each of the GDRs represent a beneficial ownership in two equity shares of face value of ₹2 each of our Company. The underlying Equity Shares represent 7.25% shareholding in our Company, out of which 3.94% shareholding is held by GDR holders that are part of the Promoters and the members of the Promoter Group ("**P&PG GDR Holders**"). Further, as of date of this Letter of Offer, the Equity Shares underlying outstanding GDRs, exclude 25,500 Equity Shares underlying the unlisted GDRs outstanding from a previous GDR programme which were being traded on the Luxembourg Stock Exchange and is reflected under the shareholding pattern of our Company in the category of non-Promoter non-public shareholders. For details, see "*Notice to Investors – Notice to GDR Holders*" on page 11.

As on September 30, 2024, there were 2,72,07,831 GDRs (representing 5,44,15,662 Equity Shares i.e. 7.25% of the paid-up share capital).

2. Except for the pledge of 22,25,000 Equity Shares of our Company in the favour of 360 One Prime Limited by the member of our Promoter Group, Uniphos Enterprises Limited, none of the Equity Shares held by our Promoters or the members of the Promoter Group are locked-in, pledged or otherwise encumbered as on the date of this Letter of Offer.

3. Except as disclosed below, no Equity Shares or other securities have been acquired by our Promoters or members of the Promoter Group in the last one year immediately preceding the date of this Letter of Offer:

Acquirer	Nature of Security	Number of Securities acquired	Consideration (in ₹)	Nature of consideration	Date of Transaction
Jai Singh	Equity Shares	234	591.82	Cash	September 23, 2024
	Equity Shares	233	602.18	Cash	September 24, 2024
	Equity Shares	101	601.77	Cash	September 25, 2024

4. **Intention and extent of participation by our Promoters and Promoter Group**

Our Promoters and certain of the members of the Promoter Group, who hold Equity Shares as on the date of this Letter of Offer have undertaken to subscribe to the full extent of their Rights Entitlements in the Issue and they will not renounce their Rights Entitlements, except to the extent of renunciation within the Promoter Group or for the purpose of complying with minimum public shareholding norms prescribed under the SCRR. Our Promoters have also undertaken to subscribe to Rights Entitlements over and above their Rights Entitlements either in the form of subscription to the Rights Entitlement renounced in their favour by any member of the Promoter Group, except to the extent of renunciation by the Promoter for the purpose of complying with minimum public shareholding norms prescribed under the SCRR, or subscription to Additional Rights Equity Shares or the unsubscribed portion in the Issue, in accordance with and subject to compliance with the SEBI ICDR Regulations, SEBI Listing Regulations, SEBI Takeover Regulations and other applicable laws. For details on the manner in which our Promoters and members of the Promoter Group holding GDRs will participate in the Issue, see "*Notice to Investors – Notice to GDR Holders*" on page 11.

Further, certain members forming part of Promoter Group have also undertaken to subscribe over and above their Rights Entitlement in the Issue to the unsubscribed portion in the Issue in accordance with the SCRR and the SEBI Listing Regulations and in compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

The acquisition of Rights Equity Shares by our Promoters and members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation

38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

5. The ex-rights price of the Equity Shares as per Regulation 10(4)(b)(ii) of the Takeover Regulations is ₹ 549.86 per Equity Share.

6. **Shareholding pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:**

   (i) The shareholding pattern of our Company as on September 30, 2024, can be accessed on the websites of BSE at https://www.bseindia.com/stock-share-price/upl-limited/upl/512070/shareholding-pattern/ and NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=UPL&tabIndex=equity, respectively.

   (ii) The statement showing holding of Equity Shares of persons belonging to the category "*Promoters and Promoter Group*" including the details of lock-in, pledge of and encumbrance thereon, as on September 30, 2024, can be accessed on the websites of BSE at https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=512070&qtrid=123.00&QtrName=September%202024and NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=UPL&tabIndex=equity, respectively.

   (iii) The statement showing holding of securities (i.e., the Equity Shares and the GDRs) of persons belonging to the category "*Public*" including Equity Shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2024, as well as details of shares which remain unclaimed for public can be accessed on the websites of BSE, at https://www.bseindia.com/corporates/shpdrPercnt.aspx?scripcd=512070&qtrid=123.00&CompName=UPL%20Limited&QtrName=September%202024&Type=TMand NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=UPL&tabIndex=equity , respectively.

7. Our Company shall ensure that any transaction in the specified securities by our Promoters and the members of the Promoter Group during the period between the date of filing this Letter of Offer with the Stock Exchanges and the date of closure of the Issue shall be reported to the Stock Exchange within 24 hours of such transaction.

8. At any given time, there shall be only one denomination of the Equity Shares of our Company.

9. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares outstanding as on the date of this Letter of Offer. Further, under Regulation 89 of the SEBI ICDR Regulations and Clause 4.3 of the Reserve Bank of India Master Direction – Foreign Investment in India, bearing reference no. RBI/FED/2017-18/60, dated January 4, 2018, as amended, the Rights Equity Shares Allotted through the Issue are not required to be made fully paid-up, or forfeited for non-payment of Calls within twelve months from the date of Allotment of the Rights Equity Shares, as our Company has appointed a Monitoring Agency for the purposes of the Issue. The Rights Equity Shares, when issued, shall be partly paid-up. For details on the terms of this Issue, see "*Terms of the Issue*" on page 503.

10. Except for BNP Paribas Financial Markets, an associate of BNP Paribas, one of the Lead Managers, who holds approximately 24,04,359 Equity Shares in our Company as on November 18, 2024, none of the Lead Managers and their respective associates (as defined in the SEBI Merchant Bankers Regulations) hold any Equity Shares of our Company. The Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for our Company and its directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and each of its directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

11. As on the date of this Letter of Offer, our Company does not have any employee stock options scheme or any employee stock option plan.

12. Details of the Equity Shareholders holding more than 1% of the issued and paid-up Equity Share capital:

The table below sets forth details of Equity Shareholders holding more than 1% of the issued and paid-up Equity Share capital of our Company, as on September 30, 2024:

Sr. No.	Name of the Equity Shareholders	Number of fully paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Percentage of Equity Shares held (%)
1.	Nerka Chemicals Pvt Ltd	15,35,96,890	-	15,35,96,890	20.46
2.	Life Insurance Corporation Of India	5,46,18,419	-	5,46,18,419	7.28
3.	Uniphos Enterprises Limited	3,95,19,431	-	3,95,19,431	5.27
4.	ICICI Prudential Value Discovery Fund	2,93,18,519	-	2,93,18,519	3.91
5.	JP Morgan Chase Bank, NA	-	2,48,73,638	2,48,73,638	3.31
6.	Suresight Ventures Limited	-	1,46,78,380	1,46,78,380	1.96
7.	Harmonic Ventures Limited	-	1,36,29,604	1,36,29,604	1.82
8.	MFS Emerging Markets Equity Fund	1,27,16,364	-	1,27,16,364	1.69
9.	MFS International Growth Fund	12,634,957	-	12,634,957	1.68
10	Seafarer Overseas Growth & Income Fund	92,00,000	-	92,00,000	1.23
11	Jaidev Rajnikant Shroff	8,100,163	797,000	8,897,163	1.19
12	Vanguard International Value Fund	8,684,234	-	8,684,234	1.16

OBJECTS OF THE ISSUE

Our Company intends to utilise the Net Proceeds towards the following objects:

1. Prepayment, repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by our Company and certain of our Subsidiaries; and

2. General corporate purposes.

(referred to herein as the "**Objects**").

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association of our Company enable it to undertake: (i) its existing business activities; and (ii) activities for which the borrowings were availed, which are proposed to be repaid from the Net Proceeds.

Proceeds of the Issue

The details of the proceeds of the Issue are summarised in the table below:

(in ₹ crores)

Particulars		Estimated amount
Gross proceeds from the Issue^		Up to 3,377.74
Less:	Estimated Issue related expenses#	31.16
Net Proceeds		**3,346.58**

^ Assuming full subscription in the Issue, and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of the Basis of Allotment.
 # For details, see "-Estimated Issue expenses" on page 90.

Requirement of funds and utilisation of Net Proceeds

The proposed utilisation of the Net Proceeds is set forth in the table below:

(In ₹ crores)

Particulars	Estimated amount*
Prepayment, repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by our Company and certain of our Subsidiaries	3,008.81
General corporate purposes	337.77
Total Net Proceeds	3,346.58

** Assuming full subscription in the Issue and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of the Basis of Allotment. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds, in accordance with the SEBI ICDR Regulations.*

The funding requirements and deployment of funds are based on management estimates, existing circumstances of our businesses and prevailing market conditions, which may be subject to change. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. See "*Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control. Further, we may not be able to utilise the proceeds from this Issue in a timely manner or at all*" on page 54.

We may have to revise our funding requirements and deployment on account of a variety of factors, such as our financial and market condition, business and strategy, competition and other external factors, such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Subject to applicable law, if the actual utilisation towards prepayment, repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by our Company and certain of our Subsidiaries is lower than the proposed deployment, such balance will be used for general corporate purposes, to extent that the total amount to be utilized will not exceed 25% of the Gross Proceeds.

We propose to deploy the entire Net Proceeds towards the Objects by the end of Fiscal 2027. However, if the Net Proceeds are not completely utilised for the Objects by the end of Fiscal 2027, due to various factors beyond our control, such as economic and business conditions, market conditions, competitive environment, interest or exchange rate fluctuations, including any terms and conditions of our Company's borrowings and any other business and commercial considerations, such amounts will be utilised (in part or full) in subsequent periods, as determined by us, in accordance with applicable law. Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified below. For further details, see "*Risk Factor – Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control. Further, we may not be able to utilise the proceeds from this Issue in a timely manner or at all*" on page 54.

Deployment of funds

As our Company is raising 25% of the Net Proceeds on Application, with balance monies being raised in one or more additional Calls on such terms and conditions, *inter alia*, the number of Calls and the timing and quantum of each Call as may be decided by our Board / Rights Issue Committee, from time to time, and such balance money constitutes 75% of the Issue Price, pursuant to the Payment Schedule, after payment of the Application Money. The following table provides for the proposed deployment of funds to be raised at Application, after deducting Issue related expenses.

Sr. No.	Particulars of the Objects	Amount proposed to be funded from the Net Proceeds at Application (Post adjustment of estimated Issue expenses)	Proposed schedule of deployment of the Net Proceeds at Application in Fiscal 2025*
1.	Prepayment, repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by our Company and certain of our Subsidiaries	752.20	752.20
2.	General corporate purposes**	84.44	84.44
	Total* **	836.64	836.64

**Any portion of the Net Proceeds may be utilized by our Company towards the Objects, ahead of the estimated schedule of deployment.*
*** While the amount is subject to adjustment upon finalization of Issue related expenses, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds. The utilisation of the Net Proceeds towards general corporate purposes will be from the residual Calls in the proportion decided by our Company, at its discretion.*
****Assuming full subscription in the Issue. Subject to finalisation of the Basis of Allotment.*

The deployment schedule of the Net Proceeds raised pursuant to subsequent one or more additional Calls shall be included in such subsequent Call notices by our Company. As and when our Company makes one or more additional Calls for the balance monies with respect to the Rights Equity Shares, our Company shall endeavour to utilise the proceeds raised from such Calls within the same Fiscal as the receipt of the said Call Monies, failing which our Company shall utilise the said Call Monies in the subsequent Fiscal.

Our Board / Rights Issue Committee retains the right to change the schedule of implementation and deployment of Net Proceeds, including the manner, method, and timing of deployment of the Net Proceeds, in case of any delay in payment and/or non-receipt of Call Monies and/or change in our business requirements and other commercial considerations, subject to compliance with applicable laws.

Means of Finance

The Net Proceeds will not be utilised for financing a particular project, accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue and internal accruals as required under the SEBI ICDR Regulations. Further, our Company's funding requirements and deployment schedules are subject to revision in the future, at the discretion of our management, and may require changes in making one or more additional Calls in the future, as may be decided by our Board / Rights Issue Committee, from time to time, with respect to the Rights Equity Shares for the balance ₹ 270.00 per Rights Equity Share, which constitutes 75% of the Issue Price. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them.

Details of the Objects of the Issue

1. Prepayment, repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by our Company and certain of our Subsidiaries

Our Company and certain of our Subsidiaries, have entered into various financing arrangements for borrowings, in the form of, amongst others, working capital loans, commercial papers, fund based and non-fund based facilities from various banks, financial institutions, other entities and unsecured lenders. As on October 31, 2024, the total outstanding borrowings of our Company on a consolidated basis is ₹ 32,120 crores.

Our Company intends to utilize ₹ 3,008.81 crores from the Net Proceeds towards prepayment, repayment and / or redemption of all, or a portion, of the outstanding borrowings, payment of prepayment / redemption penalties in relation to certain borrowings availed by our Company and certain of our Subsidiaries, the details of which are listed out in the table below. However, given that our Company is raising only 25% of the Issue Proceeds on Application, with the balance being raised pursuant to subsequent one or additional Calls, our Company retains the right to utilize the Net Proceeds to prepay, repay or redeem, in full or in part, the outstanding borrowings identified herein below, including any refinancing/ roll overs undertaken by our Company or certain of our Subsidiaries to repay or prepay these borrowings, as well as prepay, repay or redeem any other existing or fresh borrowings taken by our Company or certain of our Subsidiaries in due course. Pursuant to the terms of the financing arrangements, prepayment / redemption of certain indebtedness may attract prepayment / redemption charges. Such prepayment / redemption charges, as applicable, will also be funded out of the Net Proceeds. In the event the Net Proceeds are insufficient for payment of prepayment / redemption charges, such payment shall be made from the internal accruals of our Company and/ or our Subsidiaries, respectively.

Given the nature of the borrowings and the terms of prepayment, repayment and / or redemption, the aggregate outstanding amounts under the borrowings as well as the sanctioned limits may vary from time to time with the business cycles of our Company and our Subsidiaries (whose loans are proposed to be prepaid or repaid), and our Company and such of our Subsidiaries may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment of Rights Equity Shares or prior to receipt of subsequent one or additional Calls and accordingly, additional borrowings availed by our Company and certain of our Subsidiaries may be prepaid, repaid or redeemed out of the Net Proceeds.

We believe that the prepayment, or repayment and / or redemption, of a portion of certain outstanding borrowings availed by our Company and certain of our Subsidiaries, respectively, will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

The selection of borrowings proposed to be prepaid, repaid or redeemed amongst our Company's and certain of our Subsidiaries' borrowing arrangements will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay, repay or redeem the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) terms and conditions of such consents and waivers, (iv) levy of any prepayment / redemption penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan, and number of Calls and the timing and quantum of each Call as may be decided by our Board / Rights Issue Committee, from time to time. The amounts proposed to be prepaid, repaid or redeemed, against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay, repay or redeem the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment, repayment and / or redemption.

Additionally, our Company and our Subsidiaries may also avail further borrowings post the date of this Letter of Offer, which will be prepaid, repaid or redeemed out of the Net Proceeds, provided that, the aggregate amount to be utilised towards the prepayment, repayment and / or redemption, of a portion of certain outstanding borrowings availed by our Company and our Subsidiaries, shall not exceed ₹ 3,008.81 crores.

The details of the outstanding borrowings of our Company, as on October 31, 2024, some of which are proposed for prepayment, repayment and / or redemption, as the case may be, in full or in part, from the Net Proceeds, in no particular order of priority, are set forth below.

(***Remainder of the page has been intentionally left blank***)

Sr. No.	Name of the lender	Nature of borrowing	Date of the sanction letter/ loan agreement	Principal amount sanctioned as on October 31, 2024	Principal amount outstanding as on October 31, 2024	Rate of interest (% per annum) [1]	Purpose for which the borrowing was sanctioned and utilised [1]	Tenor[1]	Repayment date/ schedule	Pre-payment penalty / redemption charges
				(₹ *in crores*)						
1.	Bank of Baroda	Working capital loan	April 19, 2023	282	150	3 month tbill + 100 bps	Working capital requirements	180 days	February 25, 2025	Nil
2.	Kotak Mahindra Bank	Working capital loan	September 16, 2022	114	68	Repo rate + 165 bps	Working capital requirements	90 days	January 8, 2025	Nil
3.	Union Bank of India	Working capital loan	November 21, 2023	97	80	8.00%	Working capital requirements	90 days	January 8, 2025	Nil
4.	Deutsche Bank	Short term loan	April 22, 2024	400	90	1 month tbill + 180 bps	Working capital requirements	180 days	January 5, 2025	Nil
5.					10	1 month tbill + 180 bps	Working capital requirements	180 days	January 6, 2025	Nil
6.					90	1 month tbill + 170 bps	Working capital requirements	180 days	January 4, 2025	Nil
7.					90	1 month tbill + 175 bps	Working capital requirements	150 days	March 16, 2025	Nil
TOTAL				**893**	**578**					

As certified by Vora & Associates, Chartered Accountants, by way of their certificate dated November 12, 2024, the borrowings mentioned in the table above have been utilised towards the purposes for which such borrowings were availed.

(1) The rate of interest mentioned above, is the current rate of interest and is subject to changes as per the sanction letters/loan agreements issued by the respective lenders.

The details of the commercial papers as on October 31, 2024, some of which are proposed for redemption, in full or in part from the Net Proceeds are set forth below:

Sr. No.	Nature of Facility	ISIN	Date of issue	Date of maturity	Rate of interest (% per annum)	Name of commercial paper holder	Maturity amount (₹ in crores)	Purpose of the facility
1.	Commercial paper	INE628A14HU6	August 12, 2024	February 7, 2025	7.97%	State Bank of India	150	Working capital requirements
2.	Commercial paper	INE62A14HV4	August 28, 2024	February 24, 2025	7.85%	BNP Paribas*	200	Working capital requirements
TOTAL							**350**	

**BNP Paribas is one of the Lead Managers. For details, see "Risk Factors – A portion of the Net Proceeds may be utilized towards prepayment, or repayment of all, or a portion of, certain outstanding borrowings availed by our Company from Axis Bank Limited which is an affiliate of one of the Lead Managers and redemption of one of the commercial papers which is held by one of the Lead Managers, , BNP Paribas." on page 45.*

As certified by Vora & Associates, Chartered Accountants, by way of their certificate dated November 12, 2024, the borrowings mentioned in the table above have been utilised towards the purposes for which such commercial papers were availed.

The details of the outstanding borrowings of our Subsidiaries, as on October 31, 2024, some of which are proposed for repayment or prepayment, in full or in part from the Net Proceeds are set forth below:

Sr. No.	Name of the lender	Nature of borrowing	Date of the sanction letter/ loan agreement	Principal amount sanctioned as on October 31, 2024	Principal amount outstanding as on October 31, 2024	Rate of interest (% per annum)	Purpose for which the borrowing was sanctioned and utilised(1)	Tenor(1)	Repayment date/ schedule	Pre-payment penalty
				(₹ in crores)						
UPL Sustainable Agri Solutions Limited										
1.	Deutsche Bank	Working capital loan	September 19, 2023	150	125	14 days tbill +170 bps	Working capital requirements	180 days	December 24, 2024	Prepayment is allowed, subject to payment of actual fund breakage cost
SWAL Corporation Limited										
2.	Axis Bank Limited*	Working capital loan	March 31, 2023	60	16	1 month repo +180 bps	Working capital requirements	2 months	December 28, 2024	Prepayment is allowed, subject to 2% of the amount prepaid
UPL Corporation Ltd										
3.	Consortiu m of DBS	Term loan	September 23, 2022	6,306	2,102	SOFR + 1.55%	Refinancing of loan	3 years	September 30, 2025	Prepayment is allowed,

Sr. No.	Name of the lender	Nature of borrowing	Date of the sanction letter/ loan agreement	Principal amount sanctioned as on October 31, 2024 (₹ in crores)	Principal amount outstanding as on October 31, 2024 (₹ in crores)	Rate of interest (% per annum)	Purpose for which the borrowing was sanctioned and utilised[(1)]	Tenor[(1)]	Repayment date/ schedule	Pre-payment penalty
	Bank Limited,									subject to 5 days notice
4.	The Hongkong and Shanghai Banking Corporation, MUFG Bank, Mizuho Bank, Sumitomo Mitsui Banking Corporation				4,204	SOFR + 1.70%	Refinancing of loan	5 years	September 30, 2027	Prepayment is allowed, subject to 5 days notice
UPL Corporation Limited, Cayman										
5.	Banco Bilbao Vizcaya Argentaria	Working capital loan	August 28, 2023	715	294	SOFR + 1.35%	Working capital requirements	65 days	January 2, 2025	Nil
TOTAL				**7,228**	**6,741**					

**Axis Bank Limited is the affiliate of Axis Capital Limited. For details, see "Risk Factors – A portion of the Net Proceeds may be utilized towards prepayment, or repayment of all, or a portion of, certain outstanding borrowings availed by our Company from Axis Bank Limited which is an affiliate of one of the Lead Managers and redemption of one of the commercial papers which is held by one of the Lead Managers, BNP Paribas." on page 45.*

(1) As certified by Vora & Associates, Chartered Accountants, by way of their certificate dated November 12, 2024, that the borrowings mentioned in the table above have been utilised towards the purposes for which such borrowings were availed.

The rate of interest mentioned above, is the current rate of interest and is subject to changes as per the sanction letters/loan agreements issued by the respective lenders.

Our Company has obtained the consents, waivers, and no-objections from the requisite lenders in terms of the respective facility documents in relation to the Issue, including but not limited to carrying out any of the actions that may be required in connection with the Issue.

Further, as set out in the above tables, a portion of the Net Proceeds is proposed to be utilised for prepayment, repayment and / or redemption, of a portion of certain outstanding borrowings availed by our Company and certain of our Subsidiaries from Axis Bank Limited, which is the affiliate of one of the Lead Managers to this Issue, namely, Axis Capital Limited and redemption of one of the commercial papers which is held by one of the Lead Managers, BNP Paribas. These outstanding borrowings were sanctioned by Axis Bank Limited and BNP Paribas as part of their separate lending activities in the ordinary course of business. For further details, see "*Risk Factor - A portion of the Net Proceeds may be utilized towards prepayment, or repayment of all, or a portion of, certain outstanding borrowings availed by our Company from Axis Bank Limited which is an affiliate of one of the Lead Managers and redemption of one of the commercial papers which is held by one of the Lead Managers, BNP Paribas.*" on page 45.

Our Company shall deploy a portion of the Net Proceeds, by investing in certain our Subsidiaries for the purpose of prepayment, or repayment and / or redemption of all, or a portion of, certain outstanding borrowings availed by such Subsidiaries, and, to the extent applicable, such investment will be in compliance with the Foreign Exchange Management (Overseas Investment) Regulations, 2022 (as amended), and other applicable laws. The form of infusion of such investment will be by way of equity and / or debt, or through any other permissible manner, which will be determined by our Board after considering certain commercial and financial factors at the time of the investment.

2. General corporate purposes

The Net Proceeds will first be utilized for the Objects set out above (including the proceeds from the subsequent Calls to be made by our Company), subject to which, our Company intends to deploy the balance Net Proceeds towards general corporate purposes from the subsequent Calls to be made by our Company, as approved by our management, subject to the utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds, include further strengthening our existing ecosystem, meeting ongoing general corporate exigencies, expenses incurred in ordinary course of business, strategic initiatives, business development initiatives and any other purpose, as may be approved by our Board / Rights Issue Committee, from time to time, subject to compliance with applicable law, including the applicable provisions of the Companies Act.

The allocation or quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the business requirements of our Company and our Subsidiaries, and other relevant considerations, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the Objects, our Company undertakes to deposit the Net Proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Appraising entity

None of the Objects require appraisal from, or have been appraised by, any bank/ financial institution/ any other agency, in accordance with applicable law. See "*Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control. Further, we may not be able to utilise the proceeds from this Issue in a timely manner or at all*" on page 54.

Estimated Issue expenses

The total expenses of the Issue are estimated to be ₹ 31.16 crores. The break-up of the estimated Issue expenses is as follows:

Activity	Estimated expenses (₹ in crores)	As a % of the total estimated Issue expenses	As a % of the total Issue size
Fees of the Lead Managers	11.80	37.87	0.35
Fee of the legal and other advisors including but not limited to Statutory Auditors, industry agency, practising company secretary, independent chartered account, independent chartered engineer etc.	11.91	38.22	0.35
Fee of Registrar to the Issue	0.14	0.45	0.00
Advertising and marketing expenses	0.10	0.32	0.00
Fees payable to regulators, including Stock Exchanges, SEBI/ depositories and other statutory fees, as applicable	4.47	14.35	0.13
Printing, stationery, and distribution of issue stationery, etc.	0.24	0.78	0.01
Other expenses (including miscellaneous expenses)	2.50	8.01	0.07
Total estimated Issue expenses*	31.16	100.00	0.92

**Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Net Proceeds received at the time of Application.*

Monitoring utilisation of funds from the Issue

Our Company has appointed CARE Rating Limited as the monitoring agency in relation to the Issue. Our Board and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and the Monitoring Agency will submit a report to our Board in terms of Regulation 82(2) of the SEBI ICDR Regulations. Our Company will disclose the utilisation of the Gross Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilised. Our Company will indicate instances, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee, the uses and applications of the Gross Proceeds. The report submitted by the Monitoring Agency will be placed before the Audit Committee of our Company, so as to enable the Audit Committee to make appropriate recommendations to our Board for further action, if appropriate.

Further, in terms of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on (i) material deviations, if any, in the actual utilisation of the proceeds of the Issue from the Objects of the Issue as stated above and (ii) details of category wise variations in the utilisation of the Gross Proceeds from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after review by the Audit Committee and its explanation will be included in the directors' report in the annual report.

Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Letter of Offer and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by our Statutory Auditors.

Strategic or Financial Partners

Since the Objects of the Issue are (i) prepayment, repayment and / or redemption, of a portion of certain outstanding borrowings availed by our Company and certain of our Subsidiaries, and (ii) general corporate purposes, there are no strategic or financial partners to the Objects of the Issue.

Other confirmations

No part of the proceeds of the Issue will be paid by our Company to our Promoters, the members of the Promoter Group, our Directors, Key Managerial Personnel or Senior Management. Our Promoters, the members of the Promoter Group and our Directors do not have any interest in the Objects of the Issue and there are no material existing or anticipated transactions in relation to utilisation of the proceeds of the Issue with our Promoters, Directors or Key Managerial Personnel or Senior Management or associate companies (as defined under the Companies Act).

REPORT ON STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors
UPL Limited
Uniphos House Chitrakar Dhurandhar Road,
11th Road Near Madhu Park Garden
Khar West, Mumbai 400 052

Date: 12 November 2024

Subject: Statement of possible special tax benefits ("the Statement") available to UPL Limited ("the Company") and its shareholders prepared in accordance with the requirement under Schedule VI – Part B- Clause (4) (VIII) (M) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated 11 November 2024.

We hereby report that the enclosed Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special-tax benefits available to the Company and its shareholders under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed rights issue of partly paid-up equity shares of the Company (the "**Proposed Issue**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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.

We do not express any opinion or provide any assurance as to whether:

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this report in the Letter of Offer and in any other material used in connection with the Proposed Issue, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Tarun Kinger
Partner
Membership No: 105003
UDIN: 24105003BKFBPN7483

Mumbai
12 November 2024

cc:
Name and address of LMs

Axis Capital Limited
1st Floor, Axis House,
P. B. Marg,
Worli, Mumbai – 400 025,
Maharashtra, India

BNP Paribas
1 North Avenue, Maker Maxity
Bandra-Kurla Complex Bandra (E)
Mumbai 400 051
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

J.P. Morgan India Private Limited
J.P. Morgan Towers
Off CST Road, Kalina, Santacruz (East)
Mumbai 400 098
Maharashtra, India

Morgan Stanley India Company Private Limited
18F, Tower 2,
One World Centre Plot 841,
Jupiter Textile Mill Compound,
Senapati Bapat Marg Lower Parel,
Mumbai 400 013, Maharashtra, India

ANNEXURE I
LIST OF DIRECT AND INDIRECT TAX LAWS (‘TAX LAWS’)

Sr. No:	**Details of tax laws**
1.	Income-tax Act, 1961 and Income-tax Rules, 1962
2.	Central Goods and Services Tax Act, 2017
3.	Integrated Goods and Services Tax Act, 2017
4.	State Goods and Services Tax Act, 2017
5.	Union Territory Goods and Services Tax Act, 2017
6.	Customs Act, 1962 and Customs Tariff Act, 1975 read with respective rules, circulars and notifications made thereunder
7.	The Foreign Trade Policy 2023

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO UPL LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company and its shareholders under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

A. ***Special tax benefits available to the Company***

i. **Direct Tax Laws:**

The following special tax benefits are available to the Company under the Direct Tax Laws:

1. Lower corporate tax rate under section 115BAA

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfillment of certain conditions. The option to apply this tax rate was available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AYs. The concessional rate is subject to a company not availing any of the following deductions under the provisions of the Act:

- Section10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB/3ABA: Tea coffee rubber development expenses/site restoration expenses
- Section 35(1)/35(2AA)/ 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC/35CCD: expenditure on agricultural extension /skill development.
- Chapter VI-A except for the provisions of section 80JJAA and section 80M.

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge and health and education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the IT Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

The Company have opted to apply for section 115BAA of the IT Act for the Financial Year 2024-25 (Assessment Year 2025-26).

2. **Deduction in respect of inter-corporate dividends – Section 80M of the IT Act**

Up to 31st March, 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source ("TDS") at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a new section 80M has been inserted in the IT Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the IT Act.

The Company have availed the benefit of section 80M for the Financial Year 2024-25 (Assessment Year 2025-26).

3. **Deduction in respect of employment of new employees – Section 80JJAA of the IT Act**

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the IT Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

However, the Company have not availed any benefit under the above section.

B. ***Special tax benefits available to Shareholders***

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the IT Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend.

2. As per Section 112A of the IT Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied only where such capital gains exceed INR 1,25,000 (AY 2025-26 onward).With effective from 23 July 2024, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 12.5% (without indexation).

3. As per Section 111A of the IT Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfilment of prescribed conditions under the IT Act. Please note that the taxation of Short-Term Capital Gain for listed equity shares, a unit of an equity-oriented fund, and a unit of a business trust has been increased to 20% from 15% with effect from 23rd July 2024.

4. In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

5. Where the gains arising on transfer of shares of the Company are included in the business income of a shareholder and assessable under the head “Profits and Gains from Business or Profession” and such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the IT Act.

6. As regards the shareholders that are Mutual Funds, under section 10(23D) of the IT Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

Except for the above, the Shareholders of the Company are not entitled to any other special tax benefits under the IT Act.

ii. Indirect Tax Laws:

The following special tax benefits are available to the Company under the Indirect Tax Laws:

a. Exemption from duties of Customs on import of goods under different Preferential Trade Agreements / Free Trade Agreements such as ASEAN, CEPA- Japan, CEPA-South Korea, APTA, subject to fulfilment of conditions prescribed therein;

b. Export incentives under Foreign Trade Policy with respect to duty free import of inputs under Advance Authorization scheme, and import of capital goods under Export Promotion Capital Goods scheme subject to fulfilment of Export Obligation and other conditions prescribed in the relevant notifications;

c. Rebate of taxes / duties on inputs under Remission of Duties and Taxes on Exported Products ("RoDTEP") scheme at the applicable rates;

d. Duty drawback of duty paid on import of materials used in manufacture of exported goods under Section 75 of the Customs Act 1962;

e. Supply of goods to merchant exporters on payment of concessional rate of Integrated Goods and Services tax ("IGST") and Central Goods and Services Tax ("CGST") in terms of Notification No. 40/2017-Central Tax (Rate) and Notification No. 41/2017-Integrated Tax (Rate) both dated 23 October 2017 subject to fulfilment of conditions prescribed therein;

f. Refund of IGST in respect of export of goods made on payment of GST;

g. Budgetary support benefits in the state of Jammu and Kashmir as per Notification F. No. 10(1)/2017-DBA-II/NER dated 5th October 2017 issued by Department Of Industrial Policy & Promotion ("DIPP") subject to fulfilment of conditions prescribed in the relevant notifications;

h. ***Special tax benefits available to Shareholders***

There are no special tax benefits available to the Shareholders under the Tax Laws.

NOTES:

1. The above is as per the current Tax Laws in force in India.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

For **UPL Limited**

Raj Tiwari
Director
Place: Mumbai
Date: 12 November 2024

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO UPL AGROSOLUTIONS CANADA INC. (HEREAFTER ALSO REFERRED TO AS 'THE COMPANY') UNDER THE DIRECT AND INDIRECT TAX LAWS WHICH APPLY IN CANADA

November 11, 2024

The Board of Directors
UPL Agrosolutions Canada Inc.
150-15401 Weston Parkway
Cary NC 27513
USA

AND

The Board of Directors
UPL Limited
UPL House 610 B/2, Bandra Village
Off Western Express Highway
Bandra East
Mumbai 400 051

Dear Sir:

RE: Statement of possible special tax benefits (the "Statement") available to UPL Limited's (the "Issuer") material subsidiary i.e., UPL Agrosolutions Canada Inc. ("Material Subsidiary") under applicable tax laws of Canada and prepared in accordance with applicable requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

Further to the terms of our Engagement, we enclose the Statement (the "**Annexure**") summarising potential special tax benefits available to the Company in respect of the taxation year ending March 31, 2024, based on direct and indirect taxation laws of Canada as of the date of this Statement.

The potential tax benefits available to the Company by reason of the direct and indirect taxation laws of the Canada as set out in the Statement, are potentially available to all companies who are tax resident in Canada, provided the conditions referred to in the Statement are met. However, we understand that notwithstanding same, such benefits can be referred to as 'special tax benefits' in the context of the proposed rights issue of equity shares in the Company's parent entity, namely UPL Limited, solely in view of the fact that the Indian tax resident parent company has a Canadian tax resident subsidiary, who can potentially avail of the tax benefits as set out in the Statement.

Several of these benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws of Canada. Hence, the ability of the Company to derive these direct and indirect special tax benefits is dependent upon the fulfilment of certain conditions. It is also dependent on there being no further change to the Canadian taxation law and practice in respect of the taxation year ended March 31, 2024.

The potential benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents of the Annexure are based on the information and explanations obtained from the Company. This Statement is only intended to provide general information and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of taxation matters and the changing tax laws which apply both in Canada and each individual investor's state of tax residence, each investor is advised to consult their own tax consultants with respect to the specific tax implications arising out of their participation in the proposed rights issue of equity shares which the Company's parent entity, namely UPL Limited, as detailed below. We note in particular that investors are not subscribing for shares in the Company itself but rather in its parent entity as detailed below. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this Statement.

The contents of the enclosed Annexure are based on the representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company arising therefrom.

We do not express any opinion or provide any assurance whether:

- The Company will continue to obtain these benefits in future.
- The conditions prescribed for availing of the benefits have been/would be met.
- The Revenue authorities/courts will concur with the views expressed herein.

This Statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

We hereby give our consent to include this Statement and the enclosed Annexure regarding the tax benefits available to the Company in the Letter of Offer for the proposed rights Issue of equity shares which the Company's parent entity, namely UPL Limited intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the "Stock Exchanges") where the equity shares of UPL Limited are listed, as applicable, provided that the below Statement of limitation is included in the Letter of Offer of UPL Limited. We also give our consent to an Independent Chartered Accountant and Statutory Auditors (appointed by the parent entity, namely UPL Limited) to include this Statement in the worldwide consolidated Statement of Tax Benefit that will be issued by the Independent Chartered Accountant for UPL and its subsidiaries, including UPL Agrosolutions Canada Inc.

LIMITATIONS

Our views expressed in the enclosed Annexure are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the existing provisions of taxation laws in force in Canada and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the Statement is on the express understanding that we do not assume responsibility towards the investors and third parties who may or may not invest in the rights issue of equity shares which the Company's parent entity, namely UPL Limited relying on the Statement. This Statement has been prepared solely in connection with the proposed rights issue of equity shares of UPL Limited under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Signed on behalf of KNAV PC

______________________	***November 11, 2024***
KNAV PC	**Date**

With cc to the following:

Axis Capital Limited
1st Floor, Axis House, C-2
Wadia International Center,
Pandurang Budhkar Marg
Worli, Mumbai – 400 025,
Maharashtra, India

J.P. Morgan India Private Limited
J.P. Morgan Towers
Off CST Road, Kalina, Santacruz
(East) Mumbai 400 098
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Morgan Stanley India Company Private Limited
18F, Tower 2,
One World Centre Plot 841,
Jupiter Textile Mill Compound,
Senapati Bapat Marg Lower Parel,
Mumbai 400 013, Maharashtra, India

BNP Paribas
BNP Paribas House,
1-North Avenue, Maker Maxity
Bandra-Kurla Complex Bandra (E)
Mumbai – 400 051 Maharashtra, India

ANNEXURE TO THE STATEMENT OF TAX BENEFITS POTENTIALLY AVAILABLE TO UPL AGROSOLUTIONS CANADA INC. (HEREAFTER REFERRED TO AS 'THE COMPANY')

The information provided below sets out the potential direct and indirect tax benefits available to UPL Agrosolutions Canada Inc (or hereafter referred to as 'the Company') in a summary manner only and is not a complete analysis or listing of all potential tax benefits which may apply to the Company under the current tax laws presently in force in Canada. The Statement reflects only the current position of tax benefits available to the Company as presently in force and applicable as of the date of this Statement and applying to the taxation year ending 31 March 2024.

Several of these benefits are dependent on the Company fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business / commercial imperatives the Company, may or may not choose to fulfil. We do not express any opinion or provide any assurance as to whether the Company will continue to obtain these benefits in future.

The overview provided in this Statement is neither exhaustive nor conclusive and is not intended to be a substitute for professional advice. If only covers potential Direct and Indirect tax benefits under the relevant tax laws as defined below and does not cover benefits under any other law or any tax jurisdiction other than Canada. The Statement as outlined below does not constitute tax advice and is intended only as a guide to certain tax benefits under tax laws and the practice and/or application of same by the Taxing Authorities in Canada as of the date of this Statement. The commentary as set out in this Statement is limited only to the relevant aspect of the tax laws as defined below which are set out as part of this Statement.

This Statement deals with direct and indirect tax benefits available to the Company. It does not deal with direct or indirect tax benefits available to the parent of the Company, UPL Limited, and does not deal with tax implications for investors in UPL Limited, even to the extent that any such investors may be tax resident in Canada. In view of the individual nature of taxation matters and the changing tax laws which apply both in Canada and each individual investor's state of tax residence, each investor is advised to consult their own tax consultants with respect to the specific tax implications arising out of their participation in the Offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this Statement.

Investors are advised to consult their own tax consultant with respect to the tax implications of an investment and consequences of purchasing, owning and disposing of equity shares in the securities, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail in their particular situation.

The Board of Directors
UPL Agrosolutions Canada
Inc. 150-15401 Weston
Parkway
Cary NC 27513
USA

AND

The Board of Directors
UPL Limited
UPL House 610 B/2, Bandra Village
Off Western Express Highway
Bandra East
Mumbai 400 051

Sub: Statement of special direct and indirect tax benefit available to UPL Agrosolutions Canada Inc.
(‘The Company’) under the corporate tax laws of Canada

A. Direct Tax

The legislation relevant to corporate tax is contained primarily in the Income Tax Act as amended to April 16, 2024, and the tax laws of various provinces.

(i) **Corporate Tax rate on business profits**

A company, being a resident of the Canada, is subject to tax on its worldwide income, including any capital gains, at the regular corporate tax rate. For tax years 2023 and 2024, Canadian resident companies are subject to tax at a corporate federal income tax rate of 15 percent.

The Company also files income tax returns in various provinces such as Alberta, British Columbia, Manitoba, Ontario, and Saskatchewan. The provincial income tax rates for these provinces, in which the Company has operations, vary between 8% to 12%.

The total corporate tax rate which includes federal and provincial income tax rate varies between 23% to 27%

(ii) **Taxation of Capital Gains/losses**

Capital gains are a part of taxable income for the purpose of taxability in the hands of the Company and are 50% exempt and balance 50% liable to tax at the regular corporate tax rate.

However, effective June 25, 2024, 66.67% of capital gains are taxable for corporations and most trusts and the balance 33.33% are exempt from taxation.

The capital loss, if any, can be set off against the capital gains. The unutilized capital losses can be carried back to each of the 3 taxable years preceding the year of the loss and can be carried forward indefinitely subsequent to the year of the loss.

During the tax year ended March 31, 2023, the Company had generated capital gains of $1,099,607 of which 50% was exempt from income tax and the balance 50% (subject to adjustment of carry forward capital loss) was taxable at regular corporate tax rates. During the tax year ended March 31, 2023, the Company had utilized capital losses carried forward from the prior tax years of $491,213 to offset against the capital gains during the year.

(iii) **Taxation of business income/loss**

A corporation's business income is taxed at general corporate tax rates stated above. An operating loss from carrying on a business is known as non-capital loss of the business. Any operating loss incurred by the company is allowed to be set off against the taxable profits (including capital gains) of the same year. The remaining non-capital loss can be carried back 3 taxation years or carried forward and can be adjusted against the taxable profits of the future years. The non-capital loss can be carried forward to each of the 20 taxable years succeeding the year in which a loss was incurred and can be utilized to the extent of 100% of taxable income for the year, against which the losses will be utilized.

An additional restriction may be imposed on the utilization of the losses if the ownership of the company undergoes a change. The restriction is imposed on the losses generated, prior to the date of change of ownership of the company and the main condition is that the same or similar business must be carried with a reasonable expectation of profit. Capital losses cannot be carried forward in the event of change of ownership or control of the corporation.

(iv) **Capital Allowances available in respect of capital expenditure on qualifying plant and machinery.**

The Income tax Act and Income tax Regulations provide special rules for claiming capital cost allowance ("CCA") which is depreciation allowed as per Income tax Act. Accelerated CCA is provided for certain types of renewal energy and conservation equipment and may other types of equipment. Certain types of energy efficient equipment permit that half year rule does not apply to additions to capital assets and that accelerated CCA up to 100% of the cost of certain equipment (class 43.1 asset). The conditions for class 43.1 asset are that they are new (not used previously in Canada) and must be used for a business in Canada.

CCA on zero-emission passenger vehicle acquired after January 1, 2023, can be claimed on vehicles costing up to $61,000, increased from $36,000 for other types of passenger vehicles.

Accelerated CCA is available on most types of capital assets in terms of non-applicability of half- year rule for CCA and additional CCA of 50% in the year of addition to capital assets. These rules are phased out effective January 1, 2024.

Effective January 1, 2017, CCA can be claimed on intangible assets @5% on a declining balance basis. Intangible assets consist of goodwill, amounts paid for customer lists, trademarks, patents, etc. acquired on acquisition of a business.

(v) **<u>Research and Development ('R&D') Tax Credit in respect of expenditure incurred on qualifying</u>**
<u>R&D activities.</u>

The income tax incentives consist of federal and provincial tax incentives as stated in paras below.

The federal income tax incentives for Scientific Research and Experimental Development ("SR&ED") consist of two incentives as follows:

- A deduction of SR&ED expenses or the ability to carry forward SR&ED expenses indefinitely. The SR&ED expenses should be current expenditure and can be deducted in the year the expenditure is incurred or in any future year. These expenses generally consist of salaries and contract payments and a certain portion of overheads.

- Investment tax credit ("ITC"). The ITC is a tax credit and is adjusted against the income taxes payable. A company is eligible to claim a 15% federal non-refundable tax credit which can be offset against the income tax payable. The ITC can be carried back to reduce the income tax payable for three preceding taxation years or carried forward for twenty years.

The provincial income tax incentives for SR&ED generally follow the same rules as federal with certain exceptions. For the province of Ontario, subject to certain restrictions, generally, a refundable Ontario Innovation Tax Credit ("OITC") of 8% of eligible expenditure that qualify for federal credit and Ontario R&D tax credit of 3.5% of qualifying Ontario SR&ED expenditure are available. Both these tax credits can be offset against the income taxes payable.

In conclusion, the SR&ED expenditure, whether current or capital, is deductible for federal and provincial tax purposes and tax credit of 15% of SR&ED expenditure for federal and 8% plus 3.5% of SR&ED expenditure for Ontario is available.

The provincial tax credits vary from province to province.

(vi) **<u>Tax treatment of interest incurred for the purposes of business activities.</u>**
The Income Tax Act provides for two types of restrictions on deductibility of interest as follows:

- This cap rules – These rules provide that a debt equity ratio of 1.00:1.50, with equity being 1.00, should be maintained for deduction of interest expense payable on borrowings from related non-arm's length parties. Excess interest payable is considered as deemed dividend on which withholding tax as per Income tax treaty is to be deducted. In summary if equity is $100, for interest to be deductible, the debt should not exceed $150.

- EIFEL rules – The Excessive Interest and Financing Expense Limitation Rules ("EIFEL"), limit the amount of interest which can be deducted to a fixed percentage (30% of adjusted taxable income). These rules apply, amongst others, to corporations that have foreign ownership of 25% or more and corporations that carry on all their business in Canada and do not have "material" foreign affiliates, etc.

B. <u>Indirect Tax</u>

(i) <u>Goods and Services Tax and Provincial Sales Tax</u>

Canada Revenue Agency ("CRA") levies federal sales tax which is known as Goods and Services Tax ("GST") @5% on most taxable supplies consisting of property and services. This is a value added tax levied at each stage of the transaction till it is sold at the retail store or the final consumer. The payor of GST can claim input tax credit ("ITC") if it is a B-to-B transaction. The final consumer bears the cost of GST. Export sales are zero rated sales, and no GST is payable on such transactions.

In order to simplify the taxation of GST and PST (provincial sales tax), the federal Government, effective July 1, 2010, blended GST and PST for certain provinces such as Ontario, New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island and called the new tax as harmonised sales tax ("HST"). Other provinces levy PST separately on taxable supplies. For instance, the province of British Columbia levies 7% PST and the consumer pays GST @5% and PST @7% separately on a transaction in BC. The province of Alberta does not levy provincial sales tax and only levies GST @5%

(ii) <u>Payroll Tax</u>

The Company files federal payroll tax returns with Canada Revenue Agency. No separate payroll tax returns are filed with provinces as the federal return allocates the share of withholding tax on payroll to the respective provinces.

The Directors
UPL CORPORATION LIMITED
6th Floor, Suite 157B
Harbour Front Building,
President John Kennedy Street
Port Louis,
Mauritius

The Board of Directors
UPL Limited
UPL House 610 B/2, Bandra Village
Off Western Express Highway
Bandra East
Mumbai 400 051

Ladies and Gentlemen:

Subject: Statement of possible special tax benefits (the "Statement") available to UPL Limited's the "Company" Material Subsidiary, UPL Corporation Limited, prepared in accordance with applicable requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, as amended ('SEBI ICDR regulations')

We hereby report that the accompanying Statement provides the possible special tax benefits available to UPL Corporation Limited (i.e. subsidiary of the Company determined to be material in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Material Subsidiary**")) under the Income Tax Act, 1995 presently in force in Mauritius (collectively referred to as the "**Tax Laws**"). These possible special tax benefits are dependent on the Material Subsidiary fulfilling certain conditions prescribed under the relevant Tax Laws. Hence, the ability of the Material Subsidiary to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Material Subsidiary may face in the future and accordingly, Material Subsidiary may or may not choose to fulfill.

The benefits discussed in the enclosed Statement are not exhaustive and only cover the possible special direct and indirect tax benefits available to the Material Subsidiary. The Statement is neither designed nor intended to be a substitute for professional tax advice and each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed rights issue of equity share

The benefits discussed in this enclosed Annexure cover only the special tax benefits available to the Material Subsidiary. Special tax benefits are benefits that are generally not available to all companies. For the avoidance of doubt, the enclosed Annexure does not capture the general tax benefits available to the Material Subsidiary.

We do not express any opinion or provide any assurance as to whether:

i) Material Subsidiary will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of this Statement are based on the information, explanations and representations obtained from the Material Subsidiaries and on the basis of our understanding of the business activities and operations. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

We hereby give consent to include this Statement in the letter of offer in connection with the proposed rights issue of the Company or any other material in relation to Issue

For and on behalf of Tax and Mauritius Limited

Feroz Hematally

Date: 11/11/2024
Place: Mauritius

TAXAND

Taxand (Mauritius) Limited [BRN: C09090631]
VAT REG No.: 20521870
Les Cascades Building, Edith Cavell Street, Port-Louis, Mauritius - **Tel** +230 212 9800

CC:

Axis Capital Limited
1st Floor, Axis House, C-2
Wadia International Center,
Pandurang Budhkar Marg
Worli, Mumbai – 400 025,
Maharashtra, India

J.P. Morgan India Private Limited
J.P. Morgan Towers
Off CST Road, Kalina, Santacruz (East)
Mumbai 400 098
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Morgan Stanley India Company Private Limited
18F, Tower 2,
One World Centre Plot 841,
Jupiter Textile Mill Compound,
Senapati Bapat Marg Lower Parel,
Mumbai 400 013, Maharashtra, India

BNP Paribas
BNP Paribas House,
1-North Avenue, Maker Maxity
Bandra-Kurla Complex Bandra (E)
Mumbai – 400 051 Maharashtra, India

Taxand (Mauritius) Limited [BRN: C09090631]
VAT REG No.: 20521870
Les Cascades Building, Edith Cavell Street, Port-Louis, Mauritius - **Tel** +230 212 9800

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE MATERIAL SUBSIDIARIES

UPL Corporation Limited is not entitled to special tax benefits in Mauritius. UPL Corporation Limited holding Global Business License are entitled to regular tax provisions as defined in the Income Tax Act, 1995 of Mauritius. This act provides some general tax benefits, available to entity holding Global Business License such as:

Partial Exemption Regime:

A Company may claim 80% exemption regime on the following income, provided the companies carry out their core income generating activities in/from Mauritius as defined under the Income Tax Regulations 1996 and meeting the prescribed conditions of central management and control as defined under the Financial Services Act:

I. Foreign dividend, subject to amount not allowed as deduction in source country.
II. Interest income.
III. Profit attributable to a PE of a resident company in a foreign country.
IV. Foreign-source income derived by a CIS, Closed End Funds, CIS manager, CIS administrator, investment adviser or asset manager licensed or approved by the FSC.
V. Income derived by companies engaged in ship and aircraft leasing.
VI. Interest income derived by a person from money lent through a peer-to-peer lending platform operated under a licence issued by the FSC after the five-year tax holiday.
VII. Income derived from the leasing and provision of international fibre capacity.
VIII. Income derived from reinsurance and reinsurance brokering activities.
IX. Income derived from the sale, financing arrangement, and asset management of aircraft and its spare parts, including aviation-related advisory services.

Taxand (Mauritius) Limited [BRN: C09090631]
VAT REG No.: 20521870
Les Cascades Building, Edith Cavell Street, Port-Louis, Mauritius - **Tel** +230 212 9800

Certificate on Statement of Tax Benefits

To,

The Directors
UPL Management DMCC
1102 & 1104, Mazaya Business Avenue AA1,
First Al Khail St., JLT, PO Box 33421,
Dubai, UAE

The Board of Directors
UPL Limited
UPL House, 610 B/2,
Bandra Village,
Off Western Express Highway,
Bandra-East,
Mumbai 400 051, India

Dear Sir / Madam

Subject: Statement of possible tax benefits (the "Statement") available to UPL Limited's the "Company" Material subsidiaries, prepared in accordance with applicable requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations")

We hereby report that the accompanying Statement provides information on possible special tax benefits (if any) available to UPL Management DMCC (i.e. subsidiary of the Company determined to be material in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Material Subsidiaries")) under the Corporate tax law presently in force in the United Arab Emirates (collectively referred to as the "Tax Laws"). These possible special tax benefits (if any) would generally be dependent on the Material Subsidiaries fulfilling certain conditions prescribed under the relevant Tax Laws. Hence, the ability of the Material Subsidiaries to derive any possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Material Subsidiaries may face in the future and accordingly, Material Subsidiaries may or may not choose to fulfill.

Our comments on special tax benefits in the enclosed Statement are not exhaustive and only cover the possible special direct and indirect tax benefits (if any) available to the Material Subsidiaries. The Statement is neither designed nor intended to be a substitute for professional tax advice and each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company.

For the avoidance of doubt, the enclosed Annexure does not capture the general tax benefits available to the Material Subsidiaries.

We do not express any opinion or provide any assurance as to whether:

1. Material Subsidiaries will continue to obtain these possible special tax benefits in future; or

2. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met.

The contents of this Statement are based on the information, explanations and representations obtained from the Material Subsidiary and on the basis of our understanding of the business activities and operations. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

We hereby give consent to include this Statement in the letter of offer in connection with the proposed rights issue of the Company.

Yours faithfully,

For *UNITY AUDITING & MANAGEMENT CONSULTANTS – HASSAN ALMARZOOQI*
Firm Registration Number: *561671020*

Name: HASAN ALI HASAN ALMARZOOQI
Designation: Accountant

Place: Dubai, UAE
Date: 11/11/2024

Encl. Annexure A

Cc:

Axis Capital Limited
1st Floor, Axis House, C-2
Wadia International Center,
Pandurang Budhkar Marg
Worli, Mumbai – 400 025,
Maharashtra, India

J.P. Morgan India Private Limited
J.P. Morgan Towers
Off CST Road, Kalina, Santacruz (East)
Mumbai 400 098
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Morgan Stanley India Company Private Limited
18F, Tower 2,
One World Centre Plot 841,
Jupiter Textile Mill Compound,
Senapati Bapat Marg Lower Parel,
Mumbai 400 013, Maharashtra, India

BNP Paribas
BNP Paribas House,
1-North Avenue, Maker Maxity
Bandra-Kurla Complex Bandra (E)
Mumbai – 400 051 Maharashtra, India

Annexure A

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE MATERIAL SUBSIDIARY AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN THE UNITED ARAB EMIRATES

Possible tax benefits under the Direct Tax Laws:

The legislation relevant to corporate tax is contained primarily in the Federal Decree-Law No. (47) of 2022 on the Taxation of Corporations and Businesses ('Corporate tax law') which is effective for each taxable person's new financial year beginning on or after 1 June 2023, will be applicable across all Emirates.

Given that UPL Management DMCC followed fiscal period 1 April 2023 to 31 March 2024, the Corporate tax law provisions would not be applicable during FY 2023-24. Accordingly, the income of UPL Management DMCC for FY 2023-24 is not subject to Corporate tax.

Possible tax benefits under the Indirect Tax Laws:

Value-added tax (VAT)

The Company, established in a UAE Free Zone, primarily provides services outside of the UAE. Under the UAE VAT Law, such services are typically classified as zero-rated. Furthermore, the Company has successfully obtained an exemption from the Federal Tax Authority. As a result of this exemption and the nature of our services, the Company is not subject to the VAT levy.

UPL Management DMCC is established in a free zone and providing goods and services outside the UAE. If goods are not entering the UAE so it will be out of scope. If services are not providing inside the UAE, it will be 0% or out of scope.

Notes:

1. The above benefits reflects only the current position of tax benefits available to UPL Management DMCC as presently in force and applicable as of the date of this Statement and applying to the assessment year of the Company being FY 2023-24.

2. The above statement of possible tax benefits as outlined above does not constitute tax advice and is intended only as a guide to certain tax benefits under tax laws and the practice and/or application of same by the Taxing Authorities in the United Arab Emirates as of the date of this Statement.

PEM/118/2024

São Paulo, 2024, November 11th .

To

THE BOARD OF DIRECTORS
UPL LIMITED
UPL House 610 B/2, Bandra Village
Off Western Express Highway
Bandra East
Mumbai 400 051

ULP DO BRASIL INDÚSTRIA E COMÉRCIO DE INSUMOS AGROPECUÁRIOS S.A.
Avenida Maeda, S/N, Térreo Prédio Comercial
Distrito Industrial
Ituverava/SP
CEP 14.500-000

Ref.: Statement of possible special tax benefits (the "Statement") available to UPL Limited's (the "Issuer" and/ or the "Company") material subsidiary i.e., UPL do Brasil Indústria e Comércio de Insumos Agropecuários S.A. ("Material Subsidiary") under applicable tax laws of Brazil, and prepared in accordance with applicable requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations")

Dear Sirs.,

1. We hereby report that the accompanying memorandum provides the possible special tax benefits available to UPL do Brasil Indústria e Comércio de Insumos Agropecuários S.A. (from now on "UPL do Brasil"), i.e subsidiary of the Company determined to be material in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Material Subsidiary") under the tax laws, presently in force in Brazil (collectively

R. Samuel Morse, 134, conj. 172
Brooklin - São Paulo – SP
CEP 04576-060

11 4095-4700
adv@advocacialunardelli.com.br
advocacialunardelli.com.br

referred to as the "Tax Laws")[1].

2. In a separate annex, this memorandum will present an overview of the Brazilian tax system, pointing out recent relevant changes still pending regulation, and then, specifically mention tax benefits that may be relevant to UPL do Brasil.

3. This memorandum is a summary discussion and is limited to the described facts. It is not intended to be a formal opinion of tax consequences, and thus, may not contain a full description of all the facts or a complete exposition and analysis of all relevant tax authorities. As such, language used throughout this memorandum, e.g., "will" or "should," should not be construed to reflect a formal tax opinion or a level of comfort with the stated conclusions.

4. The conclusions and recommendations contained in this memorandum are based on our understanding of the facts, assumptions and information referenced herein and current tax laws and published tax authorities in effect as of the date of this memorandum, which are subject to change. If the facts and assumptions are incorrect or change or the tax laws change, the conclusions and recommendations would likewise be subjectto change.

5. Advocacia Lunardelli assumes no obligation to update the memorandum for any future changes in tax law, regulations, or other interpretations, and does not intend to do so. The high-level comments provided pertain primarily to non-financial and non-insurance entities operating within Brazil.

6. These are the appropriate considerations for the moment, and we remain at your disposal for any clarifications that may be necessary.

7. We hereby give consent to include this Statement for the proposed rights issue ("Issue") of equity shares of the Issuer in issue documents which the Issuer intends to submit to the Securities and Exchange Board of India and the National Stock

[1] This presentation is restricted to Brazilian tax rules. The mention of the Regulations of the Securities and Exchange Board of India does not imply any assessment regarding the rules of these Regulations, including regarding the sufficiency of the presentation made here regarding Brazilian tax rules.

Exchange of India Limited and BSE Limited or any other material in relation to Issue.

Best regards,

Pedro Guilherme Accorsi Lunardelli

Cc:

Axis Capital Limited
1st Floor, Axis House, C-2
Wadia International Center,
Pandurang Budhkar Marg
Worli, Mumbai – 400 025,
Maharashtra, India

J.P. Morgan India Private Limited
J.P. Morgan Towers
Off CST Road, Kalina, Santacruz (East)
Mumbai 400 098
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Morgan Stanley India Company Private Limited
18F, Tower 2,
One World Centre Plot 841,
Jupiter Textile Mill Compound,
Senapati Bapat Marg Lower Parel,
Mumbai 400 013, Maharashtra, India

BNP Paribas
BNP Paribas House,
1-North Avenue, Maker Maxity
Bandra-Kurla Complex Bandra (E)
Mumbai – 400 051 Maharashtra, India

Encl. Attachment

ATTACHMENT

OVERVIEW OF BRAZILIAN TAX LAWS

I – Corporate Tax rate on business profits

I.a – General aspects

1. Corporate income tax (IRPJ) – CIT is levied on the taxable profits of an entity at a rate of 15%. In addition to the

2. IRPJ, a 10% surtax is imposed on taxable income exceeding BRL 240,000 on an annual basis. The government also imposes a social contribution on net profits (CSLL) at a rate of 9%. This results in the nominal rate of 34%.

3. There are two main regimes for calculating IRPJ and CSLL: (a) actual income method – AIM ("lucro real") and (b) deemed profit method ("lucro presumido").

4. UPL do Brasil adopts the actual income method, which involves these main characteristics:

(a) Required for companies that: (1) generated more than R$ 78MM (roughly $15MM) in gross revenues in the previous fiscal year; (2) have profits, income, or capital gains originated from abroad; (3) other reasons in art. 257, CIT Code/2018.

(b) Taxable income is determined based on actual profit before income taxes under the Brazilian IFRS rules, adjusted by add backs and non-taxable items.

(c) NOL's (net operating loss) generated under the actual income regime can be carried forward indefinitely although subject to a 30% cap upon future taxable income. For example, in case NOL balance is $100 and in a given fiscal year the taxable earning is $150, then the taxpayer is allowed to offset maximum $45 of NOL.

I.b – Operating and non-operating losses

5. Losses must be segregated as "operating" and "non-operating." Non-operating losses may only be offset against non-operating gains. Tax losses incurred in one fiscal year may be carried forward indefinitely, butthe amount offset is limited to 30 percent of taxable income for each year. The carryback of losses is not allowed.

6. The tax losses cannot be offset, if between its generation and its offset, there was both situations described below:

(a) There is change in the company core business between its generation and its offset, and

(b) There is change in the business control.

I.c – Taxation of Capital Gains

7. Capital gains are treated as ordinary income, subject to restrictions on offsetting capital losses ("non- operating" losses) against ordinary income.

8. Capital gains realized by non-residents on investments in Brazil should be subject to taxation at a rate of 15%-22.5% depending on the amount of gain. The capital gain should be equivalent to the difference of the price of the transaction and the paid-in capital.

9. The Brazilian CIT Code determines that capital gains earned by foreign residents are subject to the same rates applicable to local residents, which implies the following WHT progressive rates:

(a) 15% for capital gains of up to BRL 5 million;

(b) 17,5% for capital gains from BRL 5 to 10 million;

(c) 20% for capital gains from BRL 10 to 30 million;

(d) 22,5% for capital gains above BRL 30 million.

10. If the capital gains are derived by a tax haven resident, the rate is increased to 25%.

11. The responsible for such payment is the attorney in fact, but usually, given the WHT amount, such paymentis accomplished by the local company, on behalf of the foreign investor.

I.d – <u>Taxation on Dividends</u>

12. Dividends paid or received by Brazilian companies are considered exempt from tax and no withholding tax is required, regardless of the location of the beneficiary.

13. It is worth noting that the convenience of resuming taxation on dividends has been discussed in Brazil for some years now. It is quite possible that a proposal in this regard will be discussed in the Brazilian National Congress in 2024.

I.e – <u>Interest on Net Equity – INE ("juros sobre capital próprio")</u>

14. Brazilian tax legislation allows the deduction of interest on net equity (INE) paid or credited to shareholders,calculated based on Brazil Long Term Interest Rate ("TJLP", currently equivalent to 6.53% p.y.) on top of specific Net Worth accounts.

15. INE is a sort of tax-deductible dividend, and for accounting purposes is deem as dividend, but requires payment of withholding tax at 15% rate. Thus, the maximum tax saving is 19pp, which is the result of the34% (combined Corporate Income Tax and Social Contribution Tax rates) less the 15% WHT due on INE payment or credit.

16. The INE is also limited by the highest of the following amounts, which should be observed for both remittance and deductibility purposes:

(a) 50% of retained earnings and revenue reserves;

(b) 50% of current year profits, before Corporate Income Tax and INE expenses.

17. INE can be recorded directly against Net Worth accounts and then be deducted (excluded) from Income Tax calculation basis.

18. The amount received by a Brazilian Holding Co should be taxed by PIS/COFINS (9.25%), which should reduce the tax benefit to approximately 9.75%.

19. INE has been put on the spot for several years, with Tax Authorities and Government making efforts to eliminate it. INE is still in place, however from 2024, January 1st Investments Subsidy Reserves are no longer included as INE base, which in some cases may reduce the amount of the INE and benefit potential.

I.f – <u>Transfer Pricing</u>

20. Law nº 14,596 of June 15, 2023, introduces the new Brazilian transfer pricing rules mandatory from 2024, which are aligned with the OECD guidelines and adopts the arm´s length principle (ALP) as thebasis for the application of the rule.

I.g – <u>Tax benefits related to CIT ("IRPJ") and CSLL</u>

21. There are some tax benefits and incentives related to IRPJ and CSLL. They are related to research, development and innovation ("RD&I); investment subsidy tax credit; operating profit (SUDAM/SUDENE); work meal program tax credit; donation and sponsor.

22. The document attached to this memo contains more detailed considerations regarding each of them.

II – <u>Value Added Taxes (VAT)</u>

II.a – <u>Tax on Gross Sales (PIS/COFINS)</u>

23. The Social Contribution on Gross Sales (COFINS) and the Social Integration Program (PIS) applies on the gross sales of a Brazilian company, with a few deductions prescribed in the law.

24. There are two regimes for calculating PIS/COFINS: (a) non-cumulative regime and (b) cumulative regime[1]. UPL do Brasil is submitted to the non-cumulative regime, which is the main regime, applicable to companies taxed under the actual income method (AIM). The rates of PIS/COFINS in this regime are 1.65% and 7.6%, respectively. Brazilian companies may be eligible to PIS/COFINS input credits if the costs incurred are directly connected to the core business of the Brazilian company. Financial income is algo subject to PIS/COFINS, but at the rates of 0.65% and 4%, respectively.

25. Exports of goods and/or services are exempt from PIS and Cofins to the extent there are inflow of proceeds into Brazil. Companies operating under a cost-plus arrangement where the primary source of revenue comes from a non-resident related party, may also be exempt from the PIS and COFINS taxes.

26. PIS and COFINS also levy upon importation of goods and services. Such PIS and COFINS levy is creditable by the importers provided that the good or service imported/taken abroad is a production input.

II.b – <u>ISS – Services Rendered Tax</u>

27. The ISS is a municipal tax on gross billings for certain services designated by the Federal government.The rate usually varies from 2% to 5%, according to the municipality and the type of service rendered. Maximum rate shall not exceed 5%, according to Federal Law (Decree Law No. 116 enacted in 2003).

28. As a general rule, ISS tax works under the cumulative tax concept. Thus, ISS ends up being noncreditable tax, with few exceptions passed in some municipal jurisdictions.

29. The importation of services that are listed at the ISS rules will be subject to the ISS tax which is to bewithheld by the importer of the service. ISS paid upon imports of services are non-creditable items.

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[1] In the cumulative regime, the rates are lower (0.65% e 3%), but there is no input credits. This cumulative regime is applicable also to some type of revenue.

II.c – **State VAT (ICMS)**

30. State VAT imposed on sales, transfers, and imports of goods, on communication services, and interstate and inter-municipal transportation. ICMS is included in the price of the goods or services (via gross-up) and the taxable basis is usually the sales price.

31. The ICMS rates vary according to each state:

(a) Rates for intrastate and Import transactions (general rule) from 17% up to 20%

(b) For interstate transactions (tax rates for national goods vary depending on "ship from" and "ship to" States):

- From South and Southeast Regions to North, Northeast, and Midwest Regions, plus the State of Espírito Santo: 7%
- Any other interstate transaction: 12%
- Imported products: 4%

32. Taxpayers are usually entitled to claim ICMS credits on inputs used in the manufacturing process ofgoods or the acquisition of goods for resale, among others (i.e. VAT model).

33. Exemptions may apply, for instance on exports or sales of fixed assets.

34. As with IRPJ and CSLL, there are also tax benefits and incentives involving ICMS as well. The document attached to this memo contains more detailed considerations regarding this aspect.

II.d – **Federal Tax on Industrialized Products (Excise & VAT) - IPI**

35. IPI is a federal excise tax imposed on imports and sales of goods manufactured in Brazil or imported. Onimports, IPI tax basis comprises CIF value plus Import Duty.

36. IPI tax rate depends on NCM (Harmonized Tariff Code), varying from 0% to 300% (cigars).

37. Taxpayers can recover IPI levied on purchases of inputs and goods imported for sale.

III – <u>VAT tax reform</u>

38. An indirect tax reform was approved in December 2023 aimed at rationalization of VAT and transactions taxes in order to reduce the complexity of the system as well as tax compliance.

39. With the new rules, all VAT and transactional taxes (federal, state and municipal) will be converted into a federal IVA and a state IVA tax. The existing multi-layered system will be replaced by a new dual VAT system and an additional selective tax as per below:

- IBS (tax on goods and services): This tax would replace the state VAT (ICMS) and the service tax(ISS) managed by certain states and municipalities and would be administered by both states andmunicipalities.
- CBS (federal contributions on gross revenues): The existing PIS and COFINS taxes will be replacedby the CBS, which would be administered by the federal government.
- Selective Tax: This tax, which will replace IPI (excise tax), will be charged on the production, importation, or commercialization of goods and services considered harmful to health and the environment according to the future infra-constitutional legislation.

40. The tax rates are yet to be determined by Complementary Regulations, but preliminary studies by the Ministry of Finance expect standard rate of 27%. On the other hand, there is the intention that the new tax system allows broad credit rights related to inputs, in order to avoid the serious Brazilian problem of cumulative taxes.

41. Rate reductions will apply to specific tax regimes. Are expected that inputs for agribusiness industry will have 60% rate reduction. In this case, the tax rate will be 10,8%.

42. With the Tax Reform the tax incentives are supposed to end by 2032.

43. The replacement of current taxes will be done in ten years and during the transition period there will be two tax regimes. The most important moments will be: (i) 2026, when the testing period should begin; (ii) 2027 when CBS will begin to be charged in full (with the extinction of PIS/COFINS), along with the excise tax; (iii) between 2029 and 2032 there will be a gradual reduction in ICMS rates and a gradual increase in IBS. The expectation, then, is for full adoption of the new system in 2033.

IV – <u>Customs Duties</u>

44. The import of tangible goods by a Brazilian importer or record is subject to the following taxes:

- Custom Duty (II) - Federal tax paid by the importer upon the importation of goods. The II rate varies according to the imported goods' fiscal classification (HTS Code) following the External Common Tariff ("TEC").This tax is non-recoverable and a cost for the importer (depreciable costin case of fixed assets).
- Excise Tax (IPI) - Federal tax is paid on the importer or record upon import. The IPI tax basis in this case is the CIF price of the goods plus the custom duties. The IPI may be recoverable as long as the importer has sales activities that are taxed by the IPI. If not creditable, the IPI may be a depreciable cost to the Brazilian company.
- PIS and Cofins Social Contributions – Federal taxes paid by the importer of record upon import ofproducts. The basis for import is the CIF price and the rates are usually 2.1% (PIS) and 9.65% (COFINS). The PIS and COFINS paid upon import may be recoverable by the importer of record. If not creditable, the PIS and COFINS could also be part of the depreciable cost of

the fixed asset,or a direct cost in case of goods.

- State VAT (ICMS): Assessed on import of goods at usually 18% rate. The tax basis is the CIF price plus all the taxes assessed on import, including the ICMS itself. The ICMS paid upon importof fixed assets can be credited in up to 48 months according to specific guidelines, although thatmay depend on the subsequent activities carried out by the importer. If not creditable, the ICMSmay be a depreciable cost.

TAX BENEFITS AND INCENTIVES

I – Corporate Tax rate on business profits

I.a – Research, development, and innovation (“RD&I”) tax incentive

45. Law 11.196/05, known as "Lei do Bem", establishes benefits focused on the reduction of IRPJ and CSLL linked to research, development, and innovation ("RD&I"). The eligible expenses related to research, development, and innovation projects are deducible and an additional exclusion is allowed from 60% to 80% (100% in the case of projects with patents). Eligible expenses typically include labor costs as well as expenditures on materials and services from Brazilian suppliers.

46. The extra deduction allows recovering 20.4% to 27.2% (34% in case of projects with patents). By the normal deduction plus the additional exclusion the investments and expenses incurred related to the RD&I could be recovered from 54.4% to 68% as tax reduction.

47. The "Lei do Bem" also includes the following tax incentives:

(a) 50% reduction in the IPI (Federal Excise Tax) on the purchase of machinery and equipment for RD&I.

(b) Financial benefit from the full depreciation of machinery and equipment acquisition and the accelerated amortization of intangible assets used for R&D.

(c) Reduction to zero of the WHT (15%) levied on remittances abroad as trademarks and patents.

48. Some other requirements and aspects for the RD&I tax incentive:

(a) Adopting actual income method (AIM).

(b) Proof of tax compliance valid for the related calendar year.

(c) Exclusion (60% to 100%) is limited to the Taxable Income and CSLL calculation basis, before the benefit.

(d) The unutilized RD&I exclusion cannot be carried forward or back to other fiscal years.

49. The Brazilian Company must file a form reporting details about RD&I expenditures, project descriptions, and other relevant information. The form is submitted to the Ministry of Science, Technology, and Innovation ("MCTI") by the last day of July of the following year.

50. Failing to submit the form within the stipulated timeframe results in the company losing the opportunity to apply for the tax benefit.

I.b – <u>Investments Subsidy Tax Credit</u>

51. The recently published Law nº 14,789/2023 created a new Tax Credit, from 2024, for investment subsidy,such as VAT (ICMS) incentives, that are directly related to the implementation or expansion of economic businesses.

52. The tax credit is calculated by applying the IRPJ rate (currently 25%) on the amount of investment subsidies that are directly related to the implementation or expansion of economic businesses and must not exceed the corresponding expenses related to such implementation or expansion (e.g., depreciation/amortization of capital goods deployed in the business).

53. The tax credit must be claimed on the corporate income tax return in the tax period that the investment subsidies are recognized as revenue for accounting purposes, and the tax credit may be offset against federal tax debts or taken as a refund in cash.

54. In order to benefit from the tax credit claimed on the corporate income tax return, a taxpayer must:

(a) benefit from the investment subsidy granted by the governmental entity and

(b) request an authorization ("ato concessivo") from the tax authorities prior to the implementation or expansion of the economic business (the authorization must provide for the conditions and investment requirements related to such implementation in the region).

55. The tax authorities must review the request within 30 days; if they do not formally respond, then the taxpayer will be entitled to request the tax credit, to be calculated in the future. Although the lack of a formal response implies the tacit qualification of the company, the Tax Administration may later withdraw the qualification if the conditions have not been met.

56. The Brazilian Federal Revenue published Normative Instruction No. 2,170/2023 on 2 January 2024, which sets forth regulations that reinforce the requirements established by Law No. 14,789/2023 and provides procedures on how to apply for the investment subsidy tax credit.

57. Prior to the new law, while Law nº 12,973/2014 was still in place, ICMS tax benefits granted by Brazilian States were excluded from income taxable basis, resulting in the effective benefit up to 34%. However, the exclusion was conditioned on the constitution of a reserve for tax incentives in the amount of the ICMS benefit, which could not be distributed to the partners. Now, the new Law (14,789/2023) presents a more restrictive regime, limited to effective investments subsidies, and increased overall taxation when compared with the previous dispositions.

I.c – <u>Work's Meal Program Tax Credit</u>

58. According to articles 383, 641 and 642 of CIT Code/2018, meal expenses provided by the legal entity, indistinctly, to all its employees, are deductible as expenses. On top of that, the Taxpayer may deduct from the income tax due the amount equivalent to the application of the 15% tax rate of CIT ("IRPJ") on the sum of the eligible costing expenses according to PAT rules, carried out in the calculation period.

59. In addition, this deduction is limited to four percent of the CIT ("IRPJ") due in each calculation period, and the excess may be transferred for deduction in the two subsequent calendar years.

60. For being eligible, the entity must be enrolled in the Worker's Meal Program in the Ministry of Labor and Employment and is only available for Actual Income Method (AIM).

61. In practice, the benefit could potentially lower the tax rate from 34% to 33,4%.

62. Several taxpayers discuss in the Judiciary the limit of this Program to a rate of 15%. They require that the value of the benefit be calculated also considering the 10% surtax (mentioned above). The courts ruled in favor of the taxpayers. The result is an increase in the benefit of this Program.

I.d – <u>Donations and Sponsor - Overview</u>

63. Although they do not actually constitute tax benefits, Brazilian tax legislation has several types of donations and sponsorships.

64. They could not be considered as tax incentives because it does not decrease the total amount of tax burden.However, the government allow Companies to destinate part of the tax due to authorized entities, companies, and foundations.

65. Such programs aim to encourage the social and cultural activity of companies, especially in the geographic location in which they are due to guarantee, being always well regarded by tax authorities and other companies.

66. We present below a summary with each of the modalities most used by companies, also informing the legalbasis that supports them.

a) <u>"Rouanet" Law</u>

67. The Federal Culture Incentive Law - Law No. 8,313/91 – usually called "Rouanet" Law, instituted the National Culture Support Program (Pronac), which is implemented by cultural investment funds or by incentives to cultural projects.

68. To encourage cultural activities, legal entities are given the option of applying installments of the Income Tax, as donations or sponsorships, in support to projects of a cultural nature, provided that they meet the criteria established in art. 1 of this Law, as, if they are projects that support, value and disseminate the set of cultural events and their respective creators, as well as the project having been approved by the Ministryof Culture (MinC).

69. The donation or sponsor may deduct the amounts contributed in favor of cultural projects based on the percentages highlighted by the arts. 18 and 26 of Law No. 8,313/91.

b) <u>Audiovisual Activity Law</u>

70. In short, the benefits of audiovisual activity are intrinsically linked to the promotion of this activity, whichwas created by Law 8,685 of 1993.

71. As stipulated in article 1 of the aforementioned law, until the fiscal year of 2024 inclusive, taxpayers may deduct from income tax due the amounts invested in the production of Brazilian audiovisual works of independent production, through the acquisition of quotas representative of the marketing rights of said works, provided that these investments are made in the capital market, in assets provided for by law and authorized by the Securities and Exchange Commission (CVM), and the production projects have been previously approved by the National Cinema Agency (Ancine).

72. Therefore, fundraising from individuals and legal entities is permitted by deducting the CIT due by donors and sponsors.

73. Thus, to make donations or sponsorships, the Company must seek a project that complies with the requirements provided for by the aforementioned legal diploma.

74. Finally, it is important to note that this is a benefit whose validity period is expressed by law, which is currently TYE 2024. Thus, the Company should always be aware of whether there has been a renewal or not.

c) <u>Children and Youth Fund (FUMCAD)</u>

75. Law No. 8,069 of 1990, which instituted the Statute for Children and Adolescents, replaced it with its art. 260, the possibility of deducting the amounts due under the CIT due, in the Income Tax declaration, the total donations made to the Funds for the Rights of Children and Adolescents - national, state, or municipal.

76. Therefore, to donate to the Fund for the Rights of Children and Adolescents, the law authorizes the corporate taxpayer the maximum limit of 1% to deduct the due CIT. Besides, there must be due proof of the realization of these donations, being prohibited the deduction of the expense in the income tax basis.

d) <u>Sports Activity</u>

77. Law nº 11,438/2006, known as the Sports Incentive Law, allows sponsorships and donations to sports and para-sports projects to be deducted from the IRPJ, always observing the limit established by said law.

78. In general, a sports project will be understood as the set of actions organized and systematized by entities of a sports nature, aimed at the implementation, practice, teaching, study, research, and development of sport, attending to at least one of the manifestations sports provided for in art. 4 of Decree nº 6,180/2007, which regulated in detail the Sports Incentive Law.

79. Law nº 14,439/2022 updated the previous Law (nº 11,438/2006), increasing the limits for deducting amounts intended for sports and para-sports projects from income tax, allowing donations and sponsorships to sports or para-sports projects aimed at promoting social inclusion through sport, preferably in communities in situations of social vulnerability.

80. The Law nº 14,439/2022 also increased the limitation on the CIT due, from 2023 as follows: For the amounts spent as sponsorship or donation in direct support of sports and para-sports projects, the deductions are limited to 2% (two percent) of the income tax due (IRPJ 15%).

81. The law also established that the limit of deductions for legal entities may be 4% (four percent) when the sports or para-sports project is intended to promote social inclusion through sport, preferably in communities in situations of social vulnerability. However, in this case, it shares collective limits for deduction of donations to cultural projects – "Rouanet" Law - and Audiovisual Activity, which is also 4% (four percent).

e) <u>National Elderly Fund</u>

82. The National Fund for the Elderly was established by Law no. 12,213 of 2010, with the main objective of financing programs and actions aimed at Brazilian citizens over 60 years of age, acting similarly to the aforementioned "FUMCAD".

83. In short, the Fund seeks to finance actions aimed at promoting the autonomy, integration, and effective participation of the elderly in society, to ensure their social rights.

84. The law authorizes taxpayers - legal entities or individuals - to deduct from income tax due to donations made to Municipal, State, and National Funds for the Elderly. If made, donations must be duly proven and cannot be deducted as an operating expense for the legal entity.

f) <u>PRONON and PRONAS</u>

85. PRONON and PRONAS are two tax incentive programs in Brazil designed to stimulate private investment in health-related initiatives. PRONON is the National Program to Support Oncology Care and PRONAS is the National Program to Support Health Care for People with Disabilities.

86. The programs were introduced by Law nº 12,715/2012, regulated by Decree nº 7,988/2013 and had their validity extended until 2026 by Law nº 14,564/2023.

87. The law allows the corporate taxpayer the maximum limit of 1% to deduct the due CIT. Also, there must be due proof of the realization of these donations. In other hand, the expense is not deductible for the income tax basis calculation.

g) <u>Summary of donations and sponsor</u>

88. In order to summarize all of the above, we present a summary table with each of the modalities, its main legal basis, and authorized limits for deduction:

#	Mode	Legal Basis	Single Limit (regarding IRPJ 15%)	Collective Limit
1	Culture Incentive Law ("Rouanet")	Arts. 18 and 26, Law 8,313/1991	4%	4 %
2	Audiovisual Activity Law	Art. 1º, Law 8,695/1993	1%	
3	Sports Activity	Art. 1º, Law 11,438/2006; Law 14,439/22	2% or 4%*	*Shares limit with"Rouanet" and Audiovisual (4%)
4	Children and Youth Fund	Art. 260, Law 8,069/1990	1%	n/a
5	National Elderly Fund	Art. 1º, Law 12,213/2010	1%	n/a
6	PRONON and PRONAS	Law 12,715/12; Law nº 7,988/13	1%	n/a

II – <u>State VAT (ICMS)</u>

II.a – <u>ICMS Agreement CONFAZ nº 100, 1997</u>

89. The ICMS Agreement CONFAZ nº 100, 1997 establishes the reduction of the ICMS calculation base on the output of agricultural inputs until 2025.

90. The Agreement reduces the ICMS calculation base by 60% in relation to insecticides, fungicides, anticides, herbicides, parasiticides, germicides, acaricides, nematicides, rodenticides, defoliants, desiccants, spreaders, adhesives, growth stimulators and inhibitors (regulators), vaccines, serums and medicines, produced for use in agriculture and livestock, among other.

91. Fertilizers are treated in two groups, provided for in Clauses and Second of ICMS Agreement 100/97, example:

- Fertilizers provided for in Clause One, II: nitric acid and sulfuric acid, phosphoric acid, raw naturalphosphate and sulfur.
- Fertilizers provided for in Clause Two, III: ammonia, urea, ammonium sulfate, ammonium nitrate,nitrocalcium, MAP (mono-ammonium phosphate), DAP (di-ammonium phosphate), potassium chloride, simple and compound fertilizers, fertilizers and DL Methionine and its analogues.

92. In relation to fertilizers, the Agreement provides the reductions in the ICMS calculation, so that the effectiveICMS rate is:

2023				
Products	Import/operation within the State	Interstate		
		4%	7%	12%
Clause 1, II	2%	2,80%	3,40%	4,40%
Clause 2, III	2%	3,40%	4,45%	6,20%

2024				
Products	Import/operation within the State	Interstate		
		4%	7%	12%
Clause 1, II	3%	3,40%	3,70%	4,20%
Clause 2, III	3%	3,70%	4,23%	5,10%

2025				
Products	Import/operation within the State	Interstate		
		4%	7%	12%

Clause 1, II	4%	4,00%	4,00%	4,00%
Clause 2, III	4%	4,00%	4,00%	4,00%

II.b – State VAT (ICMS) regional incentives

93. ICMS is a state tax, required based on the rules of each State. Thus, with the aim of generating regional development, several States have granted tax benefits to taxpayers in order to:

- Reduce in the monthly state VAT (ICMS) due.
- Deferral of the VAT (ICMS) due on fixed asset and raw material imports and local acquisitions. Deferral of the levy of VAT on raw materials at the time of sale of the final products and for fixed assets, deferral of VAT (ICMS) until the time of sale, transfer or disposal of the assets.

94. The type and level of incentives granted differ in each Brazilian state, and also depends on the activitiesperformed of the company, the number of employees, raw material acquisitions, plant location, distance from the state capital and the impact on the state's economy.

95. In several situations, tax authorities have the discretionary power to grant different levels of benefits to taxpayers in the same area of economic activity. As a consequence, it is not feasible to specify ICMS benefits in a generic way. It is necessary to know exactly in which State the company operates, what type of specific benefit it has and even analyze the administrative act granting the benefit.

III – Manaus Free Trade Zone (Amazonas)

96. A special tax benefit, which deserves specific comment, is the Manaus Free Trade Zone ("Zona Franca de Manaus – ZFM").

97. This is a free import and export trade area where special fiscal incentives apply. The objective of the program is to create an industrial, commercial, and agricultural center in the Amazon region under economic conditions that allow development, given local factors and the great distance separating it from its markets.

98. Tax incentives granted in the MFTZ are a reduction in import duty on the inputs of industrial goods; exemption from the IPI; a reduction of PIS/PASEP and COFINS contributions; and a reduction of the ICMSup to 100%.

CERTIFICATE ON SPECIAL TAX BENEFITS

11 November 2024

To,

The Board of Directors
UPL Limited
UPL House 610 B/2, Bandra Village
Off Western Express Highway
Bandra East
Mumbai 400 051

Sub: Statement of possible special tax benefits ("the Statement") available to Material Subsidiaries of UPL Limited ("the Company") under the direct and indirect tax laws (together the "Tax Laws") of India

In relation to the Company, we, SGCO & Co. LLP, Chartered Accountants, are an independent firm of Chartered Accountants, appointed by the Company in terms of our engagement letter dated 5 November 2024 in relation to the proposed rights issue of the Equity Shares by the Company (the "Issue").

1. We report that the enclosed statement in **Annexure 1** states the possible special tax benefits, available to the Material Subsidiaries of UPL Limited under the Tax Laws, presently in force in India as on the signing date. The details of the Material Subsidiaries and the Tax Laws are specifically laid out in **Annexure 2** enclosed. These possible special tax benefits are dependent on the Company, and its Material Subsidiaries fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Material Subsidiaries to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company and its Material Subsidiaries may face in the future and accordingly, the Company, and its Material Subsidiaries may or may not choose to fulfil.

2. The benefits discussed in the enclosed **Annexure 1** cover the possible special tax benefits available to the Material Subsidiaries but does not cover any general tax benefits available to the Material Subsidiaries under the Tax Laws of India.

Management's Responsibility for the Statement

3. The management's responsibility includes the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the **Annexure 1 and 2 ("Annexures")** and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is also responsible for ensuring that the Company and its Material Subsidiaries comply with the requirements of the relevant provisions of the Tax laws to avail the available possible special tax benefits. The preparation of the enclosed Annexures and their contents is the responsibility of the management of the Company.

Our Responsibility

4. We are informed that the statement of possible special tax benefits in the Annexure enclosed is not intended to be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing Tax Laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on this Statement.

5. We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

6. 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.

7. Our Scope of work did not involve performance of any audit test in the context of our examination. Accordingly, we do not express an audit opinion.

8. We do not express any opinion or provide any assurance as to whether:

   i. the Material Subsidiaries will continue to obtain these possible special tax benefits in future; or

   ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with;

   iii. the revenue authorities/courts will concur with the views expressed herein.

9. The contents of enclosed Annexures are based on the information, explanation and representations obtained from the Company, statement of possible tax benefits issued by the Country tax specialist(s) of the respective Material Subsidiary and on the basis of our understanding of the business activities and operations of the Company.

10. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of Tax laws in force in India and its interpretation, which are subject to change from time to time. Reliance on the Statement is on the express understanding that we do not assume responsibility to update the views consequent to such changes.

11. This Statement has been prepared solely in connection with the proposed rights issue of equity shares of UPL Limited under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. We hereby give consent to include this Statement in the Letter of Offer, and in any other material used in connection with the Issue. The Statement is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **SGCO & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 112081W/W100184

Ravindra Agrawal
Partner
Mem. No. 120160

Date: 11 November 2024
Place: Mumbai
UDIN: 24120160BKCOOB5204

Encl: As above

Cc:

1) Axis Capital Limited
1st Floor, Axis House, C-2
Wadia International Center,
Pandurang Budhkar Marg, Worli,
Mumbai 400 025, Maharashtra, India

2) JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025, Maharashtra, India

3) J.P. Morgan India Private Limited
J.P. Morgan Towers. Off CST Road,
Kalina, Santacruz (East),
Mumbai 400 098, Maharashtra, India

4) Morgan Stanley India Company Private Limited
18F, Tower 2, One World Centre Plot 841,
Jupiter Textile Mill Compound,
Senapati Bapat Marg Lower Parel,
Mumbai 400 013, Maharashtra, India

5) BNP Paribas
BNP Paribas House,
1-North Avenue, Maker Maxity
Bandra-Kurla Complex Bandra (E)
Mumbai – 400 051 Maharashtra, India

ANNEXURE – 1

A. LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Tax Law Description
	Direct Tax Laws*
1.	Income-tax Act, 1961 ("the IT Act") and Income-tax Rules, 1962 ("Income Tax Rules")
	Indirect Tax Laws*
2.	Integrated Goods and Services Tax Act, 2017
3.	Central Goods and Services Tax Act, 2017
4.	State Goods and Services Tax Act, 2017
5.	Goods and Services Tax (Compensation to States) Act, 2017

**as amended by the Finance Act, 2023 applicable for the financial year 2023-24 relevant to the assessment year 2024-25*

B. LIST OF MATERIAL SUBSIDIARIES CONSIDERED AS PART OF THE STATEMENT (Note 1)

The Company has identified the following material subsidiaries namely:

i. UPL Corporation Limited (Cayman Islands)
ii. UPL Agrosolutions Canada Inc. (Canada)
iii. UPL Corporation Limited (Mauritius)
iv. UPL Management DMCC (United Arab Emirates)
v. UPL do Brasil Indústria e Comércio de Insumos Agropecuários S.A (Brazil)

Note 1: Material subsidiaries identified by the Company in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. As per Regulation 16(1)(c) of the said regulations, material subsidiary is defined to mean a subsidiary whose income or net worth in the immediately preceding accounting year (i.e. 31 March 2024) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries.

For UPL Limited

____

Name:
Designation: CFO
Place: Mumbai
Date: 11/11/2024

ANNEXURE – 2

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO UPL LIMITED, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE TAX LAWS ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Material Subsidiaries of UPL Limited ("the Company") under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company, and its Material Subsidiaries fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company, and its Material Subsidiaries to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

1. Special Direct tax benefits available to the Material Subsidiaries as per the Direct Tax Laws

a. Double Taxation Avoidance Agreement (DTAA) benefits

In respect of non-resident Material Subsidiaries, the tax rate and the consequent taxation shall be subject to any benefits available under the applicable DTAA between India and the respective Country in which the non-resident Material subsidiary has fiscal domicile and qualifies as tax resident and fulfilment of other conditions to be eligible to be governed by the provisions of the DTAA.

2. Special Indirect tax benefits available to the Material Subsidiaries as per the Indirect Tax Laws

a. The Material Subsidiaries do not conduct any business operations in India. Hence, there are no possible special indirect tax benefits available to the Material Subsidiaries in India under Indirect Tax laws.

3. Notes:

a. The above statement of possible direct and indirect tax benefits sets out any possible special tax benefits available to the Material Subsidiary under the current Tax Laws presently in force in India as on the date of this Statement.

b. The above statement covers only the identified Tax Laws and does not cover any other law.

c. This statement does not discuss any tax consequences in any country outside India.

d. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

e. The possible special tax benefits are subject to several conditions and eligibility criteria which need to be examined for precise tax implications.

f. This Statement is not intended to be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

g. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes.

For UPL Limited

____

Name:
Designation: CFO
Place: Mumbai
Date: 11/11/2024

SECTION IV: ABOUT OUR COMPANY

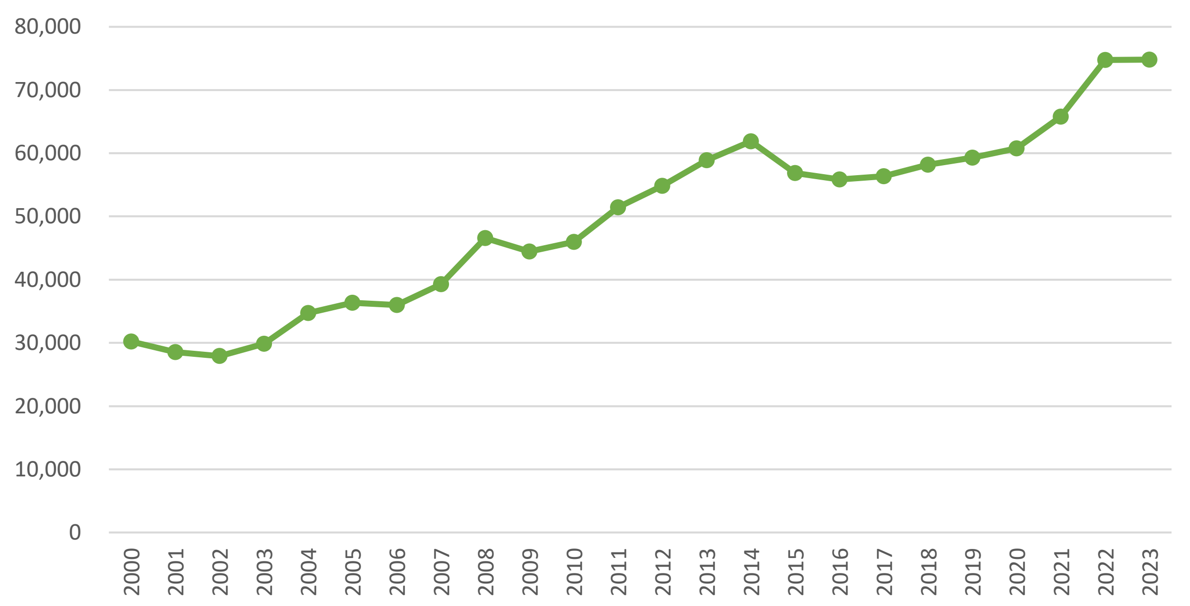
INDUSTRY OVERVIEW

*The industry-related information contained in this section is derived has also been derived from certain reports by Phil Mac Associates LLP t/a AgbioInvestor ("***Agbio Reports***"). The Agbio Reports have been prepared and issued by Phil Mac Associates LLP t/a AgbioInvestor, for the purposes of confirming our understanding of the crop protection and seeds industry. The Agbio Reports form part of the material documents for inspection and is available on the website of our Company at https://www.upl-ltd.com/investors/shareholder-center/rights-issue. The Agbio Reports form part of the material documents for inspection and is available on the website of our Company at https://www.upl-ltd.com/investors/shareholder-center/rights-issue.Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in the Agbio Reports as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the Issue. Unless otherwise indicated, financial, operational, industry and other related information derived from the Agbio Reports and included herein with respect to any particular year refers to such information for the relevant calendar year.*

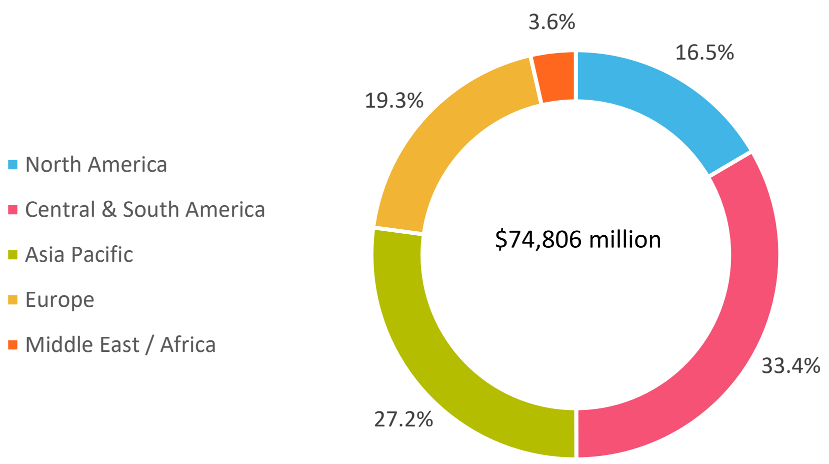
Global scenario:

Global Agrochemical Market 2018-2023 ($ m.)						
	2018	**2019**	**2020**	**2021**	**2022**	**2023**
Crop Protection	58,165	59,279	60,769	65,775	74,755	74,806
Non-Crop	6,916	7,130	7,191	7,644	8,014	7,629
Total	**65,081**	**66,409**	**67,960**	**73,419**	**82,769**	**82,435**

Global Crop Protection Sales Growth ($ m.)



Global Crop Protection Sales by Region 2023



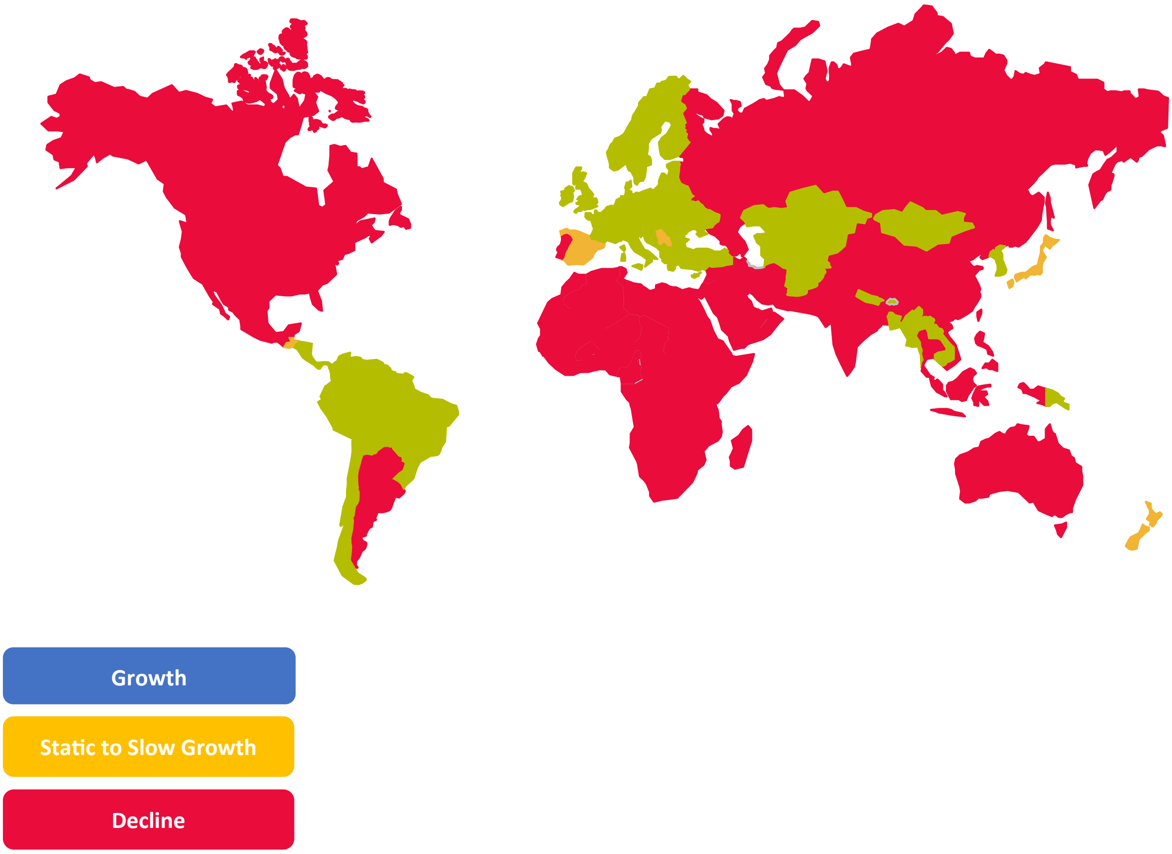
Global Agrochemical Market 2023 ($ m.)			
	2023	**1 Yr Change (%)**	**5 Yr Change (% p.a.)**
Crop Protection	74,806	0.1	5.2
Non-Crop Agrochemicals	7,629	-4.8	2.0
Total Agrochemicals	**82,435**	**-0.4**	**4.8**

The performance of the crop protection market at the ex-manufacturer level directly correlates with crop commodity prices, farmer incomes, weather conditions and replacement technologies, whilst the performance of the non-crop agrochemical sector is more closely related to the economic situations in the major country markets and is often dependent on consumer spending. The major markets of the US, Japan and EU-15 account for a much higher share of the non-crop agrochemical market than they do for the crop protection market.

A significant factor in the recent performance of the crop protection market has been the impact of GM technologies in certain crops and their potential to reduce or alter the use of crop protection products. Notable examples of this include in the Americas, where the widespread use of herbicide tolerance technologies has resulted in significant shifts in herbicide usage, focusing on the herbicide components of these systems, primarily glyphosate, at the expense higher-priced selective herbicides, reducing the value of the crop protection market. As well as tolerance to herbicides, GM crop varieties may also possess resistance to select Lepidopteran and Coleopteran insect pests: the inclusion of insect resistance traits in crops can reduce the number of insecticide sprays required over the top of such crops.

The chart below shows the development of the crop protection market at the country level. Countries that achieved growth in local currency of more than 2.0% in 2023 compared with 2022 are coloured green; countries that were static to growth of up to 2.0% are coloured yellow; while countries that declined in value are coloured red.

Change in Crop Protection Market by Country 2023/22 (Local Currency Terms)



Key Factors Affecting Global Crop Protection Market Performance in 2023

GLOBAL

The most significant factors which affected crop protection market performance in 2023 were:

- Recovery from adverse weather (e.g., US, Europe).
- Very dry conditions in southern South America; dryness in parts of Asia (e.g., Indonesia) but more favourable in other countries (e.g., Vietnam); dry in mid-west USA; favourable in EU
- Declining agrochemical prices: non-selectives and Asia Pacific worst affected.
- Commodity prices lower than 2022 but remained high by historical standards.
- Fertiliser and energy costs fell from peaks in 2022, but still high.
- High inventories driving a disconnect between ex-company sales and usage on the ground:
    - Inventories built up due to high levels of pre-purchasing to alleviate supply concerns and unfavourable mid to late season weather in key regions (Western US, Europe).
    - Retailer and on-farm stocks being used through the year, with usage on the ground sustained due to relatively high pest pressure and improved conditions in significant regional markets.
    - Company sales also impacted by overall reduction in agrochemical pricing, but worst effects of reduced prices expected to impact market on-the-ground in 2024.

North America

- US maize and wheat areas up from 2022, although soybean and cotton areas down:
    - Maize (+7.3%)
    - Soybean (-4.4%)
    - Cotton (-25.6%)
    - Wheat (+8.3%)
- Inflation and falling commodity prices impacted farmer profitability.
    - 2023 net farm income down by 16.0%.
    - US farm crop receipts fell by 5.7%, including for maize (-9.7%) and soybeans (-6.1%).
    - Expenditure on pesticides declined by 8.6%, easing impacts of lower crop income somewhat.
- Volumes up slightly in the US, driven by improved weather conditions in the west and high pest pressure.
- Canada wheat (+6.5%) and canola (+3.2%) planted areas up in 2023.
    - Dry conditions held back market development.
- Weakening agrochemical pricing, although high-value product remained in the supply chain, with marked reductions at farmer level expected in 2024.
    - Significant impact on the development of the US market, particularly for non-selectives, most notably glyphosate.

Central & South America

- Higher maize (+3.2%) and soybean (+6.2%) planted areas in Brazil.
- Soybean area expansion driven by high trading prices, good profitability of production and an early start to the planting period.
- Record maize area in Brazil supported by high crop prices and strong demand from domestic and international markets.
- Reduced soybean and maize areas in Argentina, but higher sunflower.
- La Niña conditions led to severe dryness and high temperatures in Argentina, Paraguay and southern Brazil.
- Increased pest pressure, particularly in more northern regions.
- Falling prices of key agrochemicals, notably glyphosate and glufosinate, depressed the value of the market compared to 2022.
    - Prices during the early part of the 2022/23 season were still high by historical standards so the worst impacts on market value not expected to be felt until 2024.

Asia Pacific

- Variable weather conditions:
    - Positive at the start of the season but became more negative as the season progressed.
    - Onset of El Niño leading to dryness in many parts of the region.
- Inventory build-up and highly variable weather conditions in India.
- High pest pressure in several key markets, notably China, which sustained volume usage.
- Sharp decline in agrochemical prices.
- Weakness in key currencies impacted the market in nominal USD terms.
- Higher wheat and rice areas in China, but lower maize and cotton.
- India wheat area supported by adequate soil moisture; rice area down despite reduced domestic stocks.

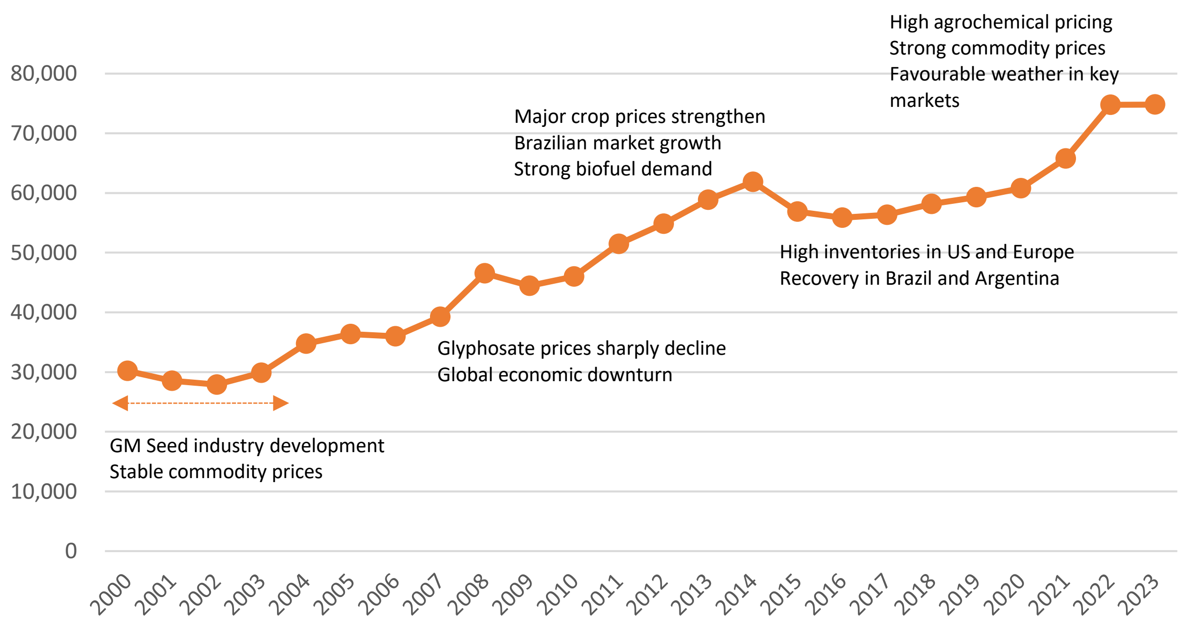
Europe

- European cereal area up 0.1%, but maize area down 5.2%.
- Summer weather much improved compared to prior year, supporting production increases.
- Conditions conducive to high disease pressure in several countries, notably for Septoria in key cereal markets.
- Extreme heat and limited rainfall impacted product usage in the Iberian Peninsula, particularly in the north and southwest of the region.
- Continued impacts from the ongoing Russia/Ukraine conflict.
- Less severe currency impacts compared to 2022.
- Agrochemical prices in Europe did not decline as rapidly as in other regions, sustained by high energy costs and other inflationary pressures.

MEA

- Weather a key issue:
    - Hot and dry conditions impacted key production zones, which are also the main crop protection markets.
- Türkiye and Syria badly affected by the impacts of earthquakes, which had far-reaching consequences, including on agriculture.
- Negative currency impacts:
    - Turkish lira continued to devalue compared to most other major currencies.
    - Prices raised to counteract the worst affects.
- Decline in agrochemical pricing for Chinese material.

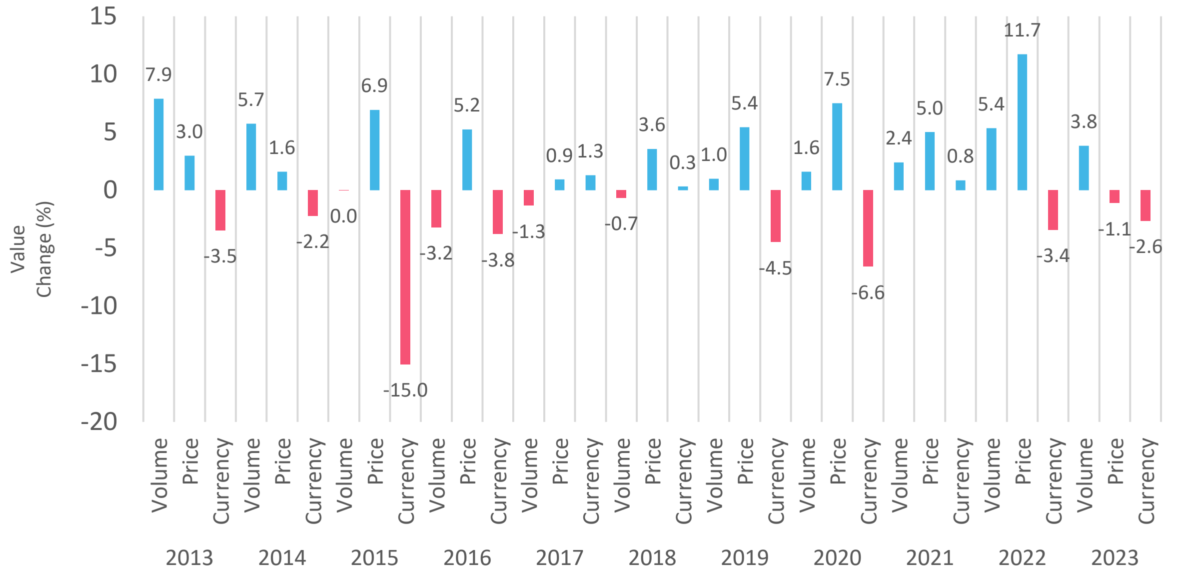
Global Chemical Crop Protection Market Development ($ m.)



The market in 2022 experienced very strong growth, with the value rising considerably from 2021 and representing the sharpest rise for almost two decades. Several factors contributed to the extremely positive performance of the market during the year, including an increase in areas for several key crops in key countries; improved weather conditions in several regions; and strong crop commodity prices, driven primarily by supply disruptions related to the conflict between Ukraine and Russia. The value of the market was further boosted by prevailing high prices for several key agrochemical active ingredients, notably glyphosate and glufosinate.

Following on from significant growth in the previous year, the crop protection market in 2023 was relatively flat in terms of value development, with the impacts of lower agrochemical prices and unfavourable weather conditions in certain regions holding back growth. However, this was offset by positive conditions leading to recovery in much of Europe; a strong ag economy and market in Brazil, where the impacts of price declines were not fully felt during crop protection product purchasing times; improved weather in the Western US; and high pest pressure in key country markets, notably Brazil and China.

Crop Protection Market Growth 2013 – 2023



The figure above illustrates the impact of price, volume, and currency on the global crop protection market. In 2023, a 3.8% positive contribution from higher volumes was largely offset by a decline in prices (-1.1%) and a negative impact from currency exchange (-2.6%)

Crop prices can significantly influence the planting decisions made by farmers. The price of agricultural commodities, such as grains and oilseeds, is determined by the balance between supply and demand, which themselves can be affected by a number of factors. When demand outstrips supply, prices of crops will increase and vice versa. The chart below shows the historical progression for maize, soybean, wheat, oilseed rape and rice prices between 2000 and 2023.

Company Development

In 2023 the global agrochemical market was led by Syngenta (owned by ChemChina) for the second consecutive year, with Bayer remaining in second position after a number of years as the market leader. BASF was once again ranked in third position, followed by Corteva. Each of these companies achieved annual agrochemical sales of more than $6 billion.

The second tier of companies is represented by those with sales between $3 and $6 billion, comprising FMC, ADAMA, UPL and Sumitomo Chemical. UPL’s position has been boosted by several acquisitions in recent years, most notably Arysta LifeScience, and UPL is now one of the leading post-patent companies in terms of sales alongside ADAMA, which as with Syngenta, is owned by ChemChina. Sumitomo Chemical’s sales have been boosted in recent years by its acquisition of Nufarm's Latin America business.

The third tier of companies, those with sales between $1 billion and $3 billion, comprises of Nufarm, Albaugh, and the Chinese company Rainbow Chemical, all of which are focused on off-patent products.

The next two tiers include the medium-sized companies in the industry. Notably, many of these companies are Japanese research and development businesses that, despite their relatively modest annual sales, continue to represent an important source of new product development.

Global Agrochemical Market Structure by Company in 2023

	>$6 bn.	>$3 bn.	>$1 bn.	>$0.5 bn.	>$0.25 bn.	>$0.1 bn.
R&D Driven	Syngenta Bayer BASF Corteva	FMC Sumitomo Chemical		Kumiai Chemical Mitsui Chemicals Nihon Nohyaku	Nissan Chemical Nippon Soda Ishihara	Hokko Kyoyu Agri Agro-Kanesho OAT Agrio SDS Biotech Nippon Kayaku
Off-patent / Generic		ADAMA UPL	Albaugh Nufarm Rainbow	Sipcam Oxon PI Industries Amvac Nutrichem	Sharda CropChem Helm Rallis	Meghmani Organics Insecticides India

The companies listed in the above table represent the main manufacturing entities with distribution or retail capability, and with their own product registrations in multiple global markets. They do not include distributors such as Nutrien, Helena, Wilbur-Ellis, Pinnacle, Growmark, Simplot and CHS, and the Japanese companies Mitsui & Co., Sumitomo Corporation and Marubeni Corporation.

The structure of the global agrochemical industry has altered significantly in recent years through M&A activity undertaken by several of the leading companies. These transactions represent significant alterations to the overall structure of the global agrochemical market, with several key players being merged or acquired. As such, the global agrochemical industry structure has fundamentally altered from the position that had existed for several years, with the traditional 'big 6' group of leading research and development-driven multi-nationals consolidating down to five entities, while UPL, a leading generic manufacturer, has now risen to become the fifth-largest agrochemical company globally in terms of sales. In 2020 Sumitomo Chemical's agrochemical sales exceeded $3 billion for the first time, driven by the integration of the acquired Latin American assets from Nufarm, whilst in 2021 Nutrichem’s agrochemical sales exceeded $1 billion for the first time.

Agrochemical Acquisitions by Company 2023 - Present	
Company	**Details**
Adama	Remaining 40% stake in Adama Chile, formerly known as Chile Agro.
AgroFresh	The South African post-harvest solutions provider Tessara.
Albaugh	The Spanish crop protection company Industrias Afrasa.
American Vanguard	The Ecuadorian distributor Punto Verde.
Azelis	The Australian distributor Agspec Australia.
Azelis	The Israeli-based distributor of specialty chemicals Lidorr Elements.
Bain Capital	The India-based manufacturer of agricultural and speciality chemicals Porus Labs.
Best Agrolife	The Indian chemical company Sudarshan Farm Chemicals India.
Best Agrolife	99% majority stake in the Indian agrochemical manufacturer Kashmir Chemicals.
Crop Care	Majority stake in Cromo Química, a producer of adjuvants and enhancers for agriculture in Brazil.
DPI, South Suez, DEG	Solevo Group, an African distributor of speciality chemicals.
GDM	The seed and crop input distributor Agro Seeds, formerly Seedcorp HO.
Gowan	Global rights to the insecticide active ingredient cyromazine from Syngenta.
Gowan	A crop protection chemical manufacturing facility from WinField United.
Jiangsu Flagchem	The Chinese company Jiangsu Suke Agrochemical.
Kyoyu Agri	Syngneta's business with the active ingredient pyroquilon in Japanese markets.
Lavoro	Brazilian agricultural retailer Coram Comércio e Representações.
Lavoro	Controlling stake in Referência Agroinsumos, an agrochemical distributor with operations in Rio Grande do Sul, Brazil.
Lavoro	Majority stake in Cromo Química, a Brazilian manufacturer based in Estrela, Rio Grande do Sul.
Mitsui & Co.	Corteva's interest in the handling of all Kocide (copper-hydroxide) fungicide products in Japan.
Nihon Nohyaku	The entire share capital of Interagro UK.
Precision Laboratories	Merged its turf division with Aquatrols to form The Aquatrols Company.
Syngenta	Shares in the Brazilian distributor Produtécnica.
Syngenta	Macspred Australia, a specialist in weed management for the forestry, roads, rail, utilities and infrastructure sectors.
Tata Chemicals	Additional 4.99% stake in its crop inputs subsidiary Rallis India.
UPL	Corteva’s solo mancozeb fungicide business outside of China, Japan, South Korea, and EU member countries.
Hubei Xingfa Chemicals Group	70% stake in the Indonesian agrochemical manufacturing company PT Adil Makmur Fajar.

Agrochemical Company Sales 2023 ($ m.)[1]							
Rank	**Company**	**Local**			**US dollar**		
		2022	**2023**	**Change %**	**2022**	**2023**	**Change (%)**
1	Syngenta	15,969	15,252	-4.5	15,969	15,252	-4.5
2	Bayer	14,930	12,283	-17.7	15,699	13,281	-15.4
3	BASF	8,408	8,130	-3.3	8,841	8,791	-0.6
4	Corteva	8,476	7,754	-8.5	8,476	7,754	-8.5
5	FMC	5,802	4,487	-22.7	5,802	4,487	-22.7
6	ADAMA	5,032	4,268	-15.2	5,032	4,268	-15.2
7	UPL*	462,426	338,007	-26.9	5,756	4,083	-29.1
8	Sumitomo Chemical*ᵖ	498,874	447,379	-10.3	3,682	3,095	-15.9
9	Nufarm**	3,367	3,167	-5.9	2,396	2,108	-12.0
10	Albaugh†	2,693	2,050	-23.9	2,693	2,050	-23.9
11	Rainbow	14,324	11,438	-20.1	2,129	1,615	-24.1
12	Kumiai Chemical***	112,430	129,466	15.2	883	931	5.4
13	PI Industries	64,920	74,904	15.4	808	907	12.3
14	Nutrichem	7,996	5,729	-28.4	1,188	809	-31.9
15	Nihon Nohyaku	96,552	97,552	1.0	713	675	-5.3

[1] Results show calendar year 2023 unless otherwise specified as below.
* Fiscal year Apr – Mar / ** Fiscal year Oct – Sep / *** Fiscal year Nov – Oct / † AgbioInvestor estimate / [p] Preliminary, 2022 restated.

In 2023, Syngenta retained its position as the leading agrochemical company in terms of sales, although the company's sales fell by 4.5% to $15,252 million. In general, agrochemical company results in 2023 were impacted by high channel inventory and channel destocking activities, combined with a decline in product prices as prior year supply and production issues started to abate. As a result, the majority of the top 15 agrochemical companies experienced year-on-year sales declines in 2023, especially when compared to the strong performances recorded in 2022.

Agrochemical Company Sales Growth 2023/18 (% p.a.)[1]			
Company	**$m. 2018**	**$m. 2023**	**CAGR 2023/18 (% p.a.)**
PI Industries	406	907	17.4
Kumiai Chemical***	617	931	8.6
Syngenta	10,360	15,252	8.0
Albaugh†	1,400	2,050	7.9

Nihon Nohyaku	503	675	6.1
BASF	6,911	8,791	4.9
Sumitomo Chemical*ᵖ	2,524	3,095	4.2
Corteva	6,445	7,754	3.8
ADAMA	3,617	4,268	3.4
Bayer	11,518	13,281	2.9
FMC	4,285	4,487	0.9
UPL*	4,043	4,083	0.2
Nufarm**	2,431	2,108	-2.8
Nutrichem	936	809	-2.9
Rainbow	n.a.	1,615	n.a.

[1] Results show calendar year 2023 unless otherwise specified as below.
* Fiscal year Apr – Mar / ** Fiscal year Oct – Sep / *** Fiscal year Nov – Oct / † AgbioInvestor estimate / ᵖ Preliminary, 2022 restated.

Between 2018 and 2023, the Indian company PI Industries achieved the strongest level of average annual growth amongst these companies at 17.4% per annum. The next fastest-growing company was the Japanese company Kumiai Chemical; followed by Syngenta; Albaugh, boosted by its acquisition of Rotam in 2022; and Nihon Nohyaku. Only two companies recorded an average decline in sales over this period: the Chinese company Nutrichem (-2.9%), and Nufarm (-2.8%), the latter of which has been impacted by the divesture of its Latin American business to Sumitomo Chemical.

Agrochemical & Seed Company 2023 Sales ($ m.)[1]				
Rank	**Company**	**Seeds and Traits**	**Agrochemical**	**Total**
1	Bayer	11,879	13,281	25,160
2	Syngenta	3,762	15,252	19,014
3	Corteva	9,472	7,754	17,226
4	BASF	2,121	8,791	10,912
5	UPL*	501	4,083	4,584
6	FMC	0	4,487	4,487
7	ADAMA	0	4,268	4,268
8	Sumitomo Chemical*ᵖ	0	3,095	3,095
9	Nufarm**	209	2,108	2,317
10	Albaugh†	0	2,050	2,050
11	Rainbow	0	1,615	1,615
12	Kumiai Chemical***	0	931	931
13	PI Industries	0	907	907
14	Nutrichem	0	809	809
15	Nihon Nohyaku	0	675	675

1 Results show calendar year 2023 unless otherwise specified as below.
* Fiscal year Apr – Mar / ** Fiscal year Oct – Sep / *** Fiscal year Nov – Oct / † AgbioInvestor estimate / ᵖ Preliminary, 2022 restated.

In addition to their agrochemical businesses, several of the leading companies in the industry also have significant seed operations. The table above ranks the leading companies by the sum of their agrochemical and seed sales, including revenues from trait licensing.

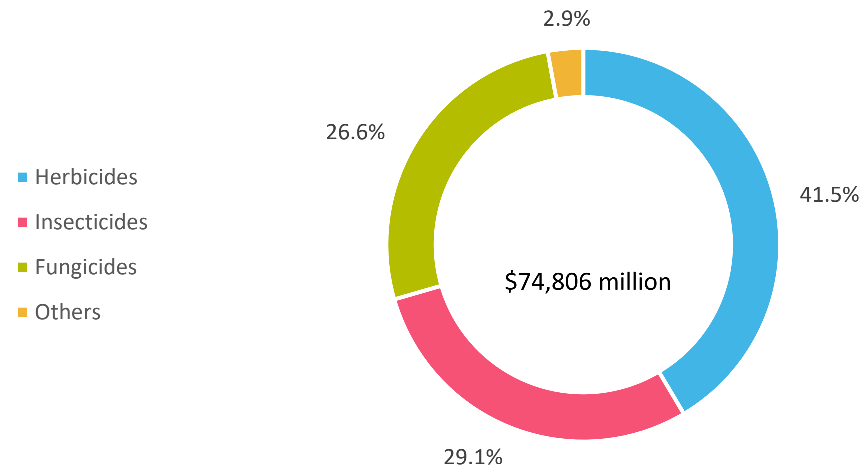
The table highlights the significant seeds & traits operations of the top R&D-driven agrochemical companies, with Bayer, Syngenta, Corteva and BASF being the leaders. Other agrochemical companies with involvement in seeds and traits are UPL via Advanta, and Nufarm via Nuseed.

Conventional Crop Protection Market by Sector 2018-2022-2023-2028F ($ m.)

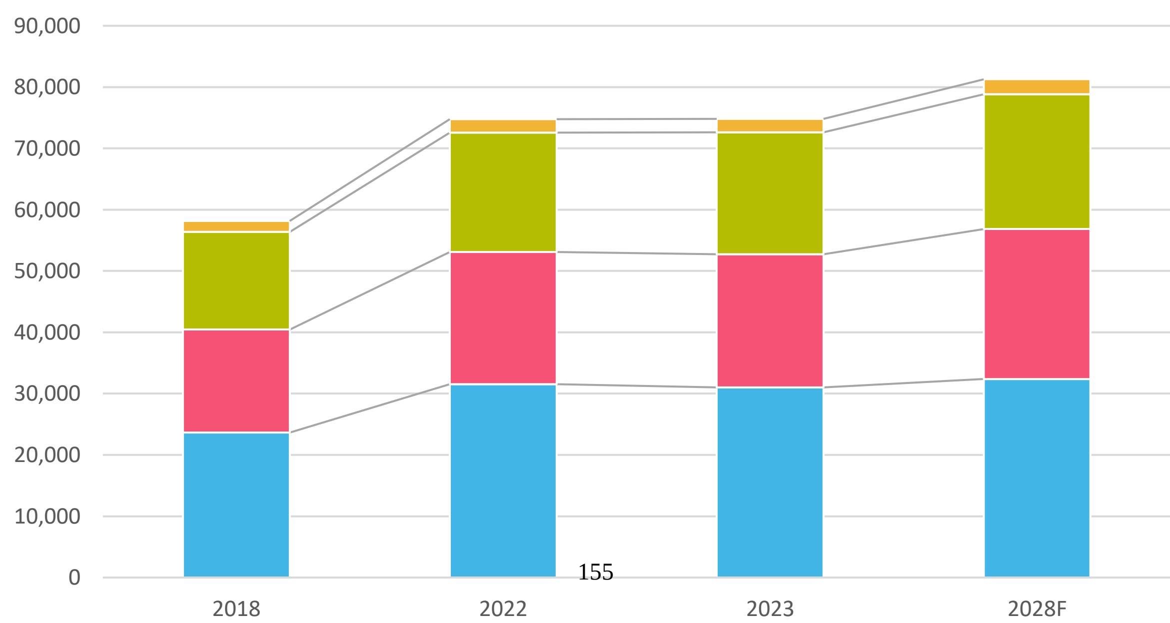
Year	Herbicides	Insecticides	Fungicides	Others	Total
2018	23,646	16,796	15,927	1,796	58,165
2022	31,547	21,566	19,453	2,189	74,755
2023	31,017	21,737	19,878	2,174	74,806
2028F	32,390	24,446	21,992	2,438	81,266

During 2023 the market for conventional crop protection products was divided by sector as shown below:

Conventional Crop Protection Market Sector Split 2023



Conventional Crop Protection Market by Sector 2018-2022-2023-2028F ($ m.)



The herbicide crop protection sector was valued at $31,017 million in 2023, representing a decline of 1.7% from the previous year's total. The value was impacted by significant price reductions for key products, notably glyphosate. However, the full effects of these price declines are not expected to be felt until the 2023/24 season, with a significant amount of high-priced product currently estimated to still be present in the supply chain and southern hemisphere countries having made most product purchasing when prices remained relatively high.

The value of the insecticide sector in 2023 reached $21,737 million, representing an increase of 0.8% over the previous year. Hot and dry conditions in the US led to increased insect pest pressure, notably for Mormon crickets and corn earworm. Insect pressure was also reported to be high in Brazil, particularly in southern regions, with African leafhopper being detected in Rio Grande do Sul for the first time. Insecticide sales declined in Japan, but high pest pressure was noted in China.

Fungicide sales increased by 2.2% in 2023 to reach $19,878 million. Dry conditions in North America limited disease pressure and subsequently fungicide use in the region, although Pantoea bacteria, which is linked to Stewart's wilt and brown stalk rot, were concerns for maize in southern regions. Although the Brazilian soybean area increased, this being a key fungicide market, Asian rust pressure was down from the prior year, although control still remains a priority. Very dry conditions in parts of South America, notably Argentina and southern Brazil, also held back fungicide sales. Fungicide sales are estimated to have declined in Japan. In Europe, fungicide sales benefited from high levels of pest pressure, notably Septoria, with growth in this sector also being driven by a number of new product introductions in the region.

Growth of the Global Crop Protection Market by Sector					
Term	**Herbicides**	**Insecticides**	**Fungicides**	**Others**	**Total CCP**
2023/2022 (%)	-1.7	0.8	2.2	-0.7	0.1
2023/2018 (% p.a.)	5.6	5.3	4.5	3.9	5.2
2028F/2023 (% p.a.)	0.9	2.4	2.0	2.3	1.7

Key Factors Affecting Recent and Near-Term Market Development:

- Resistance development (weeds, insects, diseases).
- Regulatory issues (re-registration, endocrine disruption).
- Expansion in developing markets.
- R&D, including new modes of action.
- Complementarity with GM crops, shift in weed control strategies driven by new HT traits.
- Rising uptake of seed treatments

Resistance development by weeds, pests, and fungi to existing modes of action is an ongoing challenge in the industry. The most pressing issues are grass weed control in cereals, glyphosate resistant weeds, Asian rust for soybeans and *Septoria* in cereals.

Regulatory action against many older chemistries is now impacting product availability and choice in several markets, notably in the EU and in several other countries such as China, India and Vietnam. In recent years, the crop protection market in the EU has been severely impacted by several regulatory actions against certain products, with key examples being neonicotinoid insecticides, as well as glyphosate. In October 2017, the European Parliament voted in favour of a resolution urging the European Commission (EC) to adopt measures to phase out glyphosate in the EU by the end of 2022, whilst all outdoor uses of clothianidin, imidacloprid and thiamethoxam were banned in April 2018. Emergency authorisations on the use of certain neonicotinoids had been permitted on certain crop and country markets (e.g. French sugar beet); however, under a 2023 European Court of Justice ruling, EU member states are longer be allowed to grant temporary exemptions for the use of seeds treated with imidacloprid, clothianidin and thiamethoxam. Despite the EU's recent reapproval of glyphosate for a period of ten years, a number of European countries have outlined their intent to reduce or fully phase-out use of the active ingredient.

A key issue is the lack of direct replacement in many sectors, with this group of products protecting against important sucking pests.

These stricter regulatory protocols have had an impact on the direction of R&D activity and the crop/pest targets for future product development. This has been exacerbated in recent years by the resistance issues noted above. As a result, a focus has been placed on developing:

- New sucking pest insecticides, or those which could act as neonicotinoid replacements (e.g. dimpropyridaz, spidoxamat, spiropidion, isocycloseram).
- Herbicides that offer control of glyphosate-resistant weeds (including herbicides with novel modes of action, e.g., tetflupyrolimet).
- Fungicides that could act as triazole replacements (e.g., mefentrifluconazole, fenpicoxamid).

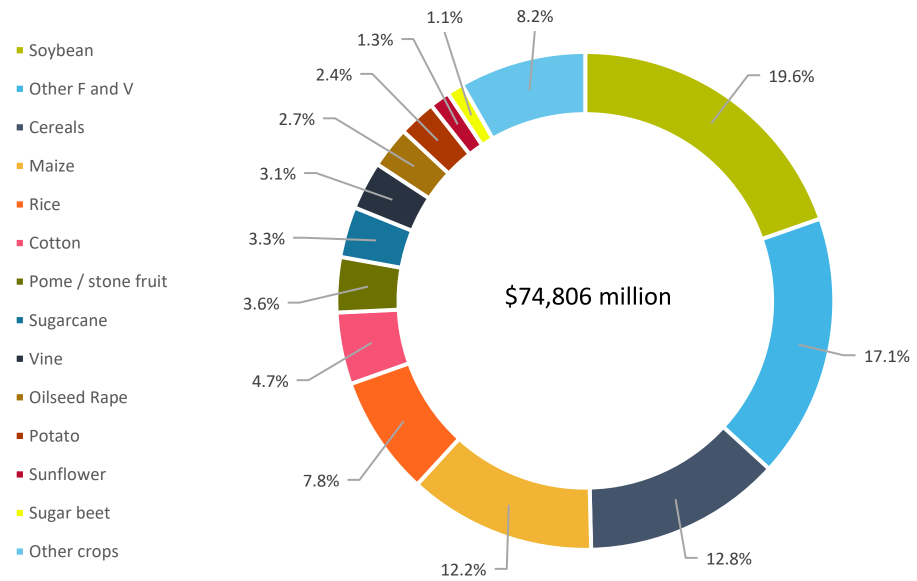
GM crops now dominate cultivation practices in the major row crops in the Americas, and conventional chemistry must now be compatible with crop protection strategies required with these crops. As such, the seed used in these situations often drives the selection of required crop protection products.

The introduction of GM seed technology, specifically herbicide tolerance and insect resistance, has had a significant impact on the global crop protection market, drawing value away from conventional chemical crop protection in markets such as:

- Selective herbicides: replaced by glyphosate usage on glyphosate-tolerant crops, and now other herbicides where the tolerance trait has also been introduced (e.g. dicamba, 2,4-D)
- Cotton insecticides (B.t varieties now dominating in all major markets)
- Soybean insecticides in Latin America: since the introduction of Intacta from Monsanto / Bayer in 2014, the value of the soybean insecticides market has declined from peak levels achieved pre-Intacta.

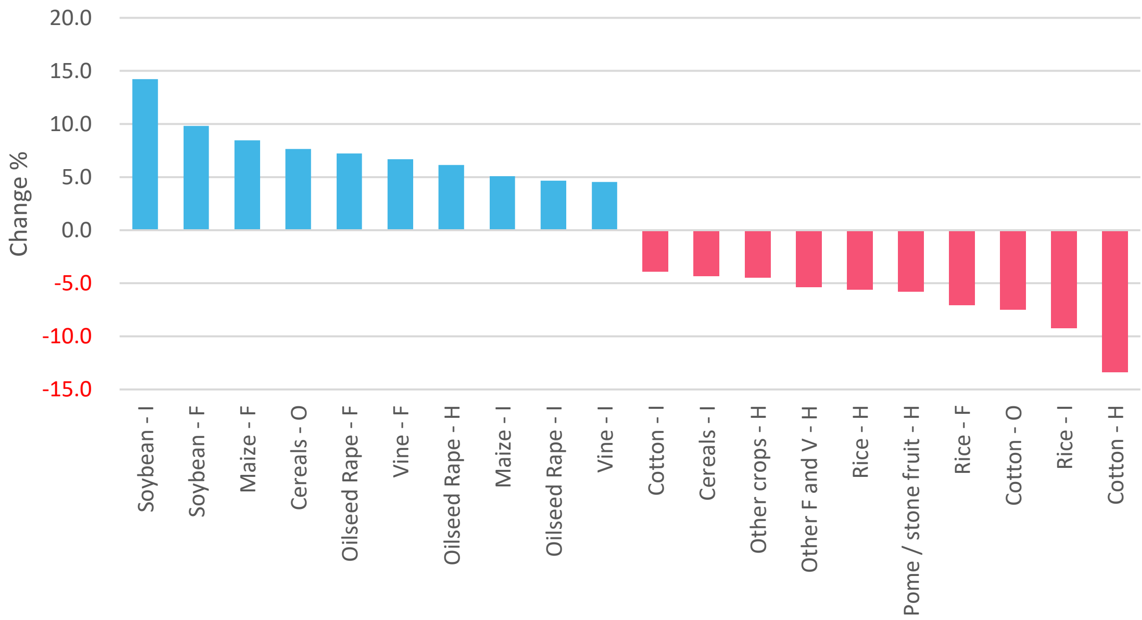
In recent years a number of new herbicide tolerance technologies have been introduced, providing alternatives to glyphosate in order to combat the increasing problem of glyphosate resistance. These include Bayer's Roundup Ready Xtend (glyphosate, glufosinate and dicamba tolerance) in cotton and soybean and Corteva's Enlist (2,4-D, glufosinate and glyphosate tolerance) in cotton, maize and soybean. More recent introductions include BASF's GT27 HPPD tolerance trait on soybeans, with this also being developed for use in cotton.

1. Conventional Crop Protection Market by Crop Group 2023



The chart below shows the ten best performing and the ten worst performing major crop sectors (those achieving over $200 million in sales), based on value change from 2022 to 2023. The chart shows a mixed performance for the major crop sectors in 2023 following on from a very positive prior year. The highest rate of growth was recorded for soybean insecticides (+14.2%), whilst cotton herbicide products saw the largest decline (-13.4%), clearly impacted by lower prices, notably for glyphosate and glufosinate, and lower areas in key growing regions. Aside from herbicides, which were affected by the pricing situation, soybean products performed well in particular, with insecticides and fungicides representing the two leading major crop product sectors in terms of year-on-year value change, supported by larger planted areas in key markets and favourable weather conditions.

Crop Sector Performance 2023/22



Note: H = Herbicides, I = Insecticides, F = Fungicides, O = Others.

Global Crop Planted Areas and Production 2023				
	Area (Ha m.)	**Area Change (%)**	**Production (T m.)**	**Production Change (%)**
Wheat	250	0.5	915	-0.7
Maize	214	0.7	1,258	5.0
Rice	165	0.2	771	0.8
Soybean	141	3.9	398	7.9
Oilseed Rape	48	2.1	103	-2.9
Sunflower	33	1.5	67	8.9
Cotton	32	-2.1	24	-3.8

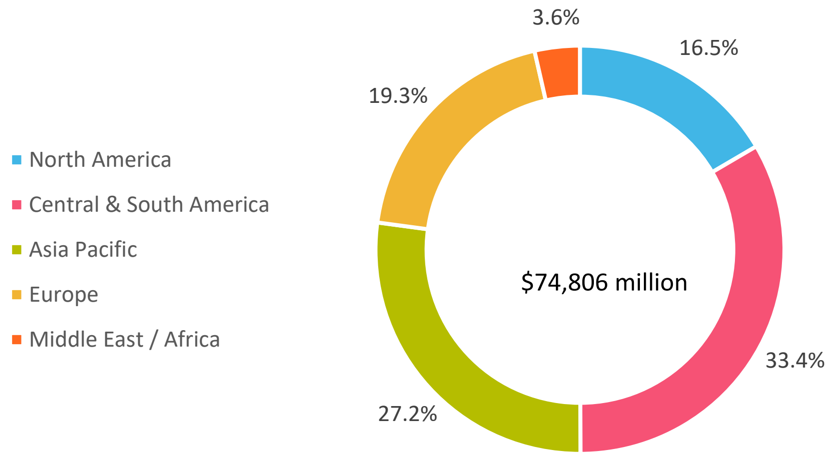
Source: AgbioInvestor AgbioGuide

In general, the total planted area of key crops increased in 2023. Wheat, the most widely planted field crop, was cultivated on a 0.5% greater area than the year before, driven by area increases in the EU27 (+0.3%), India (+3.1%), China (+0.8%) and the USA (+8.3%), although declines were seen in Australia (-4.2%) and Ukraine (-14.2%). The global maize area increased by 0.7%, due in part to greater areas in the US (+7.3%) and Brazil (+3.2%). However smaller areas were cultivated in China (-0.2%), Argentina (-1.3%) and the EU27 (-5.1%). The global soybean area increased by 3.9%, led by gains in Brazil (+6.2%), China (+2.0%) and Canada (+6.8%), however the US area fell by 4.4%. The world's rapeseed/canola area increased by 2.1% as a result of greater areas in Canada (+3.2%) and the USA (+6.3%). The sunflower area increased by 1.5%, despite lower areas in key markets such as Russia (-2.5%) and Ukraine (-1.4%). The global cotton area fell by 2.1%, impacted by lower areas in the USA (-25.6%), China (-7.9%) and India (-1.8%).

The below table shows the forecast real growth rate for the value of each crop and product sector in the global crop protection market. These forecasts take into account the impact of a number of key factors, including: the potential for fluctuations in crop prices and planted areas; agricultural legislation; political changes; GM crop adoption; competitive environment; and potential for macroeconomic and societal changes. The forecast also assumes 'normal' climatic conditions –markets with drought in 2023 could be expected to recover if conditions in 2028 are more normal (i.e. relatively more favourable), whilst markets with very favourable weather in 2023 could be expected to have a weaker market if conditions in 2028 are more normal (i.e. relatively less favourable).

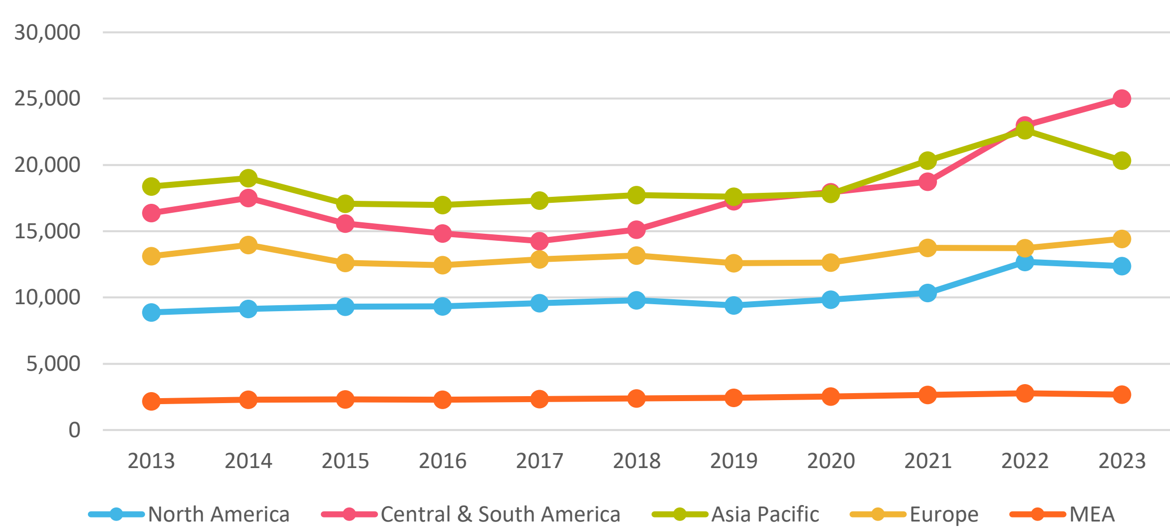
2. Forecast Real Growth CAGR by Crop Sector $m: 2028F/23 (% p.a.)					
Crop	**Herbicides**	**Insecticides**	**Fungicides**	**Others**	**Total CCP**
Cereals	-0.1	1.1	0.5	1.9	0.3
Cotton	0.3	1.7	2.4	-0.6	1.2
F&V	1.5	2.6	2.2	3.0	2.3
Maize	-0.2	1.9	0.4	1.3	0.3
Oilseed Rape	-1.8	0.5	0.4	2.1	-0.5
Other crops	1.2	2.8	2.5	1.5	1.7
Rice	1.2	2.8	1.7	3.1	1.9
Soybean	1.7	2.3	3.7	5.5	2.4
Sugar beet	1.3	1.4	2.3	0.0	1.5
Sugarcane	2.3	3.5	5.1	4.8	2.9
Sunflower	3.6	4.7	4.7	2.3	3.8
Total	**0.9**	**2.4**	**2.0**	**2.3**	**1.7**

Crop Protection Market by Region 2023



Regional Market Performance 2023 – Nominal US Dollars ($ m.)				
Region	**2022**	**2023**	**Nominal Growth 2023/2022 (%)**	**Constant Growth 2023/2022 (%)**
North America	12,684	12,379	-2.4	-1.6
Central & South America	22,979	24,996	8.8	7.4
Asia Pacific	22,609	20,331	-10.1	-3.1
Europe	13,713	14,427	5.2	7.9
Middle East / Africa	2,770	2,673	-3.5	5.4
World	**74,755**	**74,806**	**0.1**	**2.7**

Regional Crop Protection Market 2014 – 2023 ($ m.)



North America

The main deflator to market performance in 2023 was agrochemical pricing, with glyphosate prices estimated approximately 25% lower than the prior year in some situations. In addition, lower soybean and cotton areas also had a negative impact. This was somewhat offset by volumes increasing slightly, with improved weather conditions in the west and high insect pest pressure, although dryness was an issue in the Corn Belt. In Canada, dry weather also held back market development.

Central & South America

In 2023, dry conditions impacted large areas of the region, particularly in Argentina, with this being a significant negative, particularly as crop abandonment in the worst affected areas was high. However, conditions in the key crop protection market of Brazil were more positive, and higher crop areas and pest pressure boosted volume usage. Whilst the falling prices of key agrochemicals, notably glyphosate and glufosinate, depressed the value of the market compared to 2022, prices during the early part of the 2022/23 season were still high by historical standards so the worst impacts on market value are not expected to be felt in this year.

Key drivers of market growth were higher planted areas for most key crops, as well as high pest pressure in more northern regions, where wetter weather was more conducive to disease pressure. Argentina was more negative, where the weather had more of an impact across all key crops. In other countries, dry weather also impacted Paraguay and Mexico, although positive conditions generally prevailed in other notable markets such as Chile, Colombia, and Bolivia.

Asia Pacific

In 2023, the crop protection market in Asia Pacific was impacted by declining agrochemical prices, continued currency weakness, and variable weather conditions. Conditions were relatively positive early in the season in many regions, although the onset of the El Niño climactic event led to dryness impacting Australia and southeast Asia. El Niño typically results in ~5% yield loss for wheat in India, China, and Australia. Conditions in India were also less favourable in 2023, with inventory build-up and highly variable weather conditions hampering market development. In Asia, extreme heat has also been an issue in many countries. Whilst conditions generally became more negative as the season progressed and the El Niño event emerged, high pest pressure in several key markets, notably China, sustained volume usage somewhat. Pest pressure in China on key crops was estimated to be up significantly in 2023, with a reported rise of over 20% on incidences of main insect and disease pests. However, this was not enough to offset the impacts of the sharp decline in agrochemical prices. In addition, weakness in key currencies impacted the market in nominal USD terms.

Europe

In Europe, weather conditions during 2023 were generally much improved compared to the previous year, particularly during summer. Weather conditions were conducive to high disease pressure in several countries, notably for Septoria in key cereal markets, to the benefit of the crop protection market. The value of this market has also been boosted by a number of new product introductions. Frequent rainfall in large parts of north-western, northern central, and northern Europe benefited summer crops, although this also delayed the winter crop harvesting and led to concerns over grain quality. Heatwaves were experienced in the south, although impacts on crops were limited at the EU level. In addition, torrential rains, thunderstorms and hailstorms caused substantial crop damage in northern Italy, Slovenia, and Croatia. Product usage in the Iberian Peninsula, particularly in the north and southwest of the region, was limited by the effects of extreme heat and limited spring rainfall. Agrochemical prices in Europe have not declined as rapidly as in other regions, being sustained by high energy costs and other inflationary pressures.

The performance of the European crop protection market when measured in US dollars was significantly impacted by the devaluation of the euro and British pound in 2022; however, currency impacts were not as severe in 2023.

MEA

Weather was a key issue in much of MEA in 2023, as hot and dry conditions impacted some of the key production zones, which are also the main markets for crop protection product usage. In addition to the effects of weather, Türkiye and Syria were also badly affected by the impacts of earthquakes, which have had far-reaching consequences, including on agriculture. Currency was also an issue in a number of markets, particularly Türkiye where the lira continued to devalue compared to most other major currencies: it is expected that prices were raised in order to counteract the worst affects. In addition, the decline in agrochemical pricing for Chinese material was keenly felt on the value of the market in the region.

Crop Protection Market by Region and Sector in 2023 ($ m.)					
Region	**Herbicides**	**Insecticides**	**Fungicides**	**Others**	**Total**
North America	7,646	1,905	2,472	356	12,379
Central & South America	9,959	8,416	6,219	402	24,996
Asia Pacific	6,487	8,049	5,181	614	20,331
Europe	5,976	2,273	5,476	702	14,427
MEA	949	1,094	530	100	2,673
Total	**31,017**	**21,737**	**19,878**	**2,174**	**74,806**

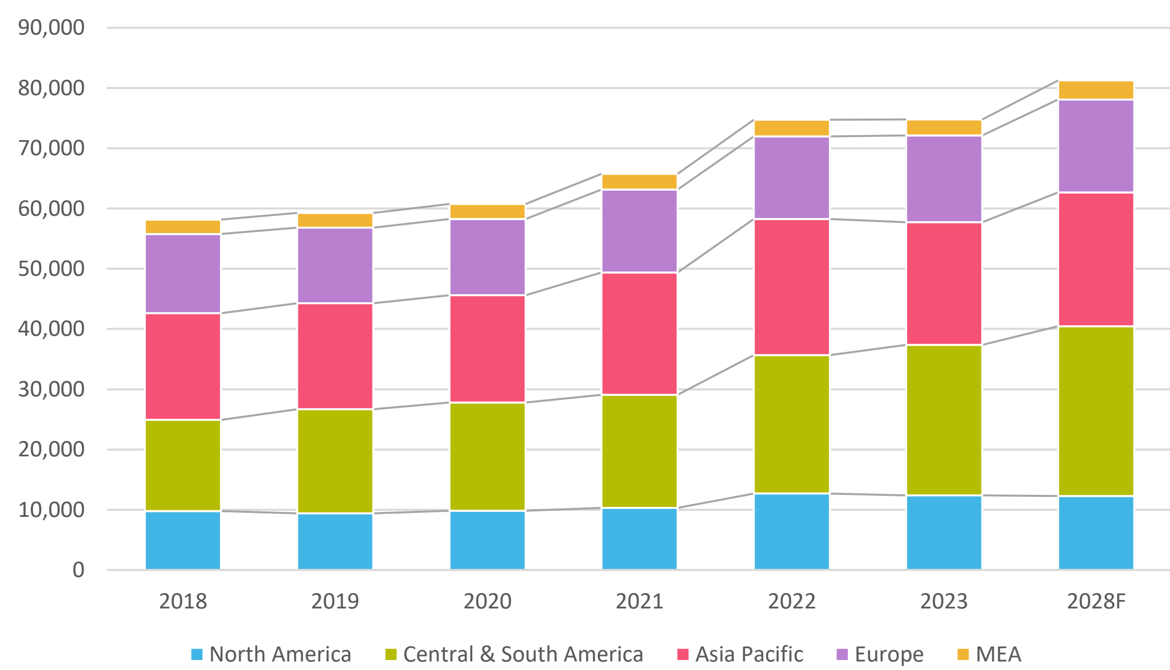
The performance of the leading crop protection country markets in 2023 was relatively mixed in US$ terms, following on from a very positive prior year. The strongest performing markets in the top 20 in 2023 (in US dollar terms) were Germany, Poland and Brazil. A number of major markets in Asia Pacific experienced a decline in value, including South Korea (-3.0%), India (-8.5%), Japan (-8.8%), Australia (-9.5%), and China (-11.8%), impacted by unfavourable weather and currency devaluations. The worst performing market in the top 20 in 2023 was Russia, which experienced a year-on-year decline of 13.7%.

Conventional Crop Protection Sales Performance (2017-2021-2022-2027F)								
Rank	**Country**	**Value 2018**	**Value 2022**	**Value 2023**	**Change 2023/22**	**CAGR 2023/18**	**Value 2028F**	**Forecast CAGR 2028F/23 (% p.a.)**
		($ m.)	**($ m.)**	**($ m.)**	**(%)**	**(% p.a.)**	**($ m.)**	
1	Brazil	8,927	14,267	16,279	14.1	12.8	18,502	2.6
2	USA	8,104	10,837	10,653	-1.7	5.6	10,417	-0.4
3	China	6,387	8,905	7,857	-11.8	4.2	8,623	1.9
4	Argentina	2,445	3,545	3,457	-2.5	7.2	3,705	1.4
5	India	2,471	3,517	3,219	-8.5	5.4	4,082	4.9
6	Japan	3,342	3,111	2,838	-8.8	-3.2	2,690	-1.1
7	France	2,333	2,127	2,364	11.1	0.3	2,302	-0.5
8	Australia	1,583	2,378	2,153	-9.5	6.3	2,067	-0.8
9	Russia	1,477	2,059	1,776	-13.7	3.8	2,062	3.0
10	Germany	1,670	1,522	1,747	14.8	0.9	1,699	-0.6

11	Canada	1,691	1,847	1,726	-6.6	0.4	1,837	1.3
12	Italy	1,231	1,228	1,370	11.6	2.2	1,463	1.3
13	Mexico	869	1,155	1,278	10.6	8.0	1,512	3.4
14	Spain	1,112	1,103	1,092	-1.0	-0.4	1,273	3.1
15	UK	711	836	896	7.2	4.7	884	-0.3
16	Vietnam	741	957	862	-9.9	3.1	967	2.3
17	Chile	536	732	737	0.7	6.6	813	2.0
18	Romania	548	645	708	9.8	5.3	844	3.6
19	South Korea	724	693	672	-3.0	-1.5	692	0.6
20	Poland	575	529	606	14.6	1.1	642	1.2
	World	**58,165**	**74,755**	**74,806**	**0.1**	**5.2**	**81,266**	**1.7**

Global Agrochemical Market 2023 ($ m.)			
	2023	**1 Year Change (%)**	**5 Year Change (% p.a.)**
Crop Protection	74,806	0.1	5.2
Non-Crop Agrochemicals	7,629	-4.8	2.0
Total Agrochemicals	**82,435**	**-0.4**	**4.8**

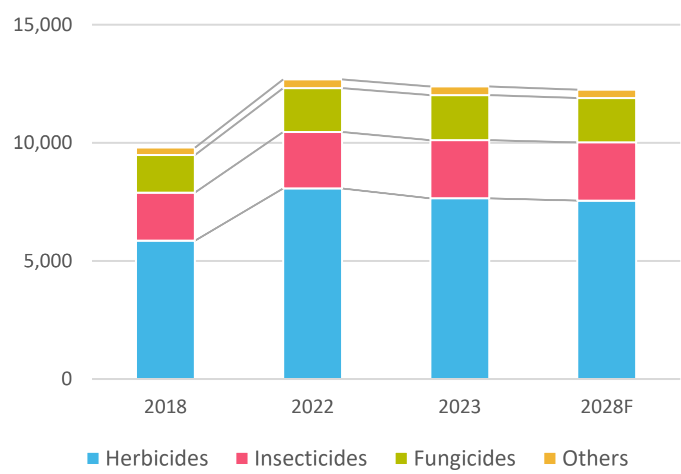
Global Crop Protection Market Performance by Region ($ m.)



Global Crop Protection Market by Crop Group ($ m.)			
	2023	1 Year Change (%)	% of Total
Soybean	14,693	6.9	19.6
Other F and V	12,824	-3.2	17.1
Cereals	9,606	-0.1	12.8
Maize	9,105	2.0	12.2
Other crops	6,167	-2.9	8.2
Rice	5,825	-7.3	7.8
Cotton	3,492	-6.3	4.7
Pome / stone fruit	2,680	-2.9	3.6
Sugarcane	2,459	3.1	3.3
Vine	2,341	5.2	3.1
Oilseed Rape	2,016	6.2	2.7
Potato	1,819	0.8	2.4
Sunflower	982	-2.6	1.3
Sugar beet	797	3.2	1.1
Total	**74,806**	**0.1**	**100.0**

North America Crop Protection Market Performance 2023 ($ m.)					
	2018	2022	2023	1Yr (% Change)	5Yr (% p.a.)
Crop Protection	9,795	12,684	12,379	-2.4	4.8
Non-crop	2,482	2,958	2,782	-5.9	2.3
Total	**12,277**	**15,642**	**15,161**	**-3.1**	**4.3**

North America HIFO 2018-2022-2023-2028F ($ m.)



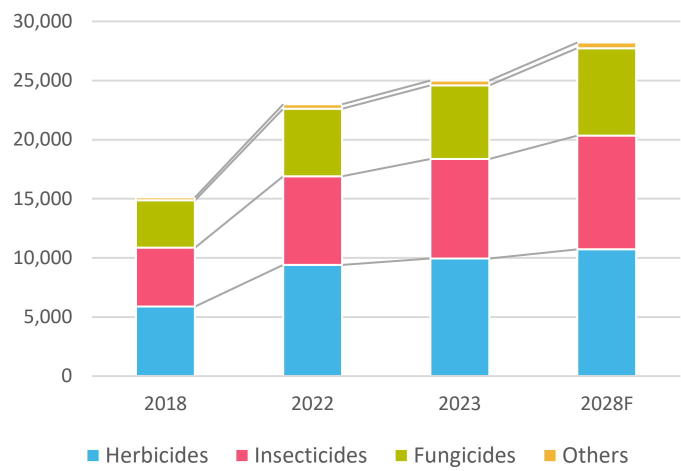
North America Crop Protection Market by Crop ($ m.)			
Crop	**2023**	**1 Year Change (%)**	**% of Total**
Maize	3,444	3.6	27.8
Soybean	3,237	-6.1	26.1
Other F and V	1,454	0.7	11.7
Cereals	1,301	-2.0	10.5
Other crops	721	-5.9	5.8
Cotton	554	-25.2	4.5
Oilseed Rape	517	-4.8	4.2
Pome / stone fruit	284	4.0	2.3
Potato	252	4.6	2.0
Vine	238	3.5	1.9
Rice	224	23.1	1.8
Sugar beet	66	-2.9	0.5
Sugarcane	52	-1.9	0.4
Sunflower	35	-23.9	0.3
Total	**12,379**	**-2.4**	**100.0**

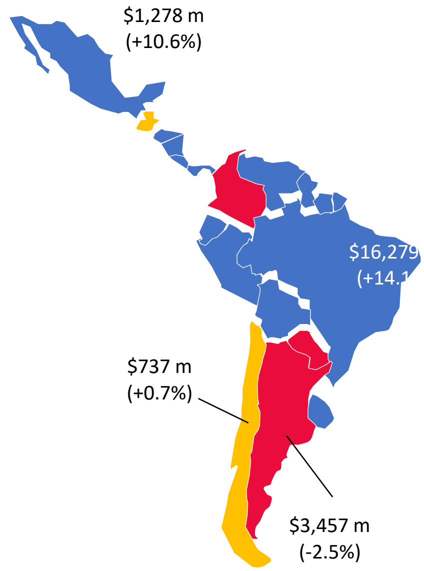
Key Factors 2023

- US maize and wheat areas up from 2022, although soybean and cotton areas down.
- Inflation and commodity prices impacted farmer profitability.
- Volumes up slightly in the US, supported by improved weather conditions in the west and high insect pressure.
- Canada wheat and canola planted areas up in 2023; dry conditions held back market development.
- Weakening agrochemical pricing, although high-value product remained in the supply chain, with marked reductions at farmer level expected in 2024.
    - Significant impact on the development of the US market, particularly for glyphosate

Central & South America Crop Protection Market Performance 2023 ($ m.)					
	2018	**2022**	**2023**	**1Yr (% Change)**	**5Yr (% p.a.)**
Crop Protection	15,113	22,979	24,996	8.8	10.6
Non-crop	690	786	820	4.3	3.5
Total	**15,803**	**23,765**	**25,816**	**8.6**	**10.3**

Central & South America HIFO 2018-2022-2023-2028F ($ m.)





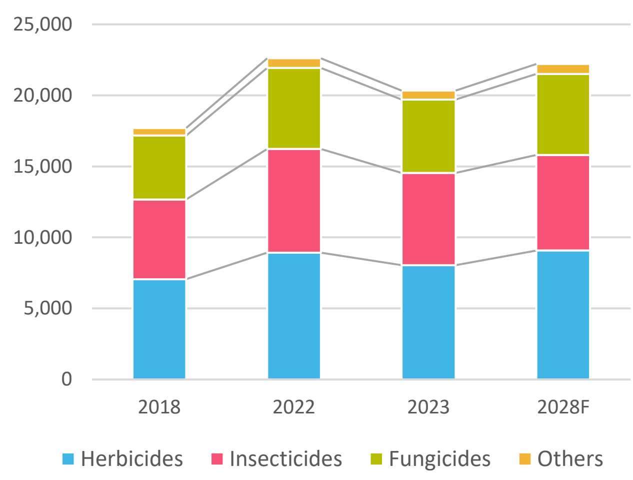
Central & South America Crop Protection Market by Crop ($ m.)			
Crop	**2023**	**1 Year Change (%)**	**% of Total**
Soybean	10,720	12.7	42.9
Maize	3,134	5.6	12.5
Other F and V	2,915	7.7	11.7
Other crops	2,135	5.9	8.5
Sugarcane	1,918	6.8	7.7
Cotton	1,356	10.1	5.4
Cereals	947	4.4	3.8
Rice	501	-3.1	2.0
Potato	430	4.4	1.7
Pome / stone fruit	406	3.6	1.6
Vine	330	1.9	1.3
Sunflower	189	3.8	0.8
Oilseed Rape	8	n.a.	<0.1
Sugar beet	7	n.a.	<0.1
Total	**24,996**	**8.8**	**100.0**

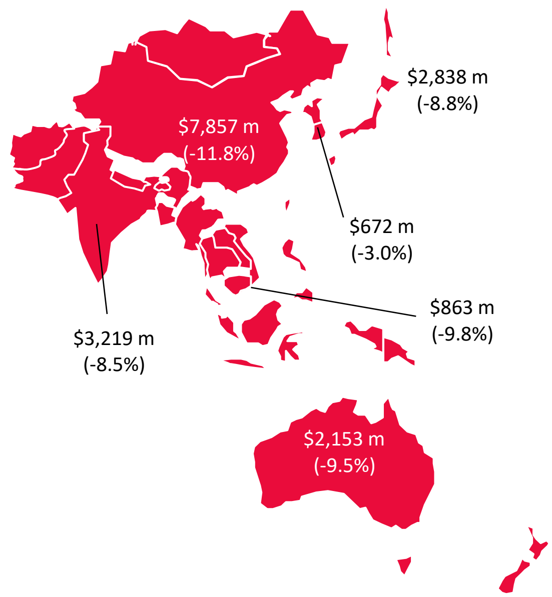
Key Factors 2023

- Higher maize and soybean planted area in Brazil.
- Reduced soybean and maize areas in Argentina, but higher sunflower.
- La Niña conditions led to severe dryness and high temperatures in Argentina, Paraguay and southern Brazil.
- Increased pest pressure, particularly in more northern regions.
- Falling prices of key agrochemicals, notably glyphosate and glufosinate, depressed the value of the market compared to 2022.
    - Prices during the early part of the 2022/23 season were still high by historical standards so the worst impacts on market value not expected to be felt until 2024.

Asia Pacific Crop Protection Market Performance 2023 ($ m.)					
	2018	**2022**	**2023**	**1Yr (% Change)**	**5Yr (% p.a.)**
Crop Protection	17,711	22,609	20,331	-10.1	2.8
Non-crop	2,436	2,911	2,663	-8.5	1.8
Total	**20,147**	**25,520**	**22,994**	**-9.9**	**2.7**

Asia Pacific HIFO 2018-2022-2023-2028F ($ m.)





Asia Pacific Crop Protection Market by Crop ($ m.)			
Crop	**2023**	**1 Year Change (%)**	**% of Total**
Other F and V	6,170	-10.6	30.3
Rice	4,787	-9.2	23.5
Other crops	2,450	-9.6	12.1
Cereals	1,862	-10.2	9.2
Cotton	1,068	-13.7	5.3
Pome / stone fruit	1,038	-11.4	5.1
Maize	996	-11.0	4.9
Sugarcane	434	-9.0	2.1
Soybean	417	-9.3	2.1
Potato	368	-8.7	1.8
Vine	361	-7.0	1.8
Oilseed Rape	305	-1.9	1.5
Sugar beet	63	-14.9	0.3
Sunflower	12	-7.7	0.1
Total	**20,331**	**-10.1**	**100.0**

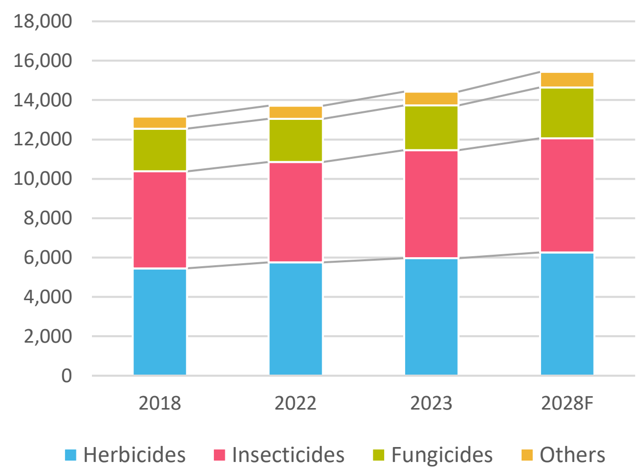
Key Factors 2023

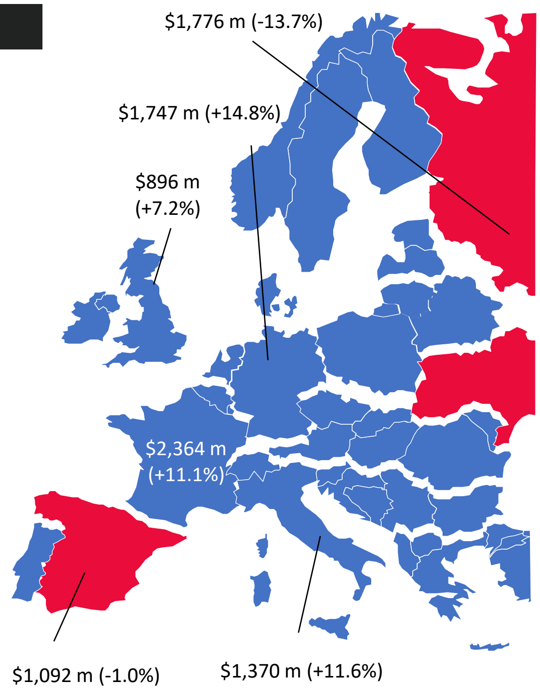
- Mixed weather conditions: onset of El Niño led to dryness in many parts of the region.
- Inventory build-up and highly variable conditions in India.
- High pest pressure in several key markets, notably China, which sustained volume usage.

- Sharp decline in agrochemical prices.
- Weakness in key currencies impacted the market in nominal USD terms.
- Higher wheat and rice areas in China, but lower maize and cotton.

Europe Crop Protection Market Performance 2023 ($ m.)					
	2018	**2022**	**2023**	**1Yr (% Change)**	**5Yr (% p.a.)**
Crop Protection	13,162	13,713	14,427	5.2	1.9
Non-crop	902	896	912	1.8	0.2
Total	**14,064**	**14,609**	**15,339**	**5.0**	**1.8**

Europe HIFO 2018-2022-2023-2028F ($ m.)





Europe Crop Protection Market by Crop ($ m.)			
Crop	**2023**	**1 Year Change (%)**	**% of Total**
Cereals	5,268	3.8	36.5
Other F and V	1,650	6.7	11.4
Vine	1,314	11.5	9.1
Maize	1,210	2.8	8.4
Oilseed Rape	1,185	14.4	8.2
Pome / stone fruit	842	4.3	5.8
Sunflower	700	-2.6	4.9
Potato	653	3.7	4.5
Sugar beet	632	6.4	4.4
Other crops	517	4.9	3.6
Soybean	264	-2.2	1.8
Rice	132	3.9	0.9
Cotton	60	-1.6	0.4
Total	**14,427**	**5.2**	**100.0**

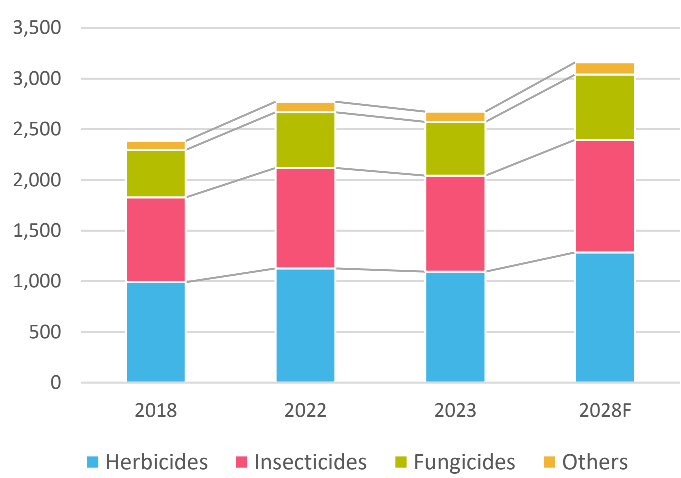
Key Factors 2023

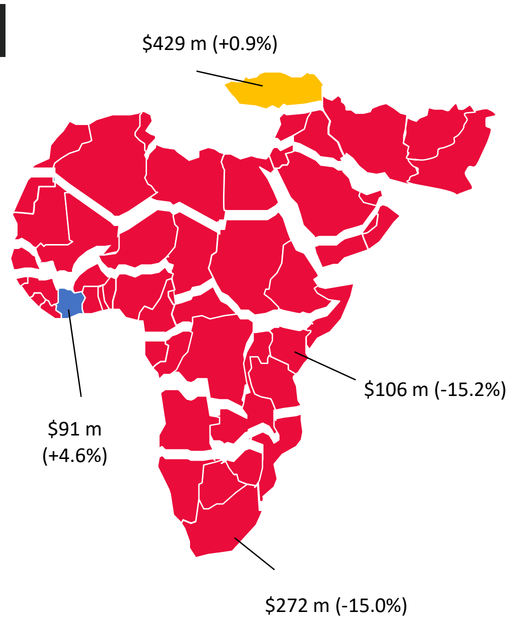
- European cereal area up but maize area down.
- Summer weather much improved compared to prior year, supporting production increases.
- Conditions conducive to high disease pressure in several countries.
- Extreme heat and limited rainfall impacted product usage in the Iberian Peninsula.
- Continued impacts from the ongoing Russia/Ukraine conflict.
- Less severe currency impacts compared to 2022.
- Agrochemical prices in Europe did not decline as rapidly as in other regions, sustained by high energy costs and other inflationary pressures.

MEA Crop Protection Market Performance 2023 ($ m.)

	2018	2022	2023	1Yr (% Change)	5Yr (% p.a.)
Crop Protection	2,384	2,770	2,673	-3.5	2.3
Non-crop	406	463	452	-2.4	2.2
Total	**2,790**	**3,233**	**3,125**	**-3.3**	**2.3**

MEA HIFO 2018-2022-2023-2028F ($ m.)





MEA Crop Protection Market by Crop ($ m.)

Crop	2023	1 Year Change (%)	% of Total
Other F and V	635	-3.3	23.8
Cotton	454	-0.7	17.0
Other crops	344	-5.8	12.9
Maize	321	-5.9	12.0
Cereals	228	-2.6	8.5
Rice	181	-2.7	6.8
Potato	116	-2.5	4.3
Pome / stone fruit	110	-4.3	4.1

Vine	98	-5.8	3.7
Sugarcane	55	-6.8	2.1
Soybean	55	0.0	2.1
Sunflower	46	-4.2	1.7
Sugar beet	29	0.0	1.1
Oilseed Rape	1	0.0	<0.1
Total	**2,673**	**-3.5**	**100.0**

Key Factors 2023

- Hot and dry conditions impacted key production zones, which are also the main crop protection markets.
- Türkiye and Syria badly affected by the impacts of earthquakes, which had far-reaching consequences, including on agriculture.
- Negative currency impacts:
- Decline in agrochemical pricing for Chinese material.

Regional Market Outlook 2024

Following on from significant growth experienced during the previous year, the crop protection market in 2023 was relatively flat in terms of value development, with the impacts of lower agrochemical prices and unfavourable weather conditions in certain regions holding back growth. However, this was offset by positive conditions leading to recovery in much of Europe; a strong ag economy and market in Brazil, where the impacts of price declines were not fully felt during crop protection product purchasing times; improved weather in the Western US; and high pest pressure in key country markets, notably Brazil and China.

However, the market in 2024 can be expected to decline as the full impacts of falling agrochemical prices are felt in Central & South America and the continuing impacts of the El Niño weather event are felt in much of Asia Pacific. In addition, expectations for lower areas of certain key crop and country markets (e.g. cereals in France and Argentina; maize in Brazil and the US; cereals and canola in Australia) can be expected to impact the market in 2024.

The key factors behind the assumptions for decline in 2024 are:

- Low agrochemical prices.
- El Niño leading to dry conditions in much of Asia Pacific.
- Declining commodity prices.
- Logistical issues in certain key shipping locations (e.g. Panama Canal, Mississippi River, Rhine).
- Weather impacting Brazil (although rust pressure higher than previous year).

North America

The USDA has forecast that US net farm income, a broad measure of profitability, will decline by 25.5% in 2024. This follows an estimated 16.0% decrease in net farm income experienced in 2023. Farm cash receipts are projected to fall by 4.2% in 2024, with total crop receipts forecast to decline by 6.3%, primarily driven by lower receipts for maize and soybeans. Expenditure on pesticides is currently forecast to rise by 7.2%, with seed purchases projected to increase by 4.7%. Expenditure on fertilisers, lime and soil conditioners is expected to increase by 4.3%.

US growers have been impacted by the effects of low maize prices, with a reduced area anticipated for 2024. Significant increases in area and production in 2023 have led to high carryover stocks, which has deflated prices. The USDA has estimated that in 2024, US farmers will receive 14.3% less income from maize, with this a combination of lower volume and price. However, the recent decision to approve expanded sales of gasoline with higher blends of ethanol in certain states could provide an additional outlet for the country's maize supplies, with E15 gasoline being sold year-round in these states from 2025.

In Canada, the total planted area in the country is expected to decline by 0.2% in 2024. Within this, the area under grains and oilseeds is estimated to fall by 0.7%, while the total area of pulses and special crops is expected to rise by 4.0%. Total crop production is expected to increase by 5.1%, with grains and oilseeds output expected to be up by 4.3% whilst production of pulses and special crops is projected to rise by 19.1%. The Canadian canola area is anticipated to decline by 3.1% to 8.7 million hectares as a result of softening prices and concerns regarding soil moisture in Western Canada. The outlook for crop prices is generally negative, with declines forecast for durum wheat (-19.4%), other wheat (-3.0%), barley (-4.8%), oats (-11.1%), soybeans (-7.0%) and canola (-8.8%), while maize prices (+7.1%) are expected to increase. Whilst conditions for winter wheat in the country have been largely favourable, concerns persist regarding the prospect of winterkill affecting parts of the Prairies, due to below-average rainfall and a lack of snow cover.

The main deflator to market performance in 2023 was agrochemical pricing, with glyphosate prices estimated approximately 25% lower than the prior year in some situations. In addition, lower soybean and cotton areas also had a negative impact. This was somewhat offset by volumes increasing slightly, with improved weather conditions in the west and high insect pest pressure, although dryness was an issue in the Corn Belt. In Canada, dry weather also held back market development.

For 2024, the negative effects of lower commodity prices, lower areas for certain key crops, notably maize in the US and canola in Canada, and expectations for continued dry weather conditions suggest this negative momentum may continue over this current agricultural year. However, company performance may benefit from a stabilisation in the inventory situation, with manufacturer sales into the channel in 2023 being severely hampered by high levels of on-farm and retail stocks. This led to a more negative situation for crop protection product suppliers and manufacturers when compared to the relatively sustained product usage levels at the farm level, leading to a disconnect between company performance and market performance in 2023.

Central & South America

In Brazil, heavy rainfall during the start of the 2023/24 season, associated with the onset of El Niño conditions, is expected to have favoured the development of key soybean diseases, including Asian soybean rust and damping-off. The country has so far recorded 324 soybean rust cases in the 2023/24 season, up from the 295 cases recorded in the previous season. The heavy rains are also reported to have slowed the soybean harvest in several areas; as a result, the safrinha corn planting has been impacted, with the area projected to be down by 8.3% from the prior year. The situation has been exacerbated by low maize prices, and it is expected that farmers will typically spend less on crop inputs as a result.

Weather conditions have been mixed in Argentina, with the country experiencing periods of severe heat and dryness, despite the presence of El Niño conditions, as well as heavy rain events. Recent reports indicate that as much as 100,000 hectares of soybeans in Argentina's core production zone have been lost due to "irreversible stress symptoms" following extreme heat. However, conditions improved following ample rainfall during February 2024. Overall, conditions in Argentina are more positive when compared to the 2022/23 season, which was impacted by severe drought conditions. More favourable conditions at the time of planting are expected to have driven an increase in Argentina's soybean planted area, although the country's maize planted area is forecast to have declined during the 2023/24 season as a result of dry weather at planting.

For 2024, agrochemical price reductions stemming from a normalisation of supplies, particularly from China, and the impacts of relatively high inventories can be expected to depress the value of the market. However, conditions in regions such as Argentina and southern Brazil are expected to be much improved, with crop production in Argentina expected to rebound from the severe declines experienced in the drought-ravaged 2022/23 crop. The El Niño climatic event is typically associated with increased rainfall in parts of southern South America, which is expected to alleviate the extreme dryness which has affected these regions during the La Niña phase. For Brazil, the declining prices are a key concern for market value in 2024, whilst a drop in maize prices are also a concern. In addition, the wet conditions in many regions are expected to impact yield and crop quality. On a more positive note, pest pressure has been relatively high, including for Asian soybean rust and for a number of significant insect pests. However, as a result of the poorer weather conditions, lower agrochemical prices, lower maize areas in Brazil, and lower agrochemical prices through the full agricultural season can be expected to result in a reduction in the crop protection market value in Central & South America in 2024.

Asia Pacific

The current El Niño event is now likely to transition to neutral conditions in the coming months, with the potential to switch back to a La Niña during the 2024 Northern Hemisphere summer. La Niña events are typically associated with above-average rainfall in southeast Asia and Australasia. In contrast, these events can also lead to drought conditions in parts of southern South America and the Horn of Africa.

In Indonesia, it is expected that the country's 2024 dry season will be less severe than the previous year's. The 2023 dry season was the most severe since 2019 due to the unusually long El Niño weather phenomenon, resulting in drought and crop losses. The 2024 dry season is expected to start later than usual, around May and June, peaking in July and August. From September, the weather is expected to be affected by weak La Niña conditions, which typically result in increased rainfall across the country.

Foodgrain production in India is forecast to fall in the 2023/24 season. Within this, kharif (summer-sown) foodgrain production is projected to decline by 1.0% to 154.187 million tonnes, while rabi (winter-sown) foodgrain production is forecast to fall by 1.7% to 155.161 million tonnes. Total rice output is expected to decline by 8.8% in the 2023/24 season, amounting to 123.815 million tonnes and representing the first production fall in 8 years. However, the country's wheat output is expected to increase by 1.3% to reach 112.019 million tonnes.

In an effort to break a deadlock with protesting farmers, the Indian government has offered guaranteed support prices for pulse, maize and cotton crops. The government has reportedly proposed five-year contracts for a minimum support price to farmers who diversify their crops to grow pigeon peas, black gram, red lentils and maize, while a similar price guarantee is understood to be suggested for growers of cotton.

In Australia, rainfall in January 2024 was 47% above average nationally and was the ninth wettest January on record. This rainfall and the subsequent build-up of soil moisture reserves, particularly in eastern cropping regions, is expected to give a good start to the 2024/25 winter cropping season. ABARES forecasts that the area of winter crops in Australia will decrease by 5.0% to 22.8 million hectares in 2023/24, down from the record levels achieved in 2022/23. Winter crop production is expected to total 46.7 million tonnes in 2023/24, representing a 32.2% decrease from the previous year. The area planted to summer crops in 2023/24 is forecast to fall by 13.7% to 1.3 million hectares, impacted by dry weather during the early planting window of September and October across major dryland summer cropping regions in Queensland and northern New South Wales. Production is projected to decline by 17.1% to 4.3 million tonnes, although this volume would still be 22% above the 10-year average. Significant levels of fall armyworm (FAW) have been detected in Australian sorghum crops across Central Queensland, the Western and Darling Downs, and northern New South Wales, with experts predicting a significant impact on this year's sorghum crop. The high activity this season has been attributed to an early start to FAW activity in spring, resulting in higher summer populations.

China's National Agro-tech Extension and Service Center (NATESC) recently issued its forecasts for pesticide demand in 2024 and the occurrence of crop pests and diseases. Overall, NATESC expects total demand for pesticides in 2024 to remain stable. Within this, the volume of biopesticides is forecast to continue rising, driven by regulatory requirements, increased promotional activities, and a rise in areas using these products. Insecticide volumes are expected to decline in 2024, largely as a result of the country's 'early control' initiative, whilst fungicide and herbicide volumes are forecast to increase. Pests and diseases are expected to affect a total area of 2.04 billion mu (136 million hectares) in 2024, representing an increase of 15% over 2023 and 11% higher than the 2018-2022 average, suggesting demand for crop protection products in China could increase during the year. However, agrochemical prices are depressed going into 2024, potentially offsetting the positive effect of high pest pressure on market development.

Europe

In Europe, COCERAL's March estimations for 2024 show the EU27 wheat area is forecast to fall by 2.5% to 23.5 million hectares as a result of wet weather, which has impacted plantings of winter wheat. At the country level, areas are expected to fall in France, Germany, Hungary, Lithuania, Poland and Bulgaria, while also declining in the non-EU countries of the UK, Ukraine and Russia. The wheat area in Spain is expected to increase. The EU27 maize area is forecast to rise 1.4% in 2024, with growers incentivised by likely favourable weather prospects and falling crop input prices. The EU's oilseed rape area is forecast to fall by 5.3% in 2024, driven by area declines in France, Germany, Poland, Czechia, Romania, while also falling in the UK. Greater areas are expected in Ukraine and Russia. European sunflower areas in 2024 is forecast to rise by 3.7%, with greater areas in France, Greece, Spain, Hungary and Romania. Greater areas are also expected in Ukraine and Russia.

Planting activities across many parts of the EU were delayed as a result of heavy rainfall and flooding, with affected growers deciding whether to replant damaged crops. In France, the state statistics service Agreste has published preliminary planted area estimates for winter sown crops for the 2024 harvest. Area declines are forecast for soft wheat (-7.7%), durum wheat (-8.3%), barley (-6.6%), oats (-8.6%), rye (-5.5%) and rapeseed (-0.6%). Poor weather and field conditions have been cited as contributing factors to the lower planted areas at this stage of the season, with increased plantings anticipated later in the spring.

The cost of agricultural production in France in January 2024 declined by 0.3% from the previous month and fell by 8.6% compared to January 2023. According to the French statistics service Agreste, the largest year-on-year cost declines were for fertilisers (-33.3%), followed by animal feed (-11.9%) and energy and lubricants (-4.7%). Compared to the year prior, the price of crop protection products and seeds in January 2024 both rose by 0.1%.

The situation in Ukraine continues to impact the European market, particularly in terms of trade flow for key traded commodities. The European Commission has proposed to increase the tariffs on cereals, oilseeds, and derived products imported into the EU from Russia and Belarus, including wheat, maize, and sunflower meal. The new tariffs are intended to prevent EU market destabilisation through any future significant redirection of Russian grain products into the EU market, and to tackle Russian exports of illegally appropriated grain produced in the territories of Ukraine. The proposal also aims to prevent Russia from using revenues from exports to the EU, of both Russian and illegally appropriated Ukrainian grain products, to fund its war against Ukraine.

In the UK, results from a survey conducted by the National Farmers' Union (NFU) have indicated that 70% of participants have not been able to plant all of their intended winter crops; less than 40% have been able to secure the required quantities of certified seed to plant spring crops; and almost 25% will not be able to grow any crops in parts of their farm due to a lack of seed, with a further 20% unsure.

For 2024, current forecasts suggest that wheat production in the EU-27 will be down slightly, with unfavourably wet weather conditions limiting field access and reducing the overall planted area. Other negative factors include the subdued economy in the EU, with monetary policies to offset the worst effects of inflation leading to very weak economic growth. This is expected to continue into 2024. On a more positive note, declining fertiliser costs could allow growers to raise their spending on other crop inputs, such as crop protection products; however, any strong recovery in this sector is expected to be curtailed by the impact of lower commodity prices.

MEA

In South Africa, the total planted area of the key summer crops is forecast to be 4.439 million hectares for 2024, representing a 1.1% increase over the previous year. Within this, planted areas are to increase for maize (+1.9%), groundnuts (+31.6%), sorghum (+23.8%), soybean (+0.2%) and dry beans (+7.9%), while the area under sunflower is expected to decline (-4.8%).

In Ivory Coast, continued dry weather and high temperatures in most of the country's cocoa-growing regions has raised concerns for the size and quality of the April-to-September mid-crop. Average temperatures have reached very high levels recently, whilst farmers have reported that abundant rainfall was required in the next two weeks to limit damage on plantations.

For 2024, recovery from the earthquakes in Türkiye and Syria is expected to be positive; however large parts of the region continue to be affected by unfavourable weather conditions, conflicts, and socio-economic issues.

Crop Protection Market Forecasts

Over the longer term, the crop protection market is expected to increase at an annual average rate of 1.7% between 2023 and 2028, as outlined in the table below:

Crop Protection Market Growth by Region: Forecast ($ m.)			
Region	**2023**	**2028F**	**Growth 2028F/2023 (% p.a.)**
North America	12,379	12,254	-0.2
Central & South America	24,996	28,211	2.4
Asia Pacific	20,331	22,212	1.8
Europe	14,427	15,429	1.4
MEA	2,673	3,160	3.4
Total	**74,806**	**81,266**	**1.7**

World Agricultural Supply and Demand Estimates							
Crop	Marketing year	(Tons m.) Beginning		Ending Stocks	Beginning Stocks	% Change Production	Ending Stocks
		Stocks	Production				
Maize	2022/23	313.73	1157.95	300.94	n.a.	n.a.	n.a.
	2023/24 Est	300.94	1228.10	312.39	-4.1	6.1	3.8
	2024/25 F	312.39	1220.54	310.77	3.8	-0.6	-0.5
Wheat	2022/23	273.26	789.20	271.04	n.a.	n.a.	n.a.
	2023/24 Est	271.04	787.59	259.56	-0.8	-0.2	-4.2
	2024/25 F	259.56	790.75	252.27	-4.2	0.4	-2.8
Rice	2022/23	183.68	515.82	179.43	n.a.	n.a.	n.a.
	2023/24 Est	179.43	520.00	176.79	-2.3	0.8	-1.5
	2024/25 F	176.79	527.63	177.98	-1.5	1.5	0.7
Soybean	2022/23	92.58	378.37	100.59	n.a.	n.a.	n.a.
	2023/24 Est	100.59	395.91	111.07	8.7	4.6	10.4
	2024/25 F	111.07	422.26	127.90	10.4	6.7	15.2
Cotton	2022/23	16.26	25.35	17.56	n.a.	n.a.	n.a.
	2023/24 Est	17.56	24.77	17.63	8.0	-2.3	0.4
	2024/25 F	17.63	25.94	18.18	0.4	4.7	3.1

Global maize production in 2024/25 is projected to fall by 0.5% to 1,219 million tonnes, reflecting a 0.1% decrease from the previous WASDE update. Ending stocks are expected to fall by 0.4% to 308 million tonnes. Maize production is forecast down, with declines for the EU, Ghana, Russia, and Serbia partially offset by increases for Tanzania and Canada. EU maize production is lowered based on reductions for Romania and Hungary, partially offset by an increase for France.

Wheat production for 2024/25 is projected to increase by 0.8% to 797 million tonnes, while ending stocks are expected to fall by 3.0% to 257 million tonnes. Reductions in the EU, partly based on unfavourable harvest conditions in France and Germany, are somewhat offset by higher production for Australia and Ukraine. Australia’s production is raised due to favourable conditions in Western Australia, New South Wales, and Queensland.

Rice production is projected to reach 527 million tonnes, an increase of 1.3% from the prior year. Ending stocks are expected to decrease slightly, falling by 0.1% to 177 million tonnes.

Global soybean production is expected to increase by 8.7% to 429 million tonnes, with ending stocks expected to rise by 19.9% to 135 million tonnes, driven by higher production for Paraguay and Canada, partly offset by lower output for the EU and Serbia.

For cotton, production is forecast to rise by 2.5% over the previous year to reach 25 million tonnes, with ending stocks projected to grow by 1.2%. Production estimates have been revised on lower areas in the US, India, and Pakistan.

Planted Areas of Key Crops 2024* (Ha m.)							
	Maize	**Soybean**	**Cotton**	**Rice**	**Rapeseed**	**Sunflower**	**Wheat**
World	**201.6**	**145.7**	**31.5**	**166.9**	**42.7**	**27.8**	**222.0**
1Yr (% Change)	-0.8	4.2	0.6	0.9	-0.9	-0.6	-0.4
USA	**37.0**	**34.8**	**4.7**	**1.2**	**1.1**	**0.4**	**19.1**
1Yr (% Change)	-3.3	3.0	14.1	1.7	13.6	-31.7	-4.7
Canada	**1.5**	**2.3**			**8.9**		**10.8**
1Yr (% Change)	-4.8	2.0			-0.3		-1.0
EU27	**8.9**	**1.2**			**5.7**	**4.8**	**22.9**
1Yr (% Change)	5.0	9.3			-8.8	2.5	-5.2
Russia	**2.5**	**4.1**			**2.6**	**9.3**	**28.0**
1Yr (% Change)	4.2	17.1			26.8	0.0	-2.9
Ukraine	**4.1**	**1.9**			**1.4**	**5.9**	**4.6**
1Yr (% Change)	-0.6	7.2			-0.7	5.4	-1.0
China	**44.7**	**10.5**	**2.9**	**29.0**	**7.4**	**0.6**	**23.7**
1Yr (% Change)	1.1	0.3	-1.7	0.2	-5.0	-14.3	0.3
India	**11.0**	**13.5**	**12.0**	**48.0**	**9.3**	**0.2**	**31.3**
1Yr (% Change)	0.0	2.3	-5.5	0.8	0.5	20.0	-0.3
Brazil	**21.1**	**46.0**	**1.9**	**1.6**			**3.1**
1Yr (% Change)	-5.4	4.4	16.9	8.6			-11.6
Argentina	**11.1**	**16.6**	**0.7**	**0.2**		**1.9**	**5.9**
1Yr (% Change)	5.7	3.8	22.6	3.1		-24.0	0.0
Australia	**0.0**	**0.0**	**0.5**	**0.1**	**3.5**	**0.0**	**12.4**
1Yr (% Change)	-4.7	-2.4	-16.6	7.8	-10.6	-15.9	-4.8
South Africa	**2.6**	**1.2**				**0.5**	
1Yr (% Change)	1.9	0.2				-4.8	

Traded Seed Market*:

(in $ million)

Region	**2022**	**2023P**	**Growth (2022/21%)**	**2024F**	**Nominal growth (%)**	**Constant growth (%)**
North America	16,473	17,265	4.8	17,472	1.2	1.3
Central & South America	9,840	11,231	14.1	11,511	2.5	0.3
Asia Pacific	10,026	10,321	3.0	10,218	-1.0	2.3
Europe	6,605	6,774	2.6	6,876	1.5	2.9
MEA	2,062	2,104	2.0	2,142	1.8	12.7
World	45,006	47,696	6.0	48,220	1.1	2.0

** Pertains to the 2024 Agricultural year, excludes farmer saved & government supplied seed.*

- **North America**: **USA** - Maize sector expected to fall, driven by lower planted area, however some value may be replaced by indicated rise in seed price. US soybean market to grow as a result of greater planted area and indicated rise in seed price. Also, greater cotton, rice and canola areas. **Canada** – Lower canola area, however growth in seed price likely to overcome value lost through area decline. Lower wheat area and fall in seed price to result in lower market value.

- **Central & South America**: **Brazil** – Greater soybean area (+4.4%) and rise in seed price indicated, resulting in market growth. Decline in maize area (-5.4%) as a result of delayed planting/harvesting, however area not as low as estimated earlier in the season. Local maize prices down from last year but not fully offset by positive exchange rate to USD, resulting in market decline. 16.9% increase in cotton area, combined with greater seed price to result in growth of market value. **Argentina** – Maize and soybean and areas up by 5.7% and 3.8% respectively. Lower maize, soybean and sunflower seed prices, but greater for sorghum and wheat. Decline in sunflower area and fall in seed price, resulting fall in market value.
- **Asia Pacific**: Greater maize area in China, Indonesia and Philippines, flat in India, but lower in Vietnam. Greater rice areas in India. Growth of wheat areas in China, but lower in India and Australia. Smaller cotton areas in China, India and Pakistan. Negative impact of currency exchange from India China, Australia, Japan and Thailand.
- **Europe**: **EU27** - Maize and sunflower areas to increase by 5.0% and 2.5% respectively, average seed prices are expected to be higher. EU27 wheat area down by 5.2% through poor weather at the time of planting. Same weather impacted oilseed rape areas (-8.8%). Positive impact of currency exchange from Euro. **Ukraine** - Planted less cereals in favour of oilseeds. **Russia** planted less wheat, but more maize, soybean and rapeseed. Negative impact of currency exchange from Russian Ruble.
- **MEA**: **South Africa** - Maize area increased by 1.9%, driven by demand. Soybean area rose by 0.2% to 1.2 million. **Turkey** - Impacted by hyperinflation. The country's agricultural production costs have significantly increased, reportedly outpacing increases in government support payments.

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page 17 for a discussion of the risks and uncertainties in relation to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 22 and 437 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Further, the information has also been derived from Agbio Reports. The Agbio Reports have been prepared and issued by Phil Mac Associates LLP t/a AgbioInvestor, for the purposes of confirming our understanding of the crop protection and seeds industry. The Agbio Reports form part of the material documents for inspection and is available on the website of our Company at https://www.upl-ltd.com/investors/shareholder-center/rights-issue.

Our financial year ends on March 31 of each year, and references to a particular Financial Year are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Financial Statements included in this Letter of Offer. For information, see "Financial Statements/Financial Results" on page 192.

In this section, unless the context otherwise indicates or implies, "we", "us" and "our" refer to our Company together with our Subsidiaries, Joint Ventures and Associates, and references to "our Company" are to UPL Limited only.

Overview

Our Company is one of the leading companies in the agricultural solutions sector, with global operations, offering an integrated portfolio of innovative agriculture solutions through products and services across the crop lifecycle. We are the fifth largest agrochemical company globally in terms of sales. ***(Source:** Agbio Reports).* Our product portfolio includes products, such as fungicides, herbicides, insecticides, bio-solutions, seeds, post-harvest solutions, soil and water technology and agronomic services for farmers, as well as physical and digital services. Since Uniphos Enterprises Limited's incorporation in 1969 and our Company's incorporation in 1985, we have forward integrated from the production of phosphorus to currently being present across the agri-value chain. We have expanded beyond crop protection to seeds, post-harvest solutions and animal health products, such as honeybee protective miticides and veterinary vaccines, among others. We promote the development of sustainable food systems through our range of solutions to help farmers improve their yields and create value for farmers throughout the lifecycle of their crops and reduce production costs.

We are innovation driven, with R&D and manufacturing centres that are interconnected across a global network, located at strategic locations, enabling us to develop and deliver solutions on a global scale in a cost-efficient manner. As of September 30, 2024, we had 43 manufacturing facilities, 57 R&D centres across the globe for crop protection, non-agro and seeds segments.

Our business is primarily divided into three business segments, namely:

(i) Crop protection: This segment is the main area of our operations, and includes our international and India crop protection platforms, which entail manufacturing and marketing of crop protection solutions, and other agriculture related products;

(ii) Seeds: This segment includes our global seeds platform, which includes the manufacture, processing, and marketing of seeds; and

(iii) Non-agro: This segment includes our non-agchem specialty chemicals business and entails manufacturing and marketing of industrial chemicals and other non-agricultural products.

The contribution of revenue from our business segments as a percentage to the total revenue from operations, is as follows:

Period	Crop protection (%)	Seeds (%)	Non-agro (%)
For the six month period ended September 30, 2024	83.53	10.54	5.93
Fiscal 2024	84.85	9.80	5.35
Fiscal 2023	88.15	6.73	5.12

We have been endeavouring to simplify our structure through various business realignment initiatives, which, we believe, will help us in facilitating accelerated growth and unlock value. We have created separate pure play platforms to enable each of our business segments to independently pursue suitable growth opportunities, take quicker decisions, and have improved access to capital. Overall, we aim to create a more efficient and agile organisation that can adapt to market demands and deliver results by streamlining our operations. Some of the global leading private equity investors such as Abu Dhabi Investment Authority, Brookfield Corporation, TPG, KKR, etc. are investors in most of our pure-play platforms. Our pure play platforms are as follows:

(i) International Crop Protection (UPL Corporation Ltd.): Our international crop protection platform is committed to addressing crop care needs of farmers across the world with a broad portfolio of innovative solutions consisting of conventional crop protection products and bio solutions. With a farmer-centric approach, we prioritize addressing the challenges faced by farmers and developing solutions to enhance agricultural productivity.

(ii) India Crop Protection (UPL Sustainable Agri Solutions Limited): As one of the crop protection players in India and through our comprehensive range of innovative agricultural solutions, covering various aspects of the crop cycle, we aim to enhance the resilience of farmers, optimise their yields, and assist farmers in achieving long term viability.

In this regard, we have launched an AgTech platform – 'Nurture'. The 'Nurture' platform consists of (i) 'nurture.farm', offering the farmers easy booking of agricultural services like, spraying services, harvester, farm advisory, soil testing, etc., thereby enabling access by farmers to affordable and sustainable farming services and (ii) 'nurture.farm retail', which is an e-commerce marketplace, directly connecting retailers to manufacturers.

(iii) Global Seeds (Advanta Enterprises Limited): We offer a diverse portfolio of hybrid varieties of seeds across different crops through our global seed platform. It encompasses our Indian and international seeds business, making it a comprehensive global seed platform.

(iv) Specialty Chemicals* (Superform Chemistries Limited (FKA UPL Speciality Chemicals Limited)): The platform supplies agchem active ingredients and specialty chemicals to the UPL Group companies (UPL Corporation and UPL SAS) and other external B2B clients. It has a considerable amount of experience in manufacturing hazardous and complex chemistries that comply with global standards.

***** *Shareholders of UPL Limited have approved the transfer of business undertaking by way of slump sale, consisting of certain units engaged in manufacturing of the specialty chemicals (including artificial intelligence manufacturing) to Superform Chemistries Limited (FKA UPL Speciality Chemicals Limited) at the shareholders' meeting on July 20, 2023.*

Our Strengths

Comprehensive and a diversified range of product portfolio

Our product portfolio includes patented and post-patent agricultural solutions including crop protection products such as, fungicides, herbicides, insecticides and bio solutions; seeds, post-harvest products; and mechanization and agronomic services for farmers. Our product portfolio covers the agricultural value chain from seeds to harvest, comprising seeds, seeds treatment, crop protection, soil and water technologies, storage of agricultural products, post-harvest solutions. Our product portfolio extends to non-agri businesses comprising such as animal health products, honey bee protective miticides and veterinary vaccines. Our products include products that address climate, soil and seed varieties in different geographies. We believe that our comprehensive and diversified product portfolio has helped us to maintain a balanced operating revenue stream without excessive reliance on a single product. Such a product portfolio that can be manufactured across all seasons has also helped us de-risk our business from concerns with respect to seasonality. Our crop protection segment can be broadly classified into i) post-patent products; and ii) high-margin differentiated and sustainable products, such as bio solutions. A considerable part of the crop protection segment also has registered intellectual property. Our extensive in-house capabilities across the process value chain, such as in R&D, product development, registration, manufacture of active ingredients formulation, packaging to marketing and distribution have a cohesive objective of creating innovative, and differentiated solutions.

Good track record of R&D and product development capabilities

As of September 30, 2024, we had 57 R&D centres across the globe for our crop protection, non-agro and seeds segments and for the six month period ended September 30, 2024 and Fiscals 2024 and 2023, our capital expenditure towards research and development costs was ₹ 17 crores, ₹ 101 crores and ₹ 102 crores, respectively. Our R&D capabilities are reinforced by our experienced R&D professionals across the globe. As of the date of this Letter of Offer, we have 5,047 patents including patents which have been granted, published and allowed. Our competence lies in developing innovative and effective crop protection solutions, backed by our strong in-house research capabilities. Leveraging our farm-to-lab innovation model, we have also developed a portfolio of value-added differentiated agrochem products sold globally under a variety of brand names, such as Sperto, Feroce, Evolution. Our R&D philosophy is based on the understanding of the needs of farmers, allowing us to respond quickly to evolving needs with new, differentiated and sustainable products. In addition, we are also committed to the development of innovative, high-quality products in the future, to meet both the growing demands of our farmers to drive increased yields and food supply globally in a world that is grappling with climate change, erratic weather patterns, stringent environmental norms, and changing preferences of food companies and consumers.

Diversified global manufacturing presence, research centres and global footprint

We have a diversified geographical footprint, with Latin America, North America, Europe, India and the rest of the world accounting for 40.03%, 9.03%, 15.33%, 12.77% and 22.83%, respectively, of its operating revenues for the Financial Year ended March 31, 2024. As on September 30, 2024, we have a sales presence globally. This has positioned us to increase our market share in the crop protection segment. Geographic diversification also mitigates our exposure to adverse weather conditions in any single cropping region. The diversity of our business across geographies also helps in de-risking our business from any kind of concentration of business in a particular geography and fosters resilience. It also provides a range of expansion opportunities across major cropping regions around the world. Furthermore, we believe that this enhances our ability to deliver products to end users with short lead time which is critical, particularly given the seasonal nature of cropping.

Experienced promoters and management with deep industry expertise and proven track record.

We have professional and experienced whole-time directors, key managerial personnel and senior management with considerable experience in the agrochemicals industry, responsible for devising business strategies, developing new products, integrating systems, processes and technologies, diversification and expansion of business, and commitment to customer-focused approach. Our whole-time directors, key managerial personnel and senior management are supported by a qualified pool of employees, which includes, our quality assurance and R&D teams. Collectively, the key managerial personnel and senior management have demonstrated an ability to manage and scale our operations. For further details, see "*Our Management*" on page 186.

Our Strategies

Strategic restructuring and creating pure-play platforms for enhanced performance.

We have created separate pure play platforms to enable each of the business segments to independently pursue suitable growth opportunities, take quicker decisions, and have improved access to capital. We believe that this is a significant transformation intended at streamlining our operations and facilitating the growth potential of each platform, having varied growth prospects, profitability, and capital intensity. This new approach is designed to optimise our market presence across various segments, and enable us to respond swiftly to market dynamics and seize emerging opportunities across all the sectors that we compete in. We aim to create a more efficient and agile organisation that can adapt to market demands and deliver results by streamlining our operations.

These pure play platforms are as follows:

(i) International Crop Protection (UPL Corporation Limited): Our international crop protection platform is committed to addressing crop care needs of farmers across the world with a broad portfolio of innovative solutions consisting of conventional crop protection products, biosolutions, post-harvest solutions and others. With a farmer-centric approach, we prioritize addressing the challenges faced by farmers and developing solutions to enhance agricultural productivity. Our international crop protection platform aims to offer cutting-edge crop protection solutions, including biosolutions to address the evolving needs of farmers globally. As a part of our Open Agriculture (OpenAg) philosophy, we also foster collaborations with other agrochemical companies and other companies across the agri value chain to expand and strengthen our product portfolio and expand our customer base. By leveraging partnerships and collaborations, we enhance our ability to develop and deliver advanced technologies and solutions that promote crop health and productivity.

(ii) India Crop Protection (UPL Sustainable Agri Solutions Limited): As a crop protection player in India and through our comprehensive range of innovative agricultural solutions, covering various aspects of the crop cycle, we aim to enhance the resilience of farmers, optimise their yields, and assist farmers in achieving long term viability.

(iii) Global Seeds (Advanta Enterprises Limited): We offer a diverse portfolio of hybrid varieties of seeds across different crops through our global seed platform. It encompasses our Indian and international seeds business, making it a comprehensive global seed platform. As on September 30, 2024, Advanta has network of more than 32 production sites spanning across 25 countries, 33 R&D centres across 11 countries and a dedicated on-ground salesforce. Advanta has a strong international presence which we believe has enabled us to effectively serve customers around the world.

(iv) Specialty Chemicals* (USCL): The specialty chemical platform caters to both captive business as well as to external B2B clients across agrochemicals and other diversified sectors coupled with changing consumer preferences towards green chemistries for active ingredients.

***** *Shareholders of UPL Limited have approved the transfer of business undertaking by way of slump sale, consisting of certain units engaged in manufacturing of the specialty chemicals (including AI manufacturing) to Superform Chemistries Limited (FKA UPL Speciality Chemicals Limited) at the shareholders' meeting on July 20, 2023.*

Capitalizing on industry opportunities by taking advantage of our unique positioning and expanding to new chemistries.

In order to make the supply chains reduce their dependence on China, many global conglomerates are looking to follow the China Plus One strategy where such conglomerates, to avoid investing only in China, diversify their sourcing from other countries, or channel their investments into manufacturing in other promising developing economies. This coupled with the 'Make in India' campaign has added further impetus to India as a manufacturing hub, leading to increased opportunities in specialty chemicals. Further, there is a global demand for biofriendly products in the world. We intend to capitalize on such opportunities considering our diversified range of product portfolio as well as our R&D capabilities.

Our presence extends globally, and we intend to serve a wider audience through an expanded product range. We believe that with our experience in providing agri-solutions, R&D capabilities, global presence in manufacturing and distribution of innovative agriculture solutions through diversified products and services across the crop lifecycle and customer centric approach, we can further expand our portfolio to create value for our customers in our market segments. Further, our geographical expansion strategy includes entering new markets, increasing penetration across existing markets, and improving access to our products through distributor partnerships, farmer tie-ups, and collaborations with retailers for better visibility and sales. We also intend to expand into green chemistries, sustainable products and formulations, and expand our external B2B manufacturing collaborations to scale-up the specialty chemicals business.

Strengthening governance and endeavour to make our processes and products more environmentally sustainable

We strive to be more than just an important player in the industry and are committed to upholding high standards of value creation, adherence to relevant global standards and achieve best-in-class environmental, social and governance (ESG) metrics, which we believe will help Company to create long term value for all stakeholders. This dedication towards responsible production demonstrates our commitment to creating long-term value for all stakeholders.

We seek to collaborate with farmers to address their challenges and develop innovative solutions to commensurate with their needs. Through our collaborations, such as the Gigaton Carbon Goal with the FIFA Foundation, and partnerships with organisations like the World Business Council for Sustainable Development ("**WBCSD**") and UN Global Compact, we develop technologies for sustainable agriculture systems. With our association with WBCSD, we intend to integrate sustainable practices into our business model. We have also taken specific targets around the CO_2 emission, waste disposal and water consumption reduction in our production process to maintain sustainability in our production process and have also won certain awards for our ESG initiatives.

We have also launched an AgTech platform – 'Nurture' with an aim to empower farmers and retailers. The 'Nurture' platform consists of (i) 'nurture.farm' offering farmers easy booking of agricultural services like, spraying services, harvester, farm advisory, soil testing, etc. thereby giving the farmers access to affordable and sustainable farming services and ultimately promoting sustainable agriculture and (ii) 'nurture.farm retail' which is an e-commerce marketplace which directly connects the retailers to the manufacturers.

Our products and principal markets

Our products are majorly sold across Latin America (including Brazil), North America, Europe and India.

Product segments

a) Crop Protection

Our crop protection segment includes conventional chemicals, bio solutions, post-harvest and crop establishment solutions, which enable us to effectively address a wide range of issues that farmers face across diverse geographies, driving revenue across seasons and weather patterns. Our customers under the crop protection segment are typically distributors and cooperatives, and also farmers in certain regions like Brazil.

Leveraging our unique farm-to-lab innovation model, we also specialise in developing agrochemical mixtures and combinations in addition to solo formulations. These mixtures provide value-add to farmers in ways like improved yields and low residue, amongst many others. In addition, to agrochemicals, we are also an important player globally in biosolutions, which includes crop protection or nutrition products made of natural materials and substances.

b) Seeds

Our global seeds segment, under Advanta Enterprises Limited ("**Advanta**"), has a diverse portfolio of hybrid seed varieties. In terms of crops, our major crops, revenue-wise, include field corn, certain grains, forage, sorghum, vegetables and fresh corn, and sunflower and canola, among others. Our brands include *'Advanta', 'Pacific Seeds'*, *'Alta Seeds'*, *'Empyr'*, *'Advanta Golden Seeds' and 'Hyola'*. Our customers under the seeds segment are typically distributors, retailers and farmers.

Advanta focuses on product technology to offer good quality and differentiated products in the marketplace.

c) Specialty Chemicals

Our specialty chemicals segment entails manufacturing and supply of agrochemical active ingredients to UPL Corporation Limited and UPL Sustainable Agri Solutions Limited, and other major customers, including large multi-national corporations and other domestic companies operating in several and diversified sectors comprising Agchem, pharmaceuticals, paints, *etc.*). Our major chemistries include: Grignard Reaction, Nitration, Phosphorus and Sulphur Derivatives, Chlorination, Hydrogenation, Phosgenation and Cynation.

Manufacturing facilities

We conduct our business with customers globally with 43 manufacturing facilities across the globe supplying intermediate and or finished products, which are further processed / packaged prior to sale. Our Company owns and operates active ingredient and specialty chemicals manufacturing facilities located primarily in India, with one facility also located in Colombia.

The following table sets forth the installed production capacity of our active ingredient manufacturing facilities and the capacity utilization for the six month period ended September 30, 2024 and for the period ended March 31, 2024:

Product#	**Installed Capacity * (KT)**	**Capacity Utilisation (%)* For the period ended March 31, 2024**	**Capacity Utilisation (%)* For the period ended September 30, 2024**
Agrochemicals[1]	15,65,176	50.00%	51.00%
Specialty Chemicals and Intermediates[2]	73,571	40.00%	51.00%
Seeds[3]	62,004	83.00%	33.12%

 # This includes all the manufacturing plants in India and rest of the world.
1 This refers to the crop protection segment.
2. This refers to the non-agro segment
3. The capacity utilisation for the seeds segment has been included for the seeds treating and packing season.
** As certified by Manish B. Kevadiya, Chartered Engineer pursuant to the certificate dated November 12, 2024.*

Manufacturing process and technology

1. <u>Crop Protection:</u>

The crop protection manufacturing set-ups are classified into technical / active ingredients and Formulations. We are backward integrated to reduce the dependency of raw materials from external suppliers. As a part of the process, the technical units produce active ingredients which are raw materials for Formulations besides direct sales to market.

2. <u>Seeds</u>:

Our seeds segment focuses on developing hybrids with superior performance in terms of yield, biotic and abiotic stress tolerance and with high adaptation to the dynamic growing environments. Our research efforts are done through application of novel breeding technologies and exploring a large proprietary germplasm base. The hybrid seeds are produced at large scale either through farmers in their farms, or are produced by us. The seeds are then processed, treated and packed for sales after relevant quality tests.

3. <u>Non-agro</u>:

The non-agro manufacturing process set-ups are similar to the manufacturing set-ups for the crop protection segment. However, the products produced under the non-agro segment are also consumed for pharmaceuticals, polymer additives, lubrication, flavors and fragrances, personal care, paints and coatings in addition to agrochemicals.

For the crop protection and non-agro set-ups, we use innovative technologies to handle complex chemistries namely chlorination, hydrogenation, phosgenation, cynation, etc.

Marketing and sales promotion

Our business is primarily organized into five regions namely, North America, Latin America (including Brazil), Europe, India and the rest of the world. Each region is structured, to provide sales, marketing, finance, human resources and customer services. For all the major countries, we have a direct footprint, with sales and marketing staff to service both distributors and the farmers. Our products are sold to farmers though independent distributors, dealers, co-operative channels and also direct sales to farmers globally. The distribution strategy is aligned to the needs of each individual region and country, representing the practises that best serve each specific geography. We believe that this is critical in establishing strong customer relationships, understanding the market requirements and strengthening brand loyalty. Our distribution strategy also covers diverse segments, including distributors, co-operative channels and direct sales to large farmers.

Over the years, we have expanded our geographic reach and enhanced customer proximity through branding and unique go-to-market strategies, and have also continued to expand cross-selling of our portfolio products. A unique element of our market strategy are the strategic alliances and partnerships. Overall, these alliances expand market reach, enhance growers' access to innovative solutions.

As on September 30, 2024, our Company had 232 subsidiaries / associates / joint ventures across the globe. Most of these subsidiaries and associate companies act as our marketing arm and their main activity is confined to marketing by servicing local markets with greater efficiency and ensuring timely availability of different products of our Company.

OUR MANAGEMENT

Board of Directors

The composition of our Board is governed by and in conformity with the Companies Act, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association. Our Articles of Association provide that the minimum number of Directors shall not be less than three and the maximum number of Directors shall not be more than 15 unless otherwise determined by our Company after passing a special resolution in a general meeting. As on the date of this Letter of Offer, our Company has nine Directors, of which one Director is an Executive Director and eight Directors are Non-Executive Directors, including five Independent Directors (two of whom are women). Our Board is compliant with the corporate governance requirements of the SEBI Listing Regulations.

The following table sets forth details regarding our Board as of the date of this Letter of Offer:

Sr. No.	Name, Designation, Date of Birth, Term, Period of Directorship, DIN, Occupation and Address	Age (in years)	Other Directorships
1.	**Jaidev Rajnikant Shroff** **Designation**: Chairman and Non-executive Director **Date of Birth**: October 4, 1965 **Term**: Liable to retire by rotation **Period of Directorship**: Since October 1, 1992 **DIN**: 00191050 **Occupation**: Industrialist **Address:** Villa-08, 366-Umm Suqeim Third, 118163, Dubai, UAE	59	*Indian Companies*: 1. Nivi Trading Limited 2. Ventura Guaranty Limited 3. Uniphos Enterprises Limited 4. Advanta Enterprises Limited 5. UPL Sustainable Agri Solutions Limited 6. Demuric Holdings Private Limited 7. JRF Research Private Limited 8. Shroff Envirotral Private Limited 9. Agrocel Industries Private Limited 10. Asia Society India Centre *Foreign Companies*: 1. UPL Corporation Limited, Mauritius 2. UPL Corporation Limited, Cayman 3. Advanta Mauritius Limited
2.	**Vikram Rajnikant Shroff** **Designation**: Non-executive Director **Date of Birth**: February 11, 1973 **Term**: Liable to retire by rotation **Period of Directorship**: Since April 22, 2006 **DIN**: 00191472 **Occupation**: Industrialist **Address:** Villa no. 48, Frond K. Palm Jumeirah. Dubai - 33421, United Arab Emirates	51	*Indian Companies*: 1. Advanta Enterprises Limited 2. UPL Sustainable Agri Solutions Limited 3. Agrinet Solutions Limited 4. UPL Global Business Services Limited 5. Mrugal Properties Limited 6. Agraja Properties Limited 7. Shroff Envirotral Private Limited 8. Force Aviation Private Limited 9. Uniphos Envirtronic Private Limited 10. Demuric Holdings Private Limited 11. JRF Research Private Limited *Foreign Companies*: 1. UPL Corporation Limited, Mauritius 2. UPL Corporation Limited, Cayman 3. Advanta Mauritius Limited
3.	**Carlos Alberto De Paiva Pellicer**	62	*Indian Companies*:

Sr. No.	Name, Designation, Date of Birth, Term, Period of Directorship, DIN, Occupation and Address	Age (in years)	Other Directorships
	Designation: Non-executive, Non-independent Director **Date of Birth**: August 27, 1962 **Term**: Liable to retire by rotation **Period of Directorship**: Since November 1, 2022 **DIN**: 09775747 **Occupation**: Service **Address:** 2 Wood Cresent Apt 701, Television Center, London W127GJ, United Kingdom		Nil *Foreign Companies*: 1. UPL Corporation Limited, Mauritius
4.	**Raj Kumar Tiwari** **Designation**: Whole-time Director **Date of Birth**: September 17, 1970 **Term**: For a period of five years from November 1, 2022 till October 31, 2027, liable to retire by rotation **Period of Directorship**: Since November 1, 2022 **DIN**: 09772257 **Occupation**: Service **Address:** Flat No 2201, 22nd Floor, B Wing, Oberoi Exquisite, Village Dindoshi, Oberoi Garden City, Next to Oberoi Mall, Goregaon East, Mumbai, Mumbai Suburban – 400063, Maharashtra, India	54	*Indian Companies*: 1. Superform Chemistries Limited 2. Kudos Chemie Limited 3. Augene Chemical Private Limited *Foreign Companies*: Nil
5.	**Suresh Kumar** **Designation**: Independent Director **Date of Birth**: April 4, 1956 **Term**: For a period of five years from October 20, 2022 to October 19, 2027 **Period of Directorship**: Since October 20, 2022 **DIN**: 00512630 **Occupation**: Retired Indian Administrative Service Officer **Address:** H. No. 618, Sector 16D, Chandigarh - 160015	68	*Indian Companies*: 1. Vardhman Textiles Limited 2. Nimbuan Greenfield (Punjab) Association *Foreign Companies*: Nil

Sr. No.	Name, Designation, Date of Birth, Term, Period of Directorship, DIN, Occupation and Address	Age (in years)	Other Directorships
6.	**Vasant Gandhi** **Designation**: Independent Director **Date of Birth**: December 10, 1954 **Term**: For a period of five years since November 23, 2020 to November 22, 2025 **Period of Directorship**: Since November 23, 2015 **DIN**: 00863653 **Occupation**: Service **Address:** 403, Indian Institute of Management, Vastrapur, Ahmedabad City, Ambawadi Vistar, Ahemedabad – 380015, Gujarat, India	69	*Indian Companies*: Nil *Foreign Companies*: Nil
7.	**Naina Lal Kidwai** **Designation**: Independent Director **Date of Birth**: April 16, 1957 **Term**: For a period of five years from October 1, 2021 to September 30, 2026 **Period of Directorship**: Since October 1, 2021 **DIN**: 00017806 **Occupation**: Consultant **Address:** Mentok RI, Mustail 129 Qila No. 13, Mahrauli, Aya Nagar, South Delhi, Delhi 110047, India	67	*Indian Companies*: 1. Gland Pharma Limited 2. Biocon Limited 3. Nayara Energy Limited 4. Rothschild & Co. India Private Limited *Foreign Companies*: 1. UPL Agricultural Solutions BV 2. Holcim SA
8.	**Hardeep Singh** **Designation**: Independent Director **Date of Birth**: September 8, 1954 **Term**: For a period of five years from February 2, 2020 to February 1, 2025 **Period of Directorship**: Since February 2, 2015 **DIN**: 00088096 **Occupation**: Service	70	*Indian Companies*: 1. Mahindra Agri Solutions Limited 2. Escorts Kubota Limited 3. Advanta Enterprises Limited 4. UPL Sustainable Agri Solutions Limited 5. Escorts Kubota India Private Limited 6. Agresource Management Private Limited *Foreign Companies*: 1. UPL Corporation Limited, Mauritius 2. UPL Corporation Ltd. Cayman 3. Yoma Agriculture Co., Myanmar 4. Zuari Yoma Agri Solutions Ltd. Myanmar 5. UPL DO BRASIL S.A.

Sr. No.	Name, Designation, Date of Birth, Term, Period of Directorship, DIN, Occupation and Address	Age (in years)	Other Directorships
	Address: 608A, The Aralias, DLF Golf Links DLF Golf Course, DLF City, Phase 5, Galleria, Gurgaon-122009, Haryana, India		Advanta Mauritius Limited
9.	**Usha Rao Monari** **Designation**: Independent Director **Date of Birth**: July 27, 1959 **Term**: For a period of five years from August 18, 2023 to August 17, 2028 **Period of Directorship**: Since August 18, 2023 **DIN**: 08652684 **Occupation**: Service **Address:** Rua Dos Freixos 17, Cascais, Lisbon, 2750-007	65	*Indian Companies*: 1. Advanta Enterprises Limited 2. UPL Sustainable Agri Solutions Limited 3. National Highways Infra Investment Managers Private Limited 4. NHAI Invit *Foreign Companies*: 1. Advanta Mauritius Limited 2. Fortescue Limited

Confirmations

1. None of our Directors is, or was, a director of any listed company during the last five years immediately preceding the date of filing of this Letter of Offer, whose equity shares are or were suspended from being traded on any stock exchanges, during the term of their directorship in such company.

2. Except as stated below, none of our Directors is, or was, a director of any listed company whose equity shares are or were delisted from any stock exchange, during the term of their directorship in such company, in the last 10 years immediately preceding the date of filing of this Letter of Offer.

   Our Directors, namely Jaidev Rajnikant Shroff, Vikram Rajnikant Shroff, Vasant Gandhi and Hardeep Singh were on the board of directors of Advanta Limited whose shares were voluntarily delisted from BSE and NSE on August 1, 2016 due to the amalgamation of Advanta Limited into our Company pursuant to the scheme of amalgamation. Set out below was the term of each of these Directors in Advanta Limited:

Sr. No.	Name of Director	Date of appointment	Period of directorship
1.	Jaidev Rajnikant Shroff	March 2, 2006	10 years 5 months
2.	Vikram Rajnikant Shroff	March 2, 2006	10 years 5 months
3.	Vasant Gandhi	January 22, 2007	9 years 6 months
4.	Hardeep Singh	January 22, 2007	9 years 6 months

Details of Key Managerial Personnel, Senior Management of our Company

The details of our Key Managerial Personnel and the members of our Senior Management in terms of the Companies Act and the SEBI ICDR Regulations (as applicable) as on date of this Letter of Offer are set forth below:

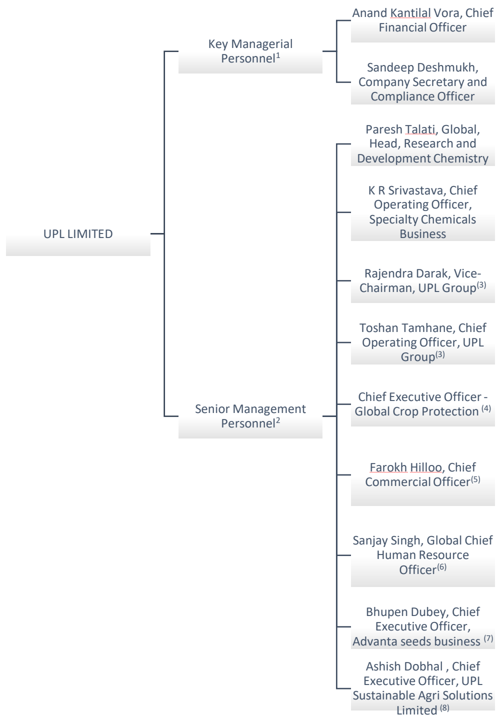
Sr. No.	Name	Designation
Key Managerial Personnel*		
1.	Anand Kantilal Vora	Chief Financial Officer
2.	Sandeep Mohan Deshmukh	Company Secretary and Compliance Officer

Sr. No.	Name	Designation
Senior Management**		
1.	Paresh Talati	Global, Head, Research and Development Chemistry
2.	K R Srivastava	Chief Operating Officer, Specialty Chemicals Business
3.	Rajendra Darak	Vice-Chairman, UPL Group(1)
4.	Toshan Tamhane	Chief Operating Officer, UPL Group(1)
5.	Mike Frank	Chief Executive Officer - Global Crop Protection (2)
6. .	Farokh Hilloo	Chief Commercial Officer (3)
7.	Sanjay Singh	Global Chief Human Resource Officer (4)
8.	Bhupen Dubey	Chief Executive Officer, Advanta seeds business(5)
9.	Ashish Dobhal	Chief Executive Officer, UPL Sustainable Agri Solutions Limited(6)

** In addition to Raj Kumar Tiwari, who is our Whole-time Director and the Chief Executive Officer of our Indian manufacturing and specialty chemicals business, which is housed in Superform Chemistries Limited (formerly known as UPL Specialty Chemicals Limited)*
***In addition to our Key Managerial Personnel.*

(1) *UPL Group includes UPL Limited and Subsidiaries.*
(2) *Chief Executive Officer in UPL Corporation Limited which is the flagship company for our global crop protection business housed in our Subsidiaries globally.*
(3) *Chief Commercial Officer in UPL Corporation Limited which is the flagship company for our global crop protection business housed in our Subsidiaries globally.*
(4) *Global Chief Human Resource Officer in UPL Corporation Limited which is the flagship company for our global crop protection business housed in our Subsidiaries globally.*
(5) *Chief Executive Officer, for Advanta seeds business (which is housed in Advanta Enterprises Limited, and its subsidiaries located overseas).*
(6) *Chief Executive Officer, for UPL Sustainable Agri Solutions Limited, one of our Subsidiaries*

Current Organisational Structure



[1] *In addition to Raj Kumar Tiwari, Whole-time Director and the Chief Executive Officer of our Indian manufacturing and specialty chemicals business, which is housed in Superform Chemistries Limited (formerly known as UPL Specialty Chemicals Limited)*
[2] *In addition to our Key Managerial Personnel.*
[3] *UPL Group includes UPL Limited and Subsidiaries.*
[4] *Chief Executive Officer in UPL Corporation Limited which is the flagship company for our global crop protection business housed in our Subsidiaries globally.*
[5.] *Chief Commercial Officer in UPL Corporation Limited which is the flagship company for our global crop protection business housed in our Subsidiaries globally.*
[6] *Global Chief Human Resource Officer in UPL Corporation Limited which is the flagship company for our global crop protection business housed in our Subsidiaries globally.*
[7] *Chief Executive Officer, for Advanta seeds business (which is housed in Advanta Enterprises Limited, and its subsidiaries located overseas).*
[8] *Chief Executive Officer, for UPL Sustainable Agri Solutions Limited, one of our Subsidiaries*

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS / FINANCIAL RESULTS

B S R & Co. LLP
Chartered Accountants

14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway
Goregaon (East), Mumbai – 400 063, India
Telephone: +91 (22) 6257 1000
Fax: +91 (22) 6257 1010

Limited Review Report on unaudited consolidated financial results of UPL Limited for the quarter ended 30 September 2024 and year to date results for the period from 01 April 2024 to 30 September 2024 pursuant to Regulation 33 and Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as prescribed in Securities and Exchange Board of India operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021, as amended

To the Board of Directors of UPL Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of UPL Limited (hereinafter referred to as "the Parent"), and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the net loss after tax and total comprehensive loss of its associates and joint ventures for the quarter ended 30 September 2024 and year to date results for the period from 01 April 2024 to 30 September 2024 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 and Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), as prescribed in Securities and Exchange Board of India operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021, as amended.

2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "*Interim Financial Reporting*" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52(4) of the Listing Regulations, as prescribed in Securities and Exchange Board of India operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021, as amended. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity",* issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the entities mentioned in Annexure I:

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52(4) of the Listing Regulations, as prescribed in Securities and Exchange Board of India operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

6. We did not review the interim financial information of 47 Subsidiaries included in the Statement, whose interim financial information reflects total assets (before consolidation adjustments) of Rs. 1,43,295 crores as at 30 September 2024 and total revenues (before consolidation adjustments) of Rs. 10,662 crores and Rs. 17,927 crores, total net profit/(loss) after tax (before consolidation adjustments) of Rs. 361 crores and Rs. (690) crores and total comprehensive income/(loss) (before consolidation adjustments) of Rs. 363 crores and Rs. (697) crores, for the quarter ended 30 September 2024 and for the period from 01 April 2024 to 30 September 2024 respectively, and cash outflows (net) (before consolidation adjustments) of Rs. 554 crores for the period from 01 April 2024 to 30 September 2024. as considered in the Statement. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Parent's management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

   One of the subsidiary is located outside India whose interim financial information has been prepared in accordance with accounting principles generally accepted in its country and which has been reviewed by other auditor under generally accepted auditing standards applicable in its country. The Parent's management has converted the interim financial information of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Parent's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Parent and reviewed by us.

   Our conclusion is not modified in respect of this matter.

7. The Statement includes the interim financial information of 143 Subsidiaries which have not been reviewed, whose interim financial information reflects total assets (before consolidation adjustments) of Rs. 89,730 crores as at 30 September 2024 and total revenues (before consolidation adjustments) of Rs. 2,064 crores and Rs. 4,391 crores, total net profit after tax (before consolidation adjustments) of Rs. 198 crores and Rs. 117 crores and total comprehensive income (before consolidation adjustments) of Rs. 198 crores and Rs. 117 crores, for the quarter ended 30 September 2024 and for the period from 01 April 2024 to 30 September 2024 respectively, and cash outflows (net) (before consolidation adjustments) of Rs 35 crores for the period from 01 April 2024 to 30 September 2024. as considered in the Statement. The Statement also includes the Group's share of net loss after tax of Rs. 135 crores and Rs. 167 crores and total comprehensive loss of Rs. 141 crores and Rs. 176 crores, for the quarter ended 30 September 2024 and for the period from 01 April 2024 to 30 September 2024 respectively as considered in the Statement, in respect of 23 associates and 6 joint ventures, based on their interim financial information which have not been reviewed. According to the information and explanations given to us by the Parent's management, these interim financial information are not material to the Group.

Our conclusion is not modified in respect of this matter.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Tarun Kinger

Partner

Mumbai

Membership No.: 105003

11 November 2024

UDIN:24105003BKFBPM9408

Annexure I

List of entities included in unaudited consolidated financial results.

Sr. No	Name of component	Relationship
1	UPL Limited, India	Parent Company
2	Advanta Biotech General Trading Ltd	Subsidiary
3	Advanta Commercio De Sementes Ltda,Brazil	Subsidiary
4	Advanta Enterprises Limited	Subsidiary
5	Advanta Holdings (Thailand) Limited (Incorporated w.e.f. 05/09/2024)	Subsidiary
6	Advanta Holdings BV, Netherland	Subsidiary
7	Advanta Holdings US Inc.	Subsidiary
8	Advanta Mauritius Limited	Subsidiary
9	Advanta Netherlands Holdings BV,Netherlands	Subsidiary
10	Advanta Seeds (Pty) Ltd	Subsidiary
11	Advanta Seeds DMCC	Subsidiary
12	Advanta Seeds Holdings UK Ltd	Subsidiary
13	Advanta Seeds Hungary Kft	Subsidiary
14	Advanta Seeds International, Mauritius	Subsidiary
15	ADVANTA SEEDS MEXICO SA DE CV.	Subsidiary
16	Advanta Seeds Philippines Inc	Subsidiary
17	Advanta Seeds Pty Ltd,Australia	Subsidiary
18	Advanta Seeds Romania S.R.L	Subsidiary
19	Advanta Seeds Tanzania Limited	Subsidiary

20	Advanta Seeds Ukraine LLC	Subsidiary
21	ADVANTA SEEDS ZAMBIA LIMITED	Subsidiary
22	Advanta Semillas SAIC, Argentina	Subsidiary
23	Advanta US, LLC	Subsidiary
24	Agrifocus Limitada	Subsidiary
25	Agripraza Ltda.	Subsidiary
26	Anchorprops 39 (Proprietary) Ltd	Subsidiary
27	Anning Decco Biotech Co., Ltd	Subsidiary
28	Arysta Agro Private Limited	Subsidiary
29	Arysta Agroquimicos y Fertilzantes Uruguay SA	Subsidiary
30	Arysta Health and Nutrition Sciences Corporation	Subsidiary
31	Arysta LifeScience (Mauritius) Ltd	Subsidiary
32	Arysta LifeScience (Thailand) Co., Ltd.	Subsidiary
33	Arysta LifeScience Agriservice Private Limited	Subsidiary
34	Arysta LifeScience Asia Pte., Ltd.	Subsidiary
35	Arysta LifeScience Australia Pty Ltd.	Subsidiary
36	Arysta LifeScience Benelux SRL	Subsidiary
37	Arysta LifeScience Cameroun SA	Subsidiary
38	Arysta LifeScience CentroAmerica, S.A.	Subsidiary
39	Arysta LifeScience Corporation	Subsidiary
40	Arysta LifeScience Corporation Republica Dominicana, SRL	Subsidiary

41	Arysta LifeScience de Guatemala, S.A.	Subsidiary
42	Arysta LifeScience Great Britain Ltd	Subsidiary
43	Arysta LifeScience Inc.	Subsidiary
44	Arysta LifeScience India Limited	Subsidiary
45	Arysta LifeScience Japan Holdings Goudou Kaisha	Subsidiary
46	Arysta LifeScience Kenya Ltd.	Subsidiary
47	Arysta LifeScience Management Company, LLC	Subsidiary
48	Arysta LifeScience Mexico, S.A.de C.V	Subsidiary
49	Arysta LifeScience NA Holding LLC	Subsidiary
50	Arysta LifeScience Netherlands BV	Subsidiary
51	Arysta LifeScience North America, LLC	Subsidiary
52	Arysta LifeScience Ougrée Production SRL	Subsidiary
53	Arysta LifeScience Pakistan (Pvt.) LTD.	Subsidiary
54	Arysta LifeScience Philippines Inc.	Subsidiary
55	Arysta LifeScience Registrations Great Britain Ltd	Subsidiary
56	Arysta LifeScience S.A.S.	Subsidiary
57	Arysta LifeScience Services LLP	Subsidiary
58	Arysta LifeScience U.K. JPY Limited	Subsidiary
59	Arysta LifeScience Vietnam Co., Ltd.	Subsidiary
60	Arysta-LifeScience Ecuador S.A.	Subsidiary
61	ASI SEEDS ENTERPRISES KENYA LIMITED	Subsidiary
62	Betel Reunion S.A.	Subsidiary

63	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	Subsidiary
64	Calli Ghana Ltd.	Subsidiary
65	Callivoire SGFD S.A.	Subsidiary
66	Cerexagri B.V. - Netherlands	Subsidiary
67	Cerexagri S.A.S.	Subsidiary
68	Cerexagri, Inc. (PA),USA	Subsidiary
69	Citrashine (Pty) Ltd, South Africa	Subsidiary
70	Decco Chile SpA	Subsidiary
71	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	Subsidiary
72	Decco Holdings UK Ltd	Subsidiary
73	Decco Iberica Postcosecha, S.A.U., Spain	Subsidiary
74	Decco Israel Ltd	Subsidiary
75	Decco Italia SRL,Italy	Subsidiary
76	Decco PostHarvest Mexico	Subsidiary
77	Decco US Post-Harvest Inc (US)	Subsidiary
78	Decco Worldwide Post-Harvest Holdings B.V.	Subsidiary
79	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	Subsidiary
80	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	Subsidiary
81	Grupo Bioquimico Mexicano Republica Dominicana SA	Subsidiary
82	Grupo Bioquimico Mexicano, S.A. de C.V.	Subsidiary

83	Hannaford Nurture Farm Exchange Pty Ltd	Subsidiary
84	Industrias Bioquim Centroamericana, Sociedad Anónima	Subsidiary
85	INGEAGRO S.A	Subsidiary
86	Kudos Chemie Ltd	Subsidiary
87	Laboratoires Goëmar SAS	Subsidiary
88	Laoting Yoloo Bio-Technology Co. Ltd	Subsidiary
89	Limited Liability Company ”UPL”	Subsidiary
90	MacDermid Agricultural Solutions Australia Pty Ltd	Subsidiary
91	Mali Protection Des Cultures (M.P.C.) SA	Subsidiary
92	Myanmar Arysta LifeScience Co., Ltd.	Subsidiary
93	Naturagri Soluciones, SLU	Subsidiary
94	Natural Plant Protection Limited	Subsidiary
95	Nature Bliss Agro Limited	Subsidiary
96	Netherlands Agricultural Investment Partners LLC	Subsidiary
97	Nurture Agtech Ltd.	Subsidiary
98	Pacific Seeds (Thai) Ltd, Thailand	Subsidiary
99	Pacific Seeds Holdings (Thai) Ltd ,Thailand	Subsidiary
100	Perrey Participações S.A	Subsidiary
101	Prolong Limited	Subsidiary
102	PT Ace Bio Care	Subsidiary
103	PT Catur Agrodaya Mandiri, Indonesia	Subsidiary

104	PT EXCEL MEG INDO	Subsidiary
105	Pt. Advanta Seeds Indonesia	Subsidiary
106	Pt. Arysta LifeScience Tirta Indonesia	Subsidiary
107	PT.UPL Indonesia	Subsidiary
108	Riceco International Bangladesh Limited	Subsidiary
109	Riceco International, Inc.Bhamas	Subsidiary
110	RiceCo LLC,USA	Subsidiary
111	Sidewalk Trading (Pty) Ltd	Subsidiary
112	SUPERFORM CHEMISTRIES LIMITED	Subsidiary
113	SWAL Corporation Limited	Subsidiary
114	Transterra Invest, S. L. U., Spain	Subsidiary
115	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	Subsidiary
116	Uniphos Malaysia Sdn Bhd	Subsidiary
117	United Phosphorus Global Services Limited	Subsidiary
118	United Phosphorus (India) LLP	Subsidiary
119	United Phosphorus Cayman Limited	Subsidiary
120	United Phosphorus Global LLP	Subsidiary
121	United Phosphorus Holdings Uk Ltd	Subsidiary
122	UP Aviation Limited,Cayman Island	Subsidiary
123	UPL (T) Ltd	Subsidiary
124	UPL Agri Mauritius Limited	Subsidiary

125	UPL Agri Science Ltd	Subsidiary
126	UPL Agricultural Product Trading FZE	Subsidiary
127	UPL Agricultural Solutions	Subsidiary
128	UPL Agricultural Solutions Holdings BV	Subsidiary
129	UPL Agricultural Solutions Romania SRL	Subsidiary
130	UPL Agro Ltd	Subsidiary
131	UPL Agro SA DE CV.	Subsidiary
132	UPL Agromed Tohumculuk Sa,Turkey	Subsidiary
133	UPL Agrosolutions Canada Inc	Subsidiary
134	UPL AgroSolutions Mauritius Limited	Subsidiary
135	UPL Animal Health Holdings Limited	Subsidiary
136	UPL Arabia for Chemical Manufacturing	Subsidiary
137	UPL Argentina S A	Subsidiary
138	UPL Australia Pty Limited	Subsidiary
139	UPL Benelux B.V.	Subsidiary
140	UPL Bolivia S.R.L	Subsidiary
141	UPL Bulgaria EOOD	Subsidiary
142	UPL CHILE S.A.	Subsidiary
143	UPL Colombia SAS	Subsidiary
144	UPL Corporation Limited, Mauritius	Subsidiary
145	UPL Corporation Ltd,Cayman	Subsidiary
146	UPL Costa Rica S.A.	Subsidiary

147	UPL Crop Protection Holdings Limited	Subsidiary
148	UPL Crop Protection Investments UK Limited	Subsidiary
149	UPL Czech s.r.o.	Subsidiary
150	UPL Delaware, Inc.,USA	Subsidiary
151	UPL Deutschland GmbH	Subsidiary
152	UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	Subsidiary
153	UPL Egypt Ltd	Subsidiary
154	UPL Europe Ltd	Subsidiary
155	UPL Europe Supply Chain GmbH	Subsidiary
156	UPL France	Subsidiary
157	UPL Global Business Services Limited	Subsidiary
158	UPL GLOBAL DMCC	Subsidiary
159	UPL Global Limited	Subsidiary
160	UPL Health & Nutrition Science Holdings Limited	Subsidiary
161	UPL Hellas S.A.	Subsidiary
162	UPL Holdings Brazil B.V.	Subsidiary
163	UPL Holdings BV	Subsidiary
164	UPL Holdings Cooperatief U.A	Subsidiary
165	UPL Holdings SA (Pty) Ltd	Subsidiary
166	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság.	Subsidiary
167	UPL IBERIA, SOCIEDAD ANONIMA	Subsidiary

168	UPL Investments Southern Africa Pty Ltd	Subsidiary
169	UPL Investments UK Limited	Subsidiary
170	UPL Italia S.R.L.	Subsidiary
171	UPL Japan GK	Subsidiary
172	UPL Jiangsu Limited	Subsidiary
173	UPL LANKA (PRIVATE) LIMITED	Subsidiary
174	UPL LANKA BIO (PRIVATE) LIMITED	Subsidiary
175	UPL Limited Korea	Subsidiary
176	UPL LIMITED,Gibraltor	Subsidiary
177	UPL Limited,Hong Kong	Subsidiary
178	UPL Management DMCC	Subsidiary
179	UPL Mauritius Limited	Subsidiary
180	UPL NA Inc.	Subsidiary
181	UPL New Zealand Limited	Subsidiary
182	UPL Nicaragua, Sociedad Anónima	Subsidiary
183	UPL Paraguay S.A.	Subsidiary
184	UPL PERU S.A.C.	Subsidiary
185	UPL Philippines Inc.	Subsidiary
186	UPL Polska Sp. z.o.o	Subsidiary
187	UPL Portugal Unipessoal, Ltda.	Subsidiary
188	UPL Radicle II LP	Subsidiary
189	UPL Radicle LP	Subsidiary

190	UPL Services LLC	Subsidiary
191	UPL Shanghai Ltd	Subsidiary
192	UPL Share Service Center, S. A. de C. V.	Subsidiary
193	UPL SL Argentina S.A.	Subsidiary
194	UPL Slovakia S.R.O	Subsidiary
195	UPL South Africa (Pty) Ltd	Subsidiary
196	UPL Speciality Mauritius Limited	Subsidiary
197	UPL Sustainable Agri Solutions Limited	Subsidiary
198	UPL Switzerland AG	Subsidiary
199	UPL Togo SAU	Subsidiary
200	UPL Ukraine LLC	Subsidiary
201	UPL Vietnam Co. Ltd	Subsidiary
202	UPL Zambia Ltd	Subsidiary
203	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	Subsidiary
204	Vetophama SAS	Subsidiary
205	Arysta LifeScience Colombia S.A.S (merged w.e.f. 05/09/2024)	Subsidiary
206	Nutriquim De Guatemala, Sociedad Anónima (liquidated w.e.f. 01/04/2024)	Subsidiary
207	Volcano Agroscience (Pty) Ltd (liquidated w.e.f. 26/07/2024)	Subsidiary
208	3SB Produtos Agricolas S.A.	Associate
209	Agri Fokus (Pty) Ltd.	Associate
210	Agronamic (Pty) Ltd.	Associate

211	Callitogo SA	Associate
212	Chemisynth (Vapi) Limited	Associate
213	Dalian Advanced Chemical Co.Ltd.	Associate
214	Eswatini Agricultural Supplies Limited	Associate
215	Hosemillas Holding S.A.	Associate
216	Ingen Technologies Private Limited	Associate
217	Kerala Enviro Infrastructure Limited	Associate
218	Nexus AG (Pty) Ltd	Associate
219	Novon Protecta (Pty) Ltd	Associate
220	Novon Retail Company (Pty) Ltd.	Associate
221	Seedcorp Ho Produção E Comercialização De Sementes S.A.	Associate
222	Seedlog Comércio e Logística de Insumos Agrícolas Ltda	Associate
223	Seedmais Comércio e Representações Ltda	Associate
224	Serra Bonita Sementes S.A.	Associate
225	Silvix Forestry (Pty) Ltd.	Associate
226	Sinova Inovacoes Agricolas S.A. (FKA Sinagro Produtos Agropecuarios S.A.)	Associate
227	Société des Produits Industriels et Agricoles	Associate
228	Uniphos International China Ltd (w.e.f. 05/08/2024)	Associate
229	Universal Pesto chem Industries (India) Private Limited	Associate
230	Weather Risk Management Service Private Ltd	Associate

231	Augene Chemicals Pvt. Ltd - (w.e.f. 22/07/2024)	Joint Venture
232	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	Joint Venture
233	Hodagaya UPL Co. Limited	Joint Venture
234	Longreach Plant Breeders Management Pty Limited	Joint Venture
235	ORÍGEO COMÉRCIO DE PRODUTOS AGROPECUÁRIOS S.A (FKA UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A)	Joint Venture
236	United Phosphorus (Bangladesh) Limited	Joint Venture

UPL Limited

CIN NO : L24219GJ1985PLC025132

Regd. Office: 3-11,G.I.D.C., Vapi, Dist: Valsad, Gujarat - 396 195

UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL RESULTS

(₹ in Crores)

Sr. No.	Particulars	Quarter ended			Half year ended		Year ended
		September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	March 31, 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
I	Revenue from operations	11,090	9,067	10,170	20,157	19,133	43,098
II	Other Income	111	98	105	209	206	483
III	**Total Income (I + II)**	**11,201**	**9,165**	**10,275**	**20,366**	**19,339**	**43,581**
IV	**Expenses**						
	a) Cost of materials consumed including (increase)/decrease in inventory of finished goods, work in progress and traded goods and purchases of stock-in-trade	5,823	4,520	5,232	10,343	9,162	24,494
	b) Employee benefits expense	1,337	1,337	1,251	2,674	2,491	4,682
	c) Finance costs (refer note 6)	1,070	913	871	1,983	1,571	3,852
	d) Impairment loss on trade receivables	152	87	38	239	101	91
	e) Depreciation and amortisation expense	697	660	657	1,357	1,293	2,763
	f) Exchange difference (net) on trade receivables, trade payables, etc.	223	45	250	268	569	976
	g) Other expenses	2,203	1,977	2,074	4,180	4,212	8,316
	Total Expenses	**11,505**	**9,539**	**10,373**	**21,044**	**19,399**	**45,174**
V	**Loss before share of loss of equity accounted investee, exceptional items and tax (III - IV)**	**(304)**	**(374)**	**(98)**	**(678)**	**(60)**	**(1,593)**
VI	Share of loss from equity accounted investee (refer note 7)	(135)	(32)	(204)	(167)	(261)	(242)
VII	**Loss before Exceptional items and tax (V + VI)**	**(439)**	**(406)**	**(302)**	**(845)**	**(321)**	**(1,835)**
VIII	Exceptional Items (refer note 8)	8	49	87	57	130	252
IX	**Loss before Tax (VII - VIII)**	**(447)**	**(455)**	**(389)**	**(902)**	**(451)**	**(2,087)**
X	**Tax expenses/ (Credit)**	**138**	**72**	**(96)**	**210**	**(260)**	**(209)**
	(a) Current Tax	258	189	290	447	532	790
	(b) Deferred Tax - credit	(120)	(117)	(386)	(237)	(792)	(999)
XI	**Net loss for the period (IX - X)**	**(585)**	**(527)**	**(293)**	**(1,112)**	**(191)**	**(1,878)**
XII	**Other Comprehensive Income (including equity accounted investee)**						
	a) i) Items that will not be reclassified to profit or loss	(14)	(9)	10	(23)	24	30
	ii) Income tax relating to items that will not be reclassified to profit or loss	-	2	1	2	1	(1)
	b) i) Items that will be reclassified to profit or loss	614	(431)	(123)	183	(208)	70
	ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Total Other Comprehensive Income/ (loss) for the period, net of tax	**600**	**(438)**	**(112)**	**162**	**(183)**	**99**
XIII	**Total Comprehensive Income/ (loss) for the period**	**15**	**(965)**	**(405)**	**(950)**	**(374)**	**(1,779)**
	Loss for the period	**(585)**	**(527)**	**(293)**	**(1,112)**	**(191)**	**(1,878)**
	Attributable to:						
	Equity holders of the parent	(443)	(384)	(189)	(827)	(23)	(1,200)
	Non controlling Interests	(142)	(143)	(104)	(285)	(168)	(678)
	Other Comprehensive Income/ (loss) for the period	**600**	**(438)**	**(112)**	**162**	**(183)**	**99**
	Attributable to:						
	Equity holders of the parent	499	(349)	(86)	150	(140)	92
	Non-controlling Interests	101	(89)	(26)	12	(43)	7
	Total Comprehensive Income/ (loss) for the period	**15**	**(965)**	**(405)**	**(950)**	**(374)**	**(1,779)**
	Attributable to:						
	Equity holders of the parent	56	(733)	(275)	(677)	(163)	(1,108)
	Non-controlling Interests	(41)	(232)	(130)	(273)	(211)	(671)
XIV	**Paid up Equity Share Capital** (Face value of the share ₹ 2/- each)	150	150	150	150	150	150
XV	**Other Equity**	-	-	-	-	-	**24,657**
XVI	**Earnings per equity share (EPS)**						
	Basic Earnings per equity share of face value of ₹ 2/- each (₹)	(5.90)	(6.02)	(2.54)	(11.92)	(1.21)	(17.80)
	Diluted Earnings per equity share of face value of ₹ 2/- each (₹)	(5.90)	(6.02)	(2.54)	(11.92)	(1.21)	(17.80)
	(Note : EPS for respective quarters are not annualised)						

Notes:

1. The above unaudited consolidated financial results of UPL Limited ("the Company"), its subsidiaries (together referred to as "the Group"), and its Associates and Joint Ventures were reviewed by the Audit Committee and thereafter approved at the meeting of the Board of Directors on November 11, 2024. The statutory auditors have expressed an unmodified review conclusion. The limited review report has been filed with the stock exchanges and is available on the Company's website. These unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

2. The Board of Directors of the Company (the "Board") at its meeting held on December 22, 2023, approved the proposal for fund raising for an amount aggregating upto ₹ 4,200 crore subject to receipt of statutory / regulatory approvals, as may be required under applicable law, by way of issue of equity shares on rights issue basis to the eligible equity shareholders of the Company as on the record date (to be determined and notified subsequently), in accordance with the applicable laws including the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 as amended from time to time.

3. The Board of Directors of the Company on September 04, 2024, granted in-principle approval for exploring various options available for unlocking value in Advanta Enterprises Limited ("Advanta"), subsidiary of the Company by raising funds through primary or secondary issuances of securities, by way of private placements or public offerings or any other permissible mode(s) or combination thereof.

4. During the quarter ended September 30, 2024, the Group has incorporated a subsidiary- Advanta Holdings (Thailand) Limited.

5. The shareholders approved a final dividend @50% on equity shares of ₹ 2/- each of the company (i.e. ₹ 1/ per equity share) at the Annual General Meeting held on August 27, 2024, and the same was paid on September 05, 2024.

6. Finance cost includes net exchange difference on account of (profit)/loss arising on foreign currency loans, cost & mark to market losses on derivative contracts (including hedges), borrowings, loans and advances which is as follows :-

Particulars	**Quarter Ended**			**Half year ended**		**Year ended**
	Sep-24	**Jun-24**	**Sep-23**	**Sep-24**	**Sep-23**	**Mar-24**
Amount in ₹ Crore	151	99	(21)	250	(137)	314

7. The share of profit /(loss) from equity accounted investee for the quarter and period ended September 30, 2024 is considered on the basis of unaudited financial information of the respective Associates/Joint Ventures for the period ended September 30, 2024, except for Sinova Inovacoes Agricola S.A. (Formerly known as Sinagro Produtos Agropecuarios S.A.), 3SB Produtos Agricolas S.A.,Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comércio De Produtos Agropecuários S.A., Ho Semillas Holdings S.A and Serra Bonita Sementas S.S. where the unaudited financial information for the period ended June 30, 2024 have been considered.

8. Exceptional items includes the following:

(₹ in crore)

Particulars	Quarter Ended			Half year ended		Year ended
	Sep-24	Jun-24	Sep-23	Sep-24	Sep-23	Mar-24
Restructuring cost (Including severance cost)	-	9	56	9	85	160
Loss due to fire	5	4	4	9	10	8
Litigation Cost/ (income)	3	6	(1)	9	4	32
Impairment of assets	-	30	17	30	17	42
Others	-	-	11	-	14	10
Total	**8**	**49**	**87**	**57**	**130**	**252**

9. Pursuant to the search operations conducted by the Income Tax authorities in the earlier years, 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 earlier year. The Company has evaluated these orders and considering the 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 three 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 earlier years. Based on legal advice, the subsidiaries have challenged the proceedings before the appropriate authorities. The subsidiaries have been advised by legal counsel that they have strong grounds to succeed in the above matters.

10. The consolidated financial results are rounded to the nearest crores, except when otherwise indicated. Amounts represented by '0' (zero) construes value less than ₹ fifty lakhs.

For and on behalf of
UPL Limited

Raj Kumar Tiwari
DIN – 09772257
Whole-time Director

Place: Mumbai
Date: November 11, 2024

Notes:

1. The above unaudited consolidated financial results of UPL Limited ("the Company"), its subsidiaries (together referred to as "the Group"), and its Associates and Joint Ventures were reviewed by the Audit Committee and thereafter approved at the meeting of the Board of Directors on November 11, 2024. The statutory auditors have expressed an unmodified review conclusion. The limited review report has been filed with the stock exchanges and is available on the Company's website. These unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

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Particulars	**Quarter Ended**			**Half year ended**		**Year ended**
	Sep-24	**Jun-24**	**Sep-23**	**Sep-24**	**Sep-23**	**Mar-24**
Amount in ₹ Crore	151	99	(21)	250	(137)	314

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8. Exceptional items includes the following:

(₹ in crore)

Particulars	**Quarter Ended**			**Half year ended**		**Year ended**
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10. The consolidated financial results are rounded to the nearest crores, except when otherwise indicated. Amounts represented by '0' (zero) construes value less than ₹ fifty lakhs.

For and on behalf of
UPL Limited

Raj Kumar Tiwari
DIN – 09772257
Whole-time Director

Place: Mumbai
Date: November 11, 2024

UPL Limited

CIN NO : L24219GJ1985PLC025132

Regd. Office: 3-11,G.I.D.C., Vapi, Dist: Valsad, Gujarat - 396 195

UNAUDITED CONSOLIDATED BALANCE SHEET

(₹ in Crores)

	As at September 30, 2024 (Unaudited)	As at March 31, 2024 (Audited)
Assets		
Non-current assets		
Property, plant and equipment	7,907	8,443
Capital work-in-progress	1,098	1,106
Right-of-use assets	1,310	1,265
Goodwill	20,293	20,184
Other Intangible assets	8,975	9,164
Intangible assets under development	1,989	1,859
Investments accounted for using the equity method	1,043	1,238
Financial assets		
(i) Investments	626	655
(ii) Loans	21	23
(iii) Trade receivables	7	10
(iv) Other financial assets	170	179
Deferred tax assets (net)	3,493	3,595
Other tax assets (net)	153	208
Other non-current assets	253	289
Total non-current assets	**47,338**	**48,218**
Current assets		
Inventories	14,106	12,776
Financial assets		
(i) Investments	403	261
(ii) Trade receivables	15,719	16,354
(iii) Cash and cash equivalents	3,874	5,943
(iv) Other bank balances	36	93
(v) Loans	24	20
(vi) Other Financial Assets	414	692
Current tax assets (net)	452	398
Other current assets	2,712	2,762
Total current assets	**37,740**	**39,299**
Assets classified as held for sale	47	29
Total Assets	**85,125**	**87,546**
Equity and liabilities		
Equity		
Equity Share capital	150	150
Other equity	23,796	24,657
Equity attributable to equity holders of the parent	**23,946**	**24,807**
Non-controlling interests	4,684	4,913
Non-controlling interests- Perpetual Subordinated Capital Securities	2,986	2,986
Total Non-controlling interests	**7,670**	**7,899**
Total Equity	**31,616**	**32,706**
Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Borrowings	22,054	24,010
(ii) Lease liabilities	982	958
(iii) Other financial liabilities	20	219
Provisions	396	386
Deferred tax liabilities (net)	2,136	2,406
Total non-current liabilities	**25,588**	**27,979**
Current liabilities		
Financial liabilities		
(i) Borrowings #	9,789	4,428
(ii) Lease liabilities	392	358
(iii) Trade payables		
Total outstanding dues of micro enterprises and Small enterprises	35	84
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	14,190	15,600
(iv) Other financial liabilities	1,695	2,211
Other current liabilities	1,102	3,335
Provisions	290	315
Current tax liabilities (net)	428	530
Total current liabilities	**27,921**	**26,861**
Total liabilities	**53,509**	**54,840**
Total equity and liabilities	**85,125**	**87,546**

As on September 30, 2024 Current borrowings includes current maturity of long term debt of ₹ 2,086 Crores payable on September 30, 2025.

UPL Limited
CIN NO : L24219GJ1985PLC025132
Regd. Office: 3-11,G.I.D.C., Vapi, Dist: Valsad, Gujarat - 396 195
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in Crores)

Sr. No	Particulars	For the half year ended September 30, 2024	For the half year ended September 30, 2023
A	**Cash Flow from operating activities**		
	Loss before tax	**(902)**	**(451)**
	Adjustments for:		
	Depreciation and amortisation expenses	1,357	1,293
	Finance costs	1,983	1,571
	Assets written off	4	4
	Profit on sale of property, plant and equipment (net)	(54)	(9)
	Interest Income	(146)	(137)
	Unwinding of interest on trade receivables	(0)	(5)
	Fair value gain on financial instruments at fair value through profit or loss	(10)	(17)
	Excess provisions in respect of earlier years written back (net)	(3)	(41)
	Profit on sale of current and non current investment (net)	(0)	(27)
	Share of loss from equity accounted investee	167	261
	Impairment loss on trade receivable	239	101
	Share based payments	22	17
	Exceptional items	32	10
	Non recoverable taxes write-off	37	-
	Operating profit before working capital changes	**2,726**	**2,570**
	Working capital adjustments		
	Increase in inventories	(1,330)	(4,262)
	Decrease/ (Increase) in non current and current trade receivables	643	(167)
	Decrease/ (Increase) in other non current and current assets	30	(283)
	Decrease in other non current and current financial assets	38	-
	Decrease in non current and current trade payables	(1,621)	(2,560)
	(Decrease)/ Increase in non current and current provisions	(14)	6
	Decrease in other current liabilities	(2,233)	(3,366)
	Decrease in other non current and current financial liabilities	(407)	(789)
	Cash used in operations	**(2,168)**	**(8,851)**
	Income taxes paid (net)	(547)	(840)
	Net cash flow used in operating activities	**(2,715)**	**(9,691)**
B	**Cash flow from investing activities**		
	Purchase of property, plant and equipment including Capital-work-in-progress and capital advances	(494)	(723)
	Purchase of intangible assets including assets under development	(453)	(354)
	Proceeds from sale of property, plant and equipment	421	25
	Payment for deferred liability	(185)	(85)
	Investments in equity accounted investee	(13)	(386)
	Purchase of non current investments	(14)	(5)
	Purchase of current investments	(165)	(82)
	Sundry loans received back	8	25
	Fixed deposit and margin money	57	60
	Dividend received from equity accounted investee	21	26
	Interest received	124	142
	Net cash flow used in investing activities	**(693)**	**(1,357)**

UPL Limited
CIN NO : L24219GJ1985PLC025132
Regd. Office: 3-11,G.I.D.C., Vapi, Dist: Valsad, Gujarat - 396 195
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in Crores)

Sr. No	Particulars	For the half year ended	
		September 30, 2024	September 30, 2023
C	**Cash flow from financing activities**		
	Proceeds from non current borrowings	-	1,633
	Current borrowings (net)	3,185	9,076
	Interest paid and other financial charges	(1,744)	(1,375)
	Payment of lease liabilities	(252)	(186)
	Dividend paid	(76)	(752)
	Net cash flow from financing activities	**1,113**	**8,396**
D	**Exchange difference recorded in foreign currency translation reserve**	226	(215)
	Net decrease in cash and cash equivalents (A+B+C+D)	**(2,069)**	**(2,867)**
	Cash and cash equivalents as at the beginning of the period	5,943	5,967
	Cash and cash equivalents as at the end of the period	**3,874**	**3,100**

UPL Limited

CIN NO : L24219GJ1985PLC025132

Regd. Office: 3-11,G.I.D.C., Vapi, Dist: Valsad, Gujarat - 396 195

Additional disclosures as per Clause 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(₹ in Crores)

Sr. No.	Particulars	Quarter ended			Half Year ended		Year ended
		September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	March 31, 2024
1	Net Worth (₹ in Crores)	23,946	23,964	25,877	23,946	25,877	24,807
2	Debt-Equity ratio (times) [Total Debt/Equity]	1.01	1.00	0.99	1.01	0.99	0.87
3	Long term Debt to Working Capital (times) [(Non-Current Borrowings + Current Maturities of Long Term Debt)/ Net Working Capital excl. Current Borrowings]	1.23	1.24	0.97	1.23	0.97	1.42
4	Total Debts to Total Assets ratio (%) [(Short term debt + Long term debt)/Total Assets]	37.41	37.34	37.10	37.41	37.10	32.48
5	Debt Service Coverage ratio (times) [(Profit/(loss) before Interest (excluding Lease Interest), share of profit/(loss)of equity accounted investee, Tax and Exceptional Items) / (Interest Expense (excluding Lease Interest) + Principal Repayments (net) made during the period for long term debts)]	0.67	0.53	0.86	0.60	0.95	0.50
6	Interest Service Coverage ratio (times) [(Profit before Interest (excluding Lease Interest), share of profit/(loss)of equity accounted investee,Tax and Exceptional Items)/(Interest Expense (excluding Lease Interest))]	0.67	0.53	0.86	0.60	0.95	0.50
7	Current ratio (times) [(Current Assets*/Current Liabilities excl. Current Borrowings)]	2.08	2.08	2.26	2.08	2.26	1.75
8	Bad debts to Account receivable ratio (%) [Bad Debts/Average Trade Receivable]	0.94	0.51	0.21	1.47	0.56	0.52
9	Current liability ratio (%) [Current Liabilities excl. Current Borrowings / Total Liabilities]	33.88	33.78	33.94	33.88	33.94	40.91
10	Debtors Turnover (times) [(Sales of Products /Average Trade Receivable)]- Annualised	2.67	2.52	2.68	2.67	2.68	2.42
11	Inventory Turnover (times) [(Sales of Products /Average inventory)]- Annualised	2.98	2.72	2.79	2.98	2.79	2.56
12	Operating Margin (%) [(Profit/(loss) before Interest, share of profit/(loss)of equity accounted investee, Tax - Other Income) /Revenue from operations]	5.83	5.06	6.57	5.48	6.82	4.12
13	Net Profit Margin (%) [Profit/(loss) after tax/ Revenue from operations]	(5.27)	(5.82)	(2.89)	(5.52)	(1.00)	(4.36)
14	Debenture redemption reserve	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

*Current assets excludes assets classified as held for sale

UPL Limited

CIN NO : L24219GJ1985PLC025132

Regd. Office: 3-11,G.I.D.C., Vapi, Dist: Valsad, Gujarat - 396 195

UNAUDITED CONSOLIDATED SEGMENT INFORMATION

(₹ in crores)

Sr. No.	Particulars	Quarter ended			Half Year ended		Year ended
		September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	March 31, 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Segment Revenue**						
a	Crop protection	9,448	7,540	8,644	16,988	15,999	36,898
b	Seeds business	1,113	1,011	1,072	2,124	2,163	4,224
c	Non agro	599	597	539	1,196	1,164	2,305
	Total	**11,160**	**9,148**	**10,255**	**20,308**	**19,326**	**43,427**
	Less: Inter - segment revenue	70	81	85	151	193	329
	Revenue from operations	**11,090**	**9,067**	**10,170**	**20,157**	**19,133**	**43,098**
2	**Segment Results**						
a	Crop protection	716	436	712	1,152	1,222	1,794
b	Seeds business	195	207	186	402	520	807
c	Non agro	58	88	63	146	150	253
	Total	**969**	**731**	**961**	**1,700**	**1,892**	**2,854**
	Less :						
	(i) Finance Costs	1,070	913	871	1,983	1,571	3,852
	(ii) Unallocable Expenditure / (Income) (net)	203	192	188	395	381	595
	(iii) Share of loss from equity accounted investee	135	32	204	167	261	242
	(iv) Exceptional items	**8**	**49**	**87**	**57**	**130**	**252**
	a) Crop protection	5	46	78	51	121	218
	b) Seeds business	3	3	7	6	8	30
	c) Non agro	-	-	2	-	1	4
	Total Loss before Tax	**(447)**	**(455)**	**(389)**	**(902)**	**(451)**	**(2,087)**

Sr. No.	Particulars	As at			As at		As at
		September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	March 31, 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Segment Assets**						
	Crop protection	68,726	68,574	77,193	68,726	77,193	69,005
	Seeds business	4,102	3,899	3,557	4,102	3,557	3,888
	Non agro	1,666	1,761	1,669	1,666	1,669	1,601
	Unallocated	10,631	10,520	9,036	10,631	9,036	13,052
	Total Segment Assets	**85,125**	**84,754**	**91,455**	**85,125**	**91,455**	**87,546**
2	**Segment Liabilities**						
	Crop protection	16,655	16,707	18,774	16,655	18,774	20,779
	Seeds business	1,449	1,601	1,145	1,449	1,145	1,807
	Non agro	434	394	426	434	426	416
	Unallocated	34,971	34,389	36,876	34,971	36,876	31,838
	Total Segment Liabilities	**53,509**	**53,091**	**57,221**	**53,509**	**57,221**	**54,840**

Notes :

The business of the Group is divided into three business segments. These segments are the basis for management control and hence form the basis for segment reporting. The business of each segment comprises of:

a) Crop Protection-This is the main area of the Group's operation and includes the manufacture and marketing of conventional agrochemical products, and other agricultural related products.

b) Seeds Business- This is one of the area of the Group's operation and includes the production and marketing of seeds.

c) Non Agro- This includes manufacture and marketing of industrial chemical and other non agricultural related products.

Based on the " management approach" defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocate resources based on an analysis of various performance indicators by business segments. Accordingly information has been presented along these segments.

B S R & Co. LLP
Chartered Accountants

14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway
Goregaon (East), Mumbai – 400 063, India
Telephone: +91 (22) 6257 1000
Fax: +91 (22) 6257 1010

Independent Auditor's Report

To the Members of UPL Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of UPL Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2024, 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 material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on seperate 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 2024, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, its associates and joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter(s)

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition	
See Note 2.3e and Note 29 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**

The existence of revenue recognised at the period end is relevant to the performance of the Group. We identified existence of revenue recognised as a key audit matter because of quantum of revenue and the time and audit effort involved in auditing the terms of the customers contract and the revenue recognised.	Our procedures include the following: We assessed the compliance of the revenue recognition accounting policies against the requirements of Indian Accounting Standards ("Ind AS"). We evaluated the design and operating effectiveness of the relevant key financial controls with respect to revenue recognition on selected transactions. Using statistical sampling, we tested the terms of the revenue contracts against the recognition of revenue based on the underlying documentation and records and evaluated accuracy and existence of the revenue being recognised in the correct accounting period. We tested the accuracy and existence of revenue recognized at year end. On a sample basis, we have verified recognition of revenue in the correct accounting period. We assessed the adequacy of disclosures in theconsolidated financial statements against therequirements of Ind AS 115, Revenue from contracts with customers.

Estimation of period end rebates and sales returns	
See Note 2.3e and Note 29 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Group provides rebates to various customers in terms of formal agreements. The recognition and measurement of rebates, including establishing an accrual at year end, involves significant judgement and estimates, particularly the expected level of rebates of each of the customers. As disclosed in Note 2.3e to the consolidated financial statements, revenue is recognised net of sales returns. Estimation of sales returns involves significant judgement and estimates. The value of rebates and sales returns together with the level of judgement involved resulted in rebates and sales returns being a key audit	Our procedures include the following: Understanding the process followed by the Group for identifying and determining the value of rebates and sales returns. We evaluated the design and tested the operating effectiveness of the relevant key financial controls with respect to recognition and accrual of the rebate expense and sales returns. We have examined the rebate and sales return 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

matter.	formal agreements. On a sample basis, we evaluated the basis of rebate and sales return provision by agreeing amounts recognized to the terms of agreements and approvals. We assessed the assumptions and judgements used in the sales return provision by comparing against historical trends returns and subsequent actual sales returns. We assessed appropriateness of the year-end rebate accrual by comparing the current year-end customer rebate accruals and rebate costs with the prior year rebate accruals and rebate cost taking into account the actual sales for the current year and prior year. We also performed a retrospective review by verifying, on a sample basis, that the actual cost incurred booked in the current year which pertained to prior year was appropriately accrued as at prior year-end and also, by verifying, on a sample basis, that there has been no significant reversal from the accrual as at prior year.

Impairment of goodwill and other intangible assets	
See Note 2.3a and Note 6 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Group has goodwill of Rs. 20,184 crores as at 31 March 2024. 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.	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

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	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.

Other Information (or another title if appropriate, such as "Information Other than the Financial Statements and Auditor's Report Thereon")

The Group's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's reports thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Group's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Group, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter(s)

a. We did not audit the financial statements / financial information of 179 subsidiaries, whose financial statements/financial information reflects total assets (before consolidation adjustments) of Rs. 2,13,366 crores as at 31 March 2024, total revenues (before consolidation adjustments) of Rs. 46,942 crores and net cash inflows (before consolidation adjustments) amounting to Rs. 343 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 loss of Rs. 184 crores for the year ended 31 March 2024, in respect of 17 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, joint ventures and associates, 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, joint ventures and associates is based solely on the reports of the other auditors.

b. 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.

a. The financial statements/financial information of 8 subsidiaries, whose financial statements/financial information reflects total assets (before consolidation adjustments) of Rs. 22 crores as at 31 March 2024, total revenues (before consolidation adjustments) of Rs. Nil and net cash outflows (before consolidation adjustments) amounting to Rs. 1 crore for the yearended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net loss of Rs. 58 crores for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of 6 associates and 2 joint ventures, whose financial statements/financial information have not been audited by us or by other auditors. These unaudited financial statements 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, joint ventures and associates, 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, joint ventures and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/this financial information are not material to the Group.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial statements/financial information certified by the Management.

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 report/reports of the other auditor(s) except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   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 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

   f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and associate companies and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associates and joint ventures, as noted in the "Other Matters" paragraph:

   a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 46 to the consolidated financial statements.

   b. The Group, its associates and joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.

   c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate companies companies incorporated in India during the year ended 31 March 2024.

d (i) The management of the Holding Company and its subsidiary companies and associate 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 and associate companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 60(vii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies and associate companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies and associate companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company and its subsidiary companies and associate companies incorporated in India whose financial statements/financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies and associate companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 60(viii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies and associate companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies and associate companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies and associate 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 other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. As stated in Note 21 to the consolidated financial statements, the Board of Directors of the Holding Company and its subsidiary companies and associate companies incorporated in India have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

e. Based on our examination which included test checks, and that performed by the respective auditors of the subsidiary companies and associate companies incorporated in India whose financial statements/financial information have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies and associate companies has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software: (i) the feature of recording audit trail (edit log) facility was not enabled at application layer of the accounting software for maintaining the books of account for certain fields/tables level relating to general ledger; (ii) the feature of recording audit trail (edit log) facility was not enabled at the database layer of the accounting software for maintaining the books of account to log any direct data changes.Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and associate companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies and associate companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies and associate companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia

Partner

Membership No.: 042070

ICAI UDIN:24042070BKCQUP6391

Place: Mumbai

Date: 13 May 2024

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of UPL Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	UPL Agri Science Private Ltd	U01100MH2022PLC385974	Subsidiary	Clause 3(xvii)
2	Kudos Chemie Ltd	U24231PB1988PLC008663	Subsidiary	Clause 3 (xvii)
3	UPL Sustainable Agri Solutions Limited	U24110MH1979PLC136661	Subsidiary	Clause 3(i)(c)
4	Arysta LifeScience India Limited	U51420MH1949PLC007856	Subsidiary	Clause 3(i)(c)
5	Arysta LifeScience Agriservice Private Limited	U24219HR2001PTC034750	Subsidiary	Clause 3(xvii)
6	Natural Plant Protection Limited	U01100MH2020PLC337308	Subsidiary	Clause 3(xvii)
7	Nurture Agtech Pvt Ltd.	U01100MH2019PLC335151	Subsidiary	Clause 3(xi)(a), Clause 3(xvii)
8	Advanta Enterprises Limited	U01100MH2022PLC383998	Subsidiary	Clause 3(i)(c)
9	UPL Speciality Chemicals Limited	U24110MH2022PLC383012	Subsidiary	Clause 3(xvii)

The above does not include comments, if any, in respect of the following entities as the CARO report relating to them has not been issued by its auditor till the date of principal auditor's report.

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of UPL Limited for the year ended 31 March 2024 *(Continued)*

Name of the entities	CIN	Subsidiary/ JV/ Associate
Arysta Agro Private Limited	U24219HR2001PTC03474 9	Subsidiary
Weather Risk Management Service Private Ltd	U67200RJ2004PTC019775	Associate
Ingen Technologies Private Limited	U74999UP2008PTC035642	Associate
Kerala Enviro Infrastructure Limited	U24129KL2005PLC017973	Associate
Chemisynth (Vapi) Limited	L24110GJ1986PLC008634	Associate
Universal Pestochem (Industries) Limited	U24110TG1990PTC011159	Associate

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia

Partner

Membership No.: 042070

ICAI UDIN:24042070BKCQUP6391

Place: Mumbai

Date: 13 May 2024

Annexure B to the Independent Auditor’s Report on the consolidated financial statements of UPL Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of UPL Limited (hereinafter referred to as “the Group”) as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Group and such companies incorporated in India under the Act which are its subsidiary companies, its associate companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements/financial information of subsidiary companies as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s and Board of Directors’ Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies, associate companies in terms of their reports referred to in the Other Matter(s) paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the

Annexure B to the Independent Auditor's Report on the consolidated financial statements of UPL Limited for the year ended 31 March 2024 *(Continued)*

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 financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter(s)

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 10 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

The internal financial controls with reference to financial statements insofar as it relates to 1 subsidiary and 5 associate companies, which are companies incorporated in India and included in these consolidated financial statements, have not been audited either by us or by other auditors. In our opinion and according to the information and explanations given to us by the Management, such unaudited subsidiary company and associate companies are not material to the Group.

Our opinion is not modified in respect of above matters.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia

Partner

Place: Mumbai
Membership No.: 042070

Date: 13 May 2024
ICAI UDIN:24042070BKCQUP6391

UPL Limited

Consolidated Balance Sheet as at March 31, 2024

	Note	As at March 31, 2024 INR Crores	As at March 31, 2023 INR Crores
Assets			
Non-current assets			
Property, plant and equipment	3	8,443	8,164
Capital work-in-progress	4	1,106	1,197
Right of use assets	5	1,265	906
Goodwill	6	20,184	19,898
Other intangible assets	7	9,164	9,745
Intangible assets under development	8	1,859	1,621
Investments accounted for using the equity method	9	1,238	973
Financial assets			
(i) Investments	9	655	596
(ii) Loans	10	23	57
(iii) Trade receivables	15	10	62
(iv) Other financial assets	11	179	211
Deferred tax assets (net)	26	3,595	2,661
Other tax assets (net)	26	208	96
Other non-current assets	12	289	362
Total non-current assets		**48,218**	**46,549**
Current assets			
Inventories	14	12,776	13,985
Financial assets			
(i) Investments	9	261	46
(ii) Trade receivables	15	16,354	18,224
(iii) Cash and cash equivalents	16	5,943	5,967
(iv) Other bank balances	17	93	130
(v) Loans	10	20	25
(vi) Other financial assets	11	692	350
Current tax assets (net)	26	398	141
Other current assets	12	2,762	3,120
Total current assets		**39,299**	**41,988**
Assets classified as held for sale	13	29	40
Total Assets		87,546	88,577

UPL Limited

Consolidated Balance Sheet as at March 31, 2024

	Note	As at March 31, 2024 INR Crores	As at March 31, 2023 INR Crores
Equity and Liabilities			
Equity			
Equity share capital	18	150	150
Other equity	20	24,657	26,708
Equity attributable to owners of the parent		24,807	26,858
Non-controlling interests		4,913	5,585
Non-controlling interests -Perpetual subordinated capital securities		2,986	2,986
Total Non-controlling interests		7,899	8,571
Total Equity		32,706	35,429
Liabilities			
Non-current liabilities:			
Financial liabilities			
(i) Borrowings	23	24,010	20,144
(ii) Lease liabilities	5	958	675
(iii) Other financial liabilities	24	219	613
Provisions	25	386	217
Deferred tax liabilities (net)	26	2,406	2,462
Total non-current liabilities		27,979	24,111
Current liabilities:			
Financial liabilities			
(i) Borrowings	23	4,428	2,855
(ii) Lease liabilities	5	358	265
(iii) Trade payables	27		
Total outstanding dues of Micro enterprises and Small enterprises		84	82
Total outstanding dues of creditors other than Micro enterprises and Small enterprises		15,600	17,532
(iv) Other financial liabilities	24	2,211	2,422
Other current liabilities	28	3,335	4,723
Provisions	25	315	503
Current tax liabilities (net)		530	655
Total current liabilities		26,861	29,037
Total liabilities		54,840	53,148
Total Equity and Liabilities		87,546	88,577

Summary of material accounting policies 2.3

The accompanying notes are an integral part of these consolidated financial statements 1 - 61

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 13, 2024

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Date: May 13, 2024

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai

UPL Limited
Consolidated Statement of Profit or Loss for the year ended March 31, 2024

	Note	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Revenue			
Revenue from operations	29	43,098	53,576
Other income	30	483	477
Total Income		**43,581**	**54,053**
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)		24,494	27,281
Employee benefits expense	31	4,682	5,056
Finance costs	32	3,852	2,963
Impairment loss on trade receivables	15	91	123
Depreciation and amortisation expenses	33	2,763	2,547
Exchange Difference (net) on trade receivables, trade payables, etc.		976	964
Other expenses	34	8,316	9,956
Total Expenses		**45,174**	**48,890**
(Loss)/ profit before share of of profit/(loss) of equity accounted investee, exceptional items and tax		**(1,593)**	**5,163**
Share of (loss)/ profit of associates and joint ventures	42 & 43	(242)	157
(Loss)/ profit before exceptional items and tax		**(1,835)**	**5,320**
Exceptional items	35	252	170
(Loss)/ Profit before tax		**(2,087)**	**5,150**
Tax expenses		**(209)**	**736**
Current tax	26	800	1,566
Adjustments of tax relating to earlier years	26	(10)	(60)
Deferred tax	26	(999)	(770)
(Loss)/ profit for the year		**(1,878)**	**4,414**
Other comprehensive income (Including related to associates)			
a) (i) Items that will not be reclassified subsequently to profit or loss	37	30	23
(ii) Income tax relating to items that will not be reclassified to profit or loss	37, 26	(1)	(3)
b) (i) Items that will be reclassified subsequently to profit or loss	37	70	2,002
(ii) Income tax relating to items that will be reclassified to profit or loss	37, 26	-	(12)
Total other comprehensive Income for the year, net of tax		**99**	**2,010**
Total comprehensive Income for the year		**(1,779)**	**6,424**
(Loss)/ profit for the year		**(1,878)**	**4,414**
Attributable to:			
Owners of the parent		(1,200)	3,570
Non-controlling interests		(678)	844
Other comprehensive Income		**99**	**2,010**
Attributable to:			
Owners of the parent		92	1,697
Non-controlling interests		7	313
Total comprehensive income for the year		**(1,779)**	**6,424**
Attributable to:			
Owners of the parent		(1,108)	5,267
Non-controlling interests		(671)	1,157
Earnings per equity share	38		
Basic (INR)		**(17.80)**	**45.79**
Diluted (INR)		**(17.80)**	**45.79**
Summary of material accounting policies	2.3		
The accompanying notes are an integral part of these consolidated financial statements.	1 - 61		

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership No: 042070
Place: Mumbai
Date: May 13, 2024

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946
Place: Mumbai

Date: May 13, 2024

UPL Limited

Consolidated Statement of Changes in Equity for the year ended March 31, 2024

A. Equity share capital

	Equity Shares of INR 2 each	
	Nos.	INR Crores
Balance at April 1, 2022	**764,045,456**	**153**
Changes during the year (Refer note 18)	(13,437,815)	(3)
At March 31, 2023	**750,607,641**	**150**
Changes during the year	-	-
At March 31, 2024	**750,607,641**	**150**

B. Other equity

Amount in INR Crores

For the year ended March 31, 2024	Reserves and surplus							Items of OCI			Total	Non-controlling interest (NCI)		Total other equity
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Effective portion of cash flow hedges	Equity Instruments through other comprehensive income	Exchange differences on translation of foreign operation		Non-controlling interest	NCI- Perpetual subordinated capital securities	
At April 1, 2023	6	231	3,242	-	1,848	20	20,341	-	(125)	1,145	26,708	5,585	2,986	35,279
Profit for the year	-	-	-	-	-	-	(1,200)	-	-	-	(1,200)	(678)		(1,878)
Other comprehensive income (net of tax)	-	2	-	-	-	-	(6)	-	26	70	92	7		99
Total comprehensive income	-	2	-	-	-	-	(1,206)	-	26	70	(1,108)	(671)	-	(1,779)
Dividend paid during the year	-	-	-	-	-	-	(749)	-	-	-	(749)	-	-	(749)
Payment of coupon on Perpetual Subordinated Capital securities	-	-	-	-	-	-	(136)	-	-	-	(136)	(39)	-	(175)
Transfer from retained earnings	3	-	-	-	-	-	(3)	-	-	-	-	-		-
Share based payments	-	-	-	-	-	-	-	-	-	-	-	7	-	7
Impact due to movement in equity stake of NCI	-	-	-	-	-	-	(31)	-	-	-	(31)	31	-	-
Hyperinflation adjustment	-	-	-	-	-	-	(27)	-	-	-	(27)	-		(27)
At March 31, 2024	9	233	3,242	-	1,848	20	18,189	-	(99)	1,215	24,657	4,913	2,986	32,556

UPL Limited

Consolidated Statement of Changes in Equity for the year ended March 31, 2024

B. Other equity (continued)

For the year ended March 31, 2023	Reserves and surplus							Items of OCI				Non-controlling interest (NCI)		
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Effective portion of cash flow hedges	Equity Instruments through other comprehensive income	Exchange differences on translation of foreign operation	Total	Non-controlling interest	NCI- Perpetual subordinated capital securities	Total other equity
At April 1, 2022	6	182	4,594	140	1,848	20	15,395	7	(136)	(534)	21,522	4,647	2,986	29,155
Profit for the year	-	-	-	-	-	-	3,570	-	-	-	3,570	844	-	4,414
Other comprehensive income (net of tax)	-	14	-	-	-	-	(6)	-	11	1,679	1,698	313	-	2,011
Total comprehensive income	-	14	-	-	-	-	3,564	-	11	1,679	5,268	1,157	-	6,425
Dividend paid during the year	-	-	-	-	-	-	(751)	-	-	-	(751)	-	-	(751)
Gain / (loss) on disposal of derivatives	-	-	-	-	-	-	-	(7)	-	-	(7)	(2)	-	(9)
Buyback of share capital	-	-	(1,352)	-	-	-	-	-	-	-	(1,352)	-	-	(1,352)
Payment of coupon on Perpetual Subordinated Capital securities	-	-	-	-	-	-	(135)	-	-	-	(135)	(39)	-	(174)
Transfer to retained earnings	-	-	-	(140)	-	-	140	-	-	-	-	-	-	-
Share based payments	-	-	-	-	-	-	-	-	-	-	-	132	-	132
Impact due to movement in equity stake of NCI (refer note 59)	-	33	-	-	-	-	2,130	-	-	-	2,163	(310)	-	1,853
Movement in capital reserve due to Bioplanta Investment	-	2	-	-	-	-	(2)	-	-	-	-	-	-	-
At March 31, 2023	6	231	3,242	-	1,848	20	20,341	-	(125)	1,145	26,708	5,585	2,986	35,279

Notes:

For nature and purpose of above reserves (Refer note 20)

The accompanying notes are an integral part of these consolidated financial statements.
As per our report on even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership No: 042070
Place: Mumbai
Date: May 13, 2024

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Date: May 13, 2024

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai

UPL Limited

Consolidated Statement of Cash Flows for the year ended March 31, 2024

(Amount in INR Crore)

Sr. No	Particulars	March 31,2024	March 31,2023
A	**Cash Flow from operating activities**		
	(Loss)/ profit before tax	(2,087)	5,150
	Adjustments for:		
	Depreciation and amortization expenses	2,763	2,547
	Finance costs	3,377	2,984
	Exchange difference and finance charges	475	(21)
	Allowance for doubtful debts and advances (net)	52	61
	Assets written off	5	6
	Bad debts written off	39	62
	Profit on sale of property, plant and equipment (net)	(15)	(21)
	Fair value loss on financial assets at fair value through Profit & Loss	-	8
	Interest income	(445)	(330)
	Unwinding of interest on trade receivables	(4)	(11)
	Excess provisions in respect of earlier years written back (net)	(183)	(56)
	Share based payments	7	133
	Share of (profit) / loss of associates and joint ventures	242	(157)
	Exceptional items	10	20
	Loss on sale of current and non current investments (net)	-	7
	Operating profit before working capital changes	4,236	10,382
	Working capital adjustments:-		
	Decrease/(increase) in inventories	1,208	(902)
	Decrease/(increase) in non current and current trade receivables	1,487	(2,124)
	Decrease/(increase) in other non current and current assets	185	(49)
	Decrease/(increase) in other non current and current financial assets	1	(9)
	(Decrease)/increase in non current and current trade payables	(2,615)	139
	(Decrease)/increase in non current and current provisions	(27)	22
	(Decrease)/increase in other current liabilities	(1,387)	1,493
	(Decrease)/ increase in other non current and current financial liabilities	(123)	61
	Cash generated from operations	2,965	9,013
	Income taxes paid (net)	(1,143)	(1,262)
	Net cash flow from operating activities	1,822	7,751
B	**Cash flow from investing activities**		
	Purchase of Property, plant and equipment including Capital-work-in-progress and capital advances	(1,159)	(1,672)
	Purchase of intangible assets including assets under development	(836)	(688)
	Proceeds from sale of property, plant and equipment	41	71
	Insurance claim received against loss of property, plant and equipment due to fire	-	21
	Payment deferred liability	(136)	(56)
	Purchase of investments	(881)	(619)
	Proceeds from sale of investments	47	1,107
	Sundry loans repayments/(given)	61	(61)
	Fixed deposit and margin money (net)	37	193
	Dividend received	26	30
	Interest received	322	184
	Net cash used in investing activities	(2,478)	(1,490)
C	**Cash flow from financing activities**		
	Proceeds from Non-current borrowings	3,313	6,163
	Repayment of Non-current borrowings	(1,661)	(7,864)
	Current term borrowings (net)	3,153	(2,894)
	Proceeds from realisation of forward contract	-	1,384
	Expenses on issuance of bonds	(53)	(48)
	Interest paid and other financial charges	(3,405)	(2,345)
	Payment of lease liabilities	(434)	(370)
	Payment of dividends	(749)	(750)
	Shareholding restructuring Cost	-	(208)
	Buy-back of shares (Refer note 18)	-	(1,355)
	Proceeds from equity share dilution in subsidiary (Refer note 59)	-	4,054
	Payment for acquisition of NCI (Refer note 59)	-	(1,994)
	Net cash flow generated/ (used in) financing activities	164	(6,227)
D	**Exchange difference recorded in foreign currency translation reserve**	468	136
	Net (Decrease)/ increase in cash and cash equivalents (A+B+C+D)	(24)	170
	Cash and cash equivalents as at the beginning of the year (Refer note 16)	5,967	5,797
	Cash and cash equivalents as at the end of the year (Refer note 16)	5,943	5,967

UPL Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2024

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities. (INR crores)

Particulars	Notes	April 01, 2023	Cash flows	Non-cash changes				March 31, 2024
				Accruals	Foreign exchange movement	Fair value change	Other adjustments	
Bonds (Unsecured)								
4.50% Senior Notes	23	2,254	-	-	37	-	-	2,291
4.625% Senior Notes	23	3,637	-	-	61	-	-	3,698
Term Loan								
From Banks (Unsecured)	23	15,889	1,376	-	475	-	58	17,798
From others (Unsecured)	23	-	223	-	-	-	-	223
Cash credit, packing credit and working capital demand loan accounts and Commercial Papers	23	1,106	3,153	-	-	-	(25)	4,233
Interest accrued and not due on borrowings	23	113	(3,405)	3,486	-	-	-	195
Lease liabilities	5	940	(434)	747	-	-	63	1,316
Total liabilities from financing activities		23,939	913	4,233	573	-	96	29,754

Particulars	Notes	April 01, 2022	Cash flows	Non-cash changes				March 31, 2023
				Accruals	Foreign exchange movement	Fair value change	Other adjustments	
Debentures								
Unsecured Redeemable Non convertible Debentures (NCDs)	23	144	(144)	-	-	-	-	-
Bonds (Unsecured)								
4.50% Senior Notes	23	2,188	(124)	-	187	-	3	2,254
4.625% Senior Notes	23	3,479	(145)	-	297	-	6	3,637
Term Loan								
From Banks (Unsecured)	23	15,919	(1,298)	-	1,162	-	106	15,889
From others (Unsecured)	23	19	(19)	-	-	-	-	-
Cash credit, packing credit and working capital demand loan accounts and Commercial Papers	23	4,011	(2,905)	-	-	-	-	1,106
Discounted Trade Receivables	23	8	(8)	-	-	-	-	-
Interest accrued and not due on borrowings	23	98	(2,345)	2,360			-	113
Lease liabilities	5	843	(370)	400	-	-	67	940
Total liabilities from financing activities		26,709	(7,358)	2,760	1,646	-	182	23,939

Notes:

(i) Cashflows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associate with investing or financing cashflows. The cash flows from operating, investing and financing activities of the Group are segregated.

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, cheques in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. (Refer Note-16).

(ii) Figures in brackets represent cash outflows.

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership no.: 042070
Place: Mumbai
Date: May 13, 2024

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Date: May 13, 2024

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946
Place: Mumbai

1. Corporate Information

UPL Limited (the Company) is a public Company domiciled in India and is incorporated under the provisions of the companies act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at 3-11, G.I.D.C., Vapi, Dist.- Valsad, Gujarat, Pin-396195. The consolidated financial statements comprise the financial statements of UPL Limited ('the Company' or 'the holding Company' or "the parent") and its subsidiaries (collectively, 'the Group'), its associates and joint ventures as at and for the year ended March 31, 2024.

The Group is principally engaged in the business of agrochemicals, industrial chemicals, chemical intermediates, specialty chemicals and production and sale of field crops and vegetable seeds. Information on the Group is provided in Note 40.

The consolidated financial statements were authorised for issue in accordance with the resolution of the Board of Directors on May 13, 2024.

2. Material 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)
- Defined benefit plans
- Equity settled share based payments
- Consideration for business combination (including contingent consideration)
- Assets and liabilities acquired in business combination

The Group conducts it's business with customers in 100+ countries with manufacturing facilities in 7 locations across the globe supplying intermediate and or finished products which are further processed / packaged prior to sale. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials and components consumed is disclosed as a single figure.

The Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

The consolidated financial statements are presented in Indian Rupees ['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 Rs. '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, 2024. 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 Produtos Agropecuarios SA. Group, 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A. and Serra Bonita Sementas S.S used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31 2024. The audited consolidated financial statements of Sinagro Produtos Agropecuarios SA. Group, 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A., Hosemillas Holding S.A. and Serra Bonita Sementas S.S for the year ended December 31, 2023 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, 2024. The financial statements of this specified entities are not available for year ending March 31, 2024, since they prepare financial statements for their statutory reporting for year ending December 31, 2023.

2.3 Summary of material 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 not re-measured at subsequent reporting dates and any difference subsequent on its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of identifiable assets acquired net of fair value of liabilities assumed. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence, of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. (Refer Note 2.3 (n) for more details).

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

b. Non-controlling interests (NCI)

NCI are measured initially at their fair value at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

c. Interests in equity-accounted investees

The group's interest in equity in investees comprise interests in associates and joint ventures.
An associate is an entity in which the group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the group has joint control and has right to the net assets of the arrangement, rather than the right to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition the consolidated financial statements include the groups share of profit or loss and OCI of equity accounted investee until the date on which significant influence or joint control ceases.

d. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

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.

Deferred tax assets and liabilities are classified as non-current.

2.3 Summary of material accounting policies (continued)

e. Revenue recognition

The Group derives revenue primarily from sale of agro-chemicals, seeds and other products.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. To recognize revenues, the Group applies the following five step approach:

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract, and
- recognize revenues when a performance obligation is satisfied.

The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Sale of goods

The Group recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Rights of return

For contracts permitting the customer to return an item, revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Thus, the amount of revenue recognized is adjusted for expected returns, which are estimated based on the previous history of sales return. In these circumstances, a refund liability and a right to receive returned goods (and corresponding adjustment to cost of sales) are recognized. The entity measures right to receive returned goods at the carrying amount of the inventory sold less any expected costs to recover goods.

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.

f. Assets classified as held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset or disposal of Company to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

2.3 Summary of material accounting policies (continued)

g. Property, plant and equipment

Items of Property, plant and equipment are stated at cost, net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any. Capital work-in-progress is stated at cost, is not depreciated and is assessed for impairment. The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if: (i) it is probable that future economic benefits associated with the item will flow to the group; and (ii) the cost of the item can be measured reliably.

Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. 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:

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 property, plant and equipment	Useful Life (years)
1.	Aircraft	15 Years
2.	Building	15 - 60 Years
3.	Furniture, Fixtures & Equipment's	2 - 20 Years
4.	Land & Building Improvements	2 - 10 Years
5.	Office Equipment	3 - 20 Years
6.	Plant and Machinery	3 - 25 Years
7.	Vehicles	3 - 10 Years

The group, based on management estimate, depreciates aircraft over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

2.3 Summary of material accounting policies (continued)

h. Intangible assets

i) Goodwill

- Goodwill is initially measured at cost, being the excess of the aggregate fair value of the consideration transferred over the net of fair value of identifiable assets acquired and liabilities assumed. (Refer 2.3(a) - Accounting policy for Business Combination and Goodwill)
- Subsequent measurement is at cost less accumulated impairment losses.
- Goodwill is not amortised and is tested for impairment annually.

ii) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

The residual value, amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

The useful life of brands that the Group holds currently have been determined to be indefinite as there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of our brands and the level of marketing support. These assets are not amortised but are subject to a review for impairment annually, or more frequently if events or circumstances indicate this is necessary. Any impairment is charged to the income statement as it arises. Intangible assets with indefinite lives are reviewed annually to determine whether indefinite-life assessment continues to be supportable. If not, the change in the useful-life assessment from indefinite to finite is made on a prospective basis.

Expenditure on research activities is recognized in profit or loss as incurred. Development expenditure can be capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment loss.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit or loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the Group’s intangible assets is as follows

Intangible assets	Useful life	Amortisation method
Product Acquisitions	15 Years	Amortised on straight-line basis from the month of additions to match their future economic benefits
Product Registrations	5-10 Years	Amortised on straight-line basis
Other Intangible assets	10-15 Years	Amortised on straight-line basis
Customer Contracts	15 Years	Amortised on straight-line basis
Software / License Fees	1-5 Years	Amortised on straight-line basis
Non compete agreements	5 Years	Amortised on straight-line basis
Brand	Indefinite	To be tested for impairment

i. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Foreign currencies

The Group's consolidated financial statements are presented in Indian Rupee (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. Functional currency is the currency of the primary economic environment in which the entity operates.

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'.

2.3 Summary of material accounting policies (continued)

j. 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 (except two Subsidiary Companies in Turkey which has currency of hyperinflation for which accounting policy is mentioned below). 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.

Hyperinflation :-

The financial statements of the group entities whose functional currencies are the currencies of hyperinflationary economies are adjusted in terms of the measuring unit current at the end of the reporting period.

k. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date on a mark-to-market basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy (note 52)
- Financial instruments (including those carried at amortised cost) (note 51)

l. Leases

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

2.3 Summary of material accounting policies (continued)

l. 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.

m. Inventories

(i) Stocks of stores and spares, packing materials and raw materials are valued at lower of cost or net realisable value. Cost is determined on moving 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.

(ii) Semi-finished products, finished products and by-products are valued at lower of cost or net realisable value and for this purpose, cost is determined on standard cost basis which approximates the actual cost. Variances pertaining to abnormally low volume and operating performance, are charge to statement of profit or loss.

(iii) Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow-moving items are valued at cost or estimated net realisable value, whichever is lower.

Any write-down of inventories is recognised as an expense during the year. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials and components consumed is disclosed as a single figure.

n. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at March 31 at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

o. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

2.3 Summary of material accounting policies (continued)

p. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside statement of profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet 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 the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in statement of profit or loss.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period.

Uncertainty over Income Tax Treatment

The group is subject to taxation in the many countries in which it operates. The tax legislation of these countries differs, is often complex and is subject to interpretation by management and the government authorities. These matters of judgement give rise to the need to create provisions for tax payments that may arise in future years with respect to transactions already undertaken. Provisions are made against individual exposures and take into account the specific circumstances of each case, including the strength of technical arguments, recent case law decisions or rulings on similar issues and relevant external advice. The provision is estimated based on one of two methods, the expected value method (the sum of the probability weighted amounts in a range of possible outcomes) or the single most likely amount method, depending on which is expected to better predict the resolution of the uncertainty.

q. Retirement and other employee benefits

i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

a. 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.

b. 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.

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.

2.3 Summary of material accounting policies (continued)

q. Retirement and other employee benefits (continued)

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.

r. Share-based payments

Equity-settled transactions:

Equity-settled share-based payments to employees are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity settled share-based payments, is charged to statement of profit and loss on a systematic basis over the vesting period of the option, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in other equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share based payment reserve.

s. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, are classified as at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. The Group 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 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.

2.3 Summary of material accounting policies (continued)

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 improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms
- *Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables* : ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

t. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, Amortised cost, 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.

Financial liability at amortised cost

After initial recognition, Financial liabilities which qualifies for classification as amortised cost 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 23.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

u. Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, full currency swaps and interest rate swaps, foreign currency options to hedge its foreign currency risks and interest rate risks, respectively. The foreign exchange forward contracts and options are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

Profit or loss on these contracts are recorded in income statement and relevant asset or liability is recorded as per the valuation as on reporting date.

Hedge Accounting:

The Company designates certain hedging instruments in respect of foreign currency risk, interest rate risk at the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

If the hedges are effective, changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges are recognised in OCI and accumulated under equity. If the hedges are ineffective, the gains or losses relating to the ineffective portion are recognised immediately in the statement of profit and loss.

v. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

w. Cash dividend

The Group recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.3 Summary of material accounting policies (continued)

x. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

y. Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

z. Segment Reporting:

Based on "Management Approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

aa. Contingent Liability and Contingent Asset:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the consolidated financial statements.
Contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.4 Significant accounting estimates, assumptions and judgements

The preparation of the Group’s consolidated financial statements requires management to make estimates, assumptions and judgements 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.

a) 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.

2.4 Significant accounting estimates, assumptions and judgements (continued)

a) Estimates and assumptions (continued)

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 44 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 51 and 52 for further disclosures.

Provision against obsolete and slow-moving inventories

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Group estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Group reassesses the estimation on each balance sheet date.

Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model on trade receivables.
The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

Impairment of goodwill

Goodwill is tested annually for impairment. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units (CGUs). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of the CGUs have been determined based on the value in use, by discounting the future cash flows to be generated from the continuing use of the CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

Useful lives of property, plant and equipment and intangible assets

The Group reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Discounts, rebates and sales returns

The Group recognises the accruals for rebates/discount/incentives and returns based on accumulated experience and underlying schemes and agreements with customers.

Determining the fair value less costs to sell of the held for sale assets based on significant observable inputs

The fair value of assets held for sale are recognised at fair value less cost of disposal. These assets are planned to be disposed of to settle customers recoverable amount.

Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources

The Group recognises provisions which are discounted, where necessary, to its present value based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

b) Significant Judgements

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.

2.5 Recent accounting pronouncements

The accounting policies applied in these consolidated financial statements are the same as those applied in the last audited consolidated financial statements except for standards applied during the period as mentioned below. These new standards are effective from 1 April 2023, but they do not have a material effect on the Group's financial statements.

Ind AS 1 - Presentation of Financial Statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

Ind AS 12 - Income Taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations.

3.Property, plant and equipment

	Land-Freehold	Land-Leasehold	Building	Plant and Machinery	Furniture Fixtures and Equipment	Office Equipment	Vehicles	Land and Building Improvements	Aircraft	Total Property, Plant and Equipment
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Cost										
At April 01, 2022	**392**	**326**	**2,099**	**9,136**	**229**	**310**	**292**	**250**	**347**	**13,381**
Additions during the year	73	-	377	1,229	15	61	71	3	-	**1,829**
Disposals during the year	-	-	(23)	(59)	(14)	(8)	(53)	0	-	(157)
Transfers/Capitalised	-	(19)	(16)	(77)	6	(21)	(6)	-	-	(133)
Exchange differences	21	0	95	157	7	9	6	4	29	328
At March 31, 2023	**486**	**307**	**2,532**	**10,386**	**243**	**351**	**310**	**257**	**376**	**15,248**
Additions during the year	28	5	305	916	18	59	31	8	-	1,370
Disposals during the year	(4)	-	(12)	(162)	(13)	(38)	(53)	(43)	-	(325)
Transfers/Capitalised	4	(11)	24	-	-	-	-	(24)	-	(7)
Exchange differences	6	-	19	24	0	3	8	6	6	72
At March 31, 2024	**520**	**301**	**2,868**	**11,164**	**248**	**375**	**296**	**204**	**382**	**16,358**
Depreciation										
At April 01, 2022	**-**	**2**	**797**	**4,593**	**154**	**225**	**185**	**130**	**7**	**6,093**
Depreciation charge for the year (Refer Note 33)	-	1	114	828	21	51	43	6	25	1,089
Disposals during the year	-	(1)	(19)	(49)	(12)	(6)	(44)	0	-	(131)
Transfers	-	-	(13)	(76)	3	(21)	(6)	-	-	(113)
Exchange differences	-	0	45	95	(5)	5	4	2	0	146
At March 31, 2023	**-**	**2**	**924**	**5,391**	**161**	**254**	**182**	**138**	**32**	**7,084**
Depreciation charge for the year (Refer Note 33)	-	-	123	824	17	54	39	9	25	1,091
Disposals during the year	-	-	(11)	(159)	(12)	(35)	(39)	(38)	-	(294)
Exchange differences	-	-	6	4	-	4	7	13	-	34
At March 31, 2024	**-**	**2**	**1,042**	**6,060**	**166**	**277**	**189**	**122**	**57**	**7,915**
Net book value										
At March 31, 2024	520	299	1,826	5,104	82	98	107	82	325	8,443
At March 31, 2023	486	305	1,608	4,995	82	97	128	119	344	8,164

Depreciation for the year includes impact on account of exchange difference of INR 21 crores [March 2023: INR 14 crores]

For property, plant and equipment given as security (Refer Note 23)

Borrowing cost capitalised during the year ended March 31, 2024 INR 12 crore (March 31, 2023 INR 19 Crores). Borrowing cost was capitalised at the rate of 8.4% (March 31, 2023 7.94%)

For capital expenditure on research and development (refer note 47)

For contractual commitment with respect to property, plant and equipment (refer note 46)

4.Capital work-in-progress

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Opening Balance	1,197	1,184
Add: Addition during the year	928	1,158
Less: Capitalisation/ Deductions during the year	(1,028)	(1,164)
Add/ (Less): Exchange differences	9	19
Closing Balance	**1,106**	**1,197**

Capital work in progress (CWIP) Ageing Schedule

As at March 31, 2024

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	665	321	77	27	1,090
Projects temporarily suspended	-	14	-	2	16
Total	665	335	77	29	1,106

As at March 31, 2023

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	854	264	50	26	1,194
Projects temporarily suspended	0	2	-	1	3
Total	854	266	50	27	1,197

Details of capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2024

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Project in progress					
Various projects	-	-	-	1	1
Projects temporarily suspended	-	-	-	-	-
Various projects					
Total	-	-	-	1	1

As at March 31, 2023

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Project in progress					
Various projects	222	-	1	-	223
Projects temporarily suspended	-	-	-	-	-
Various projects					
Total	222	-	1	-	223

5. Right of use of assets and Lease liabilities

The Group has lease contracts for various items of land and buildings, plant and machinery, vehicles and other equipment used in its operations. Leases of plant and machinery generally have lease terms between 1 and 20 years, while motor vehicles and other equipment generally have lease terms between 1 and 10 years. The Group recognized a right-of-use asset at the date of initial application at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

i. Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(INR Crores)	Land and Buildings *	Plant and Machinery	Vehicles	Office equipment	Total
Balance at April 1, 2022	600	33	147	11	791
Additions during the year	222	24	197	4	447
Deletions during the year	(36)	(4)	(7)	-	(47)
Depreciation for the year	(198)	(8)	(110)	(6)	(322)
Foreign exchange impact	26	1	9	1	37
Balance at March 31, 2023	**614**	**46**	**236**	**10**	**906**
Additions during the year	605	4	190	4	803
Deletions during the year	(48)	(1)	(6)	(1)	(56)
Depreciation for the year	(225)	(9)	(157)	(6)	(397)
Foreign exchange impact	(1)	1	7	2	9
Balance at March 31, 2024	**945**	**41**	**270**	**9**	**1,265**

* 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:

	March 31, 2024 INR crores	March 31, 2023 INR crores
Current	358	265
Non-current	958	675
Total lease liability	**1,316**	**940**

iii. Maturity analysis of lease liability - undiscounted contractual cash flows:

	March 31, 2024 INR crores	March 31, 2023 INR crores
Less than one year	355	317
One to five years	916	672
More than five years	210	99
Total undiscounted cash flows	**1,481**	**1,088**

5. Leases continued

iv. Amount recognised in profit or loss (INR Crores)	March 31, 2024	March 31, 2023
General and administrative expenses		
Short-term lease rent expense	75	96
Low value asset lease rent expense	50	24
Variable lease rent expense	18	20
Depreciation and impairment losses		
Depreciation of right of use lease asset	389	304
Finance cost		
Interest expense on lease liability	62	51
	594	495

v. Amount recognised in statement of cash flows (INR Crore)	March 31, 2024	March 31, 2023
Total cash outflow for leases	434	370

vi. Lease commitments for short term leases - (INR Crore)	March 31, 2024	March 31, 2023
Lease commitments for short term leases	12	4

vii. Extension options	March 31, 2024	March 31, 2023
The potential future lease payments relating to exercise the extension option that are not included in the lease term	96	83

6. Goodwill

	March 31, 2024 INR crores	March 31, 2023 INR crores
Movement of Goodwill		
Balance at the beginning of the year	19,898	18,364
Effect of movements in exchange rates	286	1,534
Balance at the end of year	**20,184**	**19,898**

Impairment testing of good will:-

i) 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.

i) 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 management's best estimate about future development.

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:

Cash Generating Unit (CGU)	March 31, 2024 INR crores	March 31, 2023 INR crores
Europe	4,160	4,100
Brazil	5,443	5,361
Latin America	3,288	3,237
North America	3,259	3,213
Rest of the World	4,034	3,987
Total Goodwill	20,184	19,898
Add: Brand	458	451
Grand Total	**20,642**	**20,349**

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 reflect Management's estimate of risk specific to each CGU. The key assumptions used in the estimation of the recoverable amount are set out below.

The values assigned to the key assumptions represent Management assessment of the trends in the relevant industries and have been based on the historical data.

	Revenue Growth Rate	Discount rate	Revenue Growth Rate	Discount rate
Cash Generating Unit (CGU)	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
Europe	8%	11%	3%	12%
Brazil	11%	13%	8%	15%
LATAM	11%	13%	8%	14%
North America	12%	8%	8%	9%
Rest of the World	11%	13-14%	8%	10%-13%

The discount rate reflect management's estimate of risk specific to each CGU. The cashflow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on Management's estimate of the long term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Sensitivity Analysis:

The 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.

7. Other intangible assets

	Product Registrations / Product Acquisitions	Software/ License Fees	Customer Contracts	Brands	Non-compete agreements	Others	Total other intangible assets
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Cost							
At April 01, 2022	**13,342**	**295**	**2,185**	**416**	**341**	**720**	**17,299**
Additions during the year	517	34	-	-	-	6	557
Deductions during the year	(17)	(8)	-	-	-	(0)	(25)
Transfer/Capitalised	(9)	(3)	-	-	-	(83)	(95)
Exchange differences	719	16	168	35	28	14	980
At March 31, 2023	**14,552**	**334**	**2,353**	**451**	**369**	**657**	**18,716**
Additions during the year	471	53	-	-	-	-	524
Deductions during the year	(65)	(8)	-	-	-	-	(73)
Exchange differences	167	5	38	7	5	(7)	215
At March 31, 2024	**15,125**	**384**	**2,391**	**458**	**374**	**650**	**19,382**
Amortisation / Impairment							
At April 01, 2022	**5,658**	**200**	**777**	**-**	**200**	**715**	**7,550**
Amortisation for the year (Note 33)	908	51	130	-	66	6	1,161
Amortisation on disposals	(6)	(8)	-	-	-	-	(14)
Transfer/Capitalised	(9)	(3)	-	-	-	(83)	(95)
Exchange differences	275	12	51	-	18	13	369
At March 31, 2023	**6,826**	**252**	**958**	**-**	**284**	**651**	**8,971**
Amortisation for the year (Note 33)	955	34	131	-	58	4	1,182
Amortisation on disposals	(26)	(5)	-	-	-	-	(31)
Exchange differences	78	4	16	-	5	(7)	96
At March 31, 2024	**7,833**	**285**	**1,105**	**-**	**347**	**648**	**10,218**
Net book value							
At March 31, 2024	7,292	99	1,286	458	27	2	9,164
At March 31, 2023	7,726	82	1,395	451	85	6	9,745

(i) Amortisation for the year includes impact on account of exchange difference of INR 122 crore [March 2023: INR (7) crore]

(ii) 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.

(iii) Others includes Intangible Assets in the nature of Data Access Fees, Trade Secrets and Trademarks

8. Intangible asset under development

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Opening Balance	1,621	1,317
Add: Addition during the year	642	696
Less: Capitalisation/ Deductions during the year	(410)	(443)
Add/ (Less): Exchange differences	6	51
Closing Balance	1,859	1,621

Intangible Asset under Development Ageing Schedule

As at March 31, 2024

	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
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	657	330	367	500	1,854
Projects temporarily suspended	-	-	-	5	5
Total	657	330	367	505	1,859

As at March 31, 2023

	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
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	472	486	305	338	1,601
Projects temporarily suspended	1	-	0	19	20
Total	473	486	305	357	1,621

Details of Intangible Asset under Development whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2024

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Project in progress					
Various projects	17	19	2	-	38
Projects temporarily suspended					
Various projects	-	1	-	1	2
Total	**17**	**20**	**2**	**1**	**40**

As at March 31, 2023

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Project in progress					
Various projects	7	-	12	4	23
Projects temporarily suspended					
Various projects	-	3	-	15	18
Total	**7**	**3**	**12**	**19**	**41**

9. Investments

		March 31, 2024 INR Crores	March 31, 2023 INR Crores
Non-current			
Investments accounted for using the equity method			
(A)	Investments in equity instruments		
a.	Investment in Associates (Unquoted)		
(i)	30,000 [March 31, 2023: 30,000] Equity Shares fully paid-up in 3SB Produtos Agricolas SA [includes goodwill of INR 63 Crores [March 31, 2023: INR 60 Crores]	179	162
(ii)	677,585,304 [March 31, 2023: 677,585,304] Equity Shares fully paid-up in Sinova Inovacoes Agricolas S.A. (FKA- Sinagro Produtos Agropecuarios S.A.) [includes goodwill of INR 40 Crores [March 31, 2023: INR 40 Crores] (refer Note (a) below)	-	251
(iii)	921,000 [March 31, 2023: 921,000] Equity Shares of Rs 10 each fully paid-up in Chemiesynth [Vapi] Limited (refer Note (a) below)	-	-
(iv)	18,130 [March 31, 2023: 18,130] Equity shares of Rs. 100 each of Universal Pesto Chem Industries (India) Pvt. Ltd. (refer Note (a) below)	-	-
(v)	6,100,000 [March 31, 2023: 6,100,000] Equity Shares of Rs.10 each fully paid-up in Kerala Enviro Infrastructure Limited	11	9
(vi)	68,133 [March 31, 2023: 68,133] Equity shares of INR 10 each, fully paid-up in Weather Risk Management Services Pvt Ltd [includes goodwill of INR 4 Crores (March 31, 2023: INR 4 Crores)]	9	9
(vii)	105,519,781 [March 31, 2023: 105,519,781] Equity shares, fully paid-up in Serra Bonita Sementes S.A.[includes capital reserve of INR (12) Crores {March 31, 2023: INR (11) Crores}]	222	216
(viii)	17,85,000 [March 31, 2023: 17,85,000] Equity shares of CNY 0.30 each, fully paid up in Dillian Advanced Chemical (DAC)	0	0
(ix)	260 [March 31, 2023: 260] Equity shares having no par value, in Agronamic (Pty) Ltd. [includes goodwill of INR 5 crores (31 2023: INR 5 Crores)]	4	6
(x)	2,145,983 [March 31, 2023: 2,145,983] Equity shares of ZAR 1 each, fully paid-up in Novon Protecta (Pty) Ltd [includes goodwill of INR (1) Crores {March 31, 2023: INR (1) Crores}]	29	27
(xi)	251 [March 31, 2023: 251] Equity shares of ZAR 1 each, fully paid-up in Agri Fokus (Pty) Ltd. [includes capital reserve of INR (10) Crores {March 31, 2023: INR (5) Crores}]	10	6
(xii)	1,004 [March 31, 2023: 1,004] Equity shares having no par value, in Novon Retail Company (Pty) Ltd. [includes goodwill of INR 4 Crores (March 31, 2023: INR 4 Crores)]	15	9
(xiii)	251 [March 31, 2023: 251] Equity shares of ZAR 1 each, fully paid up in Silvix Forestry (Pty) Ltd. [includes goodwill of INR 0.10 Crores (March 31, 2023: INR 0.10 Crores)]	1	1
(xiv)	1,920 [March 31, 2023: 1,920] Equity shares of ZAR 0.10 each, fully paid-up in Nexus AG [includes goodwill of INR 4 Crores (March 31, 2023: INR 4 Crores)]	15	14
(xv)	52,398 [March 31, 2023: 52,398] Equity shares of XOF 10,000 each, fully paid-up in Société des Produits Industriels et Agricoles	17	16
(xvi)	28 [March 31, 2023: 28] Equity shares of INR 1 each, fully paid-up in Eswatini Agricultural Supplies Limited [includes goodwill of INR (0.61) Crores (March 31, 2023: INR (0.61) Crores)]	2	2
(xvii)	1 [March 31, 2023: 1] Equity shares of EUR 19,687.50 each, fully paid-up in Pixofarm GmbH [includes goodwill of INR 7 Crores (March 31, 2023: INR 7 Crores)] (refer Note (a) below)	0	6
(xviii)	2,13,87,160 [March 31, 2023: Nil], In Ho Semillas Holding S.A.[includes goodwill of INR 212 Crores]	422	-
b.	Investment in Joint Ventures (Unquoted)		
(i)	1,627 [March 31, 2023: 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 31, 2023: 200] Equity shares fully paid up in Hodogaya UPL Co. Ltd	22	23
(iii)	88,223 [March 31, 2023: 88,223] Equity shares of 1 AUD each fully paid-up in Longreach Plant Breeders Management Private Limited [includes goodwill of INR 20 Crores [March 31, 2023: INR 20 Crores]	142	128
(iv)	7,80,331 [March 31, 2023: 7,80,331] common shares subscribed and paid with no par value in Bioplanta Nutrição Vegetal, Indústria e Comércio S.A. (refer note (a) below)	-	3
(v)	2,000,000 [March 31, 2023: 2,000,000] common shares, all nominative and with no par value [March 31, 2023: Nil] in Orígeo Comércio de Produtos Agropecuários S.A	138	85
	Total non-current investments accounted for using the Equity Method	1,238	973

9. Investments

		March 31, 2024 INR Crores	March 31, 2023 INR Crores
	Investments stated at Fair Value through OCI		
	Investments in Equity Instruments (Quoted)		
	Investment in Others		
(i)	11,700,000 [March 31, 2023: 11,700,000 Equity shares fully paid up in Ishihara Sangyo Kaisha Ltd.	114	80
(ii)	28,100 [March 31, 2023: 28,100] Equity Shares of Rs.10 each fully paid-up in Gujarat State Financial Corporation	0	0
(iii)	50,000 [March 31, 2023: 50,000] Equity Shares of Rs.10 each fully paid-up in Nivi Trading Limited	0	0
(iv)	41,150 [March 31, 2023: 41,150] Equity Shares of Rs.10 each fully paid-up in Transpek Industry Limited	7	6
(v)	5,307 [March 31, 2023: 5,307] Equity Shares of Rs.10 each fully paid-up in IDFC Limited	0	0
(vi)	5,307 [March 31, 2023: 5,307] Equity Shares of Rs.10 each fully paid-up in IDFC Bank Limited.	0	0
(vii)	17,990 [March 31, 2023: 17,990] Equity Shares of Rs.2 each fully paid-up in Bank of Baroda Limited	0	0
(viii)	1,891,630 [March 31, 2023: 1,891,630] Equity Shares of USD 3.35 each fully paid-up in Agrofresh Solutions Inc. (Listed on the NASDAQ) (refer note b)	-	46
	Investments in Equity Instruments (Unquoted)		
	Investment in Others		
(i)	7,41,800 [March 31, 2023: 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 31, 2023: 3,44,000] Equity shares of JPY 267.91 each, fully paid-up in Kyoyu Agri	5	6
(iii)	Fully paid up equity shares of Meiji Lukang Pharmaceutical Co., Ltd (refer note c below)	-	-
(iv)	35,50,716 fully paid and non-assessable shares of Series B-1 Preferred Stock, par value $ 0.0001 of Telesense INC.(refer note d below)	-	-
(v)	Investment in Tenacious Ventures Fund I, LP (Partnership)	2	2
(vi)	Investment in Yield Lab Global Opportunity Fund, L.P.	5	4
(vii)	1,14,464 [March 31, 2023: 1,14,464] Equity Shares of Rs.10 each fully paid-up in Clean Max Kratos Private Limited	40	40
(viii)	196.8873 units [March 31, 2023: 196.8873units] of Avishkar Fund	8	7
(ix)	459,714 [March 31, 2023: 459,714] Preference shares of USD 3 each of Pluton Biosciences, Inc	9	11
(x)	1,87,355 Preference share of Phospholutions, Inc. (Received on conversation of promissory note)	3	-
	Investments stated at Fair Value through Profit and Loss		
(A)	Investments in Convertible Bonds (Unquoted)		
(i)	1,561 [March 31, 2023: 1,561] Compulsorily Convertible Bonds in Waycool Foods and Products Private Limited	9	9
(ii)	Convertible Promissory Note of Phospholutions, Inc. at 8% p.a.	-	3
(B)	Investment in Equity Instruments (Unquoted)		
(i)	57 [March 31, 2023: 57] Ordinary Shares of 1 Rand each fully paid-up in Cropserve [PTY] Limited	0	0
(ii)	3,757,570 [March 31, 2023: 3,757,570] Equity Shares of Rs.10 each fully paid-up in Narmada Clean Tech Limited	8	8
(iii)	10,000 [March 31, 2023: 10,000] Equity Shares of Rs.10 each fully paid—up in Janakalyan Sahakari Bank Limited	0	0
(iv)	1,000,000 [March 31,2023: 1,000,000] Equity Shares of Rs.10 each fully paid-up in Uniphos International Limited	7	7

9. Investments

		March 31, 2024	March 31, 2023
		INR Crores	INR Crores
(v)	45,000 [March 31, 2023: 45,000] Equity Shares of Rs.10 each fully paid-up in Bloom Packaging Private Limited	1	1
(vi)	19,025 [March 31, 2023: 19,025] Equity Shares of Rs.10 each fully paid-up in Bench Bio Private Limited	1	1
(vii)	126 [March 31, 2023: 126] Equity shares of HUF 10,000 each, fully paid-up in Cseber	0	0
(C)	**Investment in Others (Unquoted)**		
(i)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 1 ("FIDC") with the assistance of Rabobank International Bank S.A	226	159
(ii)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 2 ("FIDC") with the assistance of BANCO ITAÚ BBA S.A.,	122	121
(iii)	3% investment in Fundo de Investimento em Direitos Creditórios COOPERCITRUS (“FIDC”) as a result of a commercial partnership between UPL do Brasil and Coopercitrus Cooperativa De Produtores Rurais	36	34
(iv)	12% investment in FARMTECH UP CREDIT FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS (“FIDC”) as a result of a commercial partnership between UPL do Brasil and FARM INVESTIMENTOS GESTÃO DE RECURSOS LTDA. with the assistance of BANCO ITAÚ BBA S.A.	47	45
(v)	Investments in Others (Unquoted)	3	4
	Total Other Non-Current Investments	655	596
	Total Non-Current Investments	1,893	1,569

Current		March 31, 2024	March 31, 2023
		INR Crores	INR Crores
Investments stated at Fair Value through profit and loss			
(i)	**Investments in Others (Unquoted)**		
	Convertible Loan Notes in Amira Nature foods Limited	32	41
	Investment in Stallions Fusion Fund	136	5
(ii)	**Investments in Mutual Funds (Quoted)**		
	Overnight money market investment	93	-
		-	-
	Total Current Investments	261	46
	Total Investments	2,154	1,615
	Aggregate amount and market value of quoted investments	214	132
	Aggregate amount of unquoted investments	1,940	1,483
	Aggregate amount of impairment in value of investments (refer Note (c) below)	-	-
	Investment stated at Amortised Cost	-	-
	Investments carried at Fair Value through Other Comprehensive Income	195	204
	Investments carried at Fair Value through Profit or Loss	721	438
	Investments accounted for using the equity method	1,238	973

For Investments at fair value through Profit and loss and Investments at fair value through OCI, refer note 53 for determination of their fair values.

Investments at fair value through OCI (fully paid) were irrevocably designated as FVTOCI as the Group considers these investments to be strategic in nature.

Note:

a. Share of losses has been restricted to the carrying value of the investment
b. The group has sold the investment in Agroforest Solutions Inc, since Since there was acquisition of AgroFresh Solutions Inc by some third party and hence management believed it would be better to sale investment and realise its fair value. The fair value of investment on the date of derecognition was INR 47 crore.
c. Investment in equity shares of Meiji Lukang Pharmaceutical Co., Ltd has been impaired fully during the previous year due to initiation of liquidation process of the company.
d. Investment in equity shares of Telesense Inc. has been impaired fully during the previous year due to initiation of liquidation process of the company.

10. Loans

		Non-current		Current	
		As at		As at	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		INR Crores	INR Crores	INR Crores	INR Crores
(A)	**Loans and Advances to related parties (refer note 48)**				
a.	Unsecured, Considered good	23	57	-	-
		23	57	-	-
(B)	**Loans to employees**				
a.	Unsecured, Considered good	-	-	20	25
		-	-	20	25
	Total loans	23	57	20	25

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:

	March 31, 2024		March 31, 2023	
	INR Crores		INR Crores	
Type of Borrower	Amount of loan or advance in the nature of loan outstanding	% of total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	% of total Loans and Advances in the nature of loans
Loan to Promoters	-	-	-	-
Loan to Directors	-	-	-	-
Loan to KMPs	-	-	-	-
Loan to Related parties	-	-	-	-
Total	-	-	-	-

11. Other Financial Assets

		Non Current		Current	
		As at		As at	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		INR Crores	INR Crores	INR Crores	INR Crores
(A)	**Security Deposits**				
a.	Unsecured, Considered good*	177	210	2	3
b.	Unsecured, credit impaired	8	5	-	-
	Less: Impairment Allowance for credit impaired security deposit	(8)	(5)	-	-
		177	210	2	3

* Non current security deposits includes deposits given to related parties of INR 4 Crores (March 31, 2023: 4 Crores) (refer note 48)

		Non Current		Current	
(B)	**Interest receivable**				
a.	Unsecured, Considered good	-	-	19	23
		-	-	19	23
(C)	**Derivative instruments at fair value through profit or loss**				
	Derivative contracts (net)**	-	-	48	18
		-	-	48	18
(D)	**Export Benefits receivables**				
	Unsecured, Considered good	-	-	186	166
		-	-	186	166
(E)	**Receivable on account of trade receivables sales on a non recourse basis (refer note 15)**				
	Unsecured, Considered good	-	-	326	58
		-	-	326	58
(F)	**Insurance receivables**				
	Unsecured, Considered good	-	-	2	6
		-	-	2	6
(G)	**Others**				
a.	Unsecured, Considered good	2	1	109	76
b.	Unsecured, credit impaired	-	-	-	-
	Less: Impairment Allowance for credit impaired other financial assets	-	-	-	-
		2	1	109	76
	Total Other Financial Assets	179	211	692	350

**Derivative contract corresponds to fair value gains/losses on hedging instruments contracted with banks to manage foreign exchange currency.
For details of classification of financial assets, refer note 52 - Financial instruments

12. Other Assets

		Non Current		Current	
		As at		As at	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		INR Crores	INR Crores	INR Crores	INR Crores
(i)	Capital advances Unsecured, Considered good	24	54	-	-
(ii)	Statutory receivables	265	308	1,982	2,185
(iii)	Other advances	-	-	780	935
	Total Other Assets	289	362	2,762	3,120

13. Assets held for sale

Assets held for sale represents assets amounted to INR 29 crores (March 31, 2023 : INR 40 crores) refer to assets received in debt renegotiations, substantially represented by land (farms and lots) acquired from customers who have not been able to settle their debts in cash. Management does not intend to maintain these assets and has made efforts to sell them. These assets are recognised at fair value less cost of disposal and are planned to be disposed off.

14. Inventories

	As at	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
a. Raw materials and components	2,662	3,012
b. Work in progress	704	721
c. Finished goods	7,301	7,929
d. Traded goods	1,483	1,754
e. Store and spares [including fuel]	286	225
f. Packing material	325	327
g. By products	15	17
Total inventories	**12,776**	**13,985**

(i) Inventories of holding company is hypothecated with the bankers against working capital limits (Refer note 23).

(ii) Amount of write down (net of reversal) of inventories to net realisable value and other provisions / losses recognised in the statement of profit or loss as an expense is INR 359 Crores (31 March 2023: INR 264 Crores). This is recognised in cost of materials and components consumed.

15. Trade receivables

	Non-current		Current	
	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	INR Crores	INR Crores	INR Crores	INR Crores
Trade receivables - Considered good, Secured				
- From related parties (refer note 48)	-	-	1,602	1,458
- From others	10	62	14,936	16,921
Less: Allowance for expected credit losses			(184)	(155)
Trade receivables, which have significant increase in credit risk	-	-	33	28
Less: Allowance for expected credit losses			(33)	(28)
Trade receivables, credit impaired	-	-	946	902
Less: Allowance for expected credit losses	-	-	(946)	(902)
Total Trade receivables	**10**	**62**	**16,354**	**18,224**

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows

	As at	
	March 31, 2024	March 31, 2023
Particulars	INR Crores	INR Crores
Opening balance	1,085	986
Foreign exchange movement	26	38
Provision (Net of reversal) of impairment allowance for the period	91	123
Less: Bad debts netted off with receivables	(39)	(62)
Closing balance	**1,163**	**1,085**

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 48).

- Trade receivables are non-interest bearing and are generally on terms of 45 to 270 days. Non-current trade receivables are non-interest bearing and are generally on terms of 365 to 450 days. The Group applies the practical expedient for receivables with credit period of up to 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 54)

The Group enters into various factoring agreements with third-party financial institutions to sell its trade receivables under non- recourse agreements in exchange for cash proceeds. These arrangements result in a transfer of the Group's trade receivables and risks to the third-party financial institutions. As these transfers qualify as true sale under the applicable accounting guidance, the receivables are derecognized from the Consolidated Statement of financial position upon transfer, and the Group receives a payment for the receivables from the third-party within a mutually agreed upon time period.

Trade receivables of holding company are hypothecated with the bankers against working capital limits (Refer note 23).

For terms and conditions of related party transactions refer Note 48.

15. Trade receivables (continued)

Trade receivables Ageing Schedule - Current and non-current
As at March 31, 2024

INR 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	13,188	2,414	579	187	119	61	16,548
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	33	-	-	-	33
Undisputed Trade receivable – credit impaired	1	1	16	44	68	816	946
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	13,189	2,415	628	231	187	877	17,527
Less: Less: Allowance for expected credit losses							(1,163)
Total (net of allowance for doubtful Trade receivables)	13,189	2,415	628	231	187	877	16,364

As at March 31, 2023

INR 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	16,066	1,932	182	180	61	20	18,441
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	28	-	-	-	28
Undisputed Trade receivable – credit impaired	-	1	4	47	124	725	901
Disputed Trade receivables - considered good	0	-	-	-	-	-	0
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	0	0	1
Total	16,066	1,933	214	227	185	745	19,371
Less: Allowance for expected credit losses							(1,085)
Total (net of allowance for doubtful Trade receivables)	16,066	1,933	214	227	185	745	18,286

16. Cash and cash equivalents

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Balances with banks		
- Current accounts	292	937
- Foreign currency accounts	-	1
- Current accounts outside India	4,884	3,542
- Fixed deposit accounts with original Maturity of less than 3 months	761	1,483
Cheques/drafts on hand	4	3
Cash on hand	2	1
	5,943	5,967

Note- There is no restriction with regard to cash and cash equivalents as at the end of each reporting period and prior periods.

17. Other Bank Balances

- Deposits with original maturity for more than 3 months but less than 12 months	43	84
- Margin money deposit **	39	36
-Unclaimed dividend accounts	11	10
	93	130

** Margin money deposits given as security against bank guarantees.

18. Share Capital

Authorised Share Capital

	Equity Shares of INR 2 each		Preference Shares of INR 10 each	
	No.	INR Crores	No.	INR Crores
At April 1, 2022	1,237,500,000	248	229,500,000	230
Increase/(decrease) during the year	-	-	-	-
At March 31, 2023	1,237,500,000	248	229,500,000	230
Increase/(decrease) during the year	-	-	-	-
At March 31, 2024	1,237,500,000	248	229,500,000	230

Issued equity capital

Equity shares of INR 2 each issued, subscribed and fully paid-up

	No.	INR Crores
At April 01, 2022	764,045,456	153
Increase during the year	-	-
Buyback of shares	(13,437,815)	(3)
At March 31, 2023	750,607,641	150
Increase during the year	-	-
At March 31, 2024	750,607,641	150

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended 31 March 2024, the amount of per share dividend proposed as distributions to equity shareholders is Rs. 1 (31 March 2023: Rs. 10)

Equity shares movement during the 5 years preceding March 31, 2024

A. The Board of Directors of the Company at its meeting held on 02 March 2022, approved the proposal to buy-back fully paid-up equity shares of face value of Rs. 2/- each from the equity shareholders of the Company (other than the promoters, the promoter's group and persons in control of the Company). The Company completed acquisition of 13,437,815 equity shares having face value of Rs. 2 per share at aggregate consideration of INR 1,094 crores on May 25, 2022 and consequently extinguished such shares in accordance with applicable regulations. Further the Company has discharged INR 261 crores towards buyback tax liability under the Income Tax Act, 1961 and other ancillary expenses.

B. Equity shares allotted as bonus shares, for consideration without cash pursuant to contract and shares bought back during the 5 years preceding March 31, 2024.

- Equity shares issued as bonus

The Company allotted 254,671,335 equity shares as fully paid up bonus shares on July 04, 2019 by utilising capital redemption reserve amounting to INR 38 crores and Securities premium amounting to INR 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 01 April 2019 to 31 March 2024:

- 43,725 Shares under Advanta India Limited Employees Stock Option and Shares Plan - 2006,
- 66,491 Shares under Advanta Employee Stock Option Plan - 2013 and
- 22,500 Shares under UPL Limited - Employee Stock Option Plan - 2017.

Details of shareholders holding more than 5% shares in the company

Name of the shareholder

	March 31, 2024		March 31, 2023	
Equity shares of INR 2 each fully paid	No. in Crores	% holding in the class	No. in Crores	% holding in the class
Nerka Chemicals Private Limited	15	20.46%	15	20.46%
Uniphos Enterprises Limited	4	5.26%	4	5.26%
Life Insurance Corporation of India	5	7.28%	5	6.71%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

As on March 31, 2024 there were 2,71,84,060 outstanding GDRs (representing 5,43,68,120 underlying equity shares, constituting 7.24% paid-up equity share capital of the Company) under the GDR programme listed on Singapore Stock Exchange and IOB segment of London Stock Exchange. Out of these 1,47,71,012 GDRs, representing 2,95,42,024 equity shares (3.94% of paid up share capital) are held by Promoter and Promoter Group.

Another GDR programme which was listed on Luxembourg Stock Exchange and subsequently terminated / closed in the year 2020 has 25,500 underlying shares being held by erstwhile depository bank viz CITIBANK N.A., due to non-identification of the beneficiary/ies by the depository bank.

Details of shares held by promoters

As at March 31, 2024

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 Private Limited	153,596,890	-	153,596,890	20.46%	0.00%
Uniphos Enterprises Limited	39,519,431	-	39,519,431	5.26%	0.00%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.19%	0.00%
Vikram Rajnikant Shroff	7,191,364	-	7,191,364	0.96%	0.00%
Shilpa P Sagar	3,388,443	-	3,388,443	0.45%	0.00%
Harmonic Ventures Limited	13,629,604	-	13,629,604	1.82%	0.00%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Private Limited	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
Rajju D Shroff	15,000	-	15,000	0.00%	0.00%
Poonam Shroff*	150	-	150	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
Sandra Rajnikant Shroff	10,444	-	10,444	0.00%	0.00%
Suresight Ventures Limited	14,678,380	-	14,678,380	1.96%	0.00%
Total	242,804,041	-	242,804,041	32.35%	

* Mrs. Poonam Shroff currently held shares in her maiden name viz. Poonam Manhar Bhagat based on benpos data

As at March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Nerka Chemicals Private Limited	153,596,890	-	153,596,890	20.46%	0.36%
Uniphos Enterprises Limited	39,519,431	-	39,519,431	5.26%	0.09%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.19%	0.02%
Vikram Rajnikant Shroff	7,191,364	-	7,191,364	0.96%	0.02%
Shilpa P Sagar	3,388,443	-	3,388,443	0.45%	0.01%
Harmonic Ventures Limited	2,892,072	10,737,532	13,629,604	1.82%	1.44%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Private Limited	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
Rajju D Shroff	15,000	-	15,000	0.00%	0.00%
Poonam Shroff *	150	-	150	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
Sandra Rajnikant Shroff	-	-	10,444	0.00%	0.00%
Suresight Ventures Limited	-	-	14,678,380	1.96%	0.00%
	217,377,685	10,737,532	242,804,041	32.35%	

* Mrs. Poonam Shroff currently held shares in her maiden name viz. Poonam Manhar Bhagat based on benpos data

19. Perpetual Subordinated Capital Securities

5.25% Perpetual Subordinated Capital Securities

	INR Crores
At April 1, 2022	2,986
Issued during the year	-
At March 31, 2023	2,986
Issued during the year	-
At March 31, 2024	2,986

During the year ended March 31 2020, the Group had raised INR 2,986 Crores (net of issue expenses of INR 41 Crores) through issue of Perpetual Subordinated Capital Securities (the "Securities") by it's subsidiary. These Securities are perpetual securities in respect of which there is no fixed redemption date and are callable only at the option of the issuer. As these Securities are perpetual in nature and ranked senior only to the Share Capital of the subsidiary company and the subsidiary company does not have any redemption obligation, these are considered to be in the nature of equity instruments. The stated coupon on these is payable at the discretion of the issuer.

UPL Limited
Notes to consolidated financial statements for the year ended March 31, 2024

20. Other equity

(i) Securities premium	INR Crores
At April 1, 2022	4,594
Additions / decrease during the year	(1,352)
At March 31, 2023	3,242
Additions / decrease during the year	-
At March 31, 2024	3,242

(ii) Retained earnings	INR Crores
At April 1, 2022	15,395
Add: Profit for the year	3,570
Add: Transfer from debenture redemption reserve	140
Less: Remeasurement gains/(losses) of defined benefit plans	(6)
Less: Dividend on equity shares paid during the year	(751)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(135)
Movement in capital reserve	(2)
Gain / (loss) on acquisition of additional stake from NCI	2,130
At March 31, 2023	20,341
Add: Profit for the year	(1,200)
Less: Remeasurement gains/(losses) of defined benefit plans	(6)
Less: Dividend on equity shares paid during the year	(749)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(136)
Less: Hyperinflation adjustment	(27)
Less: Transfer to capital redemption reserve	(3)
Less: Impact due to movement in equity stake of NCI	(31)
At March 31, 2024	18,189

(iii) Other reserves

Capital redemption reserve	INR Crores
At April 1, 2022	6
Changes during the year	-
At March 31, 2023	6
Changes during the year	3
At March 31, 2024	9

Capital reserve	INR Crores
At April 1, 2022	182
Changes during the year	49
At March 31, 2023	231
Changes during the year	2
At March 31, 2024	233

Debenture redemption reserve	INR Crores
At April 1, 2022	140
Add: Amount transferred from retained earnings	(140)
At March 31, 2023	-
Add: Amount transferred to retained earnings	-
At March 31, 2024	-

20. Other equity (continued)

General reserve	INR Crores
At April 1, 2022	1,848
Changes during the year	-
At March 31, 2023	1,848
Changes during the year	-
At March 31, 2024	1,848

Share based payment reserve	INR Crores
At April 1, 2022	20
Changes during the year	-
At March 31, 2023	20
Changes during the year	-
At March 31, 2024	20

Cashflow hedge reserve for OCI	INR Crores
At April 1, 2022	7
Changes during the year	(7)
At March 31, 2023	-
Changes during the year	-
At March 31, 2024	-

Equity Instruments through other comprehensive income	INR Crores
At April 1, 2022	(136)
Changes during the year	11
At March 31, 2023	(125)
Changes during the year	26
At March 31, 2024	(99)

Foreign currency translation reserve	INR Crores
At April 1, 2022	(534)
Changes during the year	1,679
At March 31, 2023	1,145
Changes during the year	70
At March 31, 2024	1,215

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 45 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.

20. Other equity (continued)

Cash flow hedge reserve - The Group uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Group uses foreign currency forward contracts, cross currency swaps, foreign currency option contracts and interest rate swaps. The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the Effective portion of cash flow hedges. Amounts recognised in the effective portion of cash flow hedges is reclassified to the statement of profit or loss when the hedged item affects profit or loss (e.g. interest payments).

Equity Instruments through other comprehensive income - The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Foreign currency translation reserve - Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Securities premium	3,242	3,242
Retained earnings	18,189	20,341
Capital redemption reserve	9	6
Capital reserve	233	231
General reserve	1,848	1,848
Share based payment reserve	20	20
Equity Instruments through other comprehensive income	(99)	(125)
Foreign currency translation reserve	1,215	1,145
Total other equity	**24,657**	**26,708**

21. Distribution made and proposed

Particulars	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Cash dividends on Equity shares declared and paid:		
Final dividend for the year ended March 31, 2024: Rs. 10 per share (March 31, 2023: Rs. 10 per share)	749	751
	749	**751**
Proposed dividends on Equity shares:		
Final dividend for the year ended March 31, 2024: Rs. 1 per share (March 31, 2023: Rs. 10 per share)	75	751
	75	**751**

Note

Proposed dividend on equity shares outstanding as on May 13, 2024 is subject to approval at the annual general meeting and is not recognised as a liability as at March 31 2024 and March 31 2023.

22.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 45.

23. Borrowings	Effective interest Rate	Maturity	As at March 31, 2024	As at March 31, 2023
	%		INR Crores	INR Crores
Non-current borrowings				
Bonds (Unsecured) (Refer Note a below)				
4.50% Senior Notes	4.50%	8th March 2028	2,291	2,254
4.625% Senior Notes	4.625%	16th June 2030	3,698	3,637
Term Loan				
From Bank				
Foreign currency loan (Unsecured)	SOFR + 1.25% and 1.40% (FY 23: SOFR + 1.25% and 1.40%)	September 2025, 2026 and 2027 (FY 23: September 2025 and 2027)	9,520	6,117
Sustainability linked Foreign currency loan (Unsecured)	SOFR + 1.56% and 1.38% (FY 23: SOFR + 1.27%, 1.46% and 1.65%)	March 2026/ December 2026	8,278	9,772
From others (secured) (Refer note c below)	13.00%	November 2026	223	-
			24,010	21,780
Less: Amount clubbed under "Current Borrowings"			-	1,636
Net non-current borrowings			24,010	20,144
Aggregate secured loans (non-current)			**223**	**-**
Aggregate unsecured loans (non-current)			**23,787**	**20,144**
Current borrowings				
Loan from banks				
Secured (Refer Note b below)	3mth Tbill + 100 BPS and Repo Rate + 180 bps (FY 23 : Euribor +1.30% to 8%)	Short Term	195	83
Unsecured:				
Working capital loan repayable on demand from banks:	3.45% to 13% (FY 23: 3.65% to 32%)	Short Term	3,738	673
Interest accrued and not due on borrowings			195	113
Commercial paper	8.4% (FY 23: 7.6%)	Within 90 days	300	350
			4,428	1,219
Current maturities of non current borrowings			**-**	**1,636**
Total current borrowings			4,428	2,855
Aggregate secured loans (current)			**195**	**83**
Aggregate unsecured loans (current)			**4,233**	**2,772**

a.Bonds (Unsecured)

All Bonds are listed on Singapore Stock exchange and are recorded at amortised cost.

i) Bonds of USD 443 million 4.625% Senior Notes due 2030 with carrying value of INR 3,698 Crores (March 31, 2023: INR 3,637 Crores) are recorded at net of amortised cost bearing an interest rate of 4.625%, repayable on 16 June 2030.

ii) Bonds of USD 274 million 4.50% Senior Notes due 2028 with carrying value of INR 2,291 Crores (March 31, 2023: INR 2,254 Crores) are recorded at net of amortised cost bearing an interest rate of 4.50%, repayable on 8 March 2028.

b. 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.

c. Loan from others (Secured)

In December 2017, Group with the assistance of Rabobank International Bank S.A., structured the Fundo de Investimento em Direitos Creditórios UPL 1 ("FIDC"). The FIDC was not constituted with a certain fixed group of receivables and the Group could assign receivables to FIDC. The Group participates in the FIDC with mezzanine quotas. On February 2, 2024, quotas were sold to Alfa Bank for the amount of INR 223 Crore. The sale was linked to a guarantee agreement and, as a result, the group substantially retained the risks and benefits of the Financial Instrument. Therefore, it is not derecognized and a debt was recognized as under Borrowings. The fair value of this quotas sold and fair value of debt recognised was same on date of sale.

The Group has utilised borrowings from banks and financial institutions for same purpose for which loans are taken.

Additional disclosures	
(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts	Yes
(a) reconciliation and reasons of material discrepancies, if any	NA

24. Other financial liabilities

	Non-current		Current	
	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	INR Crores	INR Crores	INR Crores	INR Crores
Financial liabilities at fair value through profit or loss				
Derivative contracts (net)	-	-	59	301
Payable towards acquisition of subsidiary	-	234	140	-
Other financial liabilities carried at amortised cost				
Payable towards acquisition of subsidiary	210	369	74	46
Creditors for capital goods	-	-	179	100
Unpaid dividend*	-	-	11	11
Trade deposits	-	-	89	81
Accrued payable	-	-	349	365
Payable towards non recourse sales of receivables	-	-	815	594
Employee benefits payables	-	-	494	924
Others (refer note a below)	9	10	1	-
Total other financial liabilities	**219**	**613**	**2,211**	**2,422**

*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.

Note - a) The current portion of others includes financial guarantee provided by group on behalf of Non-convertible Debenture issued by IBI Brasil Empreendimentos e Participações S.A. At the reporting date, the financial guarantee is measured at the higher of: (i) the amount of the loss allowance and ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with Ind AS 115. The current value of Non-convertible Debenture outstanding as on March 31, 2024 is INR 326 crore and maximum exposure on account of guarantee is INR 601 crore.

25. Provisions

		Non-Current		Current	
		As at		As at	
		March 31, 2024 INR Crores	March 31, 2023 INR Crores	March 31, 2024 INR Crores	March 31, 2023 INR Crores
(A)	**Employee benefits**				
	Provision for Gratuity	78	54	28	51
	Provision for other defined benefit plans	162	141	28	29
	Compensated absences	87	-	56	174
		327	195	112	254
(B)	**Other provisions**				
	Environmental provision	26	21	-	-
	Labour / employee claim provision	1	1	-	12
	Provision for litigation	-	-	192	184
	Provision for Dismantling	32	-	-	34
	Claims	-	-	11	19
		59	22	203	249
	Total (A+B)	386	217	315	503

(C) Movement of other provisions

	Environmental provision	Labour / employee claim provision	Contingencies acquired in a business combination	Provision for Dismantling	Claims	Total
At the beginning of the year	21	13	184	34	19	271
Arising during the year	7	1	-	-	2	10
Utilised during the year	(2)	(9)	-	(3)	-	(14)
Written back	-	(4)	(4)	-	(10)	(18)
Foreign currency translation effect	-	-	12	1	-	13
At the end of the year	26	1	192	32	11	262

i) Environmental provision:

The Group's operations are subject to environmental laws and regulations in the jurisdictions in which group operates. Some of these laws restrict the amount and type of emissions that group's operations can release into the environment. Group has made necessary provision required by respective local laws. The out flow of these would depend on the cessation of the respective operations.

ii) Labour / employee claim provision:

Companies in the Group are parties to various lawsuits that are at administrative or judicial level or in their initial stages, involving labour, tax and civil matters. The Group contest in court all claims and based on the assessment of their legal counsel, record a provision when the risk of loss is considered probable. The outflow is expected on completion of the respective events.

iii) Provision for litigation :

Provision for litigation includes provision that were recognized on acquisition of Arysta Group for indirect tax and legal claims against the Arysta Group. Provisions for indirect taxes related to Arysta Group's subsidiaries in Brazil and comprise of disputes with Brazilian authorities. These provisions are separate from the matters listed as contingent liabilities in note 45. The proceedings and investigations related to legal claims are at various stages and concern a variety of product markets. Where specific issues arise, provisions are made to the extent appropriate. Due to the nature of the legal cases and disputed indirect taxes, the timing of utilisation of these provisions is uncertain.

iv) 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.

v) Provision for gratuity :

Some entities of the Group have a defined benefit gratuity plan. Every employee who has completed five years or more of a service gets a gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

vi) Provision for other defined benefit plans :

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

26. Income Tax

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

Consolidated statement of profit or loss and other comprehensive income:

Profit or loss section	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Current income tax:		
Current income tax charge	800	1,566
Adjustments of tax relating to earlier years	(10)	(60)
Deferred tax:		
Relating to origination and reversal of temporary differences	(999)	(770)
Income tax expense reported in the statement of profit or loss	**(209)**	**736**

OCI section

Deferred tax related to items recognised in OCI during the year:

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Gain on FVTOCI financial assets and net gain/loss on remeasurement of defined benefit plans.	(1)	(3)
Income tax charged to OCI	**(1)**	**(3)**

Reconciliation of tax expense and the accounting profit multiplied by India's applicable tax rate for March 31, 2024 and March 31, 2023:

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Accounting profit before tax	(2,087)	5,150
Accounting profit before income tax	**(2,087)**	**5,150**
At India's statutory income tax rate of 25.167% (March 31, 2023 : 25.167%)	(525)	1,296
Profit taxable at higher/lower/nil tax rates in certain jurisdictions	(63)	(565)
Additional deduction on expenditure on research and development	7	(10)
Adjustment of tax relating to previous years	(10)	(88)
Income exempt for tax purpose	(170)	(162)
Utilisation of previously unrecognised tax losses	(229)	(38)
Other non-deductible expenses	178	186
Tax effect of Joint ventures / associates	63	(40)
Unrecognised deferred tax asset on carry forward losses	589	122
Others	(49)	35
At the effective income tax rate of 10.03% (March 31, 2023: 14.29%)	**(209)**	**736**
Income tax expense reported in the statement of profit or loss	(209)	736
Effective income tax rate	**10.03%**	**14.29%**

Deferred tax

Deferred tax relates to the following:	Balance Sheet As at		Statement of Profit or Loss Year ended	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	INR Crores	INR Crores	INR Crores	INR Crores
Property, plant & equipment	(218)	(247)	(29)	105
Financial assets	714	603	(111)	(150)
Unrealised profits on intercompany transactions	539	418	(121)	(120)
Carry forward of tax losses and unabsorbed depreciation	1,536	939	(597)	(318)
Provision	790	873	83	(430)
Intangible Assets	(2,208)	(2,428)	(220)	212
Others	36	42	(4)	(69)
Deferred tax expense/(income)			**(999)**	**(770)**
Net deferred tax assets/(liabilities)	**1,189**	**199**		

Reflected in the balance sheet as follows:	As at March 31, 2024	As at March 31, 2023
	INR Crores	INR Crores
Deferred tax assets	3,595	2,661
Deferred tax liabilities:	(2,406)	(2,462)
Deferred tax liabilities (net)	**1,189**	**199**

26. Income Tax

26. Income Tax (continued)

Reconciliation of deferred tax assets (net):

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Opening balance	**199**	**(436)**
Tax income/(expense) during the period recognised in profit or loss	999	770
Tax income/(expense) during the period recognised in OCI	(1)	(15)
Exchange impact	(8)	(120)
Closing balance as at year ended	**1,189**	**199**

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 INR 1,808 Crores (March 31, 2023: INR 2,315 Crores) that are available for offsetting for period approximately 3 to 10 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 INR 589 Crores. A deferred tax asset is recognised for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised.

The temporary differences associated with investments in subsidiaries, joint venture, for which a deferred tax liability has not been recognised in the periods presented, aggregate to INR 9,572 crore (March 31, 2023 : INR 8,787 crore). The Group has not recognized deferred tax liability with respect to unremitted retained earnings and associated foreign currency translation reserve with respect to certain of its subsidiaries and joint ventures where the Group is in a position to control the timing of the distribution of profits and it is probable that the subsidiaries and joint ventures will not distribute the profits in the foreseeable future.

Break-up of tax assets and liabilities	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Non-current tax asset (net)		
Income tax assets	208	96
	208	96
Current tax asset (net)		
Income tax assets	398	141
	398	141
Current tax liabilities (net)		
Current tax liabilities (net)	530	655
	530	655

Of the Group's current tax liabilities, INR 69 crore (March 31, 2023: INR 73 crore) relates to Group’s subsidiary in Brazil which was created at the time of acquisition of Arysta Group and represents management’s estimate of the amount of tax payable for an ongoing tax review. The first level of administrative decision was not in favour of Arysta Group on account of disallowance of expenses as deduction by Brazilian IRS. However, management was certain on eligibility of those expenses as deduction and hence an appeal has been initiated to second administrative level in October 2022. Due to the ongoing uncertainty involved and basis the status of the tax review, management anticipates that the most likely outcome of the tax liability would be approximately INR 73 crore.

27. Trade payables

	Current As at March 31, 2024	Current As at March 31, 2023
	INR Crores	INR Crores
Trade payables		
Total outstanding dues of Micro enterprises and Small enterprises	84	82
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	15,600	17,532
	15,684	17,614

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 54.
- For terms and conditions of related party transactions refer Note 48.

Trade payables Ageing Schedule

As at March 31 2024

(INR Crores)

	Outstanding for following periods from due date of payment					
	'Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	38	45	1	-	-	84
Total outstanding dues of creditors other than micro enterprises and small enterprises	12,896	2,633	36	13	22	15,600
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
Total	12,934	2,678	37	13	22	15,684

As at March 31 2023

(INR Crores)

	Outstanding for following periods from due date of payment					
	'Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	53	29	0	-	0	82
Total outstanding dues of creditors other than micro enterprises and small enterprises	15,753	1,728	21	13	17	17,532
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	0	-	0
Total	15,806	1,757	21	13	17	17,614

28. Other liabilities

	As at March 31, 2024	As at March 31, 2023
	INR Crores	INR Crores
Advances against orders	2,827	4,011
Statutory liabilities	508	712
Total	3,335	4,723

29. Revenue from operations

	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Sale of products	42,318	53,031
Sale of services		
Job-Work /Service income	281	103
Other operating revenues		
Export incentives	113	144
Refund of statutory receivables	11	12
Royalty income	15	7
Excess provisions in respect of earlier years written back (net)	183	56
Miscellaneous receipts	177	223
Total	43,098	53,576

Disaggregation of revenue from contracts with customers

a. The management determines that the segment information reported under note 49 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

	March 31, 2024	March 31, 2023
	INR Crores	
Trade receivables (refer note 15)	16,364	18,286
Advance against orders (refer note 28)	2,827	4,011

Revenue recognised from amounts included in contract liabilities at the beginning of the year	4,011	2,651

d. Reconciliation of revenue from contract with customers with contracted price

Particulars	March 31, 2024	March 31, 2023
Revenue from contract with customer as per the contract price	52,377	63,909
Adjustments made to contract price on account of :-		
a) Discounts / Rebates / Incentives (Refer note below)	(6,709)	(7,460)
b) Sales Returns (Refer note below)	(3,350)	(3,418)
Revenue from contract with customers	42,318	53,031
Sale of services	281	103
Other operating revenue	499	442
Revenue from operations	43,098	53,576

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, 2024. 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.

30. Other income

	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Interest income on financial assets		
Carried at amortised cost		
Loans and others	318	250
Unwinding of interest on trade receivable	4	11
Carried at fair value through profit and loss		
Loans and others	127	80
Other non-operating income		
Rent received	1	2
Profit on sale of property, plant and equipment (net)	15	21
Sundry credit balances written back (net)	17	104
Miscellaneous income	1	9
Total	483	477

31. Employee benefits expense

	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Salaries, wages and bonus	4,180	4,411
Contribution to provident and other funds (Refer note 44)	169	162
Share based payments to employees (Refer note 45)	7	132
Gratuity and other retirement benefits (Refer note 44)	23	24
Staff welfare expenses	303	327
Total	4,682	5,056

32. Finance costs

	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Interest expenses on financial liabilities at amortised cost		
- On Debentures	-	6
- On Term Loans	1,432	959
- On Cash Credit and Working Capital Demand Loan Accounts	633	278
- On Fixed Deposits and Fixed Loans	23	34
- On Others	781	1,054
Exchange difference (net) and fair value change on derivative instruments	314	(187)
Unwinding of interest on trade payables	447	602
Other financial charges	160	166
Interest on lease liabilities	62	51
Total	3,852	2,963

33. Depreciation and amortization expense

	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Depreciation of property, plant and equipment	1,070	1,075
Amortization of intangible assets	1,304	1,168
Depreciation charge on the right-of-use asset	389	304
Total	2,763	2,547

34. Other expense

	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Power and fuel	786	1,150
Transport charges	1,569	2,010
Sub-contracting expenses	657	825
Travelling and conveyance	496	596
Advertising and sales promotion	658	1,002
Legal and professional fees	678	742
Sales commission	199	233
Rent	143	141
Labour charges	395	387
Repairs and maintenance		
Plant and machinery	161	158
Buildings	27	30
Others	173	202
Loss on financial assets at Fair Value through Profit & Loss (FVTPL)	-	8
Effluent disposal charges	197	217
Consumption of stores and spares	200	226
Rates and taxes	200	223
Warehousing costs	317	289
Insurance	359	288
Registration charges	150	169
Communication costs	86	95
Royalty charges	73	114
Charity and Donations [(includes INR Nil Crores (March 31, 2023: INR 50 Crores) paid for political purpose)]	34	113
Assets written off	5	6
Research and development expenses	125	122
Other expenses	628	610
Total	8,316	9,956

35. Exceptional items

	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Restructuring and other cost (Refer note a below)	203	49
Litigation cost charge / (writeback) (Refer note b below)	20	55
Loss due to fire (Refer note c below)	29	66
Total	252	170

a) Restructuring and other cost:

During the earlier years, the Group decided to stop production at its Netherlands plant which is one of the oldest manufacturing unit and requires significant repairs and maintenance year on year and the exceptional items during the year includes restructuring and severance cost provisions of INR 17 Crores (March 31, 2023: INR 13 Crores) for shut down of this plant. Further an amount of INR 113 Crores (March 31, 2023: INR 36 Crores) mainly pertains to severance pay across various subsidiaries and one time legal & professional cost. Balance cost pertains to various other restructuring activities.

b) Litigation cost charge / (writeback):

Other exceptional cost includes certain litigation expenses which were incurred in certain regions. During the year ended March 31, 2024, the Group incurred amounting to a net sum of INR 20 Crores (March 31, 2023: INR 55 Crores) towards legal expenses for pursuing legal actions against companies and individuals alleged to be counterfeiting its products and agricultural pesticide's financial fines.

In earlier years, the Group had received complaints about product contamination with respect to its products sold in Chile. The Group has insurance policies in place for third party liability claims for property damage and resulting losses due to product contamination. The group expected total pay-outs on account of settlement for grower claims aggregates to INR 260 crores. Out of which, Management had estimated INR 56 crores were beyond the insurance policy limits, hence booked as expenses amounting INR 44 Crores under exceptional items during the previous year ended March 31, 2023. The Group has received the outstanding insurance claim amount in the month of October 2022.

c) Loss due to fire:

In previous year, Warehouse in Cornubia which was rented by UPL South Africa (PTY) Ltd, a subsidiary based in South Africa was set alight by arsonists following rioting and civil unrest in the area. Management had estimated loss of inventory and clean-up cost amounting to approximately INR 604 crores. Out of which, Management had estimated INR 210 crores were beyond the insurance policy limits, hence booked as expenses amounting INR 29 crores under exceptional items during the year ended March 31, 2024 and INR 57 crores during the year ended March 31, 2023. The Group has received the outstanding insurance claim amount in the month of October 2022. There are no legal claims or proceedings against UPL group in relation to the incident.

36. Key information related to foreign exchange

Group incurred foreign exchange loss on translation of certain assets / liabilities of two subsidiaries (UPL Argentina S A and Advanta Semillas SAIC, Argentina) from Argentine peso (“ARS”) to USD. This is primarily due to certain events like government change, Board of Directors (BOD) change of central bank which has led to change in foreign exchange rate of ARS to USD. Variation of ARS of 119%, going from ARS/ USD 366 to ARS/ USD 800 on December 13, 2023 is a significant change having impact on operations. This has foreign exchange impact of approx. INR 256 crores on assets and liabilities on that date.

37. Components of Other comprehensive income

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended March 31, 2024	March 31, 2024	March 31, 2023
Items that will not be reclassified subsequently to profit and loss		
Equity instrument at fair value through other comprehensive income	34	25
Re-measurement of defined benefits plans	(6)	(2)
Income tax relating to items that will not be reclassified to profit or loss	1	(3)
Items that will reclassified subsequently to profit and loss		
Effective portion of derivative instrument designated at cash flow hedge	-	(3)
Exchange difference in translating the financial statement of foreign operations	64	2,005
Exchange difference of Associate Company accounted for using Equity Method of Accounting	6	-
Income tax relating to items that will not be reclassified to profit or loss	-	(12)
	99	2,010

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.

38. Earnings per share (EPS)

	Year ended March 31, 2024	Year ended March 31, 2023
	INR Crores	INR Crores
Profit for the year	**(1,200)**	**3,570**
Less: Payment of coupon on Perpetual Subordinated Capital Securities	(136)	(135)
Profit attributable to equity holders of the parent	**(1,336)**	**3,435**
Weighted average number of Equity shares for basic and diluted EPS	750,607,641	750,607,641
Weighted average number of Equity shares adjusted for the effect of dilution	**750,607,641**	**750,607,641**
Earnings per Equity share (in INR)		
Basic	**(17.80)**	**45.79**
Diluted	**(17.80)**	**45.79**

39. 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.

40. 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	Reference	% Equity interest	
					March 31, 2024	March 31, 2023
1	UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	Crop protection	Argentina		78%	78%
2	UPL Argentina S A	Crop protection	Argentina		78%	78%
3	Advanta Semillas SAIC, Argentina	Seed Business	Argentina		87%	86%
4	UPL Australia Pty Limited	Crop protection	Australia		78%	78%
5	Advanta Seeds Pty Ltd,Australia	Seed Business	Australia		87%	86%
6	Arysta LifeScience Australia Pty Ltd.	Crop protection	Australia		78%	78%
7	MacDermid Agricultural Solutions Australia Pty Ltd	Crop protection	Australia		78%	78%
8	Hannaford Nurture Farm Exchange Pty Ltd	Crop protection	Australia		78%	78%
9	Riceco International, Inc.Bhamas	Crop protection	Bahamas		78%	78%
10	Riceco International Bangladesh Limited	Crop protection	Bangladesh		78%	78%
11	Arysta LifeScience Benelux SRL (FKA Arysta LifeScience Benelux SPRL)	Crop protection	Belgium		78%	78%
12	Arysta LifeScience Ougrée Production SRL (FKA Arysta LifeScience Ougrée Production Sprl)	Crop protection	Belgium		78%	78%
13	UPL Bolivia S.R.L	Crop protection	Bolivia		78%	78%
14	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	Crop protection	Brazil		78%	78%
15	UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	Crop protection	Brazil		76%	76%
16	Perrey Participações S.A	Crop protection	Brazil		78%	78%
17	Advanta Commercio De Sementes Ltda,Brazil	Seed Business	Brazil		87%	86%
18	UPL Bulgaria EOOD	Crop protection	Bulgaria		78%	78%
19	Arysta LifeScience Cameroun SA	Crop protection	Cameroon		78%	78%
20	UPL Agrosolutions Canada Inc	Crop protection	Canada		78%	78%
21	United Phosphorus Cayman Limited	Crop protection	Cayman Islands		78%	78%
22	UP Aviation Limited,Cayman Island	Crop protection	Cayman Islands		100%	100%
23	UPL Corporation Ltd,Cayman (FKA UPL Ltd)	Crop protection	Cayman Islands		78%	78%
24	UPL Crop Protection Holdings Limited	Crop protection	Cayman Islands	#	100%	0%
25	Decco Chile SpA	Crop protection	Chile		100%	100%
26	UPL CHILE S.A. (FKA Arysta LifeScience Chile S.A.)	Crop protection	Chile		78%	78%
27	INGEAGRO S.A	Crop protection	Chile		75%	75%
28	UPL Shanghai Ltd	Crop protection	China		78%	78%
29	Anning Decco Biotech Co., Ltd (FKA Anning Decco Fine Chemical Co. Limited, China)	Crop protection	China		55%	55%
30	UPL Jiangsu Limited	Crop protection	China		54%	54%
31	Laoting Yoloo Bio-Technology Co. Ltd	Crop protection	China		78%	78%
32	UPL Colombia SAS(Foremerly Known as Evofarms Colombia SA)	Crop protection	Colombia		78%	78%
33	Arysta LifeScience Colombia S.A.S	Crop protection	Colombia		78%	78%
34	UPL Costa Rica S.A.	Crop protection	Costa Rica		78%	78%
35	Industrias Bioquim Centroamericana, Sociedad Anónima	Crop protection	Costa Rica		78%	78%
36	Callivoire SGFD S.A.	Crop protection	Cote D'Ivoire		78%	78%
37	UPL Czech s.r.o.	Crop protection	Czech Rpb		78%	78%
38	Arysta LifeScience Corporation Republica Dominicana, SRL	Crop protection	Dominican Republic		78%	78%
39	Grupo Bioquimico Mexicano Republica Dominicana SA	Crop protection	Dominican Republic		78%	78%
40	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	Crop protection	Dominican Republic		78%	78%
41	Arysta-LifeScience Ecuador S.A.	Crop protection	Ecuador		78%	78%
42	UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	Crop protection	Egypt		78%	78%
43	Cerexagri S.A.S.	Crop protection	France		78%	78%
44	UPL France	Crop protection	France		78%	78%
45	Arysta LifeScience S.A.S.	Crop protection	France		78%	78%
46	Vetophama SAS	Animal Health	France		100%	100%
47	Sci PPWJ	Animal Health	France	$	100%	100%
48	Laboratoires Goëmar SAS	Crop protection	France		78%	78%
49	UPL Deutschland GmbH	Crop protection	Germany		78%	78%
50	Calli Ghana Ltd.	Crop protection	Ghana		78%	78%
51	UPL LIMITED,Gibraltor	Crop protection	Gibraltar		78%	78%
52	UPL Hellas S.A. (FKA Arysta LifeScience Hellas S.A. Plant Protection, Nutrition and Other Related Products and Services)	Crop protection	Greece		78%	78%
53	Arysta LifeScience CentroAmerica, S.A.	Crop protection	Guatemala		78%	78%
54	Arysta LifeScience de Guatemala, S.A.	Crop protection	Guatemala		78%	78%
55	Industrias Agriphar SA	Crop protection	Guatemala	$	78%	78%
56	Nutriquim De Guatemala, Sociedad Anónima	Crop protection	Guatemala		78%	78%
57	UPL Limited,Hong Kong	Crop protection	Hong Kong		78%	78%
58	UPL Agro Ltd	Crop protection	Hong Kong		78%	78%
59	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság.	Crop protection	Hungary		78%	78%
60	Advanta Seeds Hungary Kft	Seed Business	Hungary	#	87%	0%
61	UPL Global Business Services Limited	Crop protection	India		100%	100%
62	SWAL Corporation Limited	Crop protection	India		91%	91%
63	United Phosphorus (India) LLP	Crop protection	India		100%	100%

40. 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	Reference	% Equity interest	
					March 31, 2024	March 31, 2023
64	United Phosphorus Global LLP	Crop protection	India		100%	100%
65	UPL Sustainable Agri Solutions Limited	Crop protection	India		91%	91%
66	Arysta LifeScience India Limited	Crop protection	India		78%	78%
67	Arysta LifeScience Agriservice Private Limited	Crop protection	India		78%	78%
68	Arysta Agro Private Limited	Crop protection	India		78%	78%
69	Arysta LifeScience Services LLP	Crop protection	India		78%	78%
70	Nurture Agtech Ltd. (FKA Nurture Agtech Pvt Ltd.)	Crop protection	India		91%	91%
71	Natural Plant Protection Limited	Crop protection	India		93%	93%
72	UPL Speciality Chemicals Limited	Crop protection	India	@	100%	100%
73	UPL Agri Science Ltd (FKA UPL Agri Science Private Ltd)	Crop protection	India	@	100%	100%
74	Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	Seed Business	India	@	87%	86%
75	Kudos Chemie Ltd	Crop protection	India	@1	100%	100%
76	Nature Bliss Agro Limited (FKA Nature Bliss Agro Private Limited)	Crop protection	India	@1	100%	100%
77	PT.UPL Indonesia	Crop protection	Indonesia		78%	78%
78	PT Catur Agrodaya Mandiri, Indonesia	Crop protection	Indonesia		78%	78%
79	Pt. Advanta Seeds Indonesia	Seed Business	Indonesia		87%	86%
80	Pt. Arysta LifeScience Tirta Indonesia	Crop protection	Indonesia		39%	39%
81	PT EXCEL MEG INDO	Crop protection	Indonesia		78%	78%
82	PT Ace Bio Care	Crop protection	Indonesia		78%	78%
83	United Phosphorus Global Services Limited	Crop protection	Ireland		78%	78%
84	Decco Israel Ltd (FKA Safepack Products Limited,Isreal)	Crop protection	Israel		100%	100%
85	Prolong Limited	Crop protection	Israel		100%	100%
86	UPL Italia S.R.L.	Crop protection	Italy		78%	78%
87	Decco Italia SRL,Italy	Crop protection	Italy		100%	100%
88	UPL Agricultural Solutions	Crop protection	Italy		78%	78%
89	UPL Japan GK	Crop protection	Japan		78%	78%
90	Arysta Health and Nutrition Sciences Corporation	Health Nutrition Solution	Japan		100%	100%
91	Arysta LifeScience Corporation	Crop protection	Japan		78%	78%
92	Arysta LifeScience Japan Holdings Goudou Kaisha	Crop protection	Japan		78%	78%
93	Arysta LifeScience Kenya Ltd.	Crop protection	Kenya		78%	78%
94	ASI SEEDS ENTERPRISES KENYA LIMITED	Seed Business	Kenya	#	87%	0%
95	UPL Arabia for Chemical Manufacturing	Crop protection	Kingdom of Saudi Arabia	#	100%	0%
96	UPL Limited Korea	Crop protection	South Korea		78%	78%
97	Uniphos Malaysia Sdn Bhd	Crop protection	Malaysia		78%	78%
98	Mali Protection Des Cultures (M.P.C.) SA	Crop protection	Mali		66%	66%
99	UPL Corporation Limited, Mauritius	Crop protection	Mauritius		100%	100%
100	Advanta Seeds International, Mauritius	Seed Business	Mauritius		87%	86%
101	Arysta LifeScience (Mauritius) Ltd	Crop protection	Mauritius		78%	78%
102	UPL Mauritius Limited	Crop protection	Mauritius		78%	78%
103	Advanta Mauritius Limited	Seed Business	Mauritius	@	87%	86%
104	UPL Speciality Mauritius Limited	Crop protection	Mauritius	#	100%	0%
105	UPL Agro SA DE CV.	Crop protection	Mexico		78%	78%
106	Decco PostHarvest Mexico	Crop protection	Mexico		100%	100%
107	Arysta LifeScience Mexico, S.A.de C.V	Crop protection	Mexico		78%	78%
108	Grupo Bioquimico Mexicano, S.A. de C.V.	Crop protection	Mexico		78%	78%
109	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	Crop protection	Mexico		78%	78%
110	Advanta Seeds Mexico Sa De Cv.	Seed Business	Mexico	#	87%	0%
111	UPL Share Service Center, S. A. de C. V.	Crop protection	Mexico	#	78%	0%
112	Agrifocus Limitada	Crop protection	Mozambique		78%	78%
113	Myanmar Arysta LifeScience Co., Ltd.	Crop protection	Myanmar		78%	78%

40. 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	Reference	% Equity interest	
					March 31, 2024	March 31, 2023
114	UPL Benelux B.V.	Crop protection	Netherlands		78%	78%
115	Cerexagri B.V. - Netherlands	Crop protection	Netherlands		78%	78%
116	UPL Holdings Cooperatief U.A	Crop protection	Netherlands		78%	78%
117	UPL Holdings BV	Crop protection	Netherlands		78%	78%
118	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	Crop protection	Netherlands		100%	100%
119	Decco Worldwide Post-Harvest Holdings B.V.	Crop protection	Netherlands		100%	100%
120	UPL Holdings Brazil B.V.	Crop protection	Netherlands		78%	78%
121	Advanta Netherlands Holdings BV,Netherlands	Seed Business	Netherlands		87%	86%
122	Advanta Holdings BV, Netherland	Seed Business	Netherlands		87%	86%
123	UPL Agricultural Solutions Holdings BV	Crop protection	Netherlands		78%	78%
124	Netherlands Agricultural Investment Partners LLC	Crop protection	Netherlands		78%	78%
125	Arysta LifeScience Netherlands BV	Crop protection	Netherlands		78%	78%
126	UPL New Zealand Limited	Crop protection	New Zealand		78%	78%
127	UPL Nicaragua, Sociedad Anónima	Crop protection	Nicaragua		78%	78%
128	Arysta LifeScience Pakistan (Pvt.) LTD.	Crop protection	Pakistan		78%	78%
129	UPL Paraguay S.A.	Crop protection	Paraguay		78%	78%
130	UPL PERU S.A.C. (FKA Arysta LifeScience Peru S.A.C)	Crop protection	Peru		78%	78%
131	UPL Philippines Inc.	Crop protection	Philippines		78%	78%
132	Arysta LifeScience Philippines Inc.	Crop protection	Philippines		78%	78%
133	Advanta Seeds Philippines Inc	Seed Business	Philippines	#	87%	0%
134	UPL Polska Sp. z.o.o	Crop protection	Poland		78%	78%
135	Decco Portugal Post Harvest LDA	Crop protection	Portugal	$	100%	100%
136	Agripraza Ltda.	Crop protection	Portugal		78%	78%
137	UPL Portugal Unipessoal, Ltda.	Crop protection	Portugal		78%	78%
138	Betel Reunion S.A.	Crop protection	Reunion(Fr)		51%	51%
139	UPL Agricultural Solutions Romania SRL	Crop protection	Romania		78%	78%
140	Advanta Seeds Romania S.R.L	Seed Business	Romania	@	87%	86%
141	Limited Liability Company "UPL"	Crop protection	Russia		78%	78%
142	Arysta LifeScience Asia Pte., Ltd.	Crop protection	Singapore		78%	78%
143	UPL Slovakia S.R.O	Crop protection	Slovakia		78%	78%
144	Citrashine (Pty) Ltd, South Africa(Foremrly known as Friedshelf 1114 (Pty) Ltd,South Africa)	Crop protection	South Africa		100%	100%
145	UPL South Africa (Pty) Ltd	Crop protection	South Africa		78%	78%
146	UPL Holdings SA (Pty) Ltd	Crop protection	South Africa		78%	78%
147	Anchorprops 39 (Proprietary) Ltd	Crop protection	South Africa		78%	78%
148	Sidewalk Trading (Pty) Ltd	Crop protection	South Africa		78%	78%
149	Volcano Agroscience (Pty) Ltd	Crop protection	South Africa		78%	78%
150	UPL Investments Southern Africa Pty Ltd	Crop protection	South Africa		78%	78%
151	Advanta Seeds (Pty) Ltd	Seed Business	South Africa	#	87%	0%
152	UPL IBERIA, SOCIEDAD ANONIMA	Crop protection	Spain		78%	78%
153	Decco Iberica Postcosecha, S.A.U., Spain	Crop protection	Spain		100%	100%
154	Transterra Invest, S. L. U., Spain	Crop protection	Spain		78%	78%
155	Naturagri Soluciones, SLU	Crop protection	Spain		78%	78%
156	UPL LANKA (PRIVATE) LIMITED	Crop protection	Sri Lanka	@	78%	78%
157	UPL LANKA BIO (PRIVATE) LIMITED	Crop protection	Sri Lanka	#	100%	0%
158	UPL Switzerland AG (FKA United Phosphorus Switzerland Limited)	Crop protection	Switzerland		78%	78%
159	UPL Europe Supply Chain GmbH (FKA Platform Sales Suisse GmbH)	Crop protection	Switzerland		78%	78%
160	UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	Crop protection	Tanzania		78%	78%
161	Advanta Seeds Tanzania Limited	Seed Business	Tanzania	#	87%	0%
162	Pacific Seeds Holdings (Thai) Ltd ,Thailand	Seed Business	Thailand		87%	86%
163	Pacific Seeds (Thai) Ltd, Thailand	Seed Business	Thailand		87%	86%
164	Arysta LifeScience (Thailand) Co., Ltd.	Crop protection	Thailand		78%	78%
165	UPL Togo SAU	Crop protection	Togo		78%	78%
166	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	Crop protection	Turkey		78%	78%
167	UPL Agromed Tohumculuk Sa,Turkey	Crop protection	Turkey		78%	78%
168	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	Crop protection	Turkey		100%	100%
169	Arysta LifeScience UK & Ireland Ltd	Crop protection	U.K.	$	78%	78%
170	Arysta LifeScience Great Britain Ltd	Crop protection	U.K.		78%	78%
171	Arysta LifeScience U.K. JPY Limited	Crop protection	U.K.		78%	78%
172	UPL Global Limited (FKA Arysta LifeScience Global Limited)	Crop protection	U.K.		78%	78%

40. 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	Reference	% Equity interest	
					March 31, 2024	March 31, 2023
173	Arysta LifeScience U.K. BRL Limited	Crop protection	U.K.	$	78%	78%
174	Arysta LifeScience Registrations Great Britain Ltd	Crop protection	U.K.		78%	78%
175	United Phosphorus Holdings Uk Ltd	Crop protection	U.K.		78%	78%
176	Decco Holdings UK Ltd	Crop protection	U.K.		100%	100%
177	Advanta Seeds Holdings UK Ltd	Seed Business	U.K.		87%	86%
178	UPL Crop Protection Investments UK Limited	Crop protection	U.K.		78%	78%
179	UPL Health & Nutrition Science Holdings Limited	Health Nutrition Solution	U.K.		100%	100%
180	UPL Animal Health Holdings Limited	Animal Health	U.K.		100%	100%
181	UPL Investments UK Limited	Crop protection	U.K.		100%	100%
182	UPL Europe Ltd	Crop protection	U.K.		78%	78%
183	Advanta Biotech General Trading Ltd	Seed Business	UAE		87%	86%
184	UPL Global DMCC (FKA-UPL Global Services DMCC)	Crop protection	UAE	@	100%	100%
185	Advanta Seeds Ukraine LLC	Seed Business	Ukraine		87%	86%
186	UPL Ukraine LLC	Crop protection	Ukraine		78%	78%
187	UPL Management DMCC	Crop protection	UAE		78%	78%
188	Advanta Seeds DMCC	Seed Business	UAE		87%	86%
189	Arysta Agroquimicos y Fertilzantes Uruguay SA	Crop protection	Uruguay		78%	78%
190	UPL NA Inc.	Crop protection	USA		78%	78%
191	Cerexagri, Inc. (PA),USA	Crop protection	USA		78%	78%
192	UPL Delaware, Inc.,USA	Crop protection	USA		78%	78%
193	Decco US Post-Harvest Inc (US)	Crop protection	USA		100%	100%
194	RiceCo LLC,USA	Crop protection	USA		78%	78%
195	Advanta US, LLC (Foremerly Known as Advanta US Inc,USA)	Seed Business	USA		87%	86%
196	Arysta LifeScience Management Company, LLC	Crop protection	USA		78%	78%
197	Arysta LifeScience North America, LLC	Crop protection	USA		78%	78%
198	Arysta LifeScience NA Holding LLC	Crop protection	USA		78%	78%
199	Arysta LifeScience Inc.	Crop protection	USA		78%	78%
200	UPL Services LLC	Crop protection	USA		78%	78%
201	Advanta Holdings US Inc.	Seed Business	USA		87%	86%
202	UPL Radicle LP	Crop protection	USA	@	100%	100%
203	UPL Radicle II LP	Crop protection	USA	#	78%	0%
204	UPL Vietnam Co. Ltd	Crop protection	Vietnam		78%	78%
205	Arysta LifeScience Vietnam Co., Ltd.	Crop protection	Vietnam		78%	78%
206	UPL Zambia Ltd	Crop protection	Zambia		78%	78%
207	Advanta Seeds Zambia LIMITED	Seed Business	Zambia	#	87%	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

40. Group information continued

Information about associates

The Group's interest in associates is summarised as below

Sr No.	Name	Country of incorporation/Principal place of business	% Equity interest	
			March 31, 2024	March 31, 2023
1	Pixofarm GmbH	Austria	36%	36%
2	3SB Produtos Agricolas S.A.	Brazil	45%	45%
3	Sinova Inovacoes Agricolas S.A. (FKA- Sinagro Produtos Agropecuarios S.A.)	Brazil	39%	39%
4	Serra Bonita Sementes S.A.	Brazil	33%	33%
5	Seedcorp Ho Produção E Comercialização De Sementes S.A.	Brazil	**	-
6	Seedlog Comércio e Logística de Insumos Agrícolas Ltda	Brazil	***	-
7	Seedmais Comércio e Representações Ltda	Brazil	***	-
8	Dalian Advanced Chemical Co.Ltd.	China	21%	21%
9	Weather Risk Management Services Private Limited	India	40%	40%
10	Ingen Technologies Private Limited	India	*	*
11	Kerala Enviro Infrastructure Limited	India	31%	31%
12	Chemiesynth (Vapi) Limited	India	30%	30%
13	Universal Pesto Chem Industries (India) Private Limited	India	44%	44%
14	Société des Produits Industriels et Agricoles	Senegal	32%	32%
15	Agri Fokus (Pty) Ltd.	South Africa	25%	25%
16	Novon Retail Company (Pty) Ltd.	South Africa	49%	25%
17	Agronamic (Pty) Ltd.	South Africa	33%	28%
18	Novon Protecta (Pty) Ltd	South Africa	49%	49%
19	Silvix Forestry (Pty) Ltd.	South Africa	25%	25%
20	Nexus AG (Pty) Ltd	South Africa	25%	25%
21	Eswatini Agricultural Supplies Limited	South Africa	25%	25%
22	Callitogo SA	Togo	35%	35%
23	Hosemillas Holding S.A.	Uruguay	20%	-

* This is 100% step-down subsidiary of Weather Risk Management Private Ltd.

** This is 100% wholly owned subsidiary of HOSEMILLAS HOLDING S.A.

*** This is 100% wholly owned subsidiary of SEEDCORP HO PRODUÇÃO E COMERCIALIZAÇÃO DE SEMENTES 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, 2024	March 31, 2023
1	Longreach Plant Breeders Management Pty Limited	Australia	70%	70%
2	United Phosphorus (Bangladesh) Limited	Bangladesh	50%	50%
3	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	Brazil	50%	50%
4	Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A)	Brazil	50%	50%
5	Hodagaya UPL Co. Limited	Japan	40%	40%

41. Material partly owned subsidiary

Financial information of subsidiaries that have material non-controlling interests is provided below:
Proportion of equity interest held by non-controlling interests(NCI):

Name	Country of incorporation /principal place of business	March 31, 2024	March 31, 2023
UPL Corporation Limited, Cayman	Cayman Islands	22%	22%
Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	India	13%	14%

(i) UPL Corporation Limited, Cayman (consolidated financial statements)

INR Crores

Particulars	March 31, 2024	March 31, 2023
Accumulated balances of material non-controlling interest	4,000	4,759
Profit/(loss) allocated to material non-controlling interest	(733)	721

Summarised statement of profit or loss for the year ended March 31, 2024 and March 31, 2023: INR Crores

Particulars	March 31, 2024	March 31, 2023
Revenue	31,195	42,343
Profit for the year	(3,302)	3,248
Total comprehensive income	(3,302)	3,248
Profit attributable to non-controlling interests	(733)	721
Dividends paid to non-controlling interests	-	-

Summarised balance sheet as at the year end: INR Crores

Particulars	March 31, 2024	March 31, 2023
Non-current Assets	38,345	37,587
Current Assets	31,643	34,198
Non-current Liabilities	(28,229)	(26,224)
Current Liabilities	(20,764)	(21,146)
Perpetual Subordinated Capital Securities	(2,986)	(2,986)
Total equity	**18,009**	**21,429**
Attributable to:		
Equity holders of parent	14,009	16,670
Non-controlling interest	4,000	4,759

Summarised cash flow for the year end: INR Crores

Particulars	March 31, 2024	March 31, 2023
Operating	810	5,921
Investing	(922)	(860)
Financing	387	(4,731)
Net increase in cash and cash equivalents	**275**	**330**
Attributable to:		
Equity holders of parent	214	257
Non-controlling interest	61	73

(ii) Advanta Enterprises Limited (consolidated financial statements)

Information regarding non-controlling interest

INR Crores

Particulars	March 31, 2024	March 31, 2023
Accumulated balances of material non-controlling interest	525	400
Profit/(loss) allocated to material non-controlling interest	105	19

Summarised statement of profit or loss for the year ended March 31, 2024 and March 31, 2023: INR Crores

Particulars	March 31, 2024	March 31, 2023
Revenue	4,148	3,558
Profit for the year	785	628
Total comprehensive income	748	575
Profit attributable to non-controlling interests	105	19
Dividends paid to non-controlling interests	-	-

41. Material partly owned subsidiary

(ii) Advanta Enterprises Limited (consolidated financial statements) (continued)

Summarised balance sheet as at the year end: INR Crores

Particulars	March 31, 2024	March 31, 2023
Non-current assets	1,684	1,048
Current assets	4,306	3,669
Non-current liabilities	(371)	(244)
Current liabilities	(1,680)	(1,541)
Total equity	**3,939**	**2,932**
Attributable to:		
Equity holders of parent	3,414	2,532
Non-controlling interest	525	400

Summarised cash flow for the year end: INR Crores

Particulars	March 31, 2024	March 31, 2023
Operating	416	713
Investing	(429)	(578)
Financing	176	119
Exchange difference	(12)	(23)
Net (decrease) / increase in cash and cash equivalents	151	231
Attributable to:		
Equity holders of parent	131	200
Non-controlling interest	20	31

42. Investment in Joint Ventures

a) The Group has a 40% (March 31, 2023 : 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:

INR Crores

Summarised balance sheet	March 31, 2024	March 31, 2023
Non-current assets	0	0
Current assets, including cash and cash equivalents INR 37 Crores (March 31, 2023: INR 16 Crores)	133	109
Current liabilities, including tax payable INR 3 Crores (March 31, 2023: INR 1 Crores)	(79)	(51)
Equity*	54	58
Proportion of the Group's ownership	40%	40%
Carrying amount of the investment	22	23

Note: The Group does not have Goodwill on acquisition of investment in Hodogaya UPL Co. Limited.

INR Crores

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Revenue	97	76
Depreciation and amortisation	-	-
Interest Income	-	-
Interest expenses	-	-
Income tax expenses	-	-
Profit for the year	9	6
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	9	6
Group's share of total comprehensive income(40%)	4	2
Dividend received	3	3

* Changes in equity also includes movement on account of foreign exchange differences impact of INR (2) crore [March 2023: INR (1) crore]

The group has received dividend of INR 3 Crores from Hodogaya UPL Co. Limited during the year ended March 31, 2024 (March 31, 2023: INR 3 Crores)

Group share of joint venture had no contingent liabilities or capital commitments as at March 31, 2024 and March 31, 2023.

b) The Group has a 70% (March 31, 2023 : 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:

INR Crores

Summarised balance sheet	March 31, 2024	March 31, 2023
Non-current assets	38	45
Current assets including cash and cash equivalents INR 88 Crores (March 31, 2023: INR 47 Crores).	169	160
Non-current liabilities	(2)	(1)
Current liabilities	(30)	(50)
Equity*	175	154
Proportion of the Group's ownership	70%	70%
Carrying amount of the investment before Goodwill	123	108
Add: Goodwill**	20	20
Carrying amount of the investment	142	128

INR Crores

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Revenue	85	85
Depreciation and amortisation	6	5
Interest Income	3	1
Interest expenses	-	4
Income tax expenses	1	4
Profit for the year	24	23
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	24	23
Group's share of total comprehensive income(70%)	17	16
Dividend received	-	-

* Changes in equity also includes movement on account of foreign exchange differences impact of INR (2) crore [March 2023: INR (3) crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of INR (0.33) crore [March 2023: (1) Crore]

Group share of joint venture had no contingent liabilities or capital commitments as at March 31, 2024 and March 31, 2023.

42. Investment in Joint Ventures

c) The Group has 50% (March 31, 2023 : 50%) interest in Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A), which is involved in the business of sale or distribution of Agri-Inputs; financing of agricultural activities; and rendering services related to information technology and digital solutions applied to the agribusiness sector. The Group’s interest in Orígeo Comércio de Produtos Agropecuários S.A is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Orígeo Comércio de Produtos Agropecuários S.A as included in its own financial statements. The following table illustrates the summarised financial information of the Group’s investment in Orígeo Comércio de Produtos Agropecuários S.A

INR Crores

Summarised balance sheet	March 31, 2024	March 31, 2023
Non-current assets	79	2
Current assets including cash and cash equivalents INR 573 Crores. (March 31, 2023: 169).	2,001	169
Non-current liabilities	(87)	-
Current liabilities	(1,717)	-
Equity*	276	171
Proportion of the Group’s ownership	50%	50%
Carrying amount of the investment before Goodwill	138	85
Carrying amount of the investment	138	85

INR Crores

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Revenue	1,744	-
Depreciation and amortisation	11	-
Interest Income	32	-
Interest expenses	38	-
Income tax expenses	49	-
Profit for the year	(107)	(0)
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	(107)	(0)
Group’s share of total comprehensive income(70%)	(54)	(0)

* Changes in equity also includes movement on account of foreign exchange differences impact of INR 2 crore [March 2023: (0)]
Group share of joint venture had no contingent liabilities or capital commitments as at March 31, 2024 and March 31, 2023.

d) Other Joint Ventures
The following is summarised financial information for the Group's interest in immaterial joint ventures, based on the amounts reported in the Group's consolidated financial statements:

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Carrying amount of interests in joint ventures	-	2
Group's share of:		-
- (Loss)/Profit from continuing operations	(13)	0
- Other comprehensive income	-	-
Total comprehensive income	(13)	0

43. Investment in Associates

a) The Group has a 45% (March 31, 2023 : 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.:

INR Crores

Summarised balance sheet	March 31, 2024	March 31, 2023
Non-current assets	429	204
Current assets	390	462
Non-current liabilities	(307)	(159)
Current liabilities	(256)	(281)
Equity*	256	227
Proportion of the Group's ownership	45%	45%
Carrying amount of the investment excluding Goodwill	115	102
Goodwill**	63	60
Carrying amount of the investment	178	162

INR Crores

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Revenue	369	362
Profit for the year	23	80
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	23	80
Group's share of profit for the year	10	36

* Changes in equity also includes movement on account of foreign exchange differences impact of INR 2 crore [March 2023: INR 1 crore]
** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of INR 3 crore [March 2023: INR 1 crore]
Group share of associate's in contingent liabilities of INR 0.04 Crores (March 31, 2023: INR 0.05 Crores). The associate had no capital commitments as at March 31, 2024 and March 31, 2023.

b) The Group has 33.33% (March 31, 2023 : 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.:

INR Crores

Summarised balance sheet	March 31, 2024	March 31, 2023
Non-current assets	725	703
Current assets	417	404
Non-current liabilities	208	(210)
Current liabilities	(232)	(225)
Non-controlling interest	-	-
Equity*	702	681
Proportion of the Group's ownership	33%	33%
Carrying amount of the investment excluding Goodwill	234	227
Capital reserve**	(12)	(11)
Carrying amount of the investment	222	216

INR Crores

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Revenue	507	480
Profit for the year	69	132
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	69	132
Group's share of profit for the year	23	44

* Changes in equity also includes movement on account of foreign exchange differences impact of INR 7 crore [March 2023: INR 4 crore]
** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of INR (0.36) crore [March 2023: INR (0) crore]
Group share of associate's in contingent liabilities of INR 9 Crores (March 31, 2023: INR 8 Crores). The associate had no capital commitments as at March 31, 2024 and March 31, 2023.

43. Investment in Associates

c) The Group has 39% (March 31, 2023 : 39%) interest in Sinova Inovacoes Agricolas S.A. (FKA- 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 Sinova Inovacoes Agricolas S.A. is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Sinova Inovacoes 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 Sinova Inovacoes Agricolas S.A.:

INR Crores

Summarised balance sheet	March 31, 2024	March 31, 2023
Non-current assets	999	659
Current assets	3,558	4,760
Non-current liabilities	(367)	(60)
Current liabilities	(4,592)	(4,813)
Equity*	(402)	546
Proportion of the Group's ownership	39%	39%
Carrying amount of the investment excluding Goodwill	-	212
Goodwill**	-	39
Impact of dilution of Equity holding	-	-
Unrecognised share of losses	119	(45,016)
Carrying amount of the investment*	-	45,267

*Share of losses has been restricted to the carrying value of the investment in the previous year

INR Crores

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Revenue	7,072	7,182
Total profit for the year	(972)	158
Profit for the year after adjustment of unrecognised share of losses	(972)	158
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	(972)	158
Group's share of profit for the year	(260)	61
Unrecognised share of losses	(119)	

* Changes in equity also includes movement on account of foreign exchange differences impact of INR 7 crore [March 2023: INR 16 crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of INR 1 crore [March 2023: Nil]

Group share of associate's in contingent liabilities of INR 76 Crores (March 31, 2023: INR 77 Crores). The associate had no capital commitments as at March 31, 2024 and March 31, 2023.

43. Investment in Associates

d) The Group has 20% (March 31, 2023 : 0%) interest in Ho Semillas Holdings S.A, which is involved in the business Research, development and sale of plant genetics. The Group's interest in Ho Semillas Holdings S.A is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Ho Semillas Holdings 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 Ho Semillas Holdings S.A:

INR Crores

Summarised balance sheet	March 31, 2024	March 31, 2023
Non-current assets	1,081	-
Current assets	471	-
Non-current liabilities	(4)	-
Current liabilities	(500)	-
Equity	1,049	-
Proportion of the Group's ownership	20%	-
Carrying amount of the investment excluding Goodwill	210	-
Goodwill	212	-
Carrying amount of the investment	422	-

INR Crores

Summarised statement of profit or loss	March 31, 2024	March 31, 2023
Revenue	1,038	-
Total profit for the year	115	-
Other Comprehensive Income(OCI)	30	-
Total comprehensive income for the year	145	-
Group's share of profit for the year	23	-
Group's share of Other Comprehensive Income(OCI)	6	

Group share of associate's in contingent liabilities is Nil. The associate had no capital commitments as at March 31, 2024.

INR Crores

e)

Unrecognised share of losses of associate	March 31, 2024	March 31, 2023
Cumulative unrecognised share of losses at the beginning of the year	-	-
Unrecognised share of losses for the year	(119)	-
Adjusted against profit for the year	-	-
Cumulative unrecognised share of losses at the end of the year	(119)	-

f) 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:

INR Crores

Particulars	March 31, 2024	March 31, 2023
Carrying amount of interests in immaterial associates	114	355
Group's share of:		
- Profit from continuing operations	8	58
- Other comprehensive income	-	-
Total comprehensive income	8	58

44. Net employee defined benefit liabilities

INR Crores

	March 31, 2024	March 31, 2023
Net employee defined benefit liabilities	**296**	**275**
- Gratuity Plan	106	105
- Defined benefit pension scheme	190	170

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: INR Crores

(i) Defined Benefit Plan	Gratuity	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Current service cost	16	16
Past Service Cost	-	-
Net Interest cost on benefit obligation	7	8
Expenses recognised in Profit and Loss(under the head Employee Benefit Expenses in Note 31)	**23**	**24**
Return on plan assets	(3)	0
Net actuarial (gain)/loss recognised during the year	(2)	(8)
Remeasurements recognised in Other Comprehensive Income(OCI)	**(5)**	**(8)**
Total Expenses recognised in total comprehensive income	**18**	**17**
Actual return on plan assets	**(3)**	**0**

INR Crores

(ii) Defined Contribution Plan	Provident Fund	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Current service cost included under the head employee benefit expense in Note 31	41	53

INR Crores

(iii) Defined Contribution Plan	Superannuation Fund	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Current service cost included under the head employee benefit expense in Note 31	7	7

b) The amounts recognised in the Balance Sheet are as follows: INR Crores

	Defined Benefit Plan - Gratuity (Funded)	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Present value of funded obligation	216	210
Less: Fair value of plan assets	110	105
Net Liability	106	105

c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

INR Crores

	Gratuity	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Opening defined benefit obligation	210	194
Interest cost	8	8
Current service cost	16	16
Benefits paid	(19)	(32)
Actuarial changes arising from changes in financial assumption	0	(5)
Actuarial changes arising from changes in experience	(1)	-
Actuarial changes arising from changes in demographic assumptions	(1)	-
Past Service cost	-	-
Exchange difference	3	30
Taxes paid	-	-
Actual Participants contributions	-	-
Closing defined benefit obligation	**216**	**210**

44. Net employee defined benefit liabilities

INR Crores

d) Changes in the fair value of plan assets are as follows:

	Gratuity	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Opening fair value of plan assets	105	104
Benefits paid	0	(5)
Return on plan assets	2	0
Exchange Differences	-	3
Actuarial gain/(loss)	3	3
Closing fair value of plan assets	110	105

	Gratuity	
	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
e) Expected contribution to defined benefit plan in future years	-	48

f) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	Gratuity	
	March 31, 2024	March 31, 2023
	%	%
Investments with insurer under:		
Funds managed by insurer	100	100

g) The principal actuarial assumptions at the Balance Sheet date.

	March 31, 2024	March 31, 2023
Discount rate	2.7% - 9.5%	1.90%- 8.00%
Return on plan assets	2.7% - 9.5%	1.90%- 8.00%
Annual increase in salary costs	4% to 7.5%	7.50%
Attrition rate	8.00%	8.00%

A quantitative sensitivity analysis for significant assumption as shown below:

Sensitivity Level	March 31,2024		March 31,2023	
	1% increase	1% decrease	1% increase	1% decrease
	INR Crores		INR Crores	
Impact on defined benefit obligation				
Discount rate	(8)	9	(10)	8
Future salary increases	8	(8)	7	(10)
Withdrawal rate	0	0	0	0

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

h) Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:	March 31, 2024	March 31, 2023
Expected future cashflows	INR in Crores	INR in Crores
Expected benefit payments in Financial Year + 1	21	19
Expected benefit payments in Financial Year + 2	18	13
Expected benefit payments in Financial Year + 3	13	18
Expected benefit payments in Financial Year + 4	14	10
Expected benefit payments in Financial Year + 5	15	10
Expected benefit payments in Financial Year + 6 to + 10	56	60

45. Share based payments

During the year ended March 31, 2024, the following employee stock option plan (ESOPs) were in existence. The relevant details of the scheme and the grant are as follows:

1. Employee Stock Option Plan (ESOP) 2022

Nurture Agtech Pvt Ltd, has implemented Employee Stock Options Scheme titled 'Nurture Agtech Stock Option Scheme 2022' dated January 01, 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 grant 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 December 18, 2020 ("APOS 2020") whereby stock options aggregating to a maximum of 1,00,000 stock options would be granted to eligible employees of the Company based on cash settlement.

Terms of Tranche A ESOPs ASOS 2022

Tenure based options to vest over a 4 year period.
Grant date: On or after January 01, 2022
Vesting Period: Over a period of 4 years in equal instalments or such veting schedule as as set out in letter of grant
Exercise price: Exercise price shall be Rs. 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
Weighted average remaining contractual life – 2.75 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. Liquidity event which meets definition of Non vesting condition are reflected in measurement of fair value.

Terms of Tranche B ESOPs of ASOS 2022

Performance based options to vest only upon the following performance conditions being met –
i. 33% vesting: Valuation of the Company is USD 500 million
ii. 67% vesting: Valuation of the Company is USD 1 billion
Grant date: On or after January 01, 2022
Exercise price: Exercise price shall be INR 29,852 per share for ESOPs granted as per ESOP 2019
Exercisable event: Upon occurrence of a Liquidity Event.
Exercise period: Maximum by June 30, 2025
Weighted average remaining contractual life – 1.25 years

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. Liquidity event which meets definition of Non vesting condition are reflected in measurement of fair value.

The carrying amount of the ESOP reserve relating to the ESOPs at March 31, 2023 is INR 52 crores (March 31, 2022: INR 48 crores)

Nil stock options have been vested as at March 31, 2023 (March 31, 2022: Nil). The expense recognised for employee services received during the year is shown in the following table:

Particulars	March 31, 2024	March 31, 2023
Expense arising from equity-settled share-based payment transactions	3	29
Vested options	3	29

Particulars	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	221,662	478,379
Granted during the year	-	20,300
Cancelled during the year*	-	-
Forfeited during the year	(28,326)	(277,017)
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	193,336	221,662
Vested / Exercisable options	134,400	116,505

*On account of replacement of old scheme with ASOS 2022 scheme

Valuation of ESOP scheme

The Black Scholes valuation model has been used for computing the fair value for Tranche A stock options considering the following inputs:

Particulars	March 31, 2024	March 31, 2023
Weighted average share price/market price (Rs. per share)	3705	3705
Exercise price (Rs. per share)	100	100
Expected volatility	40.72%	40.72%
Life of the options granted (vesting and exercise period) in years	5	5
Expected dividends	-	-
Average risk-free interest rate	6.21%	6.21%
Fair value of option (Rs. per share)	3,632	3,632

45. Share based payments

The Monte Carlo Simulation Pricing ("MCS") method has been used for computing the fair value for Tranche B stock options considering the following

Tranche B	Milestone 1	Milestone 2	Total
Fair value (a)	3,632	3,632	
Weightage%	33%	67%	100%
No of options (b)	81,173	164,807	245,980
Probability adj. of performance vesting (c)	19.20%	5.20%	
Total Fair value (d) = (a)*(b)*c)	56,603,290	31,124,663	87,727,952
Fair value per option			357

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	January 01, 2022	January 01, 2022
Weighted average share price/market price (Rs. per share)	3,705	3,705
Exercise price (Rs. 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 (Rs. 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

2. Group has granted awards to its employees and employees of subsidiary entity under following schemes-
1) UPL Corporation Limited LTI Plan 2022
2) Employee Stock Option Plan 2023

Awards are granted in the form of Retention Awards and Performance Awards which are described in detail below:

(i) Retention awards

Under the Retention Award, Restricted Stock Unit ("RSU") are granted to employees where employees will have a right to receive equity shares of the Group at no cost subject to rules of the plan. The RSUs are granted to the employees of the Group and to the employees of Subsidiary Companies. For RSU granted during the current year the RSU will vest if those employees remain in service till April 01, 2026 ("service condition") and for RSU granted during the previous year, it will vest if those employee remain in service till March 31, 2025 ("service condition") .

The RSUs can be exercised as soon as they vest after the expiry of vesting period. The RSUs will lapse (to the extent not already exercised) on 1 April 2032 as per the rules of plan. The Group has an option to settle the RSUs in cash or equity shares. The employees only have a right to claim equity settlement for RSUs granted. The Group has an intent to settle the RSUs in equity shares and does not have a past practice of cash settlement. Therefore, Group has classified RSUs as equity-settled.

(ii) Performance Award

Under the Performance Award, performance based share options (PSO) are granted to the employees of the Group and to the employees of subsidiary Companies. The performance based share options will vest if and when the EBITDA, cash flow and Revenue ("non-market performance condition") meets the target setout in the Deed of Grant. For PSO granted during the current year the performance period is one year (i.e., from 1 April 2023 to 31 March 2024) under the Deed of Grant and for PSO granted during the previous year the performance period was one year (i.e., from 1 April 2022 to 31 March 2023) under the Deed of Grant. PSOs will vest once the non-market performance conditions are met and the employees remain in service during that period. ("service condition").

Once the PSOs are vested, in case of some PSOs, employees are required to hold the PSOs for two years ("holding period"). The PSOs can be exercised after the expiry of holding period ("non-vesting condition"). The PSOs will lapse (to the extent not already exercised) on April 01, 2032 as per the rules of plan. In some PSOs, the Group has an option to settle the PSOs in cash or equity shares. The employees only have a right to claim equity settlement for PSOs granted. The Group has an intent to settle the PSOs in equity shares and does not have a past practice of cash settlement. Therefore, Group has classified PSOs as equity-settled.

In case of some PSOs, exercise date is dependent on liquity event (i.e., listing, sale shares or any other arrangement approved by board). If the liquity event does not occur by June 30, 2023, Group shall use all reasonable endeavours to procure and facilitate the exercise by the Participants to the extent of 33%. If the liquity event does not occur by June 30, 2025, Group shall use all reasonable endeavours to procure and facilitate the exercise by the Participants for the balance PSOs.

45. Share based payments

The expense recognised for employee services received is shown in the following table:

	March 31, 2024	
	RSU	PSO
Expense arising from equity-settled share-based payment transactions	4	-
Total expense arising from share-based payment transactions	4	-

The expense recognised for employee services received is shown in the following table:

	March 31, 2023	
	RSU	PSO
Expense arising from equity-settled share-based payment transactions	2	98
Total expense arising from share-based payment transactions	2	98

There were no cancellations or modifications to the awards during the year ended March 31, 2024.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

	RSU		PSO	
March 31, 2024	Number	WAEP	Number	WAEP
Opening balance	96,277		5,967,245	In range USD 6.70 - USD 8.30
Granted during the year	93,407	-	4,568,605	USD 9.02
Forfeited during the year	-	-	-	
Exercised during the year	-	-	-	
Expired during the year	-	-	(4,568,605)	
Closing balance	**189,684**	**-**	**5,967,245**	**In range USD 6.70 - USD 9.02**

	RSU		PSO	
March 31, 2023	Number	WAEP	Number	WAEP
Opening balance	96,277	-	5,967,245	In range USD 6.70 - USD 8.30
Granted during the year				
Forfeited during the year	-	-	-	0
Exercised during the year	-	-	-	0
Expired during the year	-	-	-	0
Closing balance	**96,277**	**-**	**5,967,245**	**In range USD 6.70 - USD 8.30**
Exercisable at 31 March	-		-	

The following tables list the inputs to the models used for the RSUs and PSOs plans as follows

	31-Mar-24		31-Mar-23	
Particulars	**RSU**	**PSO**	**RSU**	**PSO**
Weighted average fair values at the measurement date	USD 9.02	2.37 USD	USD 7.79	Within range of USD 1.44 per option to USD 2.21 per option
Dividend yield (%)	-	-	-	-
Expected volatility (%)	31.80%	31.80%	29.20%	29.20%
Risk–free interest rate (%)	4.80%	4.80%	4.00%	4.00%
Expected life of share options (years)	2.75 Years	2.75 Years	2 years and 16 days	Approx 2.25 Years
Weighted average remaining contractual life (years	8 Years	8 Years	9 Years	9 Years
Weighted average share price	USD 9.02	USD 9.02	USD 7.79	USD 7.79
Model used	Black Scholes	Black Scholes	Black Scholes	Black Scholes

Liquidity event which meets definition of Non vesting condition are reflected in measurement of fair value.

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Group's publicly-traded equity shares during a period equivalent to the expected term of the options.

46. Commitments and contingencies

A. Commitments:

	March 31, 2024	March 31, 2023
a) Estimated amount of contracts (on account of outstanding contracts and outstanding letter of credits) remaining to be executed on capital account and not provided for (net of advances)	128	408

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.

	March 31, 2024	March 31, 2023
a. Guarantees		
Guarantees given by the Group on behalf of third parties	637	604

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:

Nature of Tax	March 31, 2024	March 31, 2023
Disputed Excise Duty / Service Tax Liability (excluding interest) (Note a)	237	322
Disputed Income-tax Liability (excluding interest) (Note b)	1,755	295
Disputed Sales-tax Liability (Note c)	133	14
Disputed Custom duty Liability (Note d)	124	112
Disputed Fiscal Penalty for cancellation of licenses (Note e)	33	33

Notes:-

Note a) Disputed Excise Duty / Service Tax Liability (excluding interest)

i) Related to Valuation matter, VABAL Licenses, denial of Cenvat/Service Tax Credit on Capital Goods/Naphtha/Sales Commission/ISD/GTA, Self Credit of Central Excise Duty etc.

ii) It pertains to various ongoing litigation matters relating to state tax like ICMS / VAT which are levied on movement of goods between states.

Note b) Disputed Income-tax Liability (excluding interest)

i) Income tax authorities have made various Transfer Pricing and Corporate Tax adjustments which has resulted into the demand. The assessee has preferred an appeal against addition and disallowance which are pending for disposal. Nature of addition – Transfer Pricing Adjustment, Disallowance u/s. 14A, Deprecation on intangible assets, Various other disallowances.

ii) It pertains to various ongoing litigation matters relating to Income Taxes which are at different stages. Some of the matters related to areas like Capital Gain, Goodwill etc.

Note c) Disputed Sales-tax Liability

i) Related to stock transfer treated as inter-state sales, demands for non-submission of various form, disallowance of input credit and others.

ii) It pertains to various ongoing litigation matters relating to ICMS / VAT and Federal Tax on Industrialized Products, which were imported in Brazil.

Note d) Disputed Custom duty Liability

i) Dispute related to use of VABAL licenses.

ii) It pertains to ongoing litigation matters relating rate applied on Federal Product Import Tax, classification of mechandise (NCM) and import duties

Note e) Disputed Fiscal Penalty for cancellation of licenses

i) Dispute related to the cancellation of VABAL bases licenses.

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

Nature of Claim	March 31, 2024	March 31, 2023
Claims payable to growers.	7	37
Other Claims (claims related to contractual and other disputes)	635	855
Claims against the Group not acknowledged as debts.	2	11

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:
i. plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;
ii. the proceedings are in early stages;
iii. there is uncertainty as to the outcome of pending appeals or motions or negotiations;
iv. there are significant factual issues to be resolved; and/or
v. there are novel legal issues presented.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Group's financial condition, though the outcomes could be material to the Group's operating results for any particular period, depending, in part, upon the operating results for such period.

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, 2024 and March 31, 2023.

47. Research and development costs

Research and Development costs, as certified by the Management.	March 31, 2024 INR Crores	March 31, 2023 INR Crores
a) Revenue expenses debited to appropriate heads in statement of Profit or Loss	1,076	1,093
b) Capital Expenditure	101	102

48. Related Party Disclosures:

a) Name of other related parties with whom transactions have taken place during the year.

i) Joint Venture Companies:

United Phosphorus (Bangladesh) Limited
Hodogaya UPL Co. Limited
Longreach Plant Breeders Management Pty Limited
Bioplanta Nutricao Vegetal,Industria e Comercio S.A.
Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A)

ii) Associate Companies:

Kerala Enviro Infrastructure Limited
Weather Risk Management Services Private Limited
3SB Produtos Agrícolas S.A.
Sinova Inovacoes Agricolas S.A. (FKA- Sinagro Produtos Agropecuarios S.A.)
Serra Bonita Sementes S.A.
Chemiesynth (Vapi) Limited
Universal Pesto Chem Industries (India) Private Limited
Agri Fokus (Pty) Ltd.
Novon Retail Company (Pty) Ltd.
Agronamic (Pty) Ltd.
Novon Protecta (Pty) Ltd
Silvix Forestry (Pty) Ltd.
Nexus AG (Pty) Ltd
Dalian Advanced Chemical Co.Ltd.
Société des Produits Industriels et Agricoles
Callitogo SA
Ingen Technologies Private Limited
Eswatini Agricultural Supplies Limited
Pixofarm GmbH
Ho Semillas Holding S.A.
Seedcorp Ho Produção E Comercialização De Sementes S.A.
Seedlog Comércio e Logística de Insumos Agrícolas Ltda
Seedmais Comércio e Representações Ltda

iii) Enterprises over which key management personnel and close member of key management personnel have control or joint control (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
Enviro Technology Limited
Gharpure Engineering and Construction Private Limited
Pot Plants
Sanguine Holdings Private Limited
Tatva Global Environment Private Limited
Ultima Search
Uniphos International Limited
Uniphos Enterprises Limited

47. Related Party Disclosures: (Continued)

iii) Enterprises over which key management personnel and close member of key management personnel have control or joint control (Other Related Parties):

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
Accolade Properties Private Limited
IBI Brasil Empreendimentos e Participacoes S.A. (with effect from 1st Nov, 2022)
Agrocel Industries Private Limited
Ankleshwar Rotary Education Society
Asmechem Chamber Of Commerce And Industry Of India
Evolucao Agricola
Jai Research Foundation
Nacional Agricola
Sanguine Novaseeds Private Limited
Uniphos Envirotronic Inc.
UPL Care Foundation Ltd (w.e.f 1st June 2022)
Viola Agropecuaria Ltda

iv) Key Management Personnel and close member of key management personnel :

Directors and their relatives

Mr. Rajnikant D. Shroff (Director up to November 30, 2022) *
Mrs. Sandra R. Shroff (Director up to August 31, 2020)*
Mrs. Shilpa Sagar*
Mr. Arun C. Ashar (Director up to November 30, 2022)
Mr. Jaidev R. Shroff
Mr. Vikram R. Shroff
Mr. Raj Tiwari - Whole time Director (with effect from November 01, 2022)
Mr. Navin Ashar (up to November 30, 2022) *
Mr. Hardeep Singh
Mr. Vasant Gandhi
Mr. Suresh Kumar (Director with effect from October 20, 2022)
Mr. Pradeep Goyal (up to November 30, 2022)
Mr. Carlos Alberto De Paiva Pellicer (with effect from November 01, 2022)
Dr. Reena Ramchandran (up to November 30, 2022)
Mrs. Usha Mohan Rao Manori (with effect from August 18, 2023)
Mrs. Naina Lal Kidwai
Mr. Anand K Vora - Chief Financial Officer
Mr. Sandeep Deshmukh - Company Secretary

* Relative of key management personnel.

48. Related Party Disclosure (continued)

(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.

Sr. No.	Nature of Transactions	March 31, 2024				March 31, 2023			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
1.	INCOME								
a)	SALE OF GOODS	1,293	1,202	16	2,511	270	1,761	3	2,034
	Sinova Inovacoes Agricolas S.A. (FKA- Sinagro Produtos Agropecuarios S.A.)	-	*408*	-	408	-	*871*	-	871
	Hodogaya UPL Co. Limited	*73*	-	-	73	*57*	-	-	57
	Orígeo Comércio de Produtos Agropecuários S.A	*1,197*	-	-	1,197	*210*	-	-	210
	Serra Bonita Sementes S.A.	-	*25*	-	25				
	3SB Productos Agricolas S.A.	-	*4*	-	4	-	*87*	-	87
	Nexus AG (Pty) Ltd	-	*153*	-	153	-	*160*	-	160
	Novon Protecta (Pty) Ltd	-	*222*	-	222	-	*231*	-	231
	Agronamic (Pty) Ltd.	-	*143*	-	143	-	*132*	-	132
	Novon Retail Company (Pty) Ltd.	-	*87*	-	87	-	*113*	-	113
	Agri Fokus (Pty) Ltd.	-	*104*	-	104	-	*107*	-	107
	Others	*23*	*56*	*16*	95	*3*	*60*	*3*	66
b)	MANAGEMENT FEES	-	-	-	-	-	-	3	3
	Others	-	-	-	-	-	-	*3*	3
c)	RENT RECEIVED	-	-	1	1	-	-	1	1
	Others	-	-	*1*	1	-	-	*1*	1
d)	GROUP RECHARGE	13	0	-	13	2	0	-	2
	Longreach Plant Breeders Management Services Pty Limited	12	-	-	12	2	-	-	2
	Others	*1*	*0*	-	*1*	-	*0*	-	0
e)	ROYALTY RECEVIED	4	-	-	4	12	-	-	12
	Longreach Plant Breeders Management Services Pty Limited	*4*	-	-	4	*12*	-	-	12
f)	COMMISSION INCOME	-	-	-	-	-	-	4	4
	IBI Brasil Empreendimentos e Participacoes S.A.	-	-	-	-	-	-	*4*	4
g)	OTHER INCOME	27	1	-	28	1	-	-	1
	Orígeo Comércio de Produtos Agropecuários S.A	23			23				
	Hodogaya UPL Co. Limited	4			4				
	Others	-	*1*	-	1	*1*	-	-	1
2.	EXPENSES								
a)	PURCHASES OF GOODS	5	2	121	128	-	4	178	182
	Hodogaya UPL Co. Limited	-	-	-	-	-	-	-	-
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*5*	-	-	5	-	-	-	-
	Bloom Seal Containers Private Limited	-	-	*45*	45	-	-	*57*	57
	Bloom Packaging Private Limited	-	-	*44*	44	-	-	*45*	45
	Ultima Search	-	-	*18*	18	-	-	*34*	34
	Pentaphos Industries Private Limited	-	-	*5*	5	-	-	*1*	1
	Agrocel Industries Private Limited	-	-	*5*	5			*9*	9
	Others	-	*2*	*4*	6	-	*4*	*32*	36
b)	Intangible Assets	-	-	8	8	-	-	4	4
	Uniphos Envirotronic Private Limited	-	-	-	-	-	-	*1*	1
	JRF International	-	-	*8*	8	-	-	*3*	3
c)	OTHER EXPENSES	-	4	1	5	-	-	8	8
	Agri Fokus (Pty) Ltd.	-	*4*	-	4	-	-	-	-
	JRF International	-	-	-	-	-	-	*4*	4
	Others	-	-	*1*	1	-	-	*4*	4
d)	SERVICES	3	8	123	134	-	7	124	131
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	*97*	97	-	-	*114*	114
	Chemie Synth (Vapi) Limited	-	*8*	-	8	-	*6*	-	6
	JRF International Limited	-	-	*16*	16	-	-	*1*	1
	Others	*3*	-	*10*	13	-	*1*	*9*	10

48. Related Party Disclosure (continued)

(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.

Sr. No.	Nature of Transactions	March 31, 2024				March 31, 2023			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
e)	RENT	-	-	0	0	-	-	7	7
	JRF America Inc	-	-	-	-	-	-	1	1
	Accolade Properties Pvt Ltd	-	-	-	-	-	-	6	6
	Others	-	-	0	0	-	-	0	0
f)	COMMISSION EXPENSE	-	8	-	8	-	9	-	9
	Agri Fokus (Pty) Ltd.	-	1	-	1	-	1	-	1
	Novon Retail Company (Pty) Ltd.	-	3	-	3	-	2	-	2
	Agronamic (Pty) Ltd.	-	1	-	1	-	2	-	2
	Nexus AG (Pty) Ltd	-	2	-	2	-	1	-	1
	Others	-	1	-	1	-	3	-	3
g)	GROUP RECHARGE	1	-	-	1	2	-	-	2
	Longreach Plant Breeders Management Services Pty Limited	1	-	-	1	2	-	-	2
h)	SALES PROMOTION EXPENSE	-	-	-	-	-	-	-	-
	Uniphos Envirotronic Private Limited	-	-	-	-	-	-	-	-
3.	FINANCE								
a)	INTEREST INCOME	4	-	-	4	5	1	0	6
	Tatva Global Environment Private Limited	-	-	-	-	-	-	0	0
	Longreach Plant Breeders Management Services Pty Limited	-	-	-	-	4	-	-	4
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	4	-	-	4	1	-	-	1
	Others	-	-	-	-	-	1	0	1
b)	INTEREST EXPENSE	-	-	-	-	0	3	-	3
	Agri Fokus (Pty) Ltd.	-	-	-	-	-	3	-	3
	Longreach Plant Breeders Management Services Pty Limited	-	-	-	-	-	-	-	-
	Others	-	-	-	-	0	0	-	0
c)	LOAN GIVEN	-	-	-	-	27	-	-	27
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	-	-	-	-	27	-	-	27
d)	ADVANCES/ DEPOSIT / LOANS RECEIVED BACK	29	-	-	29	36	-	1	37
	Longreach Plant Breeders Management Services Private Limited	29	-	-	29	36	-	-	36
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	-	-	-	-	1	1
	Urbania Realty LLP	-	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	0	0
e)	DIVIDEND RECEIVED	2	23	-	25	3	27	-	30
	Hodogaya UPL Co. Limited	2	-	-	2	3	-	-	3
	Serra Bonita Sementes S.A.	-	23	-	23	-	27	-	27
	Others	-	-	-	-	-	0	-	-
f)	INVESTMENT MADE	115	395	-	510	91	181	-	272
	Kerala Enviro Infrastructure Limited	-	-	-	-	-	5	-	5
	Novon Protecta (Pty) Ltd	-	5	-	5	-	15	-	15
	Sinagro Produtos Agropecuários S.A.	-	-	-	-	-	161	-	161
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	11	-	-	11	7	-	-	7
	Ho Semillas Holding S.A.	-	390	-	390	-	-	-	-
	Orígeo Comércio de Produtos Agropecuários S.A	104	-	-	104	84	-	-	84
4.	REIMBURSEMENTS								
a)	RECEIVED	-	-	-	-	-	-	0	0
	Uniphos Envirotronic Private Limited	-	-	-	-	-	-	0	0
	Ultima Search	-	-	-	-	-	-	0	0
	Others	-	-	-	-	-	-	0	0
b)	MADE	-	-	-	-	-	-	0	0
	Ultima Search	-	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	0	0

UPL Limited
Notes to consolidated financial statements for the year ended March 31, 2024

48. Related Party Disclosure (continued)

(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.

Sr. No.	Nature of Transactions	March 31, 2024				March 31, 2023			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
5.	OUTSTANDINGS AS AT BALANCE SHEET DATE								
a)	PAYABLES	2	4	63	69	35	7	32	74
	Longreach Plant Breeders Management Services Pty Limited	*1*	*-*	*-*	1	*34*	*-*	*-*	34
	Sinova Inovacoes Agricolas S.A. (FKA- Sinagro Produtos Agropecuarios S.A.)	*-*	*2*	*-*	2	*-*	*4*	*-*	4
	Hodogaya UPL Co. Limited	*1*	*-*	*-*	1	*1*	*-*	*-*	1
	Bloom Seal Containers Private Limited	*-*	*-*	*12*	12	*-*	*-*	*10*	10
	Bloom Packaging Private Limited	*-*	*-*	*14*	14			*3*	3
	BEIL Infrastructure Limited			*19*	19			*3*	3
	JRF International			*10*	10			*5*	5
	Others	*-*	*2*	*8*	10	*-*	*3*	*11*	14
b)	RECEIVABLES	115	1,467	20	1,602	232	1,214	12	1,458
	Hodogaya UPL Co. Limited	*22*	*-*	*-*	22	*12*	*-*	*-*	12
	Orígeo Comércio de Produtos Agropecuários S.A	*66*	*-*	*-*	66	*220*	*-*	*-*	220
	3SB Produtos Agrícolas S.A.	*-*	*60*	*-*	60	*-*	*95*	*-*	95
	Sinova Inovacoes Agricolas S.A. (FKA- Sinagro Produtos Agropecuarios S.A.)	*-*	*1,032*	*-*	1,032	*-*	*796*	*-*	796
	Longreach Plant Breeders Management Services Pty Limited	*7*	*-*	*-*	7	*-*	*-*	*-*	-
	Novon Protecta (Pty) Ltd	*-*	*139*	*-*	139	*-*	*112*	*-*	112
	Agronamic (Pty) Ltd.	*-*	*98*	*-*	98	*-*	*74*	*-*	74
	Novon Retail Company (Pty) Ltd.	*-*	*43*	*-*	43	*-*	*48*	*-*	48
	Nexus AG (Pty) Ltd	*-*	*45*	*-*	45	*-*	*56*	*-*	56
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*20*	*-*	*-*	20	*-*	*-*	*-*	-
	Agri Fokus (Pty) Ltd.		*20*		20	*-*	*10*	*-*	10
	Serra Bonita Sementes S.A.		*15*		15	*-*	*2*	*-*	2
	Société des Produits Industriels et Agricoles		*8*		8	*-*	*15*	*-*	15
	Ultima Search	*-*	*-*	*13*	13	*-*	*-*	*0*	0
	Others	*-*	*7*	*7*	14	*-*	*6*	*12*	18
c)	LOANS / INTER CORPORATE DEPOSITS GIVEN	23	-	0	23	57	-	-	57
	Longreach Plant Breeders Management Services Pty Limited	*-*	*-*	*-*	-	*29*	*-*	*-*	29
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*23*	*-*	*-*	23	*28*			28
	Bloom Packaging Private Limited	*-*	*-*	*-*	-	*-*	*-*		-
	Others	*-*	*-*	*0*	0	*-*	*-*	*-*	-
d)	INTEREST RECEIVABLES	3	-	-	3	1	-	-	1
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*3*	*-*	*-*	3	*1*	*-*	*-*	1
e)	GUARANTEE GIVEN	-	27	605	632	-	-	604	604
	IBI Brasil Empreendimentos e Participacoes S.A.			*601*	601	*-*	*-*	*592*	592
	JRF America	*-*	*-*	*4*	4	*-*	*-*	*12*	12
	3SB Productos Agricolas S.A.		*6*		6	-	-	-	-
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.		*21*		21	*-*	*-*	*-*	-
f)	DEPOSITS GIVEN	-	-	4	4	-	-	4	4
	Daman Ganga Pulp and Papers Private Limited	-	-	4	4	-	-	4	4
	Bloom Packaging Private Limited	*-*	*-*	*-*	-	*-*	*-*	*-*	-
	Others	*-*	*-*	*0*	0	*-*	*-*	*-*	-

48. Related Party Disclosure (continued)

c) Transactions with key management personnel of the Holding Company and their relatives

Nature of Transactions	Year ended March 31, 2024 INR Crores	Year ended March 31, 2023 INR Crores
Remuneration (refer note 1 below)		
Short term benefits	120	181
Post-Employment benefits	1	6
Share based payments	-	18
	121	**205**
Rent paid	2	2
Loan repaid	-	19
Outstanding's as at the Balance Sheet Date	19	11

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.

49. Segment information

In the periods presented, the CEO and group of COO/CFO/Executive directors reviewed and evaluated the Group's operating performance to make decisions about resource to be allocated and has been identified as the CODM. Utilizing the internal reporting information provided to the CODM, it has been determined that the Group has 3 business reporting segments - Crop protection, Seeds business & Others. During the previous year, the changes in the internal organisation restructuring resulted in the change in composition of reportable business segments, and hence a new business segment in the name of 'Seeds business' has been added and accordingly the comparative period has been restated.

(A) Information about operating segments for the year ended

Sr. No.	Particulars	March 31, 2024					March 31, 2023				
		Crop protection	Seeds business	Non-Agro	Unallocated	Total	Crop protection	Seeds business	Non-Agro	Unallocated	Total
1	**Revenue from operations (net)**										
a	External	36,896	4,224	2,305	2	43,427	47,568	3,603	2,741	4	53,916
b	Intersegment	(329)	-	-	-	(329)	(340)	-	-	-	(340)
	Total	36,567	4,224	2,305	2	43,098	47,228	3,603	2,741	4	53,576
2	**Segment Results**										
	Total Segment Results	1,794	807	253	-	2,854	7,956	686	303	-	8,945
	Less :										
	(i) Finance Costs				3,852	3,852				2,963	2,963
	(ii) Unallocable Expenditure / Income (net)				595	595				819	819
	(iii) Share of (loss)/ profit of associates and joint ventures				(242)	(242)				157	157
	(iii) Exceptional items (refer note 35)				252	252				170	170
	Total Profit before Tax					(2,087)					5,150
	Provision for tax										
	Current tax				800	800				1,566	1,566
	Adjustments of tax relating to earlier years				(10)	(10)				(60)	(60)
	Deferred tax				(999)	(999)				(770)	(770)
	Profit for the year					(1,878)					4,414
	Profit for the year attributable to :-										
	Owners of the parent					(1,200)					3,570
	Non-controlling interest					(678)					844
	Other Information										
	Segment Assets	69,005	3,888	1,601	13,055	87,549	72,940	3,462	1,392	10,783	88,577
	Segment Liabilities	20,779	1,807	416	31,841	54,843	24,231	1,610	894	26,413	53,148
	Capital Expenditure	1,695	92	196	12	1,995	1,892	86	542	68	2,588
	Depreciation	911	43	78	37	1,070	931	36	69	39	1,075
	Amortization	1,537	82	15	59	1,693	1,295	64	15	98	1,472
	Non cash expenses other than depreciation	(94)	3	3	4	(84)	6	19	(1)	-	24

(B) Geographical segments

Particulars	March 31, 2024					
	India	Europe	North America	Latin America	ROW	Total
Revenue by geographical market	5,503	6,609	3,893	17,254	9,839	43,098
Carrying amount of Non Current Operating Assets - (Non Current Assets for this purpose consists of property, plant and equipment, right-of-use assets ,Capital work-in-progress, Intangible assets, Intangible assets under development and other non current assets)	6,651	9,590	6,068	12,587	7,414	42,310

Particulars	March 31, 2023					
	India	Europe	North America	Latin America	ROW	Total
Revenue by geographical market	6,539	7,324	8,735	21,975	9,003	53,576
Carrying amount of Non Current Operating Assets - (Non Current Assets for this purpose consists of property, plant and equipment, right-of-use assets ,Capital work-in-progress, Intangible assets, Intangible assets under development and other non current assets)	6,483	9,244	6,125	12,471	7,570	41,893

The Group does not receive 10% or more of its revenues from transactions with any single external customer.

49. Segment information (Continued)

Notes

(1) The business of the Group is divided into three business segments. These segments are the basis for management control and hence form the basis for reporting. The business of each segment comprises of :

a) Crop Protection - This is the main area of the Group's operation and includes the manufacture and marketing of conventional agrochemical products, and other agricultural related products.

b) Seeds business - This is the one of the area of the Group's operation and includes the manufacture and marketing of seeds.

c) Non-Agro - This includes manufacture and marketing of industrial chemical and other non agricultural related products.

(2) Capital expenditure consist of additions of property, plant and equipment and intangible assets.

(3) Segment Revenue in the above segments includes sales of products net of taxes.

(4) Inter Segment Revenue is taken as comparable third party average selling price for the year.

(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.

50. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

Sr.No	Particulars	Name of the Entity in the Group	March 31, 2024								March 31, 2023							
			Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		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	12%	2,972	-33%	390			7%	390	12%	3,050	-58%	701			13%	701
2	Subsidiaries																	
	Indian	UPL GLOBAL BUSINESS SERVICES LIMITED	0%	16	-1%	8			0%	8	0%	8	0%	6			0%	6
		SWAL Corporation Limited	0%	(13)	3%	(39)			-1%	(39)	0%	28	-10%	117			2%	117
		United Phosphorus (India) LLP	1%	175	0%	2			0%	2	1%	160	-2%	24			0%	24
		United Phosphorus Global LLP	0%	(7)	0%	0			0%	0	0%	(7)	1%	(7)			0%	(7)
		UPL SUSTAINABLE AGRI SOLUTIONS LIMITED	8%	1,924	-12%	147			3%	147	7%	1,832	-15%	181			3%	181
		Arysta LifeScience India Limited	1%	350	-4%	42			1%	42	1%	307	-10%	115			2%	115
		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%	-
		Arysta LifeScience Services LLP	0%	0	0%	-			0%	-	0%	0	0%	(0)			0%	(0)
		Natural Plant Protection Limited	0%	(14)	0%	(2)			0%	(2)	0%	(12)	0%	(6)			0%	(6)
		Nurture Agtech Pvt Ltd. (FKA AFS Agtech Pvt. Limited)	-2%	(418)	12%	(143)			-3%	(143)	-1%	(304)	20%	(244)			-5%	(244)
		UPL SPECIALITY CHEMICALS LIMITED	0%	(1)	0%	(1)			0%	(1)	0%	21	0%	1			0%	1
		UPL Agri Science Private Limited	0%	0	0%	-			0%	-	0%	0	0%	(0)			0%	(0)
		Kudos Chemie Ltd	1%	274	1%	(7)			0%	(7)	0%	11	3%	(39)			-1%	(39)
		Nature Bliss Agro Private Limited	0%	1	0%	0			0%	0	0%	(1)	0%	(1)			0%	(1)
		Advanta Enterprises Private Limited	7%	1,721	-21%	254			5%	254	5%	1,161	-4%	53			1%	53
				-		-			0%	-							0%	-
	Foreign	Arysta LifeScience Benelux SPRL	5%	1,299	-8%	95			2%	95	5%	1,182	-21%	250			5%	250
		Arysta LifeScience Ougree Production Sprl	1%	181	-1%	14			0%	14	1%	167	-3%	32			1%	32
		UPL EUROPE LIMITED	2%	614	7%	(80)			-2%	(80)	-13%	(3,224)	289%	(3,464)			-66%	(3,464)
		Arysta LifeScience U.K. BRL Limited	0%	-	-5%	56			1%	56	0%	-	0%	-			0%	-
		Arysta LifeScience UK & Ireland Ltd	0%	0	-1%	6			0%	6	0%	(0)	0%	-			0%	-
		United Phosphorus Global Services Limited	0%	(121)	0%	(0)			0%	(0)	1%	175	0%	(2)			0%	(2)
		United Phosphorus Polska Sp.z o.o - Poland	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		Arysta LifeScience U.K. JPY Limited	2%	507	-1%	17			0%	17	5%	1,215	-5%	61			1%	61
		UPL Agricultural Solutions Romania SRL	0%	28	0%	(4)			0%	(4)	0%	39	-1%	13			0%	13
		UPL Global Limited (FKA Arysta LifeScience Global Limited)	-9%	(2,241)	-7%	82			2%	82	-25%	(6,310)	-307%	3,681			70%	3,681
		Arysta LifeScience Switzerland Sarl	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		UPL Benelux B.V.(Formerly Known as AgriChem B.V.)	1%	254	-1%	16			0%	16	1%	254	-3%	42			1%	42
		Arysta LifeScience Great Britain Ltd	0%	50	0%	3			0%	3	0%	15	-1%	9			0%	9
		UPL Deutschland GmbH	0%	21	1%	(14)			0%	(14)	0%	46	-1%	6			0%	6
		Cerexagri B.V. - Netherlands	0%	0	1%	(14)			0%	(14)	0%	14	1%	(8)			0%	(8)
		Arysta LifeScience Netherlands BV	2%	414	-3%	32			1%	32	1%	370	-2%	22			0%	22
		UPL Agricultural Solutions Holdings BV	5%	1,176	-16%	188			4%	188	11%	2,797	-13%	158			3%	158
		UPL Holding Cooperatief U.A	-23%	(5,828)	7%	(80)			-2%	(80)	-13%	(3,106)	3%	(36)			-1%	(36)
		UPL Holdings BV	6%	1,565	-3%	30			1%	30	6%	1,539	-8%	100			2%	100
		Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	(0)
		Decco Worldwide Post-Harvest Holdings B.V.	0%	(89)	1%	(7)			0%	(7)	0%	(73)	1%	(7)			0%	(7)
		UPL Holdings Brazil B.V.	-1%	(228)	0%	(0)			0%	(0)	0%	9	2%	(20)			0%	(20)

50. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

Sr.No	Particulars	Name of the Entity in the Group	March 31, 2024								March 31, 2023							
			Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		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
		Advanta Holdings BV, Netherland	1%	290	0%	0			0%	0	-6%	(1,602)	-11%	136			3%	136
		Advanta Netherlands Holdings BV,Netherlands	2%	389	1%	(10)			0%	(10)	1%	323	1%	(14)			0%	(14)
		United Phosphorus Holdings UK Ltd	0%	(2)	0%	(0)			0%	(0)	0%	(1)	-1%	12			0%	12
		UPL Italia S.R.L.	1%	125	1%	(12)			0%	(12)	0%	119	0%	(0)			0%	(0)
		UPL Agricultural Solutions	0%	25	0%	1			0%	1	0%	24	0%	(0)			0%	(0)
		UPL Bulgaria EOOD	0%	45	-1%	8			0%	8	0%	58	-2%	21			0%	21
		UPL Hellas S.A	0%	8	0%	(3)			0%	(3)	0%	12	0%	(1)			0%	(1)
		UPL Portugal Unipessol, Ltda.	0%	3	0%	1			0%	1	0%	1	0%	4			0%	4
		UPL IBERIA, SOCIEDAD ANONIMA	1%	146	0%	1			0%	1	1%	136	-1%	16			0%	16
		Vetopharma Iberica SL	0%	-	0%	(5)			0%	(5)	0%	-	0%	(0)			0%	(0)
		Naturagri Soluciones, SLU	0%	54	0%	2			0%	2	0%	52	0%	0			0%	0
		Decco Iberica Postcosecha, S.A.U., Spain	1%	241	-2%	30			1%	30	1%	211	-2%	22			0%	22
		Transterra Invest, S. L. U., Spain	0%	(45)	0%	2			0%	2	0%	(96)	-1%	9			0%	9
		Cerexagri S.A.S.	2%	525	-3%	32			1%	32	2%	461	2%	(18)			0%	(18)
		UPL Switzerland AG	0%	14	0%	0			0%	0	0%	13	0%	(2)			0%	(2)
		UPL France(formerly Known as AS pen SAS)	-1%	(157)	3%	(37)			-1%	(37)	0%	(72)	-1%	6			0%	6
		Arysta LifeScience S.A.S.	2%	418	-2%	30			1%	30	1%	363	-5%	65			1%	65
		UPL Europe Supply Chain GmbH	0%	(79)	-4%	49			1%	49	-1%	(144)	-4%	50			1%	50
		Decco Italia SRL,Italy	0%	76	-1%	11			0%	11	0%	66	0%	4			0%	4
		Laboratoires Goemar SAS	1%	129	-3%	38			1%	38	-1%	(205)	-4%	52			1%	52
		Vetopharma SAS	1%	366	-3%	42			1%	42	1%	321	-4%	54			1%	54
		Betel Reunion S.A.	0%	6	0%	(1)			0%	(1)	0%	6	0%	0			0%	0
		Sci PPWJ	0%	-	0%	0			0%	0	0%	1	0%	0			0%	0
		Limited Liability Company "UPL"	0%	(2)	6%	(72)			-1%	(72)	0%	100	-2%	22			0%	22
		UPL Czech s.r.o. (FKA Arysta LifeScience Czech s.r.o.)	0%	46	0%	4			0%	4	0%	47	-1%	11			0%	11
		UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősség	0%	57	0%	3			0%	3	0%	67	-1%	13			0%	13
		Advanta Seeds Ukraine LLC	0%	4	1%	(10)			0%	(10)	0%	2	1%	(10)			0%	(10)
		UPL Polska Sp. z.o.o	0%	93	3%	(35)			-1%	(35)	1%	130	-1%	8			0%	8
		UPL Slovakia S.R.O.	0%	14	0%	1			0%	1	0%	12	0%	3			0%	3
		UPL Ukraine LLC (FKA Arysta LifeScience Ukraine LLC)	0%	61	0%	2			0%	2	0%	67	-2%	21			0%	21
		UPL NA Inc. (formerly known as United Phosphorus Inc.)	-4%	(1,014)	29%	(346)			-7%	(346)	1%	154	-11%	131			2%	131
		Cerexagri, Inc. (PA),USA	2%	454	0%	4			0%	4	2%	443	0%	2			0%	2
		UPL Delaware, Inc.,USA	0%	(99)	1%	(8)			0%	(8)	0%	(89)	0%	3			0%	3
		Decco US Post-Harvest Inc (US)	0%	(62)	0%	3			0%	3	0%	(66)	3%	(34)			-1%	(34)
		RiceCo LLC,USA	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		Riceco International, Inc.Bhamas	2%	381	-1%	8			0%	8	2%	376	0%	4			0%	4
		Arysta LifeScience Inc.	11%	2,719	-3%	39			1%	39	7%	1,667	-1%	8			0%	8
		Arysta LifeScience Management Company, LLC	-1%	(289)	0%	(5)			0%	(5)	-1%	(279)	0%	0			0%	0
		Arysta LifeScience America Inc.	0%	-	0%	-			0%	-	0%	(0)	6%	(67)			-1%	(67)
		Advanta US, LLC (Foremerly Known as Advanta US Inc,USA)	0%	6	9%	(104)			-2%	(104)	0%	109	10%	(116)			-2%	(116)
		UPL Agrosolutions Canada Inc	10%	2,497	-16%	188			4%	188	14%	3,350	-14%	167			3%	167
		Arysta LifeScience North America, LLC	-12%	(2,882)	22%	(264)			-5%	(264)	-10%	(2,577)	-26%	317			6%	317
		Arysta LifeScience NA Holding LLC	3%	623	0%	(0)			0%	(0)	2%	603	-8%	96			2%	96
		Netherlands Agricultural Investment Partners LLC	0%	78	0%	(0)			0%	(0)	0%	76	0%	1			0%	1
		UPL Services LLC	0%	92	1%	(8)			0%	(8)	0%	99	-1%	14			0%	14
		UPL Corporation Limited, Mauritius	112%	27,886	55%	(655)			-12%	(655)	117%	28,972	113%	(1,358)			-26%	(1,358)

50. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

Sr.No	Particulars	Name of the Entity in the Group	March 31, 2024								March 31, 2023							
			Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		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 Management DMCC	12%	3,052	9%	(109)			-2%	(109)	12%	2,932	-69%	828			16%	828
		Advanta Seeds International, Mauritius	-8%	(2,031)	-16%	195			4%	195	2%	403	-127%	1,525			29%	1,525
		Advanta Seeds DMCC [Formerly Advanta Seeds JLT], UAE	0%	31	-1%	10			0%	10	0%	21	1%	(15)			0%	(15)
		Advanta Biotech General Trading Ltd	0%	6	0%	1			0%	1	0%	5	0%	3			0%	3
		UPL LIMITED,Gibraltor	0%	0	0%	1			0%	1	0%	0	0%	4			0%	4
		Arysta LifeScience (Mauritius) Ltd	2%	408	-1%	14			0%	14	2%	386	-2%	25			0%	25
		UPL Mauritius Limited	7%	1,681	94%	(1,131)			-21%	(1,131)	13%	3,133	-77%	922			18%	922
		UPL Agro SA DE CV.	4%	1,016	2%	(24)			0%	(24)	2%	572	-1%	7			0%	7
		Arysta LifeScience Mexico, S.A.de C.V	2%	471	-1%	10			0%	10	2%	412	-3%	40			1%	40
		Decco Post Harvest Mexico	0%	(22)	0%	(3)			0%	(3)	0%	(17)	0%	(2)			0%	(2)
		Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	0%	22	0%	6			0%	6	0%	33	0%	5			0%	5
		Grupo Bioquimico Mexicano, S.A. de C.V.	1%	287	-1%	8			0%	8	3%	641	1%	(12)			0%	(12)
		Advanta Commercio De Sementes Ltda,Brazil	1%	302	-1%	13			0%	13	1%	214	3%	(36)			-1%	(36)
		Perrey Participações S.A.	0%	9	0%	0			0%	0	0%	8	0%	1			0%	1
		Uniphos Industria e Comercio de Produtos Quimicos Ltda.	0%	10	0%	(0)			0%	(0)	0%	10	0%	(0)			0%	(0)
		UPL Do Brasil - Industria e Comercio de Insumos Agropecuário	-8%	(2,071)	141%	(1,686)			-32%	(1,686)	0%	(85)	5%	(57)			-1%	(57)
		Arysta LifeScience de Guatemala, S.A.	0%	-	0%	-			0%	-	0%	27	0%	2			0%	2
		Arysta LifeScience S.R.L.	0%	-	0%	-			0%	-	0%	-	0%	1			0%	1
		UPL Bolivia S.R.L	1%	159	-1%	13			0%	13	1%	146	-4%	46			1%	46
		Arysta LifeScience Paraguay S.R.L.	0%	-	0%	-			0%	-	0%	-	0%	(2)			0%	(2)
		UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	(0)
		UPL Paraguay S.A	0%	35	2%	(20)			0%	(20)	0%	55	1%	(14)			0%	(14)
		Arysta LifeScience Costa Rica SA.	0%	-	0%	(2)			0%	(2)	0%	1	0%	(0)			0%	(0)
		Advanta Semillas SAIC, Argentina	2%	456	-5%	65			1%	65	2%	383	-4%	43			1%	43
		Arysta-LifeScience Ecuador S.A.	0%	7	0%	4			0%	4	0%	6	1%	(7)			0%	(7)
		UPL Nicaragua, Sociedad Anónima	0%	-	0%	-			0%	-	0%	(19)	0%	(1)			0%	(1)
		UPL Argentina S A (Formerly known as Icona S A - Argentina)	0%	74	16%	(195)			-4%	(195)	0%	17	9%	(105)			-2%	(105)
		Decco Chile SpA	0%	7	1%	(13)			0%	(13)	0%	13	0%	(3)			0%	(3)
		Arysta LifeScience Chile S.A.	1%	290	-5%	61			1%	61	1%	231	-3%	37			1%	37
		UPL Colombia SAS(Foremerly Known as Evofarms Colombia SA)	0%	76	0%	3			0%	3	0%	110	-2%	19			0%	19
		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%	117	-1%	8			0%	8	0%	91	-2%	19			0%	19
		Arysta LifeScience Peru S.A.C	0%	14	0%	4			0%	4	0%	10	0%	4			0%	4
		INGEAGRO S.A.	0%	12	0%	(1)			0%	(1)	0%	16	0%	(1)			0%	(1)
		Uniphos Colombia Plant Limited	3%	643	-13%	154			3%	154	2%	460	5%	(61)			-1%	(61)

50. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

Sr.No	Particulars	Name of the Entity in the Group	March 31, 2024								March 31, 2023							
			Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		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
		United Phosphorus Cayman Limited	-2%	(376)	-1%	7			0%	7	-1%	(362)	0%	0			0%	0
		UP Aviation Limited,Cayman Island	0%	43	-2%	23			0%	23	0%	20	0%	1			0%	1
		UPL Australia Limited	-1%	(225)	4%	(48)			-1%	(48)	-1%	(179)	-1%	7			0%	7
		Arysta LifeScience Australia Pty Ltd.	0%	90	-1%	15			0%	15	1%	132	-1%	15			0%	15
		UPL New Zealand Limited (FKA Etec Crop Solutions Limited)	0%	53	-1%	11			0%	11	0%	95	-3%	34			1%	34
		HANNAFORD NURTURE FARM EXCHANGE PTY LTD	0%	-	0%	6			0%	6	0%	(6)	0%	(2)			0%	(2)
		UPL Shanghai Ltd	0%	(37)	-3%	36			1%	36	0%	(71)	5%	(64)			-1%	(64)
		UPL Jiangsu Limited	0%	45	0%	0			0%	0	0%	38	0%	(0)			0%	(0)
		Advanta Seeds Pty Ltd,Australia	2%	405	-7%	85			2%	85	2%	420	-6%	67			1%	67
		Laoting Yoloo Bio-Technology Co. Ltd.	1%	149	0%	0			0%	0	1%	151	4%	(51)			-1%	(51)
		UPL Limited Korea (FKA Arysta LifeScience Korea Ltd.)	0%	22	0%	0			0%	0	0%	23	-1%	7			0%	7
		Arysta LifeScience Pakistan (Pvt.) LTD.	0%	62	-2%	19			0%	19	0%	40	-1%	12			0%	12
		Pacific Seeds (Thai) Ltd, Thailand	4%	918	-12%	139			3%	139	4%	908	-13%	157			3%	157
		Myanmar Arysta LifeScience Co., Ltd.	0%	48	1%	(7)			0%	(7)	0%	56	1%	(8)			0%	(8)
		Pacific Seeds Holdings (Thai) Ltd ,Thailand	0%	0	0%	0			0%	0	0%	(0)	0%	(0)			0%	(0)
		Arysta LifeScience (Thailand) Co., Ltd.	0%	30	2%	(20)			0%	(20)	0%	53	0%	(0)			0%	(0)
		PT.UPL Indonesia	0%	(7)	1%	(6)			0%	(6)	0%	7	0%	(1)			0%	(1)
		PT Catur Agrodaya Mandiri, Indonesia	0%	5	1%	(7)			0%	(7)	0%	15	0%	(0)			0%	(0)
		Pt. Advanta Seeds Indonesia	0%	57	-1%	16			0%	16	0%	43	0%	(2)			0%	(2)
		Pt. Arysta LifeScience Tirta Indonesia	0%	30	0%	3			0%	3	0%	29	-1%	6			0%	6
		UPL Limited,Hong Kong	-1%	(146)	-24%	287			5%	287	2%	520	-10%	120			2%	120
		UPL Agro Ltd	0%	(4)	0%	(1)			0%	(1)	0%	(3)	0%	(1)			0%	(1)
		UPL Philippines Inc.	0%	(25)	2%	(19)			0%	(19)	0%	1	-1%	6			0%	6
		Arysta LifeScience Philippines Inc.	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	(0)
		UPL Vietnam Co. Ltd	1%	307	-3%	36			1%	36	1%	287	1%	(8)			0%	(8)
		Arysta LifeScience Vietnam Co., Ltd.	0%	82	1%	(14)			0%	(14)	0%	97	0%	3			0%	3
		Uniphos Malaysia Sdn Bhd	0%	(4)	0%	(4)			0%	(4)	0%	(1)	0%	(4)			0%	(4)
		Arysta Health and Nutrition Sciences Corporation	1%	163	-2%	22			0%	22	1%	160	-3%	30			1%	30
		Arysta LifeScience Corporation	-3%	(812)	-23%	274			5%	274	0%	(44)	-6%	77			1%	77
		Arysta LifeScience Japan Holdings Goudou Kaisha	0%	0	0%	0			0%	0	0%	(0)	0%	(0)			0%	(0)
		UPL Japan GK	-5%	(1,339)	-2%	21			0%	21	-9%	(2,245)	-1%	13			0%	13
		Anning Decco Biotech Co., Ltd	0%	56	0%	6			0%	6	0%	52	0%	6			0%	6
		Arysta LifeScience Asia Pte., Ltd.	0%	75	0%	3			0%	3	0%	70	0%	1			0%	1
		Riceco International Bangladesh Limited	0%	37	0%	5			0%	5	0%	34	0%	5			0%	5
		UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	0%	(79)	0%	(4)			0%	(4)	0%	(15)	4%	(43)			-1%	(43)
		UPL Agromed Tohumculuk Sa,Turkey	0%	(1)	0%	(1)			0%	(1)	0%	(1)	0%	(6)			0%	(6)
		Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	0%	16	0%	5			0%	5	0%	18	0%	2			0%	2
		Decco Israel Ltd (FKA Safepack Products Limited,Isreal)	0%	(10)	1%	(9)			0%	(9)	0%	(1)	1%	(14)			0%	(14)
		Agrifocus Limitada	1%	239	-2%	19			0%	19	1%	216	-2%	20			0%	20

50. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

			March 31, 2024								March 31, 2023							
Sr.No	Particulars	Name of the Entity in the Group	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
		Citrashine (Pty) Ltd, South Africa	0%	(6)	0%	(1)			0%	(1)	0%	(5)	0%	(3)			0%	(3)
		Anchorprops 39 (Pty) Ltd	0%	(2)	0%	0			0%	0	0%	(2)	0%	0			0%	0
		UPL Holding SA FKA Arysta LifeScience Holdings SA (Pty) Ltd	0%	(81)	0%	(2)			0%	(2)	0%	(83)	0%	(2)			0%	(2)
		Volcano Agroscience (Pty) Ltd	0%	0	0%	(0)			0%	(0)	0%	4	0%	2			0%	2
		UPL South Africa (Pty) Ltd.	0%	102	0%	3			0%	3	0%	111	5%	(59)			-1%	(59)
		Sidewalk Trading (Pty) Ltd	0%	0	0%	0			0%	0	0%	(0)	0%	(0)			0%	(0)
		Arysta LifeScience Kenya Ltd.	0%	(12)	-1%	7			0%	7	0%	(17)	0%	(5)			0%	(5)
		UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	0%	(7)	0%	(4)			0%	(4)	0%	(4)	0%	3			0%	3
		Arysta LifeScience Cameroun SA	0%	5	0%	(1)			0%	(1)	0%	7	0%	3			0%	3
		UPL Zambia Limited	0%	(11)	0%	(4)			0%	(4)	0%	(13)	1%	(11)			0%	(11)
		Prolong Limited	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	(0)
		UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	0%	3	0%	2			0%	2	0%	2	0%	2			0%	2
		UPL Togo SAU	0%	(4)	0%	(2)			0%	(2)	0%	(2)	0%	(1)			0%	(1)
		Calli Ghana Ltd.	0%	(14)	-1%	8			0%	8	0%	(23)	1%	(17)			0%	(17)
		Callivoire SGFD S.A.	0%	5	2%	(21)			0%	(21)	0%	26	1%	(10)			0%	(10)
		Mali Protection Des Cultures (M.P.C.) SA	0%	16	-1%	12			0%	12	0%	5	-1%	13			0%	13
		UPL Crop Protection Investments UK Limited	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	(0)
		UPL Health & Nutrition Science Holdings Limited	0%	(1)	0%	(0)			0%	(0)	0%	(0)	0%	(1)			0%	(1)
		UPL Animal Health Holdings Limited	0%	(1)	0%	(0)			0%	(0)	0%	(0)	1%	(13)			0%	(13)
		UPL Investments UK Limited	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	(0)
		DECCO Holdings UK Ltd	1%	178	0%	4			0%	4	1%	172	1%	(10)			0%	(10)
		Advanta Seeds Holdings UK Ltd	0%	30	1%	(15)			0%	(15)	-1%	(285)	1%	(11)			0%	(11)
		Advanta Holdings US Inc	0%	46	-2%	19			0%	19	0%	26	-2%	28			1%	28
		UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	0%	-	0%	-			0%	-	0%	(0)	0%	0			0%	0
		UPL Costa Rica S.A.	0%	23	0%	(3)			0%	(3)	0%	31	-1%	14			0%	14
		Industrias Bioquim Centroamericana, Sociedad Anónima	1%	128	1%	(8)			0%	(8)	1%	134	3%	(34)			-1%	(34)
		UPL Ltd , Cayman	-58%	(14,302)	27%	(321)			-6%	(321)	-53%	(13,082)	36%	(430)			-8%	(430)
		PT EXCEL MEG INDO	2%	395	-7%	79			1%	79	1%	338	-7%	79			1%	79
		PT Ace Bio Care	0%	9	0%	0			0%	0	0%	10	0%	(0)			0%	(0)
		UPL Investments Southern Africa Pty Ltd	0%	(6)	0%	1			0%	1	0%	(14)	0%	(0)			0%	(0)
		Advanta Seeds Romania S.R.L	0%	41	0%	3			0%	3	0%	0	0%	(0)			0%	(0)
		UPL-Radicle, LP	0%	13	0%	0			0%	0	0%	16	0%	0			0%	0
		UPL GLOBAL SERVICES DMCC	1%	162	-15%	183			3%	183	0%	(25)	2%	(24)			0%	(24)
		ADVANTA MAURITIUS LIMITED	7%	1,676	-5%	66			1%	66	6%	1,586	21%	(250)			-5%	(250)
		Advanta Seeds Hungary Kft	0%	0	0%	(0)			0%	(0)	0%	-	0%	-			0%	-
		UPL Speciality Mauritius Limited	0%	(0)	0%	(0)			0%	(0)	0%	-	0%	-			0%	-
		UPL Share Service Center, S. A. de C. V.	0%	9	1%	(7)			0%	(7)	0%	-	0%	-			0%	-
		Arysta LifeScience de Guatemala, S.A.	0%	11	1%	(13)			0%	(13)	0%	-	0%	-			0%	-
		UPL Nicaragua, Sociedad Anónima	0%	(22)	0%	(0)			0%	(0)	0%	-	0%	-			0%	-
		UPL Crop Protection Holdings Limited	1%	184	-15%	183			3%	183	0%	-	0%	-			0%	-
		UPL LANKA (PRIVATE) LIMITED	0%	0	0%	0			0%	0	0%	-	0%	-			0%	-
		Advanta Seeds Philippines Inc	0%	1	0%	(0)			0%	(0)	0%	-	0%	-			0%	-
		ASI SEEDS ENTERPRISES KENYA LIMITED	0%	(2)	0%	(2)			0%	(2)	0%	-	0%	-			0%	-
3	Non-controlling interest		-32%	(7,900)	-56%	678			13%	678	-34%	(8,466)	70%	(844)			-16%	(844)

50. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

			March 31, 2024								March 31, 2023							
Sr.No	Particulars	Name of the Entity in the Group	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
4	Associates			-		-												
	Indian			-		-												
		Kerala Enviro Infrastructure Limited	0%	9	0%	1			0%	1	0%	9	0%	-			0%	-
		Weather Risk Management Private Ltd	0%	9	0%	(0)			0%	(0)	0%	9	0%	(2)			0%	(2)
				-		-			0%	-							0%	-
	Foreign	3SB Produtos Agr	1%	163	-1%	10			0%	10	1%	163	-3%	36			1%	36
		Sinova Inovacoes Agricolas S.A. (FKA- Sinagro Produtos Agropecuarios S.A.)	1%	252	22%	(260)			-5%	(260)	1%	252	-5%	61			1%	61
		Seara Bonita Sementes SA	1%	216	-2%	23			0%	23	1%	216	-4%	44			1%	44
		Agri Fokus (Pty) Ltd.	0%	6	0%	-			0%	-	0%	6	0%	-			0%	-
		Novon Retail Company (Pty) Ltd.	0%	9	0%	-			0%	-	0%	9	0%	-			0%	-
		Agronamic (Pty) Ltd.	0%	6	0%	-			0%	-	0%	6	0%	-			0%	-
		Novon Protecta (Pty) Ltd	0%	27	0%	-			0%	-	0%	27	0%	-			0%	-
		Silvix Forestry (Pty) Ltd.	0%	1	-1%	11			0%	11	0%	1	0%	-			0%	-
		Nexus AG (Pty) Ltd	0%	14	0%	-			0%	-	0%	14	-1%	8			0%	8
		des Produits Industriels et Agricoles	0%	16	0%	1			0%	1	0%	16	0%	1			0%	1
		Eswatini Agricultural Supplies Limited	0%	2	0%	-			0%	-	0%	2	0%	-			0%	-
		Pixofarm GmbH	0%	6	0%	(6)			0%	(6)	0%	6	0%	(3)			0%	(3)
				-		-												
5	Joint Venture			-		-												
	Foreign	Hodogaya	0%	23	0%	3			0%	3	0%	23	0%	2			0%	2
		Longreach Plant Breeders Management Pty Ltd,Australia	1%	128	-1%	17			0%	17	1%	128	-1%	16			0%	16
		United Phosphorus (Bangladesh) Limited	0%	0	0%	-				-	0%	0	0%	-				-
		Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	0%	3	1%	(13)				(13)	0%	3	1%	(7)				(7)
		Origeo Comercio De Produtos Agropecuarios S.A	0%	85	4%	(53)				(53)	0%	85	0%	(0)				(0)
		Hosemillas Holding S.A.	2%	422	-2%	23				23								
																		-
6	Other Comprehensive Income						100%	92	2%	92					100%	1,697	32%	1,697
		Total	100%	24,807	100%	(1,200)	100%	92	-20%	(1,108)	108%	26,858	-297%	3,570	100%	1,697	100%	5,267

51. Hedging activities and derivatives
Derivatives designated as hedging instruments (Refer note 54)

Derivatives not designated as hedging instruments
The Group uses foreign exchange forward contracts, call and put options to manage some of its net transaction exposures and Forex risk on advance orders in Latin America. These foreign exchange forward contracts and options are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

These contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions.
The Group enters into foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Details of all the transactions and exposures are given below:

			March 31, 2024 (In '000)	March 31, 2024 (INR Crores)	March 31, 2023 (In '000)	March 31, 2023 (INR Crores)	
Nature of Instrument		Currency	Amount outstanding	Amount outstanding	Amount outstanding	Amount outstanding	Purpose - Hedging/ Speculation
(a)	Forward contracts - Sell	USD	169,886	1,417	282,482	2,321	Hedging
	Forward contracts - Sell	AUD	5,813	31	7,000	39	Hedging
	Forward contracts - Sell	EUR	96,791	871	26,606	238	Hedging
	Forward contracts - Sell	CAD	8,278	51	18,500	112	Hedging
	Forward contracts - Sell	NZD	460	2	691	4	Hedging
	Forward contracts - Sell	GBP	9,150	96	3,000	31	Hedging
	Forward contracts - Sell	JPY	485,000	27	545,000	34	Hedging
	Forward contracts - Sell	CLP	1,865,000	16	1,661,591	17	Hedging
	Forward contracts - Sell	RON	10,200	18	22,000	40	Hedging
	Forward contracts - Sell	ZAR	139,000	61	101,000	47	Hedging
	Forward contracts - Buy	USD	1,028,744	8,580	1,034,233	8,498	Hedging
	Forward contracts - Buy	USD	-	-	53,350	438	Hedging (refer note 1 below)
	Forward contracts - Buy	EUR	60,525	545	51,179	458	Hedging
	Forward contracts - Buy	CAD	120,000	736	40,000	243	Hedging
	Forward contracts - Buy	JPY	2,576,143	142	2,693,283	167	Hedging
	Forward contracts - Buy	GBP	-	-	5,000	51	Hedging
	Forward contracts - Buy	CZK	123,500	44	98,500	38	Hedging
	Forward contracts - Buy	RON	-	-	10,500	19	Hedging
	Forward contracts - Buy	AUD	66,500	360	-	-	Hedging
	Forward contracts - Buy	BGN	-	-	8,500	39	Hedging
(b)	Derivative contracts						
	(i) (a) Put Option- Buy	USD	1,084	9	13,202	108	Hedging (refer note 1 below)
	(b) Put Option- Sell	USD	-	-	-	-	Hedging
	(b) Call Option- Buy	USD	16,132	135	65,100	535	Hedging
	(d) Call Option- Sell	USD	-	-	-	-	Hedging

Note 1:-
Hedging against the underlying USD FX risk linked to Sales Orders and probable sales returns in Brazll

		March 31, 2024 (In '000)	March 31, 2024 (INR Crores)	March 31, 2023 (In '000)	March 31, 2023 (INR Crores)
(c) Un-hedged Foreign Currency Exposure on:					
1 Payables					
(including Foreign Currency payable in respect of derivative contracts as mentioned in (b) (ii & iii) above)	USD	1,113,679	9,289	1,177,573	9,676
	EUR	178,805	1,609	181,695	1,626
	GBP	6,432	68	2,803	29
	JPY	12,540,825	691	9,972,100	617
	DKK	-	-	1,384	2
	CAD	4,690	29	44,573	271
	BRL	-	-	2,000	3
	MUR	-	-	45,246	8
	AUD	736	4	28,209	155
	ARS	-	-	2,015,306	79
	CZK	(9,313)	(3)	320	0
	XOF	-	-	669,972	9
	RMB	125,000	144	198,492	237
	CNY	74,409	86	-	-
	KES	-	-	14,987	1
	MXN	-	-	5,523	3
	RON	-	-	24	0
	THB	-	-	25,525	6
	XAF	-	-	64,325	1
	CRC	1,490,111	25	3,107,476	47
2 Receivable	USD	1,051,279	8,768	976,559	8,024
	EUR	262,502	2,363	473,236	4,236
	GBP	17,317	182	16,130	164
	JPY	44,033,587	2,426	44,211,230	2,736
	CHF	(99,516)	(1)	-	-
	CLP	-	-	727,353	8
	NZD	(460)	(2)	-	-
	PLN	-	-	1,212	2
	CAD	176,830	1,085	33	0
	AUD	17,982	97	6,098	34
	COP	13,711,248	30	17,883,067	32
	ARS	4,070,221	40	2,719,994	107
	XOF	-	-	2,623	0
	ZAR	558,696	245	564,076	261
	PYG	-	-	725,509	1
	RON	(10,200)	(18)	(275)	(0)
	TZS	-	-	149,623	1
	MXN	-	-	16,013	7
	CNY	51,570	60	-	-
	GTQ	19,486	21	-	-

52. Category-wise classification of financial instruments

	Refer note	Non-Current		Current	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
(A) Accounting, classification and Fair Value :					
Investments accounted for using the equity method	9	1,238	973	-	-
		1,238	973	-	-
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in others (unsecured)	9	434	363	-	-
Investments in unquoted equity shares	9	17	17	168	46
Investments in unquoted optionally convertible bonds	9	9	12	-	-
Investments in mutual funds (Quoted)	9	-	-	93	-
Derivative contracts (net)	11	-	-	48	18
		460	392	309	64
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investments in quoted equity shares	9	121	132	-	-
Investments in unquoted equity shares	9	74	72	-	-
		195	204	-	-
Financial assets measured at amortised cost					
Security deposits	11	177	210	2	3
Loans and advances to related party	10	23	57	-	-
Loans to employees	10	-	-	20	25
Trade receivables	15	10	62	16,354	18,224
Interest receivable	11	-	-	19	23
Export benefit receivables	11	-	-	186	166
Receivable on account of trade receivables sales on a non recourse basis	11	-	-	326	58
Insurance receivables	11	-	-	2	6
Cash and cash equivalents	16	-	-	5,943	5,967
Other bank balances	17	-	-	93	130
Other advances	11	2	1	109	76
		212	330	23,054	24,678
Financial liabilities measured at fair value through profit or loss (FVTPL)					
Derivative contracts	24	-	-	59	301
Payable towards acquisition of subsidiary	24	-	234	140	-
		-	234	199	301
Financial liabilities measured at amortised cost					
Bonds (Unsecured)					
- 4.50% Senior Notes	23	2,291	2,254	-	-
- 4.625% Senior Notes	23	3,698	3,637	-	-
From Bank					
- Foreign currency loan (Unsecured)	23	9,520	6,117	-	-
- Sustainability linked Foreign currency loan (Unsecured)	23	8,278	8,136	-	-
- Foreign currency loan (Secured)	23	-	-	195	83
- Interest accrued and not due on borrowings				195	113
- Others borrowings (Secured)	23	223	-	3,738	673
Commercial Papers	23	-	-	300	350
Current maturities of long term borrowings	23	-	-	-	1,636
Payable towards acquisition of subsidiary	24	210	369	74	46
Capital goods creditors	24	-	-	179	100
Trade deposits	24	-	-	89	81
Trade payables	27	-	-	15,684	17,614
Unpaid dividend	24	-	-	11	11
Others	24	9	10	1	-
Accrued payable	24	-	-	349	365
Payable towards non recourse sales of receivables	24	-	-	815	594
Employee benefits payables	24	-	-	494	924
		24,229	20,523	22,124	22,590

(B) Measurement of fair value:

Valuation techniques and significant unobservable inputs:

(i) Financial instruments measured at fair value

Trade receivables, other financial assets (except derivative assets) and cash and cash equivalents

The carrying amount of trade receivables, other financial assets (except derivative assets) and cash and cash equivalents are approximate their fair values. For non-current trade receivables the amount is not significant and there is no material impact on account of fair valuation.

Financial assets under level 3 measured at fair value through profit or loss ("FVTPL") and other comprehensive income ("FVOCI").

Investment classified as FVTPL and FVOCI amount to INR 115 crore (March 31, 2023: INR 123 crore). The Group has used valuation technique as the Price of recent investment calibrated by using qualitative analysis approach. There is no material difference between cost and fair value of such investments. Management performs qualitative analysis as per its internal policy.

Other financial assets at fair value through other comprehensive income ("FVOCI")

The fair values of the remaining FVOCI and FVTPL financial assets amounting to INR 121 crore (March 31, 2023 : INR 132 crore) are derived from quoted market prices in active markets. Hence there is no unobservable inputs and sensitivity analysis disclosed.

The value of FVTPL investments measured at level 2 are driven by the prevailing local inter-bank rate.

Derivative asset / liability

The valuation of both non-current and current derivatives recorded in the books of accounts is basis the Mark-to-Market (MTM) valuation provided by the respective bank. The MTM on forwards is linked to the forward rate quoted in the live market while for the MTM on swaps, the banks use an internal models to arrive at the valuation.

Trade and other payables

The carrying amount of trade and other payables approximate their fair value due to its short term nature.

Financial instruments at amortised cost

The carrying amount of financial instruments carried at amortised cost approximately equals to the fair values since the rate of interest charged is considered to at par with prevailing market rates of interest, and classified at level 2 of fair value hierarchy.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

-The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

-The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.

- Other non-current financial liabilities (Payable towards acquisition of subsidiary)

The fair value measurement for the payable has been categorized as a Level 3 fair value based on the inputs to the valuation techniques used. The valuation technique and significant unobservable inputs for determining the same are described below-

Valuation technique	Significant unobservable inputs	Relationship between unobservable inputs and fair value measurement
The components of the payable towards acquisition of subsidiary have been valued using a discounted cash flow method as follows: -the committed portion of the deferred payment liability discounted using the market cost of debt and -the contingent portion based on the contractually agreed EBIDTA multiple of the acquiree's future cash flows subject to a maximum cap, discounted using the weighted average cost of capital.	Expected cash flows relating to the business of the acquiree for the contingent portion of the consideration.	The value would reduce in case the future cash flows are not achieved. Increase in cash flows would not increase the value of the liability except for the discounting element.

Particulars	Significant unobservable inputs		Sensitivity of the input to fair value
Payable towards acquisition of subsidiary - Pt Excel Meg Indo and PT Ace Bio Care	Weighted average cost of capital		0.5% increase (decrease) would result in an increase (decrease) in fair value by INR 1 crore (31 March 2023: INR 1 crore)

Particulars	Significant unobservable inputs		Sensitivity of the input to fair value
Payable towards acquisition of subsidiary - Laoting Yoloo Bio-Technology Co. Ltd	Weighted average cost of capital		For current year Nil, 0.5% increase (decrease) would result in an increase (decrease) in fair value by (31 March 2023: INR 1.10 crore)

There would be no sensitivity impact on account of changes in EBITDA assumptions, as the maximum range of assumptions is considered while valuing the contingent consideration.

Refer to note 53 for level 3 financial liability movement in the above payable towards acquisition of subsidiary table deferred payment liability incurred in the period presented.

The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the investments.

The carrying amount of current financial assets and current financial liability measured at amortized cost in the consolidated financial statements are a reasonable approximation of their fair value since the Group does not anticipate that the carrying amounts would be significantly different from the value that would eventually be received or settled.

53. 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, 2024:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Assets measured at fair value:					
FVTOCI financial investments (Refer note 9):					
Investments in equity instruments (Quoted)	March 31, 2024	121	121	-	-
Others (Unquoted)	March 31, 2024	71	-	9	62
FVTPL financial investments (Refer note 9):					
Investments in equity instruments (Unquoted)	March 31, 2024	17	-	-	17
Investments in Optionally Convertible Bonds (Unquoted)	March 31, 2024	41	-	9	32
Investments in Others (Unquoted)	March 31, 2024	570	-	567	3
Investments in Mutual Funds (Quoted)	March 31, 2024	93	-	93	-
FVTPL Derivative Contracts (Refer note 11):					
Derivative contracts	March 31, 2024	48	-	48	-

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Assets measured at fair value:					
FVTOCI financial investments (Refer note 9):					
Investments in equity instruments (Quoted)	March 31, 2023	132	132	-	-
Others (Unquoted)	March 31, 2023	72	-	11	61
FVTPL financial investments (Refer note 9):					
Investments in equity instruments (Unquoted)	March 31, 2023	17	-	-	17
Investments in Optionally Convertible Bonds (Unquoted)	March 31, 2023	52	-	11	41
Investments in Others (Unquoted)	March 31, 2023	369	-	365	4
Investments in Mutual Funds (Quoted)	March 31, 2023	-	-	-	-
FVTPL Derivative Contracts (Refer note 11):					
Derivative contracts	March 31, 2023	18	-	18	-

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2024:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Financial liabilities at fair value through profit or loss / other comprehensive income:					
Derivative financial liabilities (Refer note 24)					
Derivative contracts	March 31, 2024	59	-	59	-
Payable towards acquisition of subsidiary (Refer note 24)	March 31, 2024	140	-	-	140

53. Fair value hierarchy continued

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2023:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Financial liabilities at fair value through profit or loss / other comprehensive income:					
Derivative financial liabilities (Refer note 24)					
Derivative contracts	March 31, 2023	301	-	301	-
Payable towards acquisition of subsidiary (Refer note 24)	March 31, 2023	234	-	-	234

As on March 31, 2024, there are no transfers between Level 1 and Level 2 financial instruments.

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values

	Level 3 financial assets	
	March 31, 2024	March 31, 2023
	INR crores	INR crores
Opening balance	123	92
Acquisition	1	47
Disposal	(1)	(2)
Total gains and losses recognised in Profit and loss	1	1
Total gains and losses recognised in OCI	1	1
Impairment	(10)	(21)
Foreign exchange movement	(1)	5
Closing balance	114	123

	Financial liability stated at fair value through profit or loss	
	March 31, 2024	March 31, 2023
	INR crores	INR crores
Opening balance	234	204
Gains and losses recognised in profit and loss	(97)	21
Foreign exchange movement	3	9
Closing balance	140	234

54. 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.

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

Fixed rate instruments	March 31, 2024 INR crores	March 31, 2023 INR crores
Borrowings from banks and other financial institutions	6,835	6,306
	6,835	6,306

Variable rate instruments	March 31, 2024 INR crores	March 31, 2023 INR crores
Borrowings from banks and other financial institutions	21,603	16,693
	21,603	16,693

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:

	Increase/ decrease in basis points	Effect on profit or loss INR Crores	Effect on equity INR Crores
March 31, 2024			
USD & EUR	+50	(99)	(89)
	-50	99	89
Others	+100	(18)	(16)
	-100	18	16
March 31, 2023			
USD & EUR	+50	(80)	(69)
	-50	80	69
Others	+100	(7)	(6)
	-100	7	6

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, 2024, the Group hedge position is stated in Note 51. This foreign currency risk is hedged by using foreign currency forward contracts and full currency interest rate swaps.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in USD rate	Effect on profit or loss INR Crores	Effect on equity INR Crores
March 31, 2024	1%	(5)	(5)
	-1%	5	5
March 31, 2023	1%	(17)	(14)
	-1%	17	14

	Change in EURO rate	Effect on profit or loss INR Crores	Effect on equity INR Crores
March 31, 2024	1%	8	7
	-1%	(8)	(7)
March 31, 2023	1%	26	22
	-1%	(26)	(22)

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 Group 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. The group is exposed to financial guarantee obligation for which details are provided in Note no. 24

Trade receivables and contract assets

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company assesses impairment based on expected credit losses (ECL) model. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

					Trade receivables Days past due	
March 31, 2024	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Gross carrying amount for exposure at default	13,184	1,548	866	354	1,575	17,527
Expected credit loss	104	30	48	33	948	1,163
Average %	0.79%	1.94%	5.54%	9.32%	60.19%	

					Trade receivables Days past due	
March 31, 2023	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Gross carrying amount for exposure at default	16,066	1,277	656	138	1,234	19,371
Expected credit loss	110	23	48	24	880	1,085
Average %	0.68%	1.80%	7.31%	17.37%	71.33%	

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, 2024 and March 31, 2023 is the carrying amounts as illustrated in Note 15 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.

	Carrying amount	Less than 1 year	1 to 5 years	> 5 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Year ended March 31, 2024					
Borrowings (Refer Note 23)	28,215	5,965	23,192	3,957	33,114
Other financial liabilities (Refer Note 14)	219	-	219	-	219
Trade and other payables (Refer Note 27)	15,684	15,684	-	-	15,684
Derivative contracts (Refer Note 24)	59	59	-	-	59
Lease Liabilities (Refer Note 5)	1,316	355	916	210	1,481
	45,493	22,063	24,327	4,167	50,557

	Carrying amount	Less than 1 year	1 to 5 years	> 5 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Year ended March 31, 2023					
Borrowings (Refer Note 23)	22,999	4,095	19,904	4,118	28,117
Other financial liabilities (Refer Note 14)	2,765	2,152	613	-	2,765
Trade and other payables (Refer Note 27)	17,614	17,614	-	-	17,614
Derivative contracts (Refer Note 24)	301	301	-	-	301
Lease Liabilities (Refer Note 5)	940	317	672	99	1,088
	44,619	24,479	21,189	4,217	49,885

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, 2024			March 31, 2023		
		Average FX rate	Average interest rate	Notional Value	Average FX rate	Average interest rate	Notional Value
Foreign exchange and interest rate risk							
Cross currency interest rate swap	EUR	-	0.00%	-	-	0.00%	-
	JPY			-			-

c) The effect that hedge accounting has had on the Group's balance sheet, statement of profit or loss and statement of changes in equity

The impact of hedging instruments designated in hedging relationships on the statement of financial position of the Group is, as follows:

Particulars	Currency	March 31, 2024				March 31, 2023			
		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	-	-	-	-	-	-	-	-
	JPY								
Liabilities									
Cash flow hedge									
Foreign exchange contracts									
- Cross currency interest rate swap	EUR								
- Cross currency interest rate swap	JPY								

* used as the basis for hedge ineffectiveness

Cash flow hedges	March 31, 2024				March 31, 2023			
	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	-	-	Forex gain/(loss)	Other financial assets (Non-current and Current)	-	(7)	Forex gain/(loss)	Other financial assets (Non-current and Current)
	-	-	Interest on borrowing		-	-	Interest on borrowing	

Reconciliation of reserves

Cash flow hedge reserves

Particulars	March 31, 2024	March 31, 2023
Opening balance	-	7
Hedging gain or loss	-	-
Amount reclassified to P&L because the hedged item affected P&L	-	(7)
Foreign exchange movement	-	-
Closing balance	**-**	**-**

55. 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, 2024 and March 31, 2023.

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.

	March 31, 2024	March 31, 2023
	INR Crores	INR Crores
Borrowings (Note 23)	28,215	22,999
Less: Cash and cash equivalents (Note 16)	(5,943)	(5,967)
Net debt	**22,272**	**17,032**
Total Equity	32,706	35,429
Total capital	**32,706**	**35,429**
Capital and net debt	**54,978**	**52,461**
Gearing ratio	0.41	0.32

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.

56. Income tax

Pursuant to the search operations conducted by the Income Tax authorities in the prior year, block assessment u/s 153A of the Income Tax Act 1961 (‘the Act’) has been completed for the Assessment Years (‘AY’) 2014-15 to 2020-21 for corporate tax and transfer pricing during the year. The Company has evaluated these orders and considering the proposed rectification applications to the assessment orders, adequate tax provisions has already been made in the books of accounts in prior years. Furthermore, based on the legal advice, the Company has also challenged the assessment orders before the appropriate authority. Further, in case of certain overseas subsidiaries of UPL Limited, the Indian income tax authorities have invoked provisions of ‘Place of Effective Management in India’ for AY 2017-18 to AY 2020-21, and the provisions related to ‘control and management wholly in India’ for AY 2014-15 to AY 2016-17 and have started tax proceedings against these companies in India during the previous quarters. Based on legal advice, the entire proceedings have been challenged before the appropriate authorities. The Group has been advised by legal counsel that they have strong grounds to succeed in the above matters.

57. 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.

58. Rights Issue

The Board of Directors of the Company (the “Board”) at its meeting held on December 22, 2023, approved the proposal for fund raising for an amount aggregating upto Rs.4,200 crores subject to receipt of statutory / regulatory approvals, as may be required under applicable law, by way of issue of equity shares on rights issue basis to the eligible equity shareholders of the Company as on the record date (to be determined and notified subsequently), in accordance with the applicable laws including the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 as amended from time to time.

59. Restructuring during the previous year

During the previous year following restructuring have taken place:

1. The existing ownership interest of the Group's material subsidiary, UPL Corporation Limited (UPLCL) (i.e., 22.21%) held by Platinum Lotus B 2018 RSC Limited and TPG Asia VII SF Pte Ltd through The Upswing Trust, "TPG Adia" is bought back by UPLCL in exchange of UPLCL's ownership interest of 22.21% in its subsidiary, UPL Cayman Ltd and for a cash consideration of INR 1,994 Crores.

2. Pursuant to approval of lenders’, shareholders’ and Competition Commissioner of India, the Company completed the reorganisation of below entities and divisions on slump sale basis

- The Group’s Seeds business is consolidated under ‘Advanta Enterprises Limited’, a subsidiary of the Company in India. Also, private equity investor Kohlberg Kravis Roberts & Co (KKR) has invested INR 2,474 Crores for minority stake of 13.63% in Advanta Enterprises Limited.

- In India, a new ‘Integrated Agtech Platform’ is created under UPL Sustainable Agri Solutions Limited (‘UPL SAS’), a subsidiary of the Company which includes crop protection business of the Company and its subsidiary, SWAL Corporation Limited, farm services business of Company and its subsidiary, Nurture Agtech Pvt Ltd. Also, Private equity investors- TPG, ADIA and Brookfield have invested INR 1,580 Crores for minority stake of 9.09% in UPL Sustainable Agri Solutions Limited.

60. Other Statutory Information

(i) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(ii) The Group Companies incorporated in India has the following transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at March 31, 2024	Balance outstanding as at March 31, 2023	Relationship with the Struck off company, if any, to be disclosed
Bluepeter Shipping Private Limited	Purchase of services	-	-	NA
J. K. Associates Private Limited	Purchase of goods	-	2	NA
M & S Logistics Private Limited	Freight expenses	-	-	NA
Fairdeal Suppliers Pvt. Ltd	Sale of goods	0	0	NA

(iii) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(iv)The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) All the entities in the group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies Restriction on number of Layers) Rules, 2017.

(vi) The Group has not entered any Scheme(s) of arrangement during the year in terms of sections 230 to 237 of the Companies Act, 2013.

(vii) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a)directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b)provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(viii) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

61. Rounding off

The Group has opted to round off its financial information to the nearest crores in accordance with Ind AS compliant Schedule III.

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership No: 042070
Place: Mumbai
Date: May 13, 2024

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Date: May 13, 2024

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946
Place: Mumbai

Chartered Accountants

14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Center,
Western Express Highway,
Goregaon (East), Mumbai – 400063, India
Telephone: +91 (22) 6257 1000
Fax: +91 (22) 6257 1010

Independent Auditor's Report

To the Members of UPL Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of UPL Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31 March 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the* Consolidated *Financial Statements* section of our report. We are independent of the Group, its associates and joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

Revenue recognition	
See Note 2.3e and 21 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The existence of revenue recognised during the year and at the period end is relevant to the performance of the Group. We identified existence of revenue recognised as a key audit matter because of quantum of revenue and the time and audit effort involved in auditing the terms of the customers contract and the revenue recognised.	Our procedures include the following: We assessed the compliance of the revenue recognition accounting policies against the requirements of Indian Accounting Standards (“Ind AS”). We evaluated the design and operating effectiveness of the relevant key financial controls with respect to revenue recognition on selected transactions. Using statistical sampling, we tested the terms of the revenue contracts against the recognition of revenue based on the underlying documentation and records and evaluated accuracy and existence of the revenue being recognised in the correct accounting period. We tested the accuracy and existence of revenue recognized at year end. On a sample basis, we have verified recognition of revenue in the correct accounting period. We assessed the adequacy of disclosures in the consolidated financial statements against the requirements of Ind AS 115, Revenue from contracts with customers

Estimation of period end rebates and sales returns	
See Note 2.3e and 21 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Group provides rebates to various customers in terms of formal agreements. The recognition and measurement of rebates, including establishing an accrual at year end, involves significant judgement and estimates, particularly the expected level of rebates of each of the customers. As disclosed in Note 2.3e to the consolidated financial statements, revenue is recognised net	Our procedures include the following: Understanding the process followed by the Group for identifying and determining the value of rebates and sales returns. We evaluated the design and tested the operating effectiveness of the relevant key financial controls with respect to recognition and accrual of the rebate expense and sales returns.

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.	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 2.3a and 41 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Group has goodwill of Rs. 19,898 crores as at 31 March 2023. In accordance with Ind AS, the Group has allocated the goodwill to their respective cash generating units (CGU) and tested these for impairment using a discounted cash flow model. The Group compares the carrying value of these assets with their respective recoverable amount. The inputs to the impairment testing model include: a) Future cash flows and growth rate; and	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.

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	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.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and and of its associates and joint ventures are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors

remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements / financial information of 179 subsidiaries, whose financial statements/financial information reflect total assets (before consolidation adjustments) of Rs.209,099 crores as at 31 March 2023, total revenues (before consolidation adjustments) of Rs.51,944 crores and net cash inflows (before consolidation adjustments) amounting to Rs.360 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on consolidated financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on consolidated financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 37 to the consolidated financial statements.

b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 7C and 16 to the consolidated financial statements in respect of such items as it relates to the Group, its associates and joint ventures.

c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate companies incorporated in India during the year ended 31 March 2023.

d (i) The management of the Holding Company and its subsidiary companies and associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and associate companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 53 (vii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies and associate companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies and associate companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company and its subsidiary companies and associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and associate companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 53 (viii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies and associate companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies and associate companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 14 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies and associate companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies and associate companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia

Partner

Place: Mumbai — Membership No.: 042070

Date: 08 May 2023 — ICAI UDIN:23042070BGYGLG3530

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of UPL Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1.	UPL Limited	L24219GJ1985PLC025132	Holding Company	Clause 3(vii)(a)
2.	Arysta LifeScience India Limited	U51420MH1949PLC007856	Subsidiary	Clause 3 (i) (c) & Clause 3(vii)(a)
3.	Advanta Enterprises Limited	U01100MH2022PLC383998	Subsidiary	Clause 3 (i) (c) & Clause 3(vii)(a)
4.	UPL Sustainable Agri Solutions Limited	U01403MH2010PLC312849	Subsidiary	Clause 3 (i) (c) & Clause 3(vii)(a)

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Bhavesh Dhupelia

Partner

Place: Mumbai

Membership No.: 042070

Date: 08 May 2023

ICAI UDIN:23042070BGYGLG3530

Annexure B to the Independent Auditor's Report on the consolidated financial statements of UPL Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of UPL Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies and its associate companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements/financial information of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies and its associate companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph

Annexure B to the Independent Auditor’s Report on the consolidated financial statements of UPL Limited for the year ended 31 March 2023 *(Continued)*

below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter(s)

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 13 subsidiary companies and 5 associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**

Chartered Accountants

Firm’s Registration No.:101248W/W-100022

Bhavesh Dhupelia

Partner

Place: Mumbai

Membership No.: 042070

Date: 08 May 2023

ICAI UDIN:23042070BGYGLG3530

UPL Limited
Consolidated Balance Sheet as at March 31, 2023

	Note	As at March 31, 2023 INR Crores	As at March 31, 2022 INR Crores
Assets			
Non-current assets			
Property, plant and equipment	3	8,164	7,286
Capital work-in-progress	3	1,197	1,184
Goodwill	4	19,898	18,364
Right of use assets	48	906	792
Other intangible assets	4	9,745	9,751
Intangible assets under development	4	1,621	1,317
Investments accounted for using the equity method	5	973	560
Financial assets			
(i) Investments	5	605	522
(ii) Loans	6	57	67
(iii) Trade receivables	10	62	6
(iv) Other financial assets	7	211	315
Non-current tax assets (net)	18	96	154
Deferred tax assets (net)	18	2,661	2,076
Other non-current assets	8A	353	557
Total non-current assets		**46,549**	**42,951**
Current assets			
Inventories	9	13,985	13,078
Financial assets			
(i) Investments	5	46	840
(ii) Trade receivables	10	18,224	15,328
(iii) Cash and cash equivalents	11	5,967	5,797
(iv) Bank balances other than cash and cash equivalents	11A	130	323
(v) Loans	6	25	16
(vi) Other financial assets	7	350	1,318
Current tax assets (net)	18	141	86
Other current assets	8A	3,120	2,894
Total current assets		**41,988**	**39,680**
Assets classified as held for sale	8B	40	48
Total Assets		**88,577**	**82,679**

UPL Limited
Consolidated Balance Sheet as at March 31, 2023

	Note	As at March 31, 2023 INR Crores	As at March 31, 2022 INR Crores
Equity and Liabilities			
Equity			
Equity share capital	12	150	153
Other equity	13	26,708	21,522
Equity attributable to owners of the parent		**26,858**	**21,675**
Perpetual subordinated capital securities	12A	2,986	2,986
Non-controlling interests		5,585	4,647
Total Equity		**35,429**	**29,308**
Liabilities			
Non-current liabilities:			
Financial liabilities			
(i) Borrowings	15	20,144	21,605
(ia) Lease Liabilities	48	675	626
(ii) Other financial liabilities	16	613	417
Provisions	17	217	235
Deferred tax liabilities (net)	18	2,462	2,512
Total non-current liabilities		**24,111**	**25,395**
Current liabilities:			
Financial liabilities			
(i) Borrowings	15	2,855	4,261
(ia) Lease liabilities	48	265	217
(ii) Trade payables	19		
Total outstanding dues of Micro enterprises and Small enterprises		82	144
Total outstanding dues of creditors other than Micro enterprises and Small enterprises		17,532	16,408
(iii) Other financial liabilities	16	2,422	2,644
Other current liabilities	20	4,723	3,325
Provisions	17	503	527
Current tax liabilities (net)		655	450
Total current liabilities		**29,037**	**27,976**
Total liabilities		**53,148**	**53,371**
Total Equity and Liabilities		**88,577**	**82,679**

Summary of significant accounting policies 2.3

The accompanying notes are an integral part of these consolidated financial statements 1 - 55

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership No: 042070

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai
Date: May 08, 2023

Date: May 08, 2023

Place: Mumbai

UPL Limited
Consolidated Statement of Profit or Loss for the year ended March 31, 2023

	Note	Year ended March 31, 2023	Year ended March 31, 2022
		INR Crores	INR Crores
Revenue			
Revenue from operations	21	53,576	46,240
Other income	22	477	281
Total Income		**54,053**	**46,521**
Expenses			
Cost of materials and components consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade)		27,281	22,072
Employee benefits expenses	23	5,056	4,622
Finance costs	24	2,963	2,295
Impairment loss on trade receivables	10	123	(15)
Depreciation and amortisation expenses	25	2,547	2,359
Exchange Difference (net) on trade receivables and trade payables		964	636
Other expenses	26	9,956	9,396
Total Expenses		**48,890**	**41,365**
Profit before share of of of profit of associates and joint ventures, exceptional items and tax		**5,163**	**5,156**
Share of profit of associates and joint ventures	33 & 34	157	134
Profit before exceptional items and tax		**5,320**	**5,290**
Exceptional items	27	170	324
Profit before tax		**5,150**	**4,966**
Tax expenses		**736**	**529**
Current tax	18	1,566	1,048
Adjustments of tax relating to earlier years	18	(60)	48
Deferred tax	18	(770)	(567)
Profit for the year		**4,414**	**4,437**
Other comprehensive income (OCI)			
A (i) Items that will not be reclassified subsequently to profit or loss	28	23	20
(ii) Income tax relating to items that will not be reclassified to profit or loss	28, 18	(3)	(1)
B (i) Items that will be reclassified subsequently to profit or loss	28	2,002	1,350
(ii) Income tax relating to items that will be reclassified to profit or loss	28, 18	(12)	-
Total Other Comprehensive Income for the year, net of tax		**2,010**	**1,369**
Total Comprehensive Income for the year		**6,424**	**5,806**
Profit for the year		**4,414**	**4,437**
Attributable to:			
Owners of the parent		3,570	3,626
Non-controlling interests		844	811
Other Comprehensive Income		**2,010**	**1,369**
Attributable to:			
Owners of the parent		1,697	1,030
Non-controlling interests		313	339
Total comprehensive income for the year		**6,424**	**5,806**
Attributable to:			
Owners of the parent		5,267	4,656
Non-controlling interests		1,157	1,150
Earnings per equity share	29		
Basic (INR)		**45.79**	**45.87**
Diluted (INR)		**45.79**	**45.87**
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

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership No: 042070
Place: Mumbai
Date: May 08, 2023

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946
Place: Mumbai

Date: May 08, 2023

UPL Limited

Consolidated Statement of Changes in Equity for the year ended March 31, 2023

A. Equity share capital

	Equity Shares of INR 2 each	
	Nos.	INR Crores
Balance at April 1, 2021	764,045,456	153
Changes during the year	-	-
At March 31, 2022	764,045,456	153
Changes during the year (Refer note 12)	(13,437,815)	(3)
At March 31, 2023	750,607,641	150

B. Other equity

Amount in INR Crores

For the year ended March 31, 2023	Attributable to the owners of the parent											Non-controlling interest	Total other equity
	Reserves and surplus							Items of OCI					
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Effective portion of cash flow hedges	Equity Instruments through other comprehensive income	Exchange differences on translation of a foreign operation	Total		
At April 1, 2022	6	182	4,594	140	1,848	20	15,395	7	(136)	(534)	21,522	4,647	26,169
Profit for the year	-	-	-	-	-	-	3,570	-	-	-	3,570	844	4,414
Other comprehensive income (net of tax)	-	14	-	-	-	-	(6)	-	11	1,679	1,697	313	2,010
Total comprehensive income	-	14	-	-	-	-	3,564	-	11	1,679	5,267	1,157	6,424
Dividends paid during the year	-	-	-	-	-	-	(751)	-	-	-	(751)	-	(751)
Gain / (loss) on disposal of derivatives	-	-	-	-	-	-	-	(7)	-	-	(7)	(2)	(9)
Buyback of share capital	-	-	(1,352)	-	-	-	-	-	-	-	(1,352)	-	(1,352)
Payment of coupon on Perpetual Subordinated Capital securities	-	-	-	-	-	-	(135)	-	-	-	(135)	(39)	(174)
Transfer to retained earnings	-	-	-	(140)	-	-	140	-	-	-	-	-	-
Share based payments	-	-	-	-	-	-	-	-	-	-	-	132	132
Impact due to movement in equity stake of NCI (refer note 52)	-	33	-	-	-	-	2,130	-	-	-	2,163	(309)	1,854
Movement in capital reserve due to due to Bioplanta Investment	-	2	-	-	-	-	(2)	-	-	-	-	-	-
At March 31, 2023	6	231	3,242	-	1,848	20	20,341	-	(125)	1,145	26,708	5,584	32,293

For the year ended March 31, 2022	Attributable to the owners of the parent											Non-controlling interest	Total other equity
	Reserves and surplus							Items of OCI					
	Capital redemption reserve	Capital reserve	Securities premium	Debenture redemption reserve	General reserve	Share-based payment reserve	Retained earnings	Effective portion of cash flow hedges	Equity Instruments through other comprehensive income	Exchange differences on translation of a foreign operation	Total		
At April 1, 2021	6	177	4,594	140	1,848	0	12,668	(112)	(147)	(1,427)	17,748	3,693	21,441
Profit for the year	-	-	-	-	-	-	3,626	-	-	-	3,626	811	4,437
Other comprehensive income (net of tax)	-	6	-	-	-	-	1	119	11	892	1,029	339	1,369
Total comprehensive income	-	6	-	-	-	-	3,627	119	11	892	4,655	1,150	5,805
Dividends paid during the year	-	-	-	-	-	-	(764)	-	-	-	(764)	(159)	(923)
Payment of coupon on Perpetual Subordinated Capital securities	-	-	-	-	-	-	(121)	-	-	-	(121)	(35)	(156)
Share based compensation	-	-	-	-	-	20	-	-	-	-	20	-	20
Gain / (loss) on acquisition of additional stake from NCI	-	-	-	-	-	-	(14)	-	-	-	(14)	14	-
Acquisition of non controlling interest	-	-	-	-	-	-	(1)	-	-	-	(1)	(16)	(17)
NCI on Acquisition during the period	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign exchange impact	-	-	-	-	-	-	-	-	-	1	1	(1)	-
Gain on equity dilution in subsidiary	-	(1)	-	-	-	-	-	-	-	-	(1)	-	(1)
At March 31, 2022	6	182	4,594	140	1,848	20	15,395	7	(136)	(534)	21,522	4,647	26,169

Notes:
For nature and purpose of above reserves (Refer note 13)

The accompanying notes are an integral part of these consolidated financial statements.
As per our report on even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership No: 042070
Place: Mumbai
Date: May 08, 2023

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Date: May 08, 2023

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946

Place: Mumbai

UPL Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2023

Sr. No	Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
		INR Crores	INR Crores	INR Crores	INR Crores
A	**Cash Flow from operating activities**				
	Profit before tax		**5,150**		**4,966**
	Adjustments for:				
	Depreciation and amortization expenses	2,547		2,359	
	Finance costs	2,984		1,775	
	Exchange Difference & Finance charges	(21)		520	
	Allowance for doubtful debts and advances (net)	61		(73)	
	Assets written off	6		11	
	Bad debts written off	62		58	
	Profit on sale of property, plant and equipment (net)	(21)		(42)	
	Fair value loss on financial assets at Fair Value through Profit & Loss	8		0	
	Interest Income	(330)		(136)	
	Unwinding of interest on trade receivables	(11)		(22)	
	Excess provisions in respect of earlier years written back (net)	(56)		(16)	
	Share based payments	133		-	
	Share of (profit) / loss of associates / joint ventures	(157)		(134)	
	Exceptional items	20		-	
	Loss on sale of current and non current investments (net)	7		1	
			5,232		**4,301**
	Operating profit before working capital changes		**10,382**		**9,267**
	Working capital adjustments				
	Increase in inventories	(902)		(3,594)	
	Increase in non current and current trade receivables	(2,124)		(3,091)	
	Increase in other non current and current assets	(49)		(850)	
	Increase in other non current and current financial assets	(9)		(3)	
	Increase in non current and current trade payables	139		3,925	
	Increase/(decrease) in non current and current provisions	22		(98)	
	Increase in other current liabilities	1,493		1,180	
	Increase in other non current and current financial liabilities	61		764	
			(1,369)		**(1,767)**
	Cash generated from operations		**9,013**		**7,500**
	Income taxes paid (net)		(1,262)		(1,004)
	Net cash flow from operating activities		**7,751**		**6,496**
B	**Cash flow from investing activities**				
	Purchase of Property, plant and equipment including Capital-work-in-progress and capital advances		(1,672)		(2,022)
	Purchase of intangible assets including assets under development		(688)		(666)
	Proceeds from sale of property, plant and equipment		71		123
	Insurance claim received against loss of property, plant and equipment due to fire		21		132
	Payment for acquisition of subsidiaries and intangible assets, net of cash acquired		(56)		(130)
	Purchase of Liquid mutual funds		-		(840)
	Purchase of investments		(619)		(319)
	Proceeds from sale of investments		1,107		16
	Sundry loans given		(61)		(17)
	Fixed deposit, margin money and dividend accounts (net)		193		(267)
	Dividend received		30		16
	Interest received		184		155
	Net cash flow used in investing activities		**(1,490)**		**(3,819)**
C	**Cash flow from financing activities**				
	Proceeds from Non-current borrowings		6,163		7,193
	Repayment of Non-current borrowings		(7,864)		(8,464)
	Current term borrowings (net)		(2,894)		2,577
	Proceeds from realisation of Forward contract		1,384		-
	Expenses on issuance of bonds		(48)		(86)
	Interest paid and other financial charges		(2,345)		(1,941)
	Payment of principal portion of lease liabilities		(370)		(278)
	Dividend paid to minority shareholders by subsidiaries		-		(158)
	Payment of Dividends		(750)		(764)
	Shareholding restructuring Cost		(208)		-
	Buy-back of shares (Refer note 12)		(1,355)		-
	Proceeds from equity share dilution in subsidiary (Refer note 52)		4,054		-
	Payment for acquisition of NCI (Refer note 52)		(1,994)		-
	Net cash flow used in financing activities		**(6,227)**		**(1,921)**
D	**Exchange difference arising on conversion debited to foreign currency translation reserve**		136		244
	Net (Decrease)/Increase in cash and cash equivalents (A+B+C+D)		**170**		**1,000**
	Cash and cash equivalents as at the beginning of the year (Refer note 11)		5,797		4,797
	Cash and cash equivalents as at the end of the year (Refer note 11)		**5,967**		**5,797**

UPL Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2023

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities. (INR crores)

				Non-cash changes				
Particulars	Notes	March 31, 2022	Cash flows	Accruals	Foreign exchange movement	Fair value change	Other adjustments	March 31, 2023
Debentures								
Unsecured Redeemable Non convertible Debentures (NCDs)	15 and 16	144	(144)	-	-	-	-	-
Bonds (Unsecured)								
4.50% Senior Notes	15	2,188	(124)	-	187	-	3	2,254
4.625% Senior Notes	15	3,479	(145)	-	297	-	6	3,637
Term Loan								
From Banks (Unsecured)	15	15,919	(1,298)	-	1,162	-	106	15,889
From others (Unsecured)	15	19	(19)	-	-	-	-	-
Cash credit, packing credit and working capital demand loan accounts and Commercial Papers	15	4,011	(2,905)	-	-	-	-	1,106
Discounted Trade Receivables	15	8	(8)	-	-	-	-	-
Interest accrued and not due on borrowings	15	98	(2,345)	2,360	-	-	-	113
Total liabilities from financing activities		**25,866**	**(6,988)**	**2,360**	**1,646**	**-**	**115**	**22,999**

				Non-cash changes				
Particulars	Notes	March 31, 2021	Cash flows	Accruals	Foreign exchange movement	Fair value change	Other adjustments	March 31, 2022
Debentures								
Unsecured Redeemable Non convertible Debentures (NCDs)	15 and 16	492	(348)	-	-	-	-	144
Bonds (Unsecured)								
4.50% Senior Notes	15	2,111	-	-	77	-	-	2,188
4.625% Senior Notes	15	3,353	-	-	126	-	-	3,479
Term Loan								
From Banks (Unsecured)	15	16,274	(947)	-	460	-	131	15,919
From others (Unsecured)	15	19	-	-	-	-	-	19
Cash credit, packing credit and working capital demand loan accounts and Commercial Papers	15	1,140	2,785	-	78	-	8	4,011
Discounted Trade Receivables	15	275	(269)	-	2	-	-	8
Interest accrued and not due on borrowings	15	105	(1,941)	1,934			-	98
Total liabilities from financing activities		**23,769**	**(720)**	**1,934**	**743**	**-**	**139**	**25,866**

Notes:

(i) Cashflows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associate with investing or financing cashflows. The cash flows from operating, investing and financing activities of the Group are segregated.
Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, cheques in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. (Refer Note-11).

(ii) Figures in brackets represent cash outflows.

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

Bhavesh Dhupelia
Partner
Membership no.: 042070
Place: Mumbai
Date: May 08, 2023

For and on behalf of the Board of Directors of UPL Limited
CIN No.-L24219GJ1985PLC025132

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946
Place: Mumbai

Date: May 08, 2023

1. Corporate Information

UPL Limited (the Company) is a public Company domiciled in India and is incorporated under the provisions of the companies act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at 3-11, G.I.D.C., Vapi, Dist.- Valsad, Gujarat, Pin-396195. The consolidated financial statements comprise the financial statements of UPL Limited ('the Company' or 'the holding Company' or "the parent") and its subsidiaries (collectively, 'the Group'), its associates and joint ventures as at and for the year ended March 31, 2023.

The Group is principally engaged in the business of agrochemicals, industrial chemicals, chemical intermediates, speciality chemicals and production and sale of field crops and vegetable seeds. Information on the Group is provided in Note 31.

The consolidated financial statements were authorised for issue in accordance with the resolution of the Board of Directors on May 08, 2023.

2 Accounting Policies

2.1 Basis of Preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (''the Act'') as amended thereafter and other relevant provision of the Act.

The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined Benefit Plans
- Equity settled Share Based Payments
- Consideration for business combination (including contingent consideration).
- Assets and Liabilities acquired in business combination.

The Group conducts it's business with customers in 100+ countries with manufacturing facilities in 7 locations across the globe supplying intermediate and or finished products which are further processed / packaged prior to sale. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials and components consumed is disclosed as a single figure.

The Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

The consolidated financial statements are presented in Indian Rupees ['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 Rs. '0' (zero), it construes a value less than rupees fifty lakhs.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries, (collectively, 'the Group') and the Group's interest in associate and joint ventures as at and for the year ended March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Subsidiaries are entities controlled by the Group. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control and until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member’s financial statements in preparing the consolidated financial statements to ensure conformity with the group’s accounting policies.

The financial statements of each of the subsidiaries, associates and joint ventures, other than Sinagro Produtos Agropecuarios SA. Group, 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A. and Serra Bonita Sementas S.S used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31. The audited consolidated financial statements of Sinagro Produtos Agropecuarios SA. Group, audited financial statements of 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A. and Serra Bonita Sementas S.S for the year ended December 31, 2022 have been considered for the purpose of consolidation after making necessary adjustments for the effects of significant transactions or events, if any that occur till the reporting date of the group i.e. March 31.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent’s investment in each subsidiary and the parent’s portion of equity of each subsidiary. The Business combinations policy explains how the group accounts for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any interest retained in the form of subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the statement of profit or loss.

2.3 Summary of significant accounting policies

a Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values.

The consideration transferred does not include amount related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in the statement of profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 *Financial Instruments* , is measured at fair value with changes in fair value recognised in statement of profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and any difference subsequent on its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of identifiable assets acquired net of fair value of liabilities assumed. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence, of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. (Refer Note 2.3 (n) for more details).

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

b. Non-controlling interests (NCI)

NCI are measured initially at their fair value at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

c. Interests in equity-accounted investees

The group's interest in equity in investees comprise interests in associates and joint ventures.
An associate is an entity in which the group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the group has joint control and has right to the net assets of the arrangement, rather than the right to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition the consolidated financial statements include the groups share of profit or loss and OCI of equity accounted investee until the date on which significant influence or joint control ceases.

d. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

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.

2.3 Summary of significant accounting policies (continued)

e. Revenue recognition

The Group derives revenue primarily from sale of agro-chemicals, seeds and other products.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the Group applies the following five step approach:

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract, and
- recognize revenues when a performance obligation is satisfied.

The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Sale of goods

The Group recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient under Ind AS 115 are measured at the transaction price.

Rendering of services

Income from services are recognized as and when the services are rendered.

Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

Export Incentive

Duty free imports of raw materials under Advance License for Imports as per the Export and Import Policy are matched with the exports made against the said licenses and the benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit accrued under the Duty Drawback scheme and other schemes as per the Export and Import Policy in respect of exports made under the said Schemes is included under the head “Revenue from Operations” as ‘Export Incentive’.

Dividends and Royalties

Dividend income is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend. Royalty income is recognized on an accrual basis in accordance with the substance of the relevant agreement.

f. Assets classified as held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset or disposal of Company to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

2.3 Summary of significant accounting policies (continued)

g. Property, plant and equipment

Items of Property, plant and equipment are stated at cost, net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any. Capital work-in-progress is stated at cost, is not depreciated and is assessed for impairment. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. In respect of additions to /deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the month of addition/deletion of the Assets.

Depreciation:

(i) Leasehold Land:

UPL Limited

No depreciation is provided for leasehold land since as per the lease agreements, the leases are renewable at the option of the Group for a further periods of 99 years at the end of the lease periods of 99 years, without /with marginal payment of further premium.

(ii) Other Assets:

The Group depreciates on a straight line method based on following estimated useful life of assets.

Sr.No.	Nature of tangible Assets	Useful Life (years)
1.	Aircraft	15 Years
2.	Building	15 - 60 Years
3.	Furniture, Fixtures & Equipments	2 - 20 Years
4.	Land & Building Improvements	2 - 10 Years
5.	Office Equipment	3 - 20 Years
6.	Plant and Machinery	3 - 25 Years
7.	Vehicles	3 - 10 Years

The group, based on management estimate, depreciates aircraft over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

2.3 Summary of significant accounting policies (continued)

h. Intangible assets

i) Goodwill

- Goodwill is initially measured at cost, being the excess of the aggregate fair value of the consideration transferred over the net of fair value of identifiable assets acquired and liabilities assumed. (Refer 2.3(a) - Accounting policy for Business Combination and Goodwill)
- Subsequent measurement is at cost less accumulated impairment losses.
- Goodwill is not amortised and is tested for impairment annually.

ii) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

The residual value, amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

The useful life of brands that the Group holds currently have been determined to be indefinite as there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of our brands and the level of marketing support. These assets are not amortised but are subject to a review for impairment annually, or more frequently if events or circumstances indicate this is necessary. Any impairment is charged to the income statement as it arises. Intangible assets with indefinite lives are reviewed annually to determine whether indefinite-life assessment continues to be supportable. If not, the change in the useful-life assessment from indefinite to finite is made on a prospective basis.

Expenditure on research activities is recognized in profit or loss as incurred. Development expenditure can be capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment loss.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit or loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the Group's intangible assets is as follows

Intangible assets	Useful life	Amortisation method
Product Acquisitions	Fifteen years	Amortised on straight-line basis from the month of additions to match their future economic benefits
Product Registrations	Five to Fifteen years	Amortised on straight-line basis
Other Intangible assets	Ten to Fifteen years	Amortised on straight-line basis
Customer Contracts	Fifteen years	Amortised on straight-line basis
Software / License Fees	One to Five Years	Amortised on straight-line basis
Non compete agreements	Five Years	Amortised on straight-line basis
Brand	Indefinite	To be tested for impairment

i. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Foreign currencies

The Group's consolidated financial statements are presented in Indian Rupee (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'.

2.3 Summary of significant accounting policies (continued)

j. 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.

k. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date on a mark-to-market basis.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.
- Contingent consideration (note 41)
- Quantitative disclosures of fair value measurement hierarchy (note 45)
- Financial instruments (including those carried at amortised cost) (note 5, 6, 7, 10, 11, 11A, 15, 16, 19, 44, 45, 46, 47)

l. Leases

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

2.3 Summary of significant accounting policies (continued)

l. 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.

m. Inventories

(i) Stocks of stores and spares, packing materials and raw materials are valued at lower of cost or net realisable value. Cost is determined on moving average basis. The aforesaid items are valued below cost if the finished products in which they are to be incorporated are expected to be sold at a loss.

(ii) Semi-finished products, finished products and by-products are valued at lower of cost or net realisable value and for this purpose, cost is determined on standard cost basis which approximates the actual cost. Variances pertaining to abnormally low volume and operating performance, are charge to statement of profit or loss.

(iii) Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.
The group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow-moving items are valued at cost or estimated net realisable value, whichever is lower.
Any write-down of inventories is recognised as an expense during the year. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials and components consumed is disclosed as a single figure.

n. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at March 31 at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

o. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

2.3 Summary of significant accounting policies (continued)

p. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside statement of profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become reasonable certainty that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits recognised as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in statement of profit or loss.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period.

Uncertainty over Income Tax Treatment

The group is subject to taxation in the many countries in which it operates. The tax legislation of these countries differs, is often complex and is subject to interpretation by management and the government authorities. These matters of judgement give rise to the need to create provisions for tax payments that may arise in future years with respect to transactions already undertaken. Provisions are made against individual exposures and take into account the specific circumstances of each case, including the strength of technical arguments, recent case law decisions or rulings on similar issues and relevant external advice. The provision is estimated based on one of two methods, the expected value method (the sum of the probability weighted amounts in a range of possible outcomes) or the single most likely amount method, depending on which is expected to better predict the resolution of the uncertainty.

q. Retirement and other employee benefits

i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

iii) Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

2.3 Summary of significant accounting policies (continued)

q. Retirement and other employee benefits (continued)

v) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

iv) Provident Fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the statement of profit and loss in the year when employee rendered related services.

v) Superannuation Fund is a defined contribution scheme and contributions to the scheme are charged to the statement of profit or loss in the year when the contributions are due. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

All Other subsidiaries:

The Companies contribute to a defined contribution plan which are charged to the statement of profit or loss as incurred.

r. Share-based payments

Measurement and disclosure of the employee share based payment plans is done in accordance with Ind AS 102, "Share based payments". The Group measures compensation cost relating to employee stock options using the fair value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.

s. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, are classified as at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Company initially measures a financial asset at its fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit or loss.

Equity investments

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement 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.

2.3 Summary of significant accounting policies (continued)

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 improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms
- *Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables* : ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

t. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to borrowings. For more information refer Note 15.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

u. Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, full currency swaps and interest rate swaps, foreign currency options to hedge its foreign currency risks and interest rate risks, respectively. The foreign exchange forward contracts and options are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

Profit or loss on these contracts are recorded in income statement and relevant asset or liability is recorded as per the valuation as on reporting date.

Hedge Accounting:

The Company designates certain hedging instruments in respect of foreign currency risk, interest rate risk at the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

If the hedges are effective, changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges are recognised in OCI and accumulated under equity. If the hedges are ineffective, the gains or losses relating to the ineffective portion are recognised immediately in the statement of profit and loss.

v. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

w. Cash dividend

The Group recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.3 Summary of significant accounting policies (continued)

x. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

y. Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

z. Segment Reporting:

Based on "Management Approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

aa. Contingent Liability and Contingent Asset:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the consolidated financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.4 Significant accounting estimates, assumptions and judgements

The preparation of the Group's consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

2.4 Significant accounting estimates, assumptions and judgements (continued)

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.

Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model on trade receivables.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

Impairment of goodwill

Goodwill is tested annually for impairment. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units (CGUs). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of the CGUs have been determined based on the value in use, by discounting the future cash flows to be generated from the continuing use of the CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

Useful lives of tangible and intangible assets

The Group reviews the useful life of tangible and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Discounts, rebates and sales returns

The Group recognises the accruals for rebates/discount/incentives and returns based on accumulated experience and underlying schemes and agreements with customers.

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Determining the fair value less costs to sell of the held for sale assets based on significant observable inputs

The fair value of assets held for sale are recognised at fair value less cost of disposal. These assets are planned to be disposed of to settle customers recoverable amount.

Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources

The Group recognises provisions which are discounted, where necessary, to its present value based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.5 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023, as below. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Ind AS 1 - Presentation of Financial Statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments are not expected to have a material impact on the Group's financial statements.

The Group is currently assessing the impact of the amendments.

Ind AS 12 - Income Taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The Group is currently assessing the impact of the amendments.

The Ministry of Corporate Affairs had notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated 23 March 2022 to amend various Ind AS which are effective from April 01, 2022. These amendments had no significant impact on the consolidated financial statements of the Group.

3.Property, plant and equipment and capital work-in-progress

	Land-Freehold	Land-Leasehold	Building	Plant and Machinery	Furniture Fixtures and Equipments	Office Equipment	Vehicles	Land and Building Improvements	Aircraft	Total Property, Plant and Equipment	Capital Work-in- Progress	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Cost												
At March 31, 2021	**370**	**280**	**1,962**	**8,548**	**218**	**259**	**256**	**251**	**83**	**12,228**	**899**	**13,127**
Acquisition through business combinations (Refer Note 41)	17	-	16	1	-	0	3	-	-	37	-	37
Additions during the year	0	44	158	1,002	26	66	52	1	395	1,744	1,199	2,943
Disposals during the year	(0)	-	(77)	(434)	(18)	(21)	(33)	(7)	(133)	(724)	-	(724)
Transfers/Capitalised	(3)	-	4	(29)	1	0	(0)	(3)	-	(30)	(924)	(954)
Exchange differences	8	2	36	48	2	6	14	7	2	126	10	136
At March 31, 2022	**392**	**326**	**2,099**	**9,136**	**229**	**310**	**292**	**250**	**347**	**13,381**	**1,184**	**14,565**
Additions during the year	73	-	377	1,229	15	61	71	3	-	1,829	1,158	2,987
Disposals during the year	-	-	(23)	(59)	(14)	(8)	(53)	(0)	-	(157)	-	(157)
Transfers/Capitalised	-	(19)	(16)	(77)	6	(21)	(6)	-	-	(133)	(1,164)	(1,297)
Exchange differences	21	(0)	95	156	7	9	7	5	30	330	19	349
At March 31, 2023	**486**	**307**	**2,532**	**10,385**	**243**	**351**	**311**	**258**	**377**	**15,250**	**1,197**	**16,447**
Depreciation												
At March 31, 2021	**-**	**2**	**781**	**4,275**	**155**	**198**	**174**	**127**	**64**	**5,776**	**-**	**5,776**
Depreciation charge for the year (Refer Note 25)	-	0	89	724	16	42	34	16	31	953		953
Disposals during the year	-	-	(77)	(394)	(17)	(19)	(30)	(6)	(91)	(635)		(635)
Transfers	-	-	6	(24)	(0)	(0)	0	(10)	-	(28)		(28)
Exchange differences	-	0	(2)	12	1	4	8	3	3	29		29
At March 31, 2022	**-**	**2**	**797**	**4,593**	**154**	**225**	**185**	**130**	**7**	**6,095**	**-**	**6,095**
Depreciation charge for the year (Refer Note 25)	-	1	114	828	21	51	43	6	25	1,089		1,089
Disposals during the year	-	(1)	(19)	(49)	(12)	(6)	(44)	0	-	(131)		(131)
Transfers	-	-	(13)	(76)	3	(21)	(6)	-	-	(113)		(113)
Exchange differences	-	(0)	45	95	(5)	5	4	2	0	146		146
At March 31, 2023	**-**	**2**	**924**	**5,390**	**161**	**254**	**183**	**139**	**33**	**7,086**	**-**	**7,086**
Net book value												
At March 31, 2023	486	305	1,608	4,995	82	97	128	119	344	8,164	1,197	9,361
At March 31, 2022	392	324	1,302	4,543	75	84	106	119	340	7,286	1,184	8,471

Depreciation for the year includes impact on account of exchange difference of INR 14 crores [March 2022: INR (5) crores]

Capital work-in-Progress

Capital work in progress as at March 31, 2023 and March 31, 2022 comprises expenditure for the Building, Plant and equipment in the course of construction.

For property, plant and equipment given as security (Refer Note 15)

For capital expenditure on research and development (refer note 38)

For contractual commitment with respect to property, plant and equipment (refer note 37)

3.Property, plant and equipment and capital work-in-progress continued

Capital work in progress (CWIP) Ageing Schedule

As at March 31, 2023

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	854	264	50	26	1,194
Projects temporarily suspended	0	2	-	1	3
Total	854	266	50	27	1,197

As at March 31, 2022

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	936	189	41	16	1,182
Projects temporarily suspended	1	1	-	0	2
Total	937	190	41	16	1,184

Details of capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2023

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	222	-	1	-	223
Projects temporarily suspended	-	-	-	-	-
Total	222	-	1	-	223

As at March 31, 2022

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	141	2	0	3	147
Projects temporarily suspended	-	-	-	-	-
Total	141	2	0	3	147

4. Intangible assets	Goodwill**	Other Intangible Assets						Intangible assets under development	Total (Including Goodwill)
		Product Registrations / Product Acquisitions	Software/ Licence Fees	Customer Contracts	Brands	Non-compete agreements	Others		
	INR Crores		INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Cost									
At March 31, 2021	**17,689**	**12,591**	**300**	**2,041**	**399**	**382**	**715**	**1,218**	**35,336**
Acquisition through business combinations (Refer Note 41)	46	11	0	44	3	39	-	-	142
Additions during the year	-	464	39	-	-	-	-	485	988
Deductions during the year	-	(9)	(10)	-	-	(92)	-	-	(111)
Transfer/Capitalised	-	(81)	(40)	-	-	-	-	(427)	(548)
Reclassification	-	(8)	-	-	-	-	-	-	(8)
Exchange differences	629	374	6	100	14	12	5	41	1,182
At March 31, 2022	**18,364**	**13,342**	**295**	**2,185**	**416**	**341**	**720**	**1,317**	**36,981**
Additions during the year	-	517	34	-	-	-	6	696	1,253
Deductions during the year	-	(17)	(8)	-	-	-	(0)	-	(25)
Transfer/Capitalised	-	(9)	(3)	-	-	-	(83)	(443)	(538)
Exchange differences	1,534	719	16	168	35	28	14	51	2,565
At March 31, 2023	**19,898**	**14,552**	**334**	**2,353**	**451**	**369**	**657**	**1,621**	**40,236**
Amortisation / Impairment									
At March 31, 2021	**-**	**4,755**	**198**	**608**	**-**	**230**	**707**	**-**	**6,498**
Amortisation for the year (Note 25)	-	878	49	118	-	55	3	-	1,103
Amortisation on disposals	-	(5)	(10)	-	-	(92)	-	-	(107)
Transfer/Capitalised	-	(81)	(40)	-	-	-	-	-	(121)
Exchange differences	-	111	3	51	-	7	5	-	177
At March 31, 2022	**-**	**5,658**	**200**	**777**	**-**	**200**	**715**	**-**	**7,550**
Amortisation for the year (Note 25)	-	908	51	130	-	66	6	-	1,161
Amortisation on disposals	-	(6)	(8)	-	-	-	-	-	(14)
Transfer/Capitalised	-	(9)	(3)	-	-	-	(83)	-	(95)
Reclassification	-	-	-	-	-	-	-	-	-
Exchange differences	-	275	12	51	-	18	13	-	369
At March 31, 2023	**-**	**6,826**	**252**	**958**	**-**	**284**	**651**	**-**	**8,971**
Net book value									
At March 31, 2023	19,898	7,726	82	1,395	451	85	6	1,621	31,264
At March 31, 2022	18,364	7,685	95	1,409	416	141	5	1,317	29,432

Net book value	**March 31, 2023**	**March 31, 2022**
	INR Crores	INR Crores
Goodwill	19,898	18,364
Other intangible assets	9,745	9,751
Intangible assets under development	1,621	1,317
Total	**31,264**	**29,432**

(i) Amortisation for the year includes impact on account of exchange difference of INR (7) crore [March 2022: INR (57) crore]

(ii) **Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount is less than its carrying amount based on a number of factors including business plan, operating results, future cash flows and economic conditions. The recoverable amount is determined based on higher of value in use and fair value less cost to sell.

(iii) The Group generally uses discounted cash flows method to determine the recoverable amount. The discounted cash flow model uses specific estimates for five years that are based on financial forecasts. Cash flow projections take into account past experience and represent managements's best estimate about future development.

(iv) Intangible assets under development represent studies related to product registrations which are still under progress. These studies are for those products where feasibility has been established. Once development has been completed, these assets are transferred to intangible assets and amortisation are carried out accordingly.

(v) Others includes Intangible Assets in the nature of Data Access Fees, Trade Secrets and Trademarks

4. Intangible assets continued

Intangible Asset under Development Ageing Schedule

As at March 31, 2023

	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
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	472	486	305	338	1,601
Projects temporarily suspended	1	0	0	19	20
Total	473	486	305	357	1,621

As at March 31, 2022

	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
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	228	483	176	417	1,304
Projects temporarily suspended	0	0	1	12	13
Total	228	483	177	429	1,317

Details of Intangible Asset under Development whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2023

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	7	-	12	4	23
Projects temporarily suspended	-	3	-	15	18
Total	7	3	12	19	41

As at March 31, 2022

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Projects in progress	0	-	-	0	1
Projects temporarily suspended	-	-	-	-	-
Total	0	-	-	0	1

5. Investments

		As at	
		March 31, 2023	March 31, 2022
		INR Crores	INR Crores
Non-current			
Investments accounted for using the equity method			
(A)	**Investments in equity instruments**		
a.	**Investment in Associates (Unquoted)**		
(i)	30,000 [31 March 2022: 30,000] Equity Shares fully paid-up in 3SB Produtos Agricolas SA [includes goodwill of INR 61 Crores [31 March 2022: INR 60 Crores]	162	125
(ii)	677,585,304 [31 March 2022: 454,307,170] Equity Shares fully paid-up in Sinagro Produtos Agropecuarios SA. [includes goodwill of INR 40 Crores [31 March 2022: INR 39 Crores]	251	15
(iii)	921,000 [31 March 2022: 921,000] Equity Shares of Rs 10 each fully paid-up in Chemiesynth [Vapi] Limited (refer Note (a) below)	-	-
(iv)	18,130 [31 March 2022: 18,130] Equity shares of Rs. 100 each of Universal Pesto Chem Industries (India) Pvt. Ltd. (refer Note (a) below)	-	-
(v)	6,100,000 [31 March 2022: 3,350,000] Equity Shares of Rs.10 each fully paid-up in Kerala Enviro Infrastructure Limited	9	4
(vi)	68,133 [31 March 2022: 68,133] Equity shares of INR 10 each, fully paid-up in Weather Risk Management Services Pvt Ltd [includes goodwill of INR 4 Crores (31 March 2022: INR 4 Crores)]	9	11
(vii)	105,519,781 [31 March 2022: 103,016,214] Equity shares, fully paid-up in Serra Bonita Sementes S.A.[includes goodwill of INR (11) Crores {31 March 2022: INR (11) Crores}]	216	195
(viii)	17,85,000 [31 March 2022: 17,85,000] Equity shares of CNY 0.30 each, fully paid up in Dillian Advanced Chemical (DAC)	0	0
(ix)	260 [31 March 2022: 260] Equity shares having no par value, in Agronamic (Pty) Ltd. [includes goodwill of INR 5 crores (31 2022: INR 4 Crores)]	6	5
(x)	2,145,983 [31 March 2022: 2,41,071] Equity shares of ZAR 1 each, fully paid-up in Novon Protecta (Pty) Ltd [includes goodwill of INR (1) Crores {31 2022: INR (3) Crores}]	27	9
(xi)	251 [31 March 2022: 251] Equity shares of ZAR 1 each, fully paid-up in Agri Fokus (Pty) Ltd. [includes goodwill of INR (5) Crores {31 2022: INR (4) Crores}]	6	8
(xii)	1,004 [31 March 2022: 1,004] Equity shares having no par value, in Novon Retail Company (Pty) Ltd. [includes goodwill of INR 4 Crores (31 March 2022: INR 3 Crores)]	9	9
(xiii)	251 [31 March 2022: 251] Equity shares of ZAR 1 each, fully paid up in Silvix Forestry (Pty) Ltd. [includes goodwill of INR 0.10 Crores (31 March 2022: INR 0.14 Crores)]	1	1
(xiv)	1,920 [31 March 2022: 1,920] Equity shares of ZAR 0.10 each, fully paid-up in Nexus AG [includes goodwill of INR 4 Crores (31 March 2022: INR 3 Crores)]	14	15
(xv)	52,398 [31 March 2022: 52,398] Equity shares of XOF 10,000 each, fully paid-up in Société des Produits Industriels et Agricoles	16	14
(xvi)	28 [31 March 2022: 28] Equity shares of E 1 each, fully paid-up in Eswatini Agricultural Supplies Limited [includes goodwill of INR (0.61) Crores (31 March 2022: INR (0.34) Crores)]	2	2
(xvii)	1 [31 March March 2022: 1] Equity shares of EUR 19,687.50 each, fully paid-up in Pixofarm GmbH [includes goodwill of INR 7 Crores (31 March 2022: INR 7 Crores)]	6	8
b.	**Investment in Joint Ventures (Unquoted)**		
(i)	1,627 [31 March 2022: 1,627] Equity Shares of Tk.1,000 each fully paid-up in United Phosphorus [Bangladesh] Limited [refer Note (a) below]	0	0
(ii)	200 [31 March 2022: 200] Equity shares fully paid up in Hodogaya UPL Co. Ltd	23	24
(iii)	88,223 [31 March 2022: 88,223] Equity shares of 1 AUD each fully paid-up in Longreach Plant Breeders Management Private Limited [includes goodwill of INR 20 Crores [31 March 2022: INR 21 Crores]	128	115
(iv)	7,80,331 [31 March 2022: Nil] common shares subscribed and paid with no par value in Bioplanta Nutrição Vegetal, Indústria e Comércio S.A.	3	-
(v)	2,000,000 [31 March 2022: Nil] common shares, all nominative and with no par value [31 March 2022: Nil] in Orígeo Comércio de Produtos Agropecuários S.A	85	-
	Total non-current investments accounted for using the Equity Method	**973**	**560**

5. Investments

		As at March 31, 2023 INR Crores	As at March 31, 2022 INR Crores
Investments stated at Fair Value through OCI			
	Investments in Equity Instruments (Quoted)		
	Investment in Others		
(i)	11,700,000 [31 March 2022: 11,700,000 Equity shares fully paid up in Ishihara Sangyo Kaisha Ltd.	80	78
(ii)	28,100 [31 March 2022: 28,100] Equity Shares of Rs.10 each fully paid-up in Gujarat State Financial Corporation	0	0
(iii)	50,000 [31 March 2022: 50,000] Equity Shares of Rs.10 each fully paid-up in Nivi Trading Limited	0	0
(iv)	41,150 [31 March 2022: 41,150] Equity Shares of Rs.10 each fully paid-up in Transpek Industry Limited	6	8
(v)	5,307 [31 March 2022: 5,307] Equity Shares of Rs.10 each fully paid-up in IDFC Limited	0	0
(vi)	5,307 [31 March 2022: 5,307] Equity Shares of Rs.10 each fully paid-up in IDFC Bank Limited.	0	0
(vii)	17,990 [31 March 2022: 17,990] Equity Shares of Rs.2 each fully paid-up in Bank of Baroda Limited	0	0
(viii)	1,891,630 [31 March 2022: 1,891,630] Equity Shares of USD 3.35 each fully paid-up in Agrofresh Solutions Inc. (Listed on the NASDAQ)	46	27
	Investments in Equity Instruments (Unquoted)		
	Investment in Others		
(i)	7,41,800 [31 March 2022: 7,41,800] Equity shares of TWD 9.53 each, fully paid-up in Grand Biotechnology Co., Ltd.	2	2
(ii)	3,44,000 [31 March 2022: 3,44,000] Equity shares of JPY 267.91 each, fully paid-up in Kyoyu	6	6
(iii)	1000 [31 March 2022: 1000] Equity shares, fully paid-up in Rogatory letter (A)	9	9
(iv)	Fully paid up equity shares of Meiji Lukang Pharmaceutical Co., Ltd	10	10
	Less: Provision for diminution of investment	(10)	(10)
(v)	35,50,716 fully paid and non-assessable shares of Series B-1 Preferred Stock, par value $ 0.0001 of Telesense INC.	23	21
	Less: Provision for diminution of investment	(23)	-
(vi)	Investment in Tenacious Ventures Fund I, LP (Partnership)	2	2
(vii)	Investment in Yield Lab Global Opportunity Fund, L.P.	4	3
(viii)	1,14,464 [31 March 2022: Nil] Equity Shares of Rs.10 each fully paid-up in Clean Max Kratos Private Limited	40	-
(ix)	196.8873 units [31 March 2022: Nil units] of Avishkar Fund	7	-
(x)	459,714 [31 March 2022: Nil] Preference shares of USD 3 each of Pluton Biosciences, Inc	11	-
Investments stated at Fair Value through Profit and Loss			
(A)	**Investments in Convertible Bonds (Unquoted)**		
(i)	Nil [31 March 2022: 725,000] Optionally Convertible Bonds All Fresh Supply Management Private Limited	-	7
(ii)	1,561 [31 March 2022: Nil] Compulsorily Convertible Bonds in Waycool Foods and Products Private Limited	9	-
(iii)	Convertible Loan Notes in Amira Nature foods Limited	-	38
(iv)	Convertible Promissory Note of Phospholutions, Inc. at 8% p.a.	3	-
(B)	**Investment in Equity Instruments (Unquoted)**		
(i)	57 [31 March 2022: 57] Ordinary Shares of 1 Rand each fully paid-up in Cropserve [PTY] Limited	0	0
(ii)	3,757,570 [31 March 2022: 3,757,570] Equity Shares of Rs.10 each fully paid-up in Narmada Clean Tech Limited	8	7
(iii)	10,000 [31 March 2022: 10,000] Equity Shares of Rs.10 each fully paid—up in Janakalyan Sahakari Bank Limited	0	0
(iv)	1,000,000 [31 March 2022: 1,000,000] Equity Shares of Rs.10 each fully paid-up in Uniphos International Limited	7	5
(v)	45,000 [31 March 2022: 45,000] Equity Shares of Rs.10 each fully paid-up in Bloom Packaging Private Limited	1	1
(vi)	19,025 [31 March 2022: 19,025] Equity Shares of Rs.10 each fully paid-up in Bench Bio Private Limited	1	1
(vii)	126 [31 March 2022: 126] Equity shares of HUF 10,000 each, fully paid-up in Cseber	0	0
(viii)	Nil [31 March 2022: 3,687] equity shares of Rs. 10 each fully paid-up in All Fresh Supply Management Private Limited	-	2

5. Investments

		As at March 31, 2023 INR Crores	As at March 31, 2022 INR Crores
(C)	**Investment in Others**		
(i)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 1 ("FIDC") with the assistance of Rabobank International Bank S.A	159	158
(ii)	12% investment in Fundo de Investimento em Direitos Creditórios UPL 2 ("FIDC") with the assistance of BANCO ITAÚ BBA S.A.,	121	117
(iii)	3% investment in Fundo de Investimento em Direitos Creditórios COOPERCITRUS ("FIDC") as a result of a commercial partnership between UPL do Brasil and Coopercitrus Cooperativa De Produtores Rurais	34	26
(iv)	12% investment in FARMTECH UP CREDIT FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS ("FIDC") as a result of a commercial partnership between UPL do Brasil and FARM INVESTIMENTOS GESTÃO DE RECURSOS LTDA. with the assistance of BANCO ITAÚ BBA S.A.	45	-
(v)	Investments in Others (Unquoted)	4	4
	Total Other Non-Current Investments	**605**	**522**
	Total Non-Current Investments	**1,578**	**1,082**

Current		March 31, 2023 INR Crores	March 31, 2022 INR Crores
Investments stated at Fair Value through profit and loss			
(i)	**Investments in Others (Unquoted)**		
	Convertible Loan Notes in Amira Nature foods Limited	41	-
	Investment in Stallions Fusion Fund	5	-
(ii)	**Investments in Mutual Funds (Quoted)**		
	14,33,944 units in UTI Liquid Cash Plan - Direct Plan - Growth	-	500
	6,53,023 Units In Nippon India Liquid Fund - Direct Plan Growth Plan - Growth Option (LFAGG)	-	340
	Total Current Investments	**46**	**840**
	Total Investments	**1,624**	**1,922**
	Aggregate amount and market value of quoted investments	**131**	**953**
	Aggregate amount of unquoted investments	**1,493**	**969**
	Aggregate amount of impairment in value of investments (refer Note (b) below)	**33**	**10**
	Investment stated at Amortised Cost	**-**	**0**
	Investments carried at Fair Value through Other Comprehensive Income	**213**	**156**
	Investments carried at Fair Value through Profit or Loss	**438**	**1,206**
	Investments accounted for using the equity method	**973**	**560**

For Investments at fair value through Profit and loss and Investments at fair value through OCI, refer note 45 for determination of their fair values.
Investments at fair value through OCI (fully paid) were irrevocably designated as FVTOCI as the Group considers these investments to be strategic in nature.

Note:

a. Share of losses has been restricted to the carrying value of the investment
b. Investment in equity shares of Telesense Inc. has been impaired fully during the year due to initiation of liquidation process of the company.
Investment in equity shares of Meiji Lukang Pharmaceutical Co., Ltd has been impaired fully during the previous year due to initiation of liquidation process of the company.

6. Loans

		Non-current		Current	
		As at		As at	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
		INR Crores	INR Crores	INR Crores	INR Crores
(A)	**Loans and Advances to related parties (refer note 39)**				
a.	Unsecured, Considered good	57	67	-	-
		57	**67**	**-**	**-**
(B)	**Loans to employees**				
a.	Unsecured, Considered good	-	-	25	16
		-	**-**	**25**	**16**
	Total loans	**57**	**67**	**25**	**16**

Loans and receivables are non-derivative financial assets which generate a fixed or variable interest income for the Group.

Details of loans granted to promoters, directors, KMPs and the related parties repayable on demand or without specifying any terms or period of repayment:

	March 31, 2023		March 31, 2022	
	INR Crores		INR Crores	
Type of Borrower	**Amount of loan or advance in the nature of loan outstanding**	**% of total Loans and Advances in the nature of loans**	**Amount of loan or advance in the nature of loan outstanding**	**% of total Loans and Advances in the nature of loans**
Loan to Promoters	-	-	-	-
Loan to Directors	-	-	-	-
Loan to KMPs	-	-	-	-
Loan to Related parties	-	-	-	-
Total	**-**	**-**	**-**	**-**

7. Other Financial Assets

		Non Current		Current	
		As at		As at	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
		INR Crores	INR Crores	INR Crores	INR Crores
(A)	**Security Deposits**				
a.	Unsecured, Considered good*	210	140	3	2
b.	Unsecured, credit impaired	5	2	-	-
	Less: Impairment Allowance for credit impaired security deposit	(5)	(2)	-	-
		210	**140**	**3**	**2**

* Non current security deposits includes deposits given to related parties of INR 4 Crores (March 31, 2022: 5 Crores) (refer note 39)

		Non Current March 31, 2023	Non Current March 31, 2022	Current March 31, 2023	Current March 31, 2022
(B)	**Interest receivable**				
a.	Unsecured, Considered good	-	-	23	14
		-	**-**	**23**	**14**
(C)	**Derivative instruments at fair value through profit or loss**				
	Derivative contracts (net)**	-	172	18	17
		-	**172**	**18**	**17**
(D)	**Export Benefits receivables**				
	Unsecured, Considered good	-	-	166	144
		-	**-**	**166**	**144**
(E)	**Receivable on account of trade receivables sales on a non recourse basis (refer note 10)**				
	Unsecured, Considered good	-	-	58	515
		-	**-**	**58**	**515**
(F)	**Insurance receivables**				
	Unsecured, Considered good ***	-	-	6	594
		-	-	**6**	**594**
(G)	**Others**				
a.	Unsecured, Considered good	1	3	76	30
b.	Unsecured, credit impaired	-	0	-	4
	Less: Impairment Allowance for credit impaired OtherFinancial Assets	-	-	-	(2)
		1	**3**	**76**	**32**
	Total Other Financial Assets	**211**	**315**	**350**	**1,318**

**Derivative contract corresponds to fair value gains/losses on hedging instruments contracted with banks to manage foreign exchange currency.
For details of classification of financial assets, refer note 44 - Financial instruments

8 (A) Other Assets

		Non Current		Current	
		As at		As at	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
		INR Crores	INR Crores	INR Crores	INR Crores
(i)	Capital advances Unsecured, Considered good	54	81	-	-
(ii)	Statutory receivables	299	476	2,185	1,962
(iii)	Other advances	-	-	935	932
	Total Other Assets	**353**	**557**	**3,120**	**2,894**

8 (B) Assets held for sale

Assets held for sale represents assets amounted to INR 40 crores (31 March 2022 : INR 48 crores) refer to assets received in debt renegotiations, substantially represented by land (farms and lots) acquired from customers who have not been able to settle their debts in cash. Management does not intend to maintain these assets and has made efforts to sell them. These assets are recognised at fair value less cost of disposal and are planned to be disposed off.

9. Inventories

	As at March 31, 2023 INR Crores	As at March 31, 2022 INR Crores
a. Raw materials and components	3,012	4,167
b. Work in progress	721	761
c. Finished goods	7,929	5,954
d. Traded goods	1,754	1,709
e. Store and spares [including fuel]	225	163
f. Packing material	327	312
g. By products	17	12
Total inventories	**13,985**	**13,078**

(i) Inventories of holding company is hypothecated with the bankers against working capital limits (Refer note 15).

(ii) Amount of write down (net of reversal) of inventories to net realisable value and other provisions / losses recognised in the statement of profit or loss as an expense is INR 264 Crores (31 March 2022: INR 241 Crores). This is recognised in cost of materials and components consumed.

10. Trade receivables

	Non-current		Current	
	As at		As at	
	March 31, 2023 INR Crores	March 31, 2022 INR Crores	March 31, 2023 INR Crores	March 31, 2022 INR Crores
Trade receivables - Considered good, Secured				
- From related parties (refer note 39)	-	-	1,458	511
- From others	62	6	16,766	14,817
Trade receivables, which have significant increase in credit risk	-	-	-	0
Trade receivables, credit impaired				
- From others	-	-	1,085	986
Less: Impairment allowance for trade receivables-Credit Impaired	-	-	(1,085)	(986)
Total Trade receivables	**62**	**6**	**18,224**	**15,328**

The movement in the allowance for impairment in respect of trade receivables and contract assets during the year was as follows

Particulars	As at March 31, 2023 INR Crores	As at March 31, 2022 INR Crores
Opening balance	(986)	(957)
Foreign exchange movement	(160)	(102)
Provision (Net of reversal) of impairment allowance for the period	(123)	15
Less: Bad debts netted off with receivables	62	58
Closing balance	**(1,085)**	**(986)**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. However, there are trade or other receivable that are due from firms or private companies respectively in which any director is a partner, a director or a member (Refer note 39).

- Trade receivables are non-interest bearing and are generally on terms of 45 to 270 days. Non-current trade receivables are non-interest bearing and are generally on terms of 365 to 450 days. The Group applies the practical expedient for receivables with credit period of upto one year i.e., the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.
- For explanations on Group's Credit risk management process. (Refer note 46)

The Group enters into various factoring agreements with third-party financial institutions to sell its trade receivables under non- recourse agreements in exchange for cash proceeds. These arrangements result in a transfer of the Group's trade receivables and risks to the third-party financial institutions. As these transfers qualify as true sale under the applicable accounting guidance, the receivables are derecognized from the Consolidated Statement of financial position upon transfer, and the Group receives a payment for the receivables from the third-party within a mutually agreed upon time period.

The Group has also sold with recourse its certain trade receivables to a bank for cash proceeds. These trade receivables have not been derecognised from the statement of financial position, because the Group retains substantially all of the risks and rewards - primarily credit risk. The amount received on transfer has been recognised as Discounted trade receivables (Unsecured) (see Note 15). The arrangement with the bank is such that the customers remit cash directly to the Group and the Group transfers the collected amounts to the bank.

Trade receivables of holding company are hypothecated with the bankers against working capital limits (Refer note 15).

For terms and conditions of related party transactions refer Note 39.

10. Trade receivables (continued)

Trade receivables Ageing Schedule - Current and non-current
As at March 31, 2023

INR 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	16,066	1,932	182	180	61	20	18,441
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	28	-	-	-	28
Undisputed Trade receivable – credit impaired	-	1	4	47	124	725	901
Disputed Trade receivables - considered good	0	-	-	-	-	-	0
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	0	0	1
Total	16,066	1,933	214	228	185	745	19,371
Less: Impairment allowance for trade receivables-							(1,085)
Total (net of allowance for doubtful Trade receivables)	**16,066**	**1,933**	**214**	**228**	**- 185**	**745**	**18,286**

As at March 31, 2022

INR 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-							(986)
Total (net of allowance for doubtful Trade receivables)	**13,959**	**1,141**	**189**	**235**	**- 162**	**634**	**15,334**

11. Cash and cash equivalents

	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Balances with banks		
- Current accounts	937	628
- Foreign currency accounts	1	-
- Current accounts outside India	3,542	3,323
- Fixed deposit accounts with original Maturity of less than 3 months	1,483	1,832
Cheques/drafts on hand	3	11
Cash on hand	1	3
	5,967	5,797

11A. Other Bank Balances

- Deposits with original maturity for more than 3 months but less than 12 months	84	278
- Margin money deposit **	36	35
-Unclaimed dividend accounts	10	10
	130	323

** Margin money deposits given as security against bank guarantees.

12. Share Capital

Authorised Share Capital

	Equity Shares of INR 2 each		Preference Shares of INR 10 each	
	No.	INR Crores	No.	INR Crores
At April 1, 2021	1,237,500,000	248	229,500,000	230
Increase/(decrease) during the year	-	-	-	-
At March 31, 2022	1,237,500,000	248	229,500,000	230
Increase/(decrease) during the year	-	-	-	-
At March 31, 2023	1,237,500,000	248	229,500,000	230

Issued equity capital

Equity shares of INR 2 each issued, subscribed and fully paid-up

	No.	INR Crores
At April 1, 2021	764,045,456	153
Increase during the year		
Buyback of shares	-	-
At March 31, 2022	764,045,456	153
Increase during the year	-	-
Buyback of shares	(13,437,815)	(3)
At March 31, 2023	750,607,641	150

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

During the year ended 31 March 2023, the amount of per share dividend proposed as distributions to equity shareholders is Rs. 10 (31 March 2022: Rs. 10)

Equity shares movement during the 5 years preceding March 31, 2023

A. The Board of Directors of the Company at its meeting held on 02 March 2022, approved the proposal to buy-back fully paid-up equity shares of face value of Rs. 2/- each from the equity shareholders of the Company (other than the promoters, the promoter's group and persons in control of the Company). The Company completed acquisition of 13,437,815 equity shares having face value of Rs. 2 per share at aggregate consideration of INR 1,094 crores on 25 May 2022 and consequently extinguished such shares in accordance with applicable regulations. Further the Company has discharged INR 261 crores towards buyback tax liability under the Income Tax Act, 1961 and other ancillary expenses.

B. Equity shares allotted as bonus shares, for consideration without cash pursuant to contract and shares bought back during the 5 years preceding 31 March 2023.

- Equity shares issued as bonus

The Company allotted 254,671,335 equity shares as fully paid up bonus shares on 04 July 2019 by utilising capital redemption reserve amounting to INR 38 crores and Securities premium amounting to INR 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 01 April 2018 to 31 March 2023:

- 43,725 Shares under Advanta India Limited Employees Stock Option and Shares Plan - 2006,
- 66,491 Shares under Advanta Employee Stock Option Plan - 2013 and
- 22,500 Shares under UPL Limited - Employee Stock Option Plan - 2017.

Details of shareholders holding more than 5% shares in the company

Name of the shareholder

	March 31, 2023		March 31, 2022	
Equity shares of INR 2 each fully paid	No. in Crores	% holding in the class	No. in Crores	% holding in the class
Nerka Chemicals Private Limited	15	20.46%	15	20.10%
Uniphos Enterprises Limited	4	5.26%	4	5.17%
Life Insurance Corporation of India	5	6.71%	8	9.85%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

As on March 31, 2023 there were 2,95,53,106 outstanding GDRs (representing 5,90,80,712 underlying equity shares) under two different GDR programmes [including 1,47,71,012 GDRs (representing 2,95,42,024 underlying equity shares) held by Promoters]. Total 2,95,27,606 GDRs (representing 5,90,55,212 underlying equity shares) (7.87% of paid-up share capital) are listed on Singapore Stock Exchange Ltd and London Stock Exchange, while 25,500 unlisted GDRs (representing 25,500 underlying equity shares) are under termination process.

Details of shares held by promoters
As at March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Nerka Chemicals Pvt Ltd	153,596,890	-	153,596,890	20.46%	0.36%
Uniphos Enterprises Limited	39,519,431	-	39,519,431	5.26%	0.09%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.19%	0.02%
Vikram Rajnikant Shroff	7,191,364	-	7,191,364	0.96%	0.02%
Shilpa P Sagar	3,388,443	-	3,388,443	0.45%	0.01%
Harmonic Ventures Limited	2,892,072	10,737,532	13,629,604	1.82%	1.44%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
Rajju D Shroff	15,000	-	15,000	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
Sandra Rajnikant Shroff	-	-	10,444	0.00%	0.00%
Suresight Ventures Limited	-	-	14,678,380	1.96%	0.00%
Total	**217,377,535**	**10,737,532**	**242,803,891**	**32.35%**	

As at March 31, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Nerka Chemicals Pvt Ltd	153,596,890	-	153,596,890	20.10%	0.00%
Uniphos Enterprises Limited	39,056,181	463,250	39,519,431	5.17%	0.06%
Jaidev Rajnikant Shroff	8,897,163	-	8,897,163	1.16%	0.00%
Vikram Rajnikant Shroff	6,754,324	437,040	7,191,364	0.94%	0.06%
Shilpa P Sagar	3,388,443	-	3,388,443	0.44%	0.00%
Harmonic Ventures Limited	-	2,892,072	2,892,072	0.38%	0.38%
Demuric Holdings Private Limited	1,502,082	-	1,502,082	0.20%	0.00%
Esthetic Finvest Pvt Ltd	168,783	-	168,783	0.02%	0.00%
R Shroff Consultants Private Limited	138,390	-	138,390	0.02%	0.00%
Varun Jaidev Shroff	40,944	-	40,944	0.01%	0.00%
Tania Jaidev Shroff	23,973	-	23,973	0.00%	0.00%
R D Shroff	15,000	-	15,000	0.00%	0.00%
Mekhala Vikram Shroff	3,000	-	3,000	0.00%	0.00%
Total	**213,585,173**	**3,792,362**	**217,377,535**	**28.44%**	

12A. Perpetual Subordinated Capital Securities

5.25% Perpetual Subordinated Capital Securities

	INR Crores
At April 1, 2021	**2,986**
Issued during the year	-
At March 31, 2022	**2,986**
Issued during the year	-
At March 31, 2023	**2,986**

During the year ended March 31 2020, the Group had raised INR 2,986 Crores (net of issue expenses of INR 41 Crores) through issue of Perpetual Subordinated Capital Securities (the "Securities") by it's subsidiary. These Securities are perpetual securities in respect of which there is no fixed redemption date and are callable only at the option of the issuer. As these Securities are perpetual in nature and ranked senior only to the Share Capital of the subsidiary company and the subsidiary company does not have any redemption obligation, these are considered to be in the nature of equity instruments. The stated coupon on these is payable at the discretion of the issuer.

13. Other equity

(i) Securities premium

	INR Crores
At April 1, 2021	**4,594**
Additions / decrease during the year	-
At March 31, 2022	**4,594**
Additions / decrease during the year	(1,352)
At March 31, 2023	**3,242**

(ii) Retained earnings

	INR Crores
At April 1, 2021	**12,668**
Add: Profit for the year	**3,626**
Add: Transfer from debenture redemption reserve	-
Less: Remeasurement gains/(losses) of defined benefit plans	1
Less: Dividend on equity shares paid during the year	(764)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(121)
Gain / (loss) on acquisition of additional stake from NCI	(14)
At March 31, 2022	**15,395**
Add: Profit for the year	3,570
Add: Transfer from debenture redemption reserve	140
Less: Remeasurement gains/(losses) of defined benefit plans	(6)
Less: Dividend on equity shares paid during the year	(751)
Less: Payment of coupon on Perpetual Subordinated Capital securities	(135)
Gain on equity dilution	-
Movement in capital reserve	(2)
Gain / (loss) on acquisition of additional stake from NCI (refer note 52)	2,130
At March 31, 2023	**20,341**

(iii) Other reserves

Capital redemption reserve

	INR Crores
At April 1, 2021	**6**
Changes during the year	-
At March 31, 2022	**6**
Changes during the year	-
At March 31, 2023	**6**

Capital reserve

	INR Crores
At April 1, 2021	**177**
Changes during the year	5
At March 31, 2022	**182**
Changes during the year	49
At March 31, 2023	**231**

Debenture redemption reserve

	INR Crores
At April 1, 2021	**140**
Add: Amount transferred from retained earnings	-
At March 31, 2022	**140**
Add: Amount transferred to retained earnings	(140)
At March 31, 2023	**-**

13. Other equity (continued)

General reserve	INR Crores
At April 1, 2021	1,848
Changes during the year	-
At March 31, 2022	1,848
Changes during the year	-
At March 31, 2023	1,848

Share based payment reserve	INR Crores
At April 1, 2021	0
Changes during the year	20
At March 31, 2022	20
Changes during the year	-
At March 31, 2023	20

Cashflow hedge reserve for OCI	INR Crores
At April 1, 2021	(112)
Changes during the year	119
At March 31, 2022	7
Changes during the year	(7)
At March 31, 2023	-

Equity Instruments through other comprehensive income	INR Crores
At April 1, 2021	(147)
Changes during the year	11
At March 31, 2022	(136)
Changes during the year	11
At March 31, 2023	(125)

Foreign currency translation reserve	INR Crores
At April 1, 2021	(1,427)
Changes during the year	893
At March 31, 2022	(534)
Changes during the year	1,679
At March 31, 2023	1,145

Retained earnings - The amounts represent profits that can be distributed by the Group as dividends to its equity shareholders.

Securities Premium - Where the Group issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium ". The Group may issue fully paid-up bonus shares to its members out of the securities premium reserve and can use this reserve for buy-back of shares.

Capital redemption reserve - Capital redemption reserve was created for buy-back of shares and can be utilised for issuance of fully paid up bonus shares.

Capital reserve - The Group recognises profit or loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

Debenture redemption reserve (DRR) - The Group has issued redeemable non-convertible debentures. The Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Company to create DRR out of profits of the Company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures issued.

Share based payment reserve - The Group has an employee stock option scheme under which the option to subscribe for the companies share have been granted to the key employees and directors. The share-based payment reserve is used to recognize the value of equity-settled share-based payments provided to the key employees and directors as part of their remuneration. Refer to Note 36 for further details of the scheme.

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.

13. Other equity (continued)

Cash flow hedge reserve - The Group uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings. For hedging foreign currency and interest rate risk, the Group uses foreign currency forward contracts, cross currency swaps, foreign currency option contracts and interest rate swaps. The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the Effective portion of cash flow hedges. Amounts recognised in the effective portion of cash flow hedges is reclassified to the statement of profit or loss when the hedged item affects profit or loss (e.g. interest payments).

Equity Instruments through other comprehensive income - The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Foreign currency translation reserve - Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Securities premium	3,242	4,594
Retained earnings	20,341	15,395
Capital redemption reserve	6	6
Capital reserve	231	182
Debenture redemption reserve	-	140
General reserve	1,848	1,848
Share based payment reserve	20	20
Cashflow hedge reserve for OCI	-	7
Equity Instruments through other comprehensive income	(125)	(136)
Foreign currency translation reserve	1,145	(534)
Total other equity	**26,708**	**21,522**

14. Distribution made and proposed

Particulars	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Cash dividends on Equity shares declared and paid:		
Final dividend for the year ended March 31, 2023: Rs. 10 per share (March 31, 2022: Rs. 10 per share)	751	764
	751	**764**
Proposed dividends on Equity shares:		
Final dividend for the year ended March 31, 2023: Rs. 10 per share (March 31, 2022: Rs. 10 per share)	751	751
	751	**751**

Note

Proposed dividend on equity shares outstanding as on 08 May 2023 is subject to approval at the annual general meeting and is not recognised as a liability as at March 31 2023 and March 31 2022.

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	Effective interest Rate	Maturity	As at March 31, 2023	As at March 31, 2022
	%		INR Crores	INR Crores
Non-current borrowings				
Debentures				
Redeemable non-convertible debentures (NCDs) (Unsecured) (refer note a below)	10.40% to 10.470%	2021-2023	-	144
			-	144
Bonds (Unsecured) (Refer Note b below)				
4.50% Senior Notes	4.50%	8th March 2028	2,254	2,188
4.625% Senior Notes	4.625%	16th June 2030	3,637	3,479
Term Loan				
From Bank				
Foreign currency loan (Unsecured)	SOFR + 1.25% and 1.40% (FY 22 LIBOR + 1.60%)	Sep 2025 and Sep 2027 (FY 22 : Jan 2024)	6,117	5,077
Sustainability linked Foreign currency loan (Unsecured)	SOFR + 1.27% , 1.46%, 1.65% (FY 22 LIBOR + 0.92%, 1.30%/1.12%)	January 2024/March 2026/Dec 2026	9,772	10,842
From others (Unsecured)	2.00%	1st January 2023	-	19
			21,780	**21,749**
Less: Amount clubbed under "Current Borrowings"			1,636	144
Net non-current borrowings			**20,144**	**21,605**
Aggregate secured loans (non-current)			-	-
Aggregate unsecured loans (non-current)			**20,144**	**21,605**
Current borrowings				
Loan from banks				
Secured (Refer Note c below)	Euribor +1.30% to 8% (FY 22 : 4.25% to 14.70%)	On demand	83	364
Unsecured:				
Working capital loan repayable on demand from banks:	3.65% to 32% (FY 22: 0.20% -21.25%)	On demand	673	2,922
Interest accrued and not due on borrowings			113	98
Commercial paper	7.6% (FY 22 : 4.46%)	Within 90 days	350	725
			1,219	4,109
Discounted trade receivables (Unsecured)	5.00% - 9.90%	2021-22	-	8
			-	8
Current maturities of non current borrowings	-	-	**1,636**	**144**
Total current borrowings			**2,855**	**4,261**
Aggregate secured loans (current)			**83**	**364**
Aggregate unsecured loans (current)			**2,772**	**3,897**

15. Borrowings (continued)

a. **Unsecured redeemable non-convertible debentures (NCD's)**

i) The current maturities of non-current borrowings include Nil (March 31, 2022: INR 9 crores) pertaining to interest accrued but not due on account of recognition of debentures at amortised cost as per EIR method.

ii) NCDs of face value amounting to Nil (March 31, 2022: Rs. 150 crores) was redeemmed during the year.

iii) NCDs mentioned above carry a coupon rate ranging from 10.40% to 10.47%.

b. **Bonds (Unsecured)**

All Bonds are listed on Singapore Stock exchange and are recorded at amortised cost.

i) Bonds of USD 443 million 4.625% Senior Notes due 2030 with carrying value of INR 3,637 Crores (March 31, 2022: INR 3,479 Crores) are recorded at net of amortised cost bearing an interest rate of 4.625%, repayable on 16 June 2030.

ii) Bonds of USD 274 million 4.50% Senior Notes due 2028 with carrying value of INR 2,254 Crores (March 31, 2022: INR 2,188 Crores) are recorded at net of amortised cost bearing an interest rate of 4.50%, repayable on 8 March 2028.

c. **Loan repayable on demand from Banks (Secured)**

Outstanding loan is secured by hypothecation of inventories, bills receivables, book debts and all movable assets of the holding company both present and future, wherever situated.

The Company has utilised borrowings from banks and financial institutions for same purpose for which loans are taken.

Additional disclosures	
(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts	Yes
(a) reconciliation and reasons of material discrepancies, if any	NA

16. Other financial liabilities	Non-current		Current	
	As at		As at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	INR Crores	INR Crores	INR Crores	INR Crores
Financial liabilities at fair value through profit or loss / other comprehensive income				
Derivative contracts (net)	-	-	301	622
Payable towards acquisition of subsidiary (refer note 41)	234	204	-	-
Other financial liabilities carried at amortised cost				
Payable towards acquisition of subsidiary (refer note 41)	369	203	46	37
Creditors for capital goods	-	-	100	163
Unpaid dividend*	-	-	11	10
Trade deposits	-	-	81	69
Accrued Payable	-	-	365	216
Payable towards Non recourse sales of receivables	-	-	594	219
Employee benefits payables	-	-	924	1,082
Others	10	10	-	226
Total other financial liabilities	**613**	**417**	**2,422**	**2,644**

*There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.

17. Provisions

	Non-Current As at March 31, 2023	Non-Current As at March 31, 2022	Current As at March 31, 2023	Current As at March 31, 2022
	INR Crores	INR Crores	INR Crores	INR Crores
(A) Employee Benefits				
Provision for Gratuity	54	43	51	47
Provision for other defined benefit plans	141	140	29	18
Compensated absences	-	-	174	159
	195	**183**	**254**	**224**
(B) Other provisions				
Environmental provision	21	19	-	-
Labour / employee claim provision	1	33	12	-
Contingencies acquired in a business combination	-	-	184	262
Provision for Dismantling	-	-	34	32
Claims	-	-	19	9
	22	**52**	**249**	**303**

(C) Movement of other provisions

	Environmental provision	Labour / employee claim provision	Contingencies acquired in a business combination	Provision for Dismantling	Claims	Total
At the beginning of the year	19	33	262	32	9	**355**
Arising during the year	-	5	-	-	11	**16**
Utilised during the year	-	(20)	-	-	(1)	**(21)**
Written back	-	(5)	(100)	-	-	**(105)**
Foreign currency translation effect	2	-	22	2	-	**26**
At the end of the year	**21**	**13**	**184**	**34**	**19**	**271**

i) **Environmental provision:**
The Group's operations are subject to environmental laws and regulations in the jurisdictions in which group operates. Some of these laws restrict the amount and type of emissions that group's operations can release into the environment. Group has made necessary provision required by respective local laws. The out flow of these would depend on the cessation of the respective operations.

ii) **Labour / employee claim provision:**
Companies in the Group are parties to various lawsuits that are at administrative or judicial level or in their initial stages, involving labour, tax and civil matters. The Group contest in court all claims and based on the assessment of their legal counsel, record a provision when the risk of loss is considered probable. The outflow is expected on completion of the respective events.

iii) **Contingencies acquired in a business combination:**
Provision for litigation includes provision that were recognized on acquisition of Arysta Group for indirect tax and legal claims against the Arysta Group. Provisions for indirect taxes related to Arysta Group's subsidiaries in Brazil and comprise of disputes with Brazilian authorities. These provisions are separate from the matters listed as contingent liabilities in note 37. The proceedings and investigations related to legal claims are at various stages and concern a variety of product markets. Where specific issues arise, provisions are made to the extent appropriate. Due to the nature of the legal cases and disputed indirect taxes, the timing of utilisation of these provisions is uncertain.

iv) **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.

v) **Provision for gratuity :**
Some entities of the Group have a defined benefit gratuity plan. Every employee who has completed five years or more of a service gets a gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

vi) **Provision for other defined benefit plans :**
The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

18. Income Tax

The major components of income tax expense for the years ended 31 March 2023 and 31 March 2022 are:

Consolidated statement of profit or loss and other comprehensive income:

Profit or loss section	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Current income tax:		
Current income tax charge	1,566	1,048
Adjustments of tax relating to earlier years	(60)	48
Deferred tax:		
Relating to origination and reversal of temporary differences	(770)	(567)
Income tax expense reported in the statement of profit or loss	**736**	**529**

OCI section

Deferred tax related to items recognised in OCI during the year:

	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Gain on FVTOCI financial assets and net gain/loss on remeasurement of defined benefit plans.	(3)	(1)
Income tax charged to OCI	**(3)**	**(1)**

Reconciliation of tax expense and the accounting profit multiplied by India's applicable tax rate for 31 March 2023 and 31 March 2022:

	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Accounting profit before tax	5,150	4,966
Accounting profit before income tax	**5,150**	**4,966**
At India's statutory income tax rate of 25.167% (31 March 2022 : 25.167%)	1,296	1,250
Profit taxable at higher/lower/nil tax rates in certain jurisdictions	(565)	(564)
Additional deduction on expenditure on research and development	(10)	(7)
Adjustment of tax relating to previous years	(88)	4
Income exempt for tax purpose	(162)	(73)
Impact of change in tax rates	-	(108)
Utilisation of previously unrecognised tax losses	(38)	(234)
Other non-deductible expenses	186	270
Tax effect of Joint ventures / associates	(40)	(46)
Unrecognised deferred tax asset on carry forward losses	122	28
Others	35	8
At the effective income tax rate of 14.29% (31 March 2022: 10.64%)	**736**	**529**
Income tax expense reported in the statement of profit or loss	736	529
	14.29%	**10.64%**

Deferred tax

Deferred tax relates to the following:	Balance Sheet As at		Statement of Profit or Loss Year ended	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	INR Crores	INR Crores	INR Crores	INR Crores
Property, plant & equipment	(247)	(142)	105	(189)
Financial assets	603	453	(150)	(279)
Unrealised profits on intercompany transactions	418	298	(120)	98
Carry forward of tax losses and unabsorbed depreciation	939	621	(318)	(368)
Provision	873	443	(430)	(390)
Intangible Assets	(2,428)	(2,216)	212	289
Others	42	108	(69)	272
Deferred tax expense/(income)			**(770)**	**(567)**
Net deferred tax assets/(liabilities)	**199**	**(436)**		

Reflected in the balance sheet as follows:	As at March 31, 2023	As at March 31, 2022
	INR Crores	INR Crores
Deferred tax assets	2,661	2,076
Deferred tax liabilities:	(2,462)	(2,512)
Deferred tax liabilities (net)	**199**	**(436)**

18. Income Tax

18. Income Tax (continued)

Reconciliation of deferred tax assets (net):

	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Opening balance as of 1 April	**(436)**	**(1,042)**
Tax income/(expense) during the period recognised in profit or loss	770	567
Tax income/(expense) during the period recognised in OCI	(15)	4
Exchange impact	(120)	72
Deferred tax recognized on uncertain tax provision	-	-
Deferred tax acquired in business combinations	-	(37)
Closing balance as at 31 March	**199**	**(436)**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The Group has tax losses of INR 1,712 Crores (March 31, 2022: INR 1,480 Crores) that are available for offsetting for period upto ten years against future taxable profits of the companies in which the losses arose.

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 INR 122 Crores.

The temporary differences associated with investments in subsidiaries, associates and joint venture, for which a deferred tax liability has not been recognised in the periods presented, aggregate to INR 8,787 crore (31 March 2022 : INR 7,825 crore). The Group has not recognized deferred tax liability with respect to unremitted retained earnings and associated foreign currency translation reserve with respect to certain of its subsidiaries and joint ventures where the Group is in a position to control the timing of the distribution of profits and it is probable that the subsidiaries and joint ventures will not distribute the profits in the foreseeable future.

Break-up of tax assets and liabilities	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Non-current tax asset (net)		
Income tax assets	96	154
	96	154
Current tax asset (net)		
Income tax assets	141	86
	141	86
Current tax liabilities (net)		
Current tax liabilities (net)	655	450
	655	450

Of the Group's current tax liabilities, INR 73 crore (31 March, 2022: INR 72 crore) relates to Group’s subsidiary in Brazil which was created at the time of acquisition of Arysta Group and represents management’s estimate of the amount of tax payable for an ongoing tax review. The first level of administrative decision was not in favour of Arysta Group on account of disallowance of expenses as deduction by Brazilian IRS. However, management was certain on eligibility of those expenses as deduction and hence an appeal has been initiated to second administrative level in October 2022. Due to the ongoing uncertainty involved and basis the status of the tax review, management anticipates that the most likely outcome of the tax liability would be approximately INR 73 crore.

19. Trade payables

	Current	
	As at	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Trade payables		
Total outstanding dues of Micro enterprises and Small enterprises	82	144
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	17,532	16,408
	17,614	16,552

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 90-360 days terms.
- For explanations on Group's Credit risk management process. Refer note 46
- For terms and conditions of related party transactions refer Note 39.

Trade payables Ageing Schedule
As at March 31 2023

INR 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	53	29	0	-	0	82
Total outstanding dues of creditors other than micro enterprises and small enterprises	15,753	1,728	21	13	17	17,532
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	0	-	0
Total	15,806	1,757	21	13	17	17,614

As at March 31 2022

INR 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

20. Other liabilities

	As at	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Advances against orders	4,011	2,651
Statutory liabilities	712	674
Total other liabilities	4,723	3,325

21. Revenue from operations

	Year ended	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Sale of products	53,031	45,898
Sale of services		
Job-Work /Service income	103	73
Other operating revenues		
Export incentives	144	71
Refund of statutory receivables	12	17
Royalty income	7	5
Excess provisions in respect of earlier years written back (net)	56	17
Miscellaneous receipts	223	159
Total Revenue from operation	53,576	46,240

21. Revenue from operations (continued)

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

	March 31, 2023	March 31, 2022
	INR Crores	
Trade receivables (refer note 10)	18,286	15,334
Advance against orders (refer note 20)	4,011	2,651

Revenue recognised from amounts included in contract liabilities at the beginning of the year	2,651	1,574

d. Reconciliation of revenue from contract with customers with contracted price

Particulars	March 31, 2023	March 31, 2022
Revenue from contract with customer as per the contract price	63,909	54,409
Adjustments made to contract price on account of :-		
a) Discounts / Rebates / Incentives (Refer note below)	7,460	5,976
b) Sales Returns (Refer note below)	3,418	2,535
Revenue from contract with customers	**53,031**	**45,898**
Sale of services	103	73
Other operating revenue	442	269
Revenue from operations	53,576	46,240

Discounts / Rebates / Incentives

The Group issues multiple discount schemes to its customers in order to capture market share. The Group makes a accrual for the discount it expects to give to its customers based on the terms of the scheme as at March 31, 2023. Revenue is adjusted for the expected value of discount to be given.

Sales returns

The Group recognizes a accrual based on the previous history of sales return. Revenue is adjusted for the expected value of return.

22. Other income

	Year ended	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Interest income on		
Loans and others	330	137
Unwinding of interest on trade receivable	11	22
Other non-operating income		
Rent received	2	2
Profit on sale of property, plant and equipment (net)	21	42
Sundry credit balances written back (net)	104	75
Miscellaneous income	9	3
Total	**477**	**281**

23. Employee benefits expense

	Year ended	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Salaries, wages and bonus	4,509	4,248
Contribution to provident and other funds (Refer note 35)	64	63
Share based payments to employees (Refer note 36)	132	20
Gratuity and other retirement benefits (Refer note 35)	24	33
Staff welfare expenses	327	260
	5,056	**4,622**

24. Finance costs

	Year ended	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Interest:		
- On Debentures	6	26
- On Term Loans	959	566
- On Cash Credit and Working Capital Demand Loan Accounts	278	88
- On Fixed Deposits and Fixed Loans	34	5
- On Others	1,054	704
Exchange difference (net) and fair value change on derivative instruments	(187)	349
Unwinding of interest on trade payables	602	340
Other financial charges	166	171
Interest on lease Liabilities	51	46
Total	**2,963**	**2,295**

25. Depreciation and amortization expense

	Year ended March 31, 2023 INR Crores	Year ended March 31, 2022 INR Crores
Depreciation of property, plant and equipment	1,075	958
Amortization of intangible assets	1,168	1,160
Depreciation charge on the right-of-use asset	304	241
Total	**2,547**	**2,359**

26. Other expense

	Year ended March 31, 2023 INR Crores	Year ended March 31, 2022 INR Crores
Power and fuel	1,150	890
Transport charges	2,010	1,929
Sub-contracting expenses	825	1,725
Travelling and conveyance	596	363
Advertising and sales promotion	1,002	651
Legal and professional fees	742	742
Sales commission	233	152
Rent	141	136
Labour charges	387	366
Repairs and maintenance		
Plant and machinery	158	138
Buildings	30	31
Others	202	163
Loss on financial assets at Fair Value through Profit & Loss (FVTPL)	8	-
Effluent disposal charges	217	206
Consumption of stores and spares	226	215
Rates and taxes	223	245
Warehousing costs	289	232
Insurance	288	215
Registration charges	169	133
Communication costs	95	82
Royalty charges	114	99
Bad debts / advances written off		
Charity and Donations [(includes INR 50 Crores (March 31, 2022: INR 30 Crores) paid for political purpose)]	113	77
Assets written off	6	11
Research and development expenses	122	100
Other expenses	610	495
Total	**9,956**	**9,396**

27. Exceptional items

	Year ended March 31, 2023 INR Crores	Year ended March 31, 2022 INR Crores
Restructuring and other cost (Refer note a below)	49	93
Litigation cost charge / (writeback) (Refer note b below)	55	78
Loss due to fire (Refer note c below)	66	153
Total	**170**	**324**

27. Exceptional items (continued)

a) Restructuring and other cost:

During the earlier years, the Group decided to stop production at its Netherlands plant which is one of the oldest manufacturing unit and requires significant repairs and maintenance year on year and the exceptional items during the year includes restructuring and severance cost provisions of INR 13 Crores (March 31, 2022: INR 60 Crores) for shut down of this plant. The balance amount of INR 36 Crores (March 31, 2022: INR 33 Crores) pertains to one time legal & professional cost and severance pay across various subsidiaries.

b) Litigation cost charge / (writeback):

Other exceptional cost includes certain litigation expenses which were incurred in certain regions. During the period ended March 31, 2023, the Group incurred amounting to a net sum of INR 55 Crores (March 31, 2022: INR 78 Crores) towards legal expenses for pursuing legal actions against companies and individuals alleged to be counterfeiting its products and agricultural pesticide's financial fines.

In earlier years, the Group had received complaints about product contamination with respect to its products sold in Chile. The Group has insurance policies in place for third party liability claims for property damage and resulting losses due to product contamination. The group expected total pay-outs on account of settlement for grower claims aggregates to INR 260 crores. Out of which, Management had estimated INR 56 crores were beyond the insurance policy limits, hence booked as expenses amounting INR 44 crores under exceptional items during the year ended 31 March 2023 and INR 12 crores during the year ended 31 March 2022. The Group has received the outstanding insurance claim amount in the month of October 2022.

c) Loss due to fire:

In previous year, Warehouse in Cornubia which was rented by UPL South Africa (PTY) Ltd, a subsidiary based in South Africa was set alight by arsonists following rioting and civil unrest in the area. Management had estimated loss of inventory and clean-up cost amounting to approximately INR 604 crores. Out of which, Management had estimated INR 210 crores were beyond the insurance policy limits, hence booked as expenses amounting INR 57 crores under exceptional items during the year ended 31 March 2023 and INR 153 crores during the year ended 31 March 2022. The Group has received the outstanding insurance claim amount in the month of October 2022. There are no legal claims or proceedings against UPL group in relation to the incident.

28. Components of Other comprehensive income (OCI), net of tax

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended March 31, 2023	Attributable to the owners of the parent						
	Cash flow hedge reserve	Equity Instruments through other comprehensive income	Foreign currency translation reserve	Capital Reserve	Retained earnings	Attributable to non controlling interest	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Foreign exchange translation differences	-	-	1,679	14	-	313	2,006
Mark-to-market gain/loss on cash flow hedges	-	-	-	-	-	(2)	(2)
Gain/(loss) on FVTOCI financial assets	-	11	-	-	-	3	14
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	(6)	(2)	(8)
Total	**-**	**11**	**1,679**	**14**	**(6)**	**312**	**2,010**

During the year ended March 31, 2022	Attributable to the owners of the parent						
	Cash flow hedge reserve	Equity Instruments through other comprehensive income	Foreign currency translation reserve	Capital Reserve	Retained earnings	Attributable to non controlling interest	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
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**

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)	Year ended	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Profit for the year	**3,570**	**3,626**
Less: Payment of coupon on Perpetual Subordinated Capital Securities	(135)	(121)
Profit attributable to equity holders of the parent	**3,435**	**3,505**
Weighted average number of Equity shares for basic and diluted EPS	750,006,614	764,045,456
Earnings per Equity share (in INR)		
Basic	**45.79**	**45.87**
Diluted	**45.79**	**45.87**

30. Amalgamation with Advanta Limited

The Hon'ble High Court of Gujarat vide its order dated June 23, 2016 had sanctioned the Scheme of Amalgamation of Advanta Limited with the Company with an appointed date of April 01, 2015. In accordance with the provisions of the scheme and as approved by the High Court, the amalgamation was accounted for under the purchase method specified in Accounting Standard 14 - 'Accounting for Amalgamations' which is different from Ind AS 103 'Business Combinations' in the standalone financial statements, the same has been accounted for as per Ind AS 103 and Ind AS 101 in the consolidated financial statements in the relevant prior year.

31 Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
1	UPL Global Business Services Limited	Crop protection	India		100%	100%
2	SWAL Corporation Limited	Crop protection	India		91%	100%
3	United Phosphorus (India) LLP	Crop protection	India		100%	100%
4	United Phosphorus Global LLP	Crop protection	India		100%	100%
5	UPL Sustainable Agri Solutions Limited	Crop protection	India		91%	100%
6	UPL Europe Ltd	Crop protection	United Kingdom		78%	78%
7	United Phosphorus Polska Sp.z o.o - Poland	Crop protection	Poland	$	0%	78%
8	UPL Benelux B.V.	Crop protection	Netherlands		78%	78%
9	Cerexagri B.V. - Netherlands	Crop protection	Netherlands		78%	78%
10	UPL Holdings Cooperatief U.A	Crop protection	Netherlands		78%	78%
11	UPL Holdings BV	Crop protection	Netherlands		78%	78%
12	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	Crop protection	Netherlands		100%	78%
13	Decco Worldwide Post-Harvest Holdings B.V.	Crop protection	Netherlands		100%	78%
14	UPL Holdings Brazil B.V.	Crop protection	Netherlands		78%	78%
15	UPL Italia S.R.L.	Crop protection	Italy		78%	78%
16	UPL IBERIA, SOCIEDAD ANONIMA	Crop protection	Spain		78%	78%
17	Decco Iberica Postcosecha, S.A.U., Spain	Crop protection	Spain		100%	78%
18	Transterra Invest, S. L. U., Spain	Crop protection	Spain		78%	78%
19	Cerexagri S.A.S.	Crop protection	France		78%	78%
20	UPL France	Crop protection	France		78%	78%
21	UPL Switzerland AG (FKA United Phosphorus Switzerland Limited)	Crop protection	Switzerland		78%	78%
22	Decco Italia SRL,Italy	Crop protection	Italy		100%	78%
23	Limited Liability Company "UPL"	Crop protection	Russia		78%	78%
24	Decco Portugal Post Harvest LDA	Crop protection	Portugal		100%	78%
25	UPL NA Inc.	Crop protection	USA		78%	78%
26	Cerexagri, Inc. (PA),USA	Crop protection	USA		78%	78%
27	UPL Delaware, Inc.,USA	Crop protection	USA		78%	78%
28	Decco US Post-Harvest Inc (US)	Crop protection	USA		100%	78%
29	RiceCo LLC,USA	Crop protection	USA		78%	78%
30	Riceco International, Inc.Bhamas	Crop protection	Bahamas		78%	78%
31	UPL Corporation Limited, Mauritius	Crop protection	Mauritius		100%	78%
32	UPL Management DMCC	Crop protection	United Arab Emirates		78%	78%
33	UPL LIMITED,Gibraltor	Crop protection	Gibraltar		78%	78%
34	UPL Agro SA DE CV.	Crop protection	Mexico		78%	78%
35	Decco PostHarvest Mexico	Crop protection	Mexico		100%	78%
36	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	Crop protection	Brazil		78%	78%
37	UPL Do Brasil - Industria e Comércio de Insumos Agropecuários S.A.	Crop protection	Brazil		76%	76%
38	UPL Costa Rica S.A.	Crop protection	Costa Rica		78%	78%
39	UPL Bolivia S.R.L	Crop protection	Bolivia		78%	78%
40	UPL Paraguay S.A.	Crop protection	Paraguay		78%	78%
41	UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	Crop protection	Argentina		78%	78%
42	UPL Argentina S A	Crop protection	Argentina		78%	78%
43	Decco Chile SpA	Crop protection	Chile		100%	78%
44	UPL Colombia SAS(Foremerly Known as Evofarms Colombia SA)	Crop protection	Colombia		78%	78%
45	United Phosphorus Cayman Limited	Crop protection	Cayman Islands		78%	78%
46	UP Aviation Limited,Cayman Island	Crop protection	Cayman Islands		100%	78%
47	UPL Australia Pty Limited	Crop protection	Australia		78%	78%

31 Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
48	UPL Shanghai Ltd	Crop protection	China		78%	78%
49	PT.UPL Indonesia	Crop protection	Indonesia		78%	78%
50	PT Catur Agrodaya Mandiri, Indonesia	Crop protection	Indonesia		78%	78%
51	UPL Limited,Hong Kong	Crop protection	Hong Kong		78%	78%
52	UPL Philippines Inc.	Crop protection	Philippines		78%	78%
53	UPL Vietnam Co. Ltd	Crop protection	Vietnam		78%	78%
54	UPL Japan GK	Crop protection	Japan		78%	78%
55	Anning Decco Biotech Co., Ltd (FKA Anning Decco Fine Chemical Co. Limited, China)	Crop protection	China		55%	43%
56	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	Crop protection	Turkey		78%	78%
57	UPL Agromed Tohumculuk Sa,Turkey	Crop protection	Turkey		78%	78%
58	Decco Israel Ltd (FKA Safepack Products Limited,Isreal)	Crop protection	Israel		100%	78%
59	Citrashine (Pty) Ltd, South Africa(Foremrly known as Friedshelf 1114 (Pty) Ltd,South Africa)	Crop protection	South Africa		100%	78%
60	Prolong Limited	Crop protection	Israel		100%	78%
61	Perrey Participações S.A	Crop protection	Brazil		78%	78%
62	Advanta Netherlands Holdings BV,Netherlands	Seed Business	Netherlands		86%	78%
63	Advanta Semillas SAIC, Argentina	Seed Business	Argentina		86%	78%
64	Advanta Holdings BV, Netherland	Seed Business	Netherlands		86%	78%
65	Advanta Seeds International, Mauritius	Seed Business	Mauritius		86%	78%
66	Pacific Seeds Holdings (Thai) Ltd ,Thailand	Seed Business	Thailand		86%	78%
67	Pacific Seeds (Thai) Ltd, Thailand	Seed Business	Thailand		86%	78%
68	Advanta Seeds Pty Ltd,Australia	Seed Business	Australia		86%	78%
69	Advanta US, LLC (Foremerly Known as Advanta US Inc,USA)	Seed Business	USA		86%	78%
70	Advanta Commercio De Sementes Ltda,Brazil	Seed Business	Brazil		86%	78%
71	Pt. Advanta Seeds Indonesia	Seed Business	Indonesia		86%	78%
72	Advanta Seeds DMCC	Seed Business	United Arab Emirates		86%	78%
73	UPL Jiangsu Limited	Crop protection	China		54%	54%
74	Riceco International Bangladesh Limited	Crop protection	Bangladesh		78%	78%
75	Uniphos Malaysia Sdn Bhd	Crop protection	Malaysia		78%	78%
76	Advanta Seeds Ukraine LLC	Seed Business	Ukraine		86%	78%
77	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	Crop protection	Turkey		100%	78%
78	Arysta LifeScience America LLC (FKA Arysta LifeScience America Inc.)	Crop protection	USA	$$1	78%	78%
79	Arysta LifeScience Management Company, LLC	Crop protection	USA		78%	78%
80	Arysta LifeScience India Limited	Crop protection	India		78%	78%
81	Arysta LifeScience Agriservice Private Limited	Crop protection	India		78%	78%
82	UPL Togo SAU	Crop protection	Togo		78%	78%
83	Arysta Agro Private Limited (under liquidation)	Crop protection	India		78%	78%
84	GBM USA LLC	Crop protection	USA	$	0%	78%
85	UPL Agrosolutions Canada Inc	Crop protection	Canada		78%	78%
86	Arysta LifeScience North America, LLC	Crop protection	USA		78%	78%
87	Arysta LifeScience NA Holding LLC	Crop protection	USA		78%	78%
88	Arysta LifeScience Inc.	Crop protection	USA		78%	78%
89	Arysta LifeScience Services LLP	Crop protection	India		78%	78%

31 Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
90	Arysta LifeScience Benelux SRL (FKA Arysta LifeScience Benelux SPRL)	Crop protection	Belgium		78%	78%
91	Arysta LifeScience (Mauritius) Ltd	Crop protection	Mauritius		78%	78%
92	UPL South Africa (Pty) Ltd	Crop protection	South Africa		78%	78%
93	Arysta Health and Nutrition Sciences Corporation	Health Nutrition Solution	Japan		100%	78%
94	Arysta LifeScience Corporation	Crop protection	Japan		78%	78%
95	Arysta LifeScience S.A.S.	Crop protection	France		78%	78%
96	Arysta LifeScience Chile S.A.	Crop protection	Chile		78%	78%
97	Arysta LifeScience Mexico, S.A.de C.V	Crop protection	Mexico		78%	78%
98	Grupo Bioquimico Mexicano, S.A. de C.V.	Crop protection	Mexico		78%	78%
99	Arysta LifeScience UK & Ireland Ltd	Crop protection	U.K.		78%	78%
100	UPL Agricultural Solutions	Crop protection	Italy		78%	78%
101	UPL Europe Supply Chain GmbH (FKA Platform Sales Suisse GmbH)	Crop protection	Switzerland		78%	78%
102	UPL Agricultural Solutions Holdings BV	Crop protection	Netherlands		78%	78%
103	Netherlands Agricultural Investment Partners LLC	Crop protection	Netherlands		78%	78%
104	UPL Bulgaria EOOD	Crop protection	Bulgaria		78%	78%
105	UPL Agricultural Solutions Romania SRL	Crop protection	Romania		78%	78%
106	Arysta LifeScience Great Britain Ltd	Crop protection	U.K.		78%	78%
107	Arysta LifeScience Netherlands BV	Crop protection	Netherlands		78%	78%
108	Arysta LifeScience Australia Pty Ltd.	Crop protection	Australia		78%	78%
109	Arysta-LifeScience Ecuador S.A.	Crop protection	Ecuador		78%	78%
110	Arysta LifeScience Ougrée Production SRL (FKA Arysta LifeScience Ougrée Production Sprl)	Crop protection	Belgium		78%	78%
111	UPL Hellas S.A. (FKA Arysta LifeScience Hellas S.A. Plant Protection, Nutrition and Other Related Products and Services)	Crop protection	Greece		78%	78%
112	Naturagri Soluciones, SLU	Crop protection	Spain		78%	78%
113	Arysta LifeScience Switzerland Sarl	Crop protection	Switzerland	$	0%	78%
114	Vetophama SAS	Animal Health	France		100%	78%
115	Sci PPWJ	Animal Health	France		100%	78%
116	Vetopharma Iberica SL	Animal Health	Spain	$	0%	78%
117	United Phosphorus Global Services Limited	Crop protection	Ireland		78%	78%
118	Arysta LifeScience European Investments Limited	Crop protection	U.K.	$	0%	78%
119	Arysta LifeScience U.K. Limited	Crop protection	U.K.	$	0%	78%
120	Arysta LifeScience U.K. CAD Limited	Crop protection	U.K.	$	0%	78%
121	Arysta LifeScience U.K. EUR Limited	Crop protection	U.K.	$	0%	78%
122	Arysta LifeScience U.K. JPY Limited	Crop protection	U.K.		78%	78%
123	Arysta LifeScience U.K. USD Limited	Crop protection	U.K.	$	0%	78%
124	Arysta Lifescience U.K. Holdings Limited	Crop protection	U.K.	$	0%	78%
125	Arysta LifeScience Japan Holdings Goudou Kaisha	Crop protection	Japan		78%	78%
126	Arysta LifeScience Cameroun SA	Crop protection	Cameroon		78%	78%
127	Callivoire SGFD S.A.	Crop protection	Cote D'Ivoire		78%	78%
128	UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	Crop protection	Egypt		78%	78%
129	Calli Ghana Ltd.	Crop protection	Ghana		78%	78%
130	Arysta LifeScience Kenya Ltd.	Crop protection	Kenya		78%	78%

31 Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
131	Mali Protection Des Cultures (M.P.C.) SA	Crop protection	Mali		66%	66%
132	Agrifocus Limitada	Crop protection	Mozambique		78%	78%
133	UPL Holdings SA (Pty) Ltd	Crop protection	South Africa		78%	78%
134	Anchorprops 39 (Proprietary) Ltd	Crop protection	South Africa		78%	78%
135	Sidewalk Trading (Pty) Ltd	Crop protection	South Africa		78%	78%
136	Volcano Agroscience (Pty) Ltd	Crop protection	South Africa		78%	78%
137	UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	Crop protection	Tanzania		78%	78%
138	Pt. Arysta LifeScience Tirta Indonesia	Crop protection	Indonesia		39%	39%
139	UPL Limited Korea	Crop protection	Korea		78%	78%
140	Arysta LifeScience Pakistan (Pvt.) LTD.	Crop protection	Pakistan		78%	78%
141	Arysta LifeScience Philippines Inc.	Crop protection	Philippines		78%	78%
142	Arysta LifeScience Asia Pte., Ltd.	Crop protection	Singapore		78%	78%
143	Arysta LifeScience (Thailand) Co., Ltd.	Crop protection	Thailand		78%	78%
144	Arysta LifeScience Vietnam Co., Ltd.	Crop protection	Vietnam		78%	78%
145	Laboratoires Goëmar SAS	Crop protection	France		78%	78%
146	UPL Czech s.r.o.	Crop protection	Czech Rpb		78%	78%
147	UPL Deutschland GmbH	Crop protection	Germany		78%	78%
148	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság.	Crop protection	Hungary		78%	78%
149	UPL Polska Sp. z.o.o	Crop protection	Poland		78%	78%
150	Betel Reunion S.A.	Crop protection	Reunion(Fr)		51%	51%
151	UPL Slovakia S.R.O	Crop protection	Slovakia		78%	78%
152	UPL Ukraine LLC	Crop protection	Ukraine		78%	78%
153	UPL Global Limited (FKA Arysta LifeScience Global Limited)	Crop protection	U.K.		78%	78%
154	Arysta LifeScience Colombia S.A.S	Crop protection	Colombia		78%	78%
155	Arysta LifeScience CentroAmerica, S.A.	Crop protection	Guatemala		78%	78%
156	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	Crop protection	Mexico		78%	78%
157	Arysta LifeScience Paraguay S.R.L.	Crop protection	Paraguay	$$2	78%	78%
158	Arysta LifeScience Peru S.A.C	Crop protection	Peru		78%	78%
159	Arysta LifeScience Costa Rica SA.	Crop protection	Costa Rica	$	0%	78%
160	Arysta LifeScience de Guatemala, S.A.	Crop protection	Guatemala		78%	78%
161	Arysta LifeScience S.R.L	Crop protection	Bolivia	$$3	78%	78%
162	Myanmar Arysta LifeScience Co., Ltd.	Crop protection	Myanmar		78%	78%
163	Arysta LifeScience U.K. BRL Limited	Crop protection	U.K.		78%	78%
164	UPL New Zealand Limited	Crop protection	New Zealand		78%	78%
165	MacDermid Agricultural Solutions Australia Pty Ltd	Crop protection	Australia		78%	78%
166	Arysta LifeScience Registrations Great Britain Ltd	Crop protection	U.K.		78%	78%
167	Industrias Agriphar SA	Crop protection	Guatemala		78%	78%
168	Agripraza Ltda.	Crop protection	Portugal		78%	78%
169	Arysta LifeScience Corporation Republica Dominicana, SRL	Crop protection	Dominican Rpb		78%	78%

31 Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Sr No	Name	Principal activities	Country of incorporation/ Principal place of business	Ref	% equity interest	
					March 31, 2023	March 31, 2022
170	Grupo Bioquimico Mexicano Republica Dominicana SA	Crop protection	Dominican Rpb		78%	78%
171	Arysta Lifescience Paraguay (FKA Arvesta Paraguay S.A.)	Crop protection	Paraguay	$	0%	78%
172	Arysta Agroquimicos y Fertilzantes Uruguay SA	Crop protection	Uruguay		78%	78%
173	Arysta LifeScience U.K. USD-2 Limited	Crop protection	U.K.	$	0%	78%
174	Industrias Bioquim Centroamericana, Sociedad Anónima	Crop protection	Costa Rica		78%	78%
175	Bioquim Panama, Sociedad Anónima	Crop protection	Panama	$$4	78%	78%
176	UPL Nicaragua, Sociedad Anónima	Crop protection	Nicaragua		78%	78%
177	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	Crop protection	Domnic Republic		78%	78%
178	Nutriquim De Guatemala, Sociedad Anónima	Crop protection	Guatemala		78%	78%
179	UPL Agro Ltd	Crop protection	Hong Kong		78%	78%
180	UPL Portugal Unipessoal, Ltda.	Crop protection	Portugal		78%	78%
181	UPL Services LLC	Crop protection	USA		78%	78%
182	United Phosphorus Holdings Uk Ltd	Crop protection	U.K.		78%	78%
183	Nurture Agtech Pvt Ltd.	Crop protection	India		91%	100%
184	Natural Plant Protection Limited	Crop protection	India		93%	93%
185	Advanta Biotech General Trading Ltd	Seed Business	UAE		86%	78%
186	UPL Mauritius Limited	Crop protection	Mauritius		78%	78%
187	Hannaford Nurture Farm Exchange Pty Ltd	Crop protection	Australia		78%	78%
188	UPL Zambia Ltd	Crop protection	Zambia		78%	78%
189	INGEAGRO S.A	Crop protection	CHILE		58%	58%
190	Laoting Yoloo Bio-Technology Co. Ltd	Crop protection	China		78%	78%
191	Nurture Financial Solutions Limited	Crop protection	India	#,$$	0%	-
192	Decco Holdings UK Ltd	Crop protection	U.K.	@	100%	78%
193	Advanta Seeds Holdings UK Ltd	Seed Business	U.K.	@	86%	78%
194	Advanta Holdings US Inc.	Seed Business	USA	@	86%	78%
195	UPL Crop Protection Investments UK Limited	Crop protection	U.K.	@	78%	78%
196	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	Crop protection	Brazil	@,$$	0%	78%
197	UPL Investments Southern Africa Pty Ltd	Crop protection	South Africa	@	78%	78%
198	UPL Corporation Ltd,Cayman (FKA UPL Ltd)	Crop protection	Cayman Islands	@	78%	78%
199	UPL Health & Nutrition Science Holdings Limited	Health Nutrition Solution	U.K.	@	100%	78%
200	UPL Animal Health Holdings Limited	Animal Health	U.K.	@	100%	78%
201	UPL Investments UK Limited	Crop protection	U.K.	@	100%	78%
202	PT EXCEL MEG INDO	Crop protection	Indonesia	@1	78%	78%
203	PT Ace Bio Care	Crop protection	Indonesia	@1	78%	78%
204	UPL Speciality Chemicals Limited	Crop protection	India	#	100%	-
205	UPL Agri Science Private Ltd	Crop protection	India	#	100%	-
206	Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	Seed Business	India	#	86%	-
207	Advanta Seeds Romania S.R.L	Seed Business	Romania	#	86%	0%
208	UPL GLOBAL SERVICES DMCC	Crop protection	UAE	#	100%	0%
209	Advanta Mauritius Limited	Seed Business	Mauritius	#	86%	0%
210	UPL LANKA (PRIVATE) LIMITED	Crop protection	Sri Lanka	#	78%	0%
211	UPL Radicle LP	Crop protection	USA	#	100%	0%
212	Kudos Chemie Ltd	Crop protection	India	#1	100%	-
213	Nature Bliss Agro Limited (FKA Nature Bliss Agro Private Limited)	Crop protection	India	#1	100%	-

Subsidiary formed during the current year
#1 Subsidiary acquired during the current year
@ Subsidiary formed during the previous year
@1 Subsidiary acquired during the previous year
$ Subsidiary liquidated during the year
$$ Divested during the year

During the year the following group reorganizations were effected:

$$1 - Arysta LifeScience America LLC was merged into Arysta LifeScience NA Holding LLC.
$$2 - Arysta LifeScience Paraguay S.R.L. was merged into UPL Paraguay S.A.
$$3 - Arysta LifeScience S.R.L. was merged into UPL Bolivia
$$4 - Bioquim Panama, Sociedad Anónima was merged into Industrias Bioquim Centroamericana, Sociedad Anónima

31. Group information continued

Information about associates

The Group's interest in associates is summarised as below

Sr No	Name	Country of incorporation/Principal place of business	% equity interest	
			March 31, 2023	March 31, 2022
1	Weather Risk Management Private Ltd	India	40%	40%
2	Ingen Technologies Private Limited	India	*	*
3	Kerala Enviro Infrastructure Limited	India	31%	23%
4	3SB Produtos Agricolas S.A.	Brazil	45%	45%
5	Sinagro Produtos Agropecuarios S.A.	Brazil	39%	45%
6	Serra Bonita Sementes S.A.	Brazil	33%	33%
7	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	Brazil	**	**
8	Chemiesynth (Vapi) Limited	India	30%	30%
9	Universal Pesto Chem Industries (India) Private Limited	India	44%	44%
10	Agri Fokus (Pty) Ltd.	South Africa	25%	25%
11	Novon Retail Company (Pty) Ltd.	South Africa	25%	25%
12	Agronamic (Pty) Ltd.	South Africa	28%	28%
13	Novon Protecta (Pty) Ltd	South Africa	49%	25%
14	Silvix Forestry (Pty) Ltd.	South Africa	25%	25%
15	Nexus AG (Pty) Ltd	South Africa	25%	25%
16	Dalian Advanced Chemical Co.Ltd.	China	21%	21%
17	Société des Produits Industriels et Agricoles	Senegal	32%	32%
18	Callitogo SA	Togo	35%	35%
19	Eswatini Agricultural Supplies Limited	South Africa	25%	25%
20	Pixofarm GmbH	Austria	36%	36%

* This is 100% step-down subsidiary of Weather Risk Management Private Ltd.

Joint arrangement in which the group is a venturer

The Group's interest in joint ventures is summarised below

Sr No	Name	Country of incorporation/Principal place of business	% equity interest	
			March 31, 2023	March 31, 2022
1	Hodagaya UPL Co. Limited	Japan	40%	40%
2	Longreach Plant Breeders Management Pty Limited	Australia	70%	70%
3	United Phosphorus (Bangladesh) Limited	Bangladesh	50%	50%
4	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	Brazil	50%	**
5	Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A)	Brazil	50%	0%

** In previous year, Bioplanta Nutricao Vegetal, Industria e Comercio S.A. (investee company) was 50% Joint venture of Sinagro Produtos Agropecuários S.A. During the current year, the Group has acquired the stake from Sinagro Productos Agropecuários S.A. and the investee company has became a direct joint venture of the Group.

32. Material partly owned subsidiary

Financial information of subsidiaries that have material non-controlling interests is provided below:
Proportion of equity interest held by non-controlling interests(NCI):

Name	Country of incorporation /Principal place of business	March 31, 2023	March 31, 2022
UPL Corporation Limited	Mauritius	0%	22%
UPL Corporation Limited, Cayman	Cayman Islands	22%	0%
Advanta Enterprises Limited (FKA Advanta Enterprises Private Limited)	India	14%	0%

(i) UPL Corporation Limited (consolidated financial statements)
Information regarding non-controlling interest

INR Crores

Particulars	March 31, 2023	March 31, 2022
Accumulated balances of material non-controlling interest	-	4,499
Profit/(loss) allocated to material non-controlling interest	-	790

Summarised statement of profit or loss for the year ended March 31, 2023 and March 31, 2022:

INR Crores

Particulars	March 31, 2023	March 31, 2022
Revenue	-	39,868
Profit for the year	-	3,556
Total comprehensive income	-	3,556
Profit attributable to non-controlling interests	-	790
Dividends paid to non-controlling interests	-	159

Summarised balance sheet as at the year end:

INR Crores

Particulars	March 31, 2023	March 31, 2022
Non-current Assets	-	38,325
Current Assets	-	32,283
Non-current Liabilities	-	(25,341)
Current Liabilities	-	(22,023)
Perpetual Subordinated Capital Securities	-	(2,986)
Total equity	-	20,258
Attributable to:		
Equity holders of parent	-	15,759
Non-controlling interest	-	4,499

Summarised cash flow for the year end:

INR Crores

Particulars	March 31, 2023	March 31, 2022
Operating	-	4,529
Investing	-	(1,640)
Financing	-	(1,965)
Net (decrease) / increase in cash and cash equivalents.	-	924
Attributable to:		
Equity holders of parent	-	719
Non-controlling interest	-	205

32. Material partly owned subsidiary

(ii) UPL Corporation Limited, Cayman (consolidated financial statements)

INR Crores

Particulars	March 31, 2023	March 31, 2022
Accumulated balances of material non-controlling interest	4,782	-
Profit/(loss) allocated to material non-controlling interest	721	-

Summarised statement of profit or loss for the year ended March 31, 2023 and March 31, 2022: INR Crores

Particulars	March 31, 2023	March 31, 2022
Revenue	42,343	-
Profit for the year	3,248	-
Total comprehensive income	3,248	-
Profit attributable to non-controlling interests	721	-
Dividends paid to non-controlling interests	-	-

Summarised balance sheet as at the year end: INR Crores

Particulars	March 31, 2023	March 31, 2022
Non-current Assets	37,587	-
Current Assets	34,198	-
Non-current Liabilities	(25,862)	-
Current Liabilities	(21,144)	-
Perpetual Subordinated Capital Securities	(3,246)	-
Total equity	21,533	-
Attributable to:		
Equity holders of parent	16,750	-
Non-controlling interest	4,782	-

Summarised cash flow for the year end: INR Crores

Particulars	March 31, 2023	March 31, 2022
Operating	5,921	-
Investing	(860)	-
Financing	(4,731)	-
Net (decrease) / increase in cash and cash equivalents.	330	-
Attributable to:		
Equity holders of parent	257	-
Non-controlling interest	73	-

(iii) Advanta Enterprises Limited (consolidated financial statements)

Information regarding non-controlling interest

INR Crores

Particulars	March 31, 2023	March 31, 2022
Accumulated balances of material non-controlling interest	400	-
Profit/(loss) allocated to material non-controlling interest	19	-

Summarised statement of profit or loss for the year ended March 31, 2023 and March 31, 2022: INR Crores

Particulars	March 31, 2023	March 31, 2022
Revenue	1,059	-
Profit for the year	140	-
Total comprehensive income	140	-
Profit attributable to non-controlling interests	19	-
Dividends paid to non-controlling interests	-	-

32. Material partly owned subsidiary

(iii) Advanta Enterprises Limited (consolidated financial statements) (continued)

Summarised balance sheet as at the year end:

INR Crores

Particulars	March 31, 2023	March 31, 2022
Non-current Assets	1,048	-
Current Assets	3,669	-
Non-current Liabilities	(244)	-
Current Liabilities	(1,541)	-
Perpetual Subordinated Capital Securities	-	-
Total equity	2,932	-
Attributable to:		
Equity holders of parent	2,532	-
Non-controlling interest	400	-

Summarised cash flow for the year end:

INR Crores

Particulars	March 31, 2023	March 31, 2022
Operating	(1,587)	-
Investing	(556)	-
Financing	1,638	-
Net (decrease) / increase in cash and cash equivalents.	(505)	-
Attributable to:		
Equity holders of parent	(436)	-
Non-controlling interest	(69)	-

33. Investment in Joint Ventures

a) The Group has a 40% (March 31, 2022 : 40%) interest in Hodogaya UPL Co. Limited, a joint venture incorporated in Japan. Hodogaya UPL Co. Limited is involved in the manufacturing, trading and distribution of crop protection chemicals . The Group's interest in Hodogaya UPL Co. Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

INR Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	0	0
Current assets, including cash and cash equivalents INR 16 Crores (March 31, 2022: INR 16 Crores)	109	121
Current liabilities, including tax payable INR 1 Crores (March 31, 2022: INR 3 Crores)	(51)	(62)
Equity*	58	59
Proportion of the Group's ownership	40%	40%
Carrying amount of the investment	23	24

Note: The Group does not have Goodwill on acquisition of investment in Hodogaya UPL Co. Limited.

INR Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	76	88
Profit for the year	6	8
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	6	8
Group's share of total comprehensive income(40%)	2	3

* Changes in equity also includes movement on account of foreign exchange differences impact of INR (1) crore [March 2022: INR (2) crore]

The group has received dividend of INR 3 Crores from Hodogaya UPL Co. Limited during the year ended March 31, 2023 (31 March 2022: INR 2 Crores)

The joint venture had no contingent liabilities or capital commitments as at March 31, 2023 and March 31, 2022.

b) The Group has a 70% (March 31, 2022 : 70%) interest in Longreach Plant Breeders Management Pty Limited, a joint venture incorporated in Australia. Longreach Plant Breeders Management Pty Limited is involved in the development of wheat seeds. The Group's interest in Longreach Plant Breeders Management Pty Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

INR Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	45	41
Current assets including cash and cash equivalents INR 47 Crores (March 31, 2022: INR 72 Crores).	160	204
Non-current liabilities	(1)	(2)
Current liabilities	(50)	(108)
Equity*	154	135
Proportion of the Group's ownership	70%	70%
Carrying amount of the investment before Goodwill	108	95
Add: Goodwill**	20	21
Carrying amount of the investment	128	115

INR Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	85	123
Profit for the year	23	52
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	23	52
Group's share of total comprehensive income(70%)	16	36

* Changes in equity also includes movement on account of foreign exchange differences impact of INR (3) crore [March 2022: INR 2 crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of INR (1) crore [March 2022: Nil]

The joint venture had no contingent liabilities or capital commitments as at March 31, 2023 and March 31, 2022.

c) The Group has 50% (March 31, 2022 : Nil) interest in Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A), which is involved in the business of sale or distribution of Agri-Inputs; financing of agricultural activities; and rendering services related to information technology and digital solutions applied to the agribusiness sector. The Group's interest in Orígeo Comércio de Produtos Agropecuários S.A is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Orígeo Comércio de Produtos Agropecuários S.A as included in its own financial statements. The following table illustrates the summarised financial information of the Group's investment in Orígeo Comércio de Produtos Agropecuários S.A

INR Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	2	-
Current assets including cash and cash equivalents INR 169 Crores. (March 31, 2022: Nil).	169	-
Non-current liabilities	-	-
Current liabilities	-	-
Equity*	171	-
Proportion of the Group's ownership	50%	0%
Carrying amount of the investment before Goodwill	85	-
Add: Goodwill**	-	-
Carrying amount of the investment	85	-

INR Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	-	-
Profit for the year	(0)	-
	-	-
Total comprehensive income for the year	(0)	-
Group's share of total comprehensive income(70%)	(0)	-

* Changes in equity also includes movement on account of foreign exchange differences impact of INR (0) crore [March 2022: Nil]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of Nil [March 2022: Nil]

The joint venture had no contingent liabilities or capital commitments as at March 31, 2023 and March 31, 2022.

d) Other Joint Ventures

The following is summarised financial information for the Group's interest in immaterial joint ventures, based on the amounts reported in the Group's consolidated financial statements:

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Carrying amount of interests in joint ventures	2	1
Group's share of:		-
- Profit from continuing operations	-	0
- Other comprehensive income	-	-
Total comprehensive income	-	0

34. Investment in Associates

a) The Group has a 45% (March 31, 2022 : 45%) interest in 3SB Produtos Agricolas S.A. , which is involved in business of planting,cultivation and 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.:

INR Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	204	328
Current assets	462	340
Non-current liabilities	(159)	(142)
Current liabilities	(281)	(369)
Equity*	227	157
Proportion of the Group's ownership	45%	45%
Carrying amount of the investment excluding Goodwill	102	71
Goodwill**	60	60
Impact of dilution of Equity holding	-	(6)
Carrying amount of the investment	162	125

INR Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	362	264
Profit for the year	80	94
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	80	94
Group's share of profit for the year	36	42

* Changes in equity also includes movement on account of foreign exchange differences impact of INR 1 crore [March 2022: INR 10 crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of INR 1 crore [March 2022: INR 12 crore]

The associate had contingent liabilities of INR 0.11 Crores (March 31, 2022: INR 0.15 Crores). The associate had no capital commitments as at March 31, 2023 and March 31, 2022.

b) The Group has 33.33% (March 31, 2022 : 33.33%) interest in Serra Bonita Sementes S.A, which is mainly engaged in producing certified soy beans & crop seeds, producing soy beans, corn grains, sorghum grains, millet grains & beans. The Group's interest in Serra Bonita Sementes S.A. is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Serra Bonita Sementes S.A. as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The following table illustrates the summarised financial information of the Group's investment in Serra Bonita Sementes S.A:

INR Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	703	673
Current assets	404	355
Non-current liabilities	(201)	(185)
Current liabilities	(225)	(224)
Non-controlling interest	-	-
Equity*	681	619
Proportion of the Group's ownership	33%	33%
Carrying amount of the investment excluding Goodwill	227	206
Goodwill**	(11)	(11)
Carrying amount of the investment	216	195

INR Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	480	364
Profit for the year	132	107
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	132	107
Group's share of profit for the year	44	36

* Changes in equity also includes movement on account of foreign exchange differences impact of INR 4 crore [March 2022: INR 31 crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of INR (0) crore [March 2022: INR (2) crore]

The associate had contingent liabilities of INR 25 Crores (March 31, 2022: INR 25 Crores). The associate had no capital commitments as at March 31, 2023 and March 31, 2022.

34. Investment in Associates

c) The Group has 39% (March 31, 2022 : 45%) interest in Sinagro Produtos Agropecuarios S.A., which is involved in the business of retail sales and commercial representation of crop protection chemical and seeds. The Group's interest in Sinagro Produtos Agropecuarios S.A. is accounted for using the equity method in the consolidated financial statements. The following table summarises the financial information of Sinagro Produtos Agropecuarios S.A. as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The following table illustrates the summarised financial information of the Group's investment in Sinagro Produtos Agropecuarios S.A.:

INR Crores

Summarised balance sheet	March 31, 2023	March 31, 2022
Non-current assets	659	370
Current assets	4,760	3,242
Non-current liabilities	(60)	(224)
Current liabilities	(4,813)	(3,447)
Equity**	546	(59)
Proportion of the Group's ownership	39%	45%
Carrying amount of the investment excluding Goodwill	212	(27)
Goodwill***	39	39
Impact of dilution of Equity holding	-	3
Unrecognised share of losses	-	-
Carrying amount of the investment*	251	15

*Share of losses has been restricted to the carrying value of the investment in the previous year

INR Crores

Summarised statement of profit or loss	March 31, 2023	March 31, 2022
Revenue	7,182	4,165
Total profit for the year	158	77
Profit for the year after adjustment of unrecognised share of losses	158	33
Other Comprehensive Income(OCI)	-	-
Total comprehensive income for the year	158	33
Group's share of profit for the year	61	15

INR Crores

Unrecognised share of losses of associate	March 31, 2023	March 31, 2022
Cumulative unrecognised share of losses at the beginning of the year	-	(29)
Unrecognised share of losses for the year	-	-
Adjusted against profit for the year	-	29
Cumulative unrecognised share of losses at the end of the year	-	-

* Changes in equity also includes movement on account of foreign exchange differences impact of INR 16 crore [March 2022: Nil crore]

** The increase (decrease) in the amount of goodwill is on account of foreign exchange differences of Nil [March 2022: Nil]

The associate had contingent liabilities of INR 199 Crores (March 31, 2022: INR 62 Crores). The associate had no capital commitments as at March 31, 2023 and March 31, 2022.

d) Other Associates

The following is summarised financial information for the Group's interest in immaterial associates, based on the amounts reported in the Group's consolidated financial statements:

INR Crores

Particulars	March 31, 2023	March 31, 2022
Carrying amount of interests in immaterial associates	104	86
Group's share of:		
- Profit from continuing operations	(3)	2
- Other comprehensive income	-	-
Total comprehensive income	(3)	2

35: Net employee defined benefit liabilities

INR Crores

	March 31, 2023	March 31, 2022
Net employee defined benefit liabilities	275	248
- Gratuity Plan (Note 35 (b) to (g))	105	90
- Defined benefit pension scheme (Note 35(h))	170	158

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

a) The amounts recognised in the statement of Profit or Loss are as follows: INR Crores

(i) Defined Benefit Plan	Gratuity	
	March 31, 2023	March 31, 2022
Current service cost	16	14
Past Service Cost	-	15
Interest cost on benefit obligation	8	3
Expenses recognised in Profit and Loss(under the head Employee Benefit Expenses in Note 23)	**24**	**33**
Return on plan assets	0	1
Net actuarial (gain)/loss recognised during the year	(8)	(2)
Remeasurements recognised in Other Comprehensive Income(OCI)	**(8)**	**(1)**
Total Expenses recognised in total comprehensive income	**17**	**32**
Actual return on plan assets	**0**	**1**

INR Crores

(ii) Defined Contribution Plan	Provident Fund	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Current service cost included under the head Employee Benefit Expense in Note 23	53	51

INR Crores

(iii) Defined Contribution Plan	Superannuation Fund	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Current service cost included under the head Employee Benefit Expense in Note 23	7	8

INR Crores

(iv) Defined Contribution Plan	Pension Fund	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Current service cost included under the head Employee Benefit Expense in Note 23	4	3

b) The amounts recognised in the Balance Sheet are as follows: INR Crores

	Defined Benefit Plan - Gratuity (Funded)	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Present value of funded obligation	210	194
Less: Fair value of plan assets	105	104
Net Liability	105	90

c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

INR Crores

	Gratuity	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Opening defined benefit obligation	194	194
Interest cost	8	8
Current service cost	16	14
Benefits paid	(32)	(17)
Actuarial changes arising from changes in financial assumption	(5)	(2)
Past Service cost	-	15
Exchange difference	30	(19)
Taxes paid	-	(0)
Actual Participants contributions	-	1
Closing defined benefit obligation	**210**	**194**

35: Net employee defined benefit liabilities

INR Crores

d) Changes in the fair value of plan assets are as follows:

	Gratuity	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Opening fair value of plan assets	104	131
Fair Value of plan assets on account of acquisition	-	(38)
Actual employer contributions	-	5
Actual Participants contributions	-	1
Benefits paid	(5)	(5)
Actual expenses	-	(0)
Actual Taxes Paid	-	(0)
Interest income	-	5
Return on plan assets	0	1
Exchange Differences	3	4
Actuarial changes arising from changes in financial assumption	3	(0)
Closing fair value of plan assets	**105**	**104**

	Gratuity	
	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
e) Expected contribution to defined benefit plan in future years	48	48

f) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	Gratuity	
	March 31, 2023	March 31, 2022
	%	%
Investments with insurer under:		
Funds managed by insurer	100	100

g) The principal actuarial assumptions at the Balance Sheet date.

	March 31, 2023	March 31, 2022
Discount rate	1.90%- 8.00%	1.80%- 8.50%
Return on plan assets	1.90%- 8.00%	1.80%- 8.50%
Annual increase in salary costs	7.50%	7.50%
Attrition rate	8.00%	8.00%

A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

Assumptions

Sensitivity Level	**1% increase**	**1% decrease**
	INR Crores	
Impact on defined benefit obligation		
Discount rate	(10)	8
Future salary increases	7	(10)
Withdrawal rate	(8)	(0)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

h) Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

Expected future cashflows	INR in Crores
Expected benefit payments in Financial Year + 1	19
Expected benefit payments in Financial Year + 2	13
Expected benefit payments in Financial Year + 3	18
Expected benefit payments in Financial Year + 4	10
Expected benefit payments in Financial Year + 5	10
Expected benefit payments in Financial Year + 6 to + 10	60
	130

36. Share based payments

During the year ended March 31, 2023, the following employee stock option plan (ESOPs) were in existence. The relevant details of the scheme and the grant are as follows:

1. Employee Stock Option Plan (ESOP) 2022

Nurture Agtech Pvt Ltd, has implemented Employee Stock Options Scheme titled 'Nurture Agtech Stock Option Scheme 2022' dated 01 January 2022 ("ASOS 2022") whereby stock options aggregating to a maximum of 5,01,000 stock options would be granted to eligible employees of the Company.

The said ESOPs to be granted would be treated as equity settled share-based payment and the Company is required to fair value the ESOPs at each financial reporting date using option pricing model for the purpose of financial reporting

This scheme replaces the earlier Employee Stock Options Scheme titled 'AFS AGTech Phantom Option Scheme 2020' dated 18 December 2020 ("APOS 2020") whereby stock options aggregating to a maximum of 1,00,000 stock options would be granted to eligible employees of the Company based on cash settlement.

Terms of Tranche A ESOPs ASOS 2022

Tenure based options to vest over a 4 year period.
Grant date: On or after January 01, 2022
Vesting Period: Over a period of 4 years in equal instalments or such veting schedule as as set out in letter of grant
Exercise price: Exercise price shall be Rs. 100 per share for ESOPs granted as per ASOS 2022
Exercisable event: Upon occurrence of a Liquidity Event.
Exercise period: Maximum by January 01, 2027

The fair value of the share options is estimated at the grant date using Black Scholes Option Pricing ("BSOP") method, taking into account the terms and conditions upon which the share options were granted.

Terms of Tranche B ESOPs of ASOS 2022

Performance based options to vest only upon the following performance conditions being met –
i. 33% vesting: Valuation of the Company is USD 500 million
ii. 67% vesting: Valuation of the Company is USD 1 billion
Grant date: On or after January 01, 2022
Exercise price: Exercise price shall be INR 29,852 per share for ESOPs granted as per ESOP
2019 Exercisable event: Upon occurrence of a Liquidity Event.
Exercise period: Maximum by 30-Jun-2025

The fair value of the share options is estimated at the grant date using Monte Carlo Simulation Pricing ("MCS") method so as to evaluate whether the performance conditions (i.e. Milestone 1 and Milestone 2) have been achieved.

The carrying amount of the ESOP reserve relating to the ESOPs at 31 March 2023 is INR 48 crores (31 March 2022: INR 20 crores)

Nil stock options have been vested as at 31 March 2023 (31 March 2022: Nil). The expense recognised for employee services received during the year is shown in the following table:

Particulars	March 31, 2023	March 31, 2022
Expense arising from equity-settled share-based payment transactions	29	17
Vested options	29	17

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	478,379	86,000
Granted during the year	20,300	479,379
Cancelled during the year*	-	(86,000)
Forfeited during the year	(277,017)	(1,000)
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	221,662	478,379
Vested / Exercisable options	116,505	-

*On account of replacement of old scheme with ASOS 2022 scheme

Valuation of ESOP scheme

The Black Scholes valuation model has been used for computing the fair value for Tranche A stock options considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Weighted average share price/market price (Rs. per share)	3705	3705
Exercise price (Rs. per share)	100	100
Expected volatility	40.72%	40.72%
Life of the options granted (vesting and exercise period) in years	5	5
Expected dividends	-	-
Average risk-free interest rate	6.21%	6.21%
Fair value of option (Rs. per share)	3,631.84	3,631.84

36. Share based payments

The Monte Carlo Simulation Pricing (“MCS”) method has been used for computing the fair value for Tranche B stock options considering the following inputs:

Tranche B	Milestone 1	Milestone 2	Total
Fair value (a)	3,631.84	3,631.84	
Weightage%	33%	67%	100%
No of options (b)	81,173	164,807	245,980
Probability adj. of performance vesting (c)	19.20%	5.20%	
Total Fair value (d) = (a)*(b)*c)	56,603,290	31,124,663	87,727,952
Fair value per option			356.65

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

Cancellation or modification to ESOPs

1. The Company currently has in place a Phantom Stock Option Plan 2020 (“APOS”) under which certain units have been granted to eligible employees. Company has now launched a new Employee Stock Option scheme to enable employees to have the option to truly become owners in the company which is called AFS stock option scheme 2022. This scheme would replace the earlier APOS and employees will receive equivalent value of grants under the ESOP in lieu of the cancelled phantom stock options under the APOS

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	1-Jan-22	1-Jan-22
Weighted average share price/market price (Rs. per share)	3,705	3,705
Exercise price (Rs. 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 (Rs. 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

2. During the current year, Group has granted awards to its employees and employees of subsidiary entity under UPL Limited, Cayman LTI 2023 plan. Awards are granted in the form of Retention Awards and Performance Awards which are described in detail below:

(i) Retention awards

Under the Retention Award, Restricted Stock Unit ("RSU") are granted to employees where employees will have a right to receive equity shares of the Group at no cost subject to rules of the plan. The RSUs are granted to the employees of the Group and to the employees of Subsidiary Companies. The RSU will vest if those employees remain in service till 31 March 2025 ("service condition").

The RSUs can be exercised as soon as they vest after the expiry of vesting period. The RSUs will lapse (to the extent not already exercised) on 1 April 2032 as per the rules of plan. The Group has an option to settle the RSUs in cash or equity shares. The employees only have a right to claim equity settlement for RSUs granted. The Group has an intent to settle the RSUs in equity shares and does not have a past practice of cash settlement. Therefore, Group has classified RSUs as equity-settled.

(ii) Performance Award

Under the Performance Award, performance based share options (PSO) are granted to the employees of the Group and to the employees of subsidiary Companies. The performance based share options will vest if and when the EBITDA, cash flow and Revenue ("non-market performance condition") meets the target setout in the Deed of Grant. The performance period is one year (i.e., from 1 April 2022 to 31 March 2023) under the Deed of Grant. PSOs will vest once the non-market performance conditions are met and the employees remain in service during that period. ("service condition").

Once the PSOs are vested, in case of some PSOs, employees are required to hold the PSOs for two years ("holding period"). The PSOs can be exercised after the expiry of holding period ("non-vesting condition"). The PSOs will lapse (to the extent not already exercised) on 1 April 2032 as per the rules of plan. In some PSOs, the Group has an option to settle the PSOs in cash or equity shares. The employees only have a right to claim equity settlement for PSOs granted. The Group has an intent to settle the PSOs in equity shares and does not have a past practice of cash settlement. Therefore, Group has classified PSOs as equity-settled.

In case of some PSOs, exercise date is dependent on liquity event (i.e., listing, sale shares or any other arragement approved by board). If the liquity event does not occur by 30 June 2023, Group shall use all reasonable endeavours to procure and facilitate the exercise by the Participants to the extent of 33%. If the liquity event does not occur by 30 June 2025, Group shall use all reasonable endeavours to procure and facilitate the exercise by the Participants for the balance PSOs.

The expense recognised for employee services received is shown in the following table:

	31-Mar-23	
	RSU	PSO
Expense arising from equity-settled share-based payment transactions	2	98
Total expense arising from share-based payment transactions	**2**	**98**

There were no cancellations or modifications to the awards during the year ended 31 March 2023.

36. Share based payments

Movements during the year
The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year :

	RSU		PSO	
	Number	WAEP	Number	WAEP
Outstanding at 1 April	96,277	-	5,967,245	In range USD 6.70 - USD 8.30
Granted during the year				
Forfeited during the year	-	-	-	0
Exercised during the year	-	-	-	0
Expired during the year	-	-	-	0
Outstanding at 31 March	**96,277**	**-**	**5,967,245**	**In range USD 6.70 - USD 8.30**
Exercisable at 31 March	-		-	

The following tables list the inputs to the models used for the RSUs and PSOs plans for the years ended 31 March 2023:

Particulars	RSU	PSO
Weighted average fair values at the measurement date	USD 7.79	Within range of USD 1.44 per option to USD 2.21 per option
Dividend yield (%)	-	-
Expected volatility (%)	29%	29%
Risk–free interest rate (%)	4%	4%
Expected life of share options (years)	2 years and 16 days	Approx 2.25 Years
Weighted average share price	USD 7.79	USD 7.79
Model used	Black Scholes	Black Scholes

Expected volatility during the expected term of the options is based on historical volatility of the observed market prices of the Group's publicly-traded equity shares during a period equivalent to the expected term of the options.

37. Commitments and contingencies

A. Commitments:

	March 31, 2023	March 31, 2022
a) Estimated amount of contracts (on account of outstanding contracts and outstanding letter of credits) remaining to be executed on capital account and not provided for (net of advances)	408	492

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.

	March 31, 2023	March 31, 2022
a. Guarantees		
Guarantees given by the Group on behalf of third parties	604	860

b. Tax Contingencies

Amounts in respect of claims asserted by various revenue authorities on the Group, in respect of taxes, which are in dispute, have been tabulated below:

Nature of Tax	March 31, 2023	March 31, 2022
Disputed Excise Duty / Service Tax Liability (excluding interest)	322	355
Disputed Income-tax Liability (excluding interest)	295	338
Disputed Sales-tax Liability	14	23
Disputed Custom duty Liability	112	101
Disputed Fiscal Penalty for cancellation of licenses	33	33

The management believes that the claims made are untenable and is contesting them. As of the reporting date, the management is unable to determine the ultimate outcome of above matters. However, in the event the revenue authorities succeed with enforcement of their assessments, the Group may be required to pay some or all of the asserted claims and the consequential interest and penalties, which would reduce net income and could have a material adverse effect on net income in the respective reported period.

c. Amount in respect of other claims

Nature of Claim	March 31, 2023	March 31, 2022
Claims payable to growers.	37	32
Other Claims (claims related to contractual and other disputes)	855	637
Claims against the Group not acknowledged as debts.	11	59

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

i. plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;
ii. the proceedings are in early stages;
iii. there is uncertainty as to the outcome of pending appeals or motions or negotiations;
iv. there are significant factual issues to be resolved; and/or
v. there are novel legal issues presented.

However, in respect of the above matters, management does not believe, based on currently available information, that the outcomes of the litigation, will have a material adverse effect on the Group's financial condition, though the outcomes could be material to the Group's operating results for any particular period, depending, in part, upon the operating results for such period.

Pursuant to the judgment of the Supreme Court of India on February 28, 2019 regarding the allowances to be considered for computing Provident Fund liability, certain components of compensation hitherto excluded from PF need to be included. There are interpretative challenges in application of the judgment retrospectively and the Parent has been legally advised that the judgment would be applicable prospectively. The consolidated financial statements disclose a contingent liability in this regard. No provision has been made for the year ended March 31, 2023 and March 31, 2022.

38. Research and development costs

Research and Development costs, as certified by the Management.	March 31, 2023 INR Crores	March 31, 2022 INR Crores
a) Revenue expenses debited to appropriate heads in statement of Profit or Loss	1,093	879
b) Capital Expenditure	102	61

39. Related Party Disclosures:

a) Name of other related parties with whom transactions have taken place during the year.

i) **Joint Venture Companies:**
United Phosphorus (Bangladesh) Limited
Hodogaya UPL Co. Limited
Longreach Plant Breeders Management Pty Limited
Bioplanta Nutricao Vegetal,Industria e Comercio S.A.
Orígeo Comércio de Produtos Agropecuários S.A (FKA UBDS Comercio de Produtos Agropecuarios S.A)

ii) **Associate Companies:**
Kerala Enviro Infrastructure Limited
Weather Risk Management Services Private Limited
3SB Produtos Agrícolas S.A.
Sinagro Produtos Agropecuários S.A.
Serra Bonita Sementes S.A.
Chemiesynth (Vapi) Limited
Universal Pesto Chem Industries (India) Private Limited
Agri Fokus (Pty) Ltd.
Novon Retail Company (Pty) Ltd.
Agronamic (Pty) Ltd.
Novon Protecta (Pty) Ltd
Silvix Forestry (Pty) Ltd.
Nexus AG (Pty) Ltd
Dalian Advanced Chemical Co.Ltd.
Société des Produits Industriels et Agricoles
Callitogo SA
Ingen Technologies Private Limited
Eswatini Agricultural Supplies Limited
Pixofarm GmbH
Seara Comercial Agricola Ltda.

iii) **Enterprises over which key management personnel and their relatives have significant influence (Other Related Parties):**
BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)
Bloom Packaging Private Limited
Bloom Seal Containers Private Limited
Daman Ganga Pulp and Papers Private Limited
Demuric Holdings Private Limited
Enviro Technology Limited
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
Accolade Properties Private Limited
IBI Brasil Empreendimentos e Participacoes S.A. (with effect from 1st Nov, 2022)

iv) **Key Management Personnel and their relatives :**
Directors and their relatives
Mr. Rajnikant D. Shroff (up to 30th November 2022) *
Mr. Jaidev R. Shroff
Mr. Vikram R. Shroff
Mrs. Sandra R. Shroff (up to 31st August 2020) *
Mr. Arun Ashar (up to 30th Nov, 2022)
Mr. Raj Tiwari - Whole time Director (with effect from 1st Nov, 2022)
Mr. Navin Ashar (up to 30th Nov, 2022) *
Mr. Hardeep Singh
Mr. Vasant Gandhi
Mr. Suresh Kumar (with effect from 20th Oct, 2022)
Mr. Pradeep Goyal (up to 30th Nov, 2022)
Mr. Carlos Pellicer (with effect from 1st Nov, 2022)
Dr. Reena Ramchandran (up to 30th Nov, 2022)
Mrs. Shilpa Sagar*
Mrs. Naina Lal Kidwai (with effect from 1st Oct, 2021)
Mr. Anand K Vora - Chief Financial Officer
Mr. Sandeep Deshmukh - Company Secretary
* Relative of key management personnel.

Note 39 Related Party Disclosure (continued)

(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.

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
1.	INCOME								
a)	SALE OF GOODS	270	1,761	3	2,034	85	1,122	3	1,210
	Sinagro Produtos Agropecuários S.A.	-	*871*	-	871	-	*417*	-	417
	Hodogaya UPL Co. Limited	*57*	-	-	57	*81*	-	-	81
	Orígeo Comércio de Produtos Agropecuários S.A	*210*	-	-	210				
	3SB Productos Agricolas S.A.	-	*87*	-	87	-	*26*	-	26
	Nexus AG (Pty) Ltd	-	*160*	-	160	-	*151*	-	151
	Novon Protecta (Pty) Ltd	-	*231*	-	231	-	*164*	-	164
	Agronamic (Pty) Ltd.	-	*132*	-	132	-	*123*	-	123
	Novon Retail Company (Pty) Ltd.	-	*113*	-	113	-	*101*	-	101
	Agri Fokus (Pty) Ltd.	-	*107*	-	107	-	*63*	-	63
	Others	*3*	*60*	*3*	66	*4*	*77*	*3*	84
b)	MANAGEMENT FEES	-	-	3	3	-	-	3	3
	Tatva Global Environment Private Limited	-	-	-	-	-	-	*1*	1
	Uniphos Enterprises Limited	-	-	-	-	-	-	*1*	1
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	-	-	-	-	*1*	1
	Others	-	-	*3*	3	-	-	*0*	0
c)	RENT RECEIVED	-	-	1	1	-	-	0	0
	Others	-	-	*1*	1	-	-	*0*	0
d)	GROUP RECHARGE	2	0	-	2	2	-	-	2
	Longreach Plant Breeders Management Services Pty Limited	2	-	-	2	2	-	-	2
	Others	-	*0*	-	*0*	-	-	-	-

Note 39 Related Party Disclosure (continued)

(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.

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
e)	ROYALTY RECEVIED	12	-	-	12	15	-	-	15
	Longreach Plant Breeders Management Services Pty Limited	*12*	-	-	12	*15*	-	-	15
f)	COMMISSION INCOME	-	-	4	4	-	-	-	-
	IBI Brasil Empreendimentos e Participacoes S.A.	-	-	*4*	4	-	-	-	-
g)	OTHER INCOME	1	-	-	1	1	-	-	1
	Others	*1*	-	-	1	*1*	-	-	1
2.	EXPENSES								
a)	PURCHASES OF GOODS	-	4	178	182	0	11	169	180
	Hodogaya UPL Co. Limited	-	-	-	-	-	-	-	-
	Bloom Seal Containers Private Limited	-	-	*57*	57	-	-	*60*	60
	Bloom Packaging Private Limited	-	-	*45*	45	-	-	*24*	24
	Ultima Search	-	-	*34*	34	-	-	*24*	24
	Pentaphos Industries Private Limited	-	-	*1*	1			*37*	37
	Others	-	*4*	*41*	45	*0*	*11*	*24*	35
b)	Property, plant and equipment	-	-	4	4	-	-	5	1
	Uniphos Envirotronic Private Limited	-	-	*1*	1	-	-	*1*	1
	JRF America	-	-	-	-			*2*	
	JRF International	-	-	*3*	3			*2*	
c)	OTHER EXPENSES	-	-	8	8	-	-	0	0
	JRF International	-	-	*4*	4	-	-	-	-
	Others	-	-	*4*	4	-	-	*0*	0

Note 39 Related Party Disclosure (continued)

(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.

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
d)	SERVICES	0	7	124	131	1	7	98	106
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	*114*	114	-	-	*87*	87
	Chemie Synth (Vapi) Limited.	-	*6*	-	6	-	*7*	-	7
	Others	*0*	*1*	*10*	11	*1*	*0*	*11*	12
e)	RENT	-	-	7	7	-	-	2	2
	JRF America Inc	-	-	*1*	1			*1*	1
	ACCOLADE PROPERTIES PVT LTD	-	-	*6*	6	-	-	-	-
	Others	-	-	*0*	0	-	-	*1*	1
f)	COMMISSION EXPENSE	-	9	-	9	-	7	-	7
	Agri Fokus (Pty) Ltd.	-	1	-	1	-	1	-	1
	Novon Retail Company (Pty) Ltd.	-	2	-	2	-	1	-	1
	Agronamic (Pty) Ltd.	-	*2*	-	2	-	*2*	-	2
	Nexus AG (Pty) Ltd	-	*1*	-	1	-	*2*	-	2
	Others	-	*3*	-	3	-	*1*	-	1
g)	GROUP RECHARGE	2	-	-	2	0	-	-	0
	Longreach Plant Breeders Management Services Pty Limited	*2*	-	-	2	*0*	-	-	0
h)	*SALES PROMOTION EXPENSE*	-	-	-	-	-	-	2	2
	Uniphos Envirotronic Private Limited	-	-	-	-			*2*	*2*

Note 39 Related Party Disclosure (continued)

(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.

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
3.	FINANCE								
a)	INTEREST INCOME	5	1	0	6	5	-	1	6
	Tatva Global Environment Private Limited	-	-	0	0	-	-	-	-
	Longreach Plant Breeders Management Services Pty Limited	*4*	-	-	4	*5*	-	-	5
	Others	*1*	*1*	*0*	2	-	-	*1*	1
b)	INTEREST EXPENSE	*0*	*3*	-	*3*	*3*	-	-	*3*
	Agri Fokus (Pty) Ltd.	-	*3*	-	*3*	-	-	-	-
	Longreach Plant Breeders Management Services Pty Limited	-	-	-	-	*3*	-	-	*3*
	Others	*0*	*0*	-	*0*	*0*	-	-	*0*
c)	LOAN GIVEN	27	-	-	27	-	-	-	-
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*27*	-	-	27	-	-	-	-
d)	ADVANCES/ DEPOSIT / LOANS RECEIVED BACK	36	-	1	37	-	-	12	12
	Longreach Plant Breeders Management Services Private Limited	36	-	-	36				
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	*1*	1	-	-	*2*	2
	Urbania Realty LLP	-	-	-	-	-	-	*10*	10
	Others	-	-	*0*	0	-	-	-	-

UPL Limited
Notes to consolidated financial statements for the year ended March 31, 2023

Note 39 Related Party Disclosure (continued)

(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.

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
e)	DIVIDEND RECEIVED	3	27	-	30	2	16	-	18
	Hodogaya UPL Co. Limited	*3*	-	-	3	*2*	-	-	2
	Serra Bonita Sementes S.A.	-	*27*	-	27	-	*14*	-	14
	Others	-	*0*	-	0	-	*2*	-	2
f)	INVESTMENT MADE	*91*	*181*	-	*272*	-	-	-	-
	Kerala Enviro Infrastructure Limited	-	*5*	-	*5*	-	-	-	-
	Novon Protecta (Pty) Ltd	-	*15*	-	*15*	-	-	-	-
	Sinagro Produtos Agropecuários S.A.	-	*161*	-	*161*	-	-	-	-
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*7*	-	-	*7*	-	-	-	-
	Orígeo Comércio de Produtos Agropecuários S.A	*84*	-	-	*84*	-	-	-	-
4.	REIMBURSEMENTS								
a)	RECEIVED	-	-	0	0	-	-	1	1
	Uniphos Envirotronic Private Limited	-	-	*0*	0	-	-	*0*	0
	Ultima Search	-	-	*0*	0	-	-	*1*	1
	Others	-	-	*0*	0	-	-	*0*	0
b)	MADE	-	-	0	0	-	-	0	0
	Ultima Search	-	-	-	-	-	-	-	-
	Others	-	-	*0*	0	-	-	*0*	0
5.	OUTSTANDINGS AS AT BALANCE SHEET DATE								
a)	PAYABLES	35	7	31	73	42	2	31	75
	Longreach Plant Breeders Management Services Pty Limited	*34*	-	-	34	*41*	-	-	41
	Sinagro Produtos Agropecuários S.A.	-	*4*	-	4	-	*1*	-	1
	Hodogaya UPL Co. Limited	*1*	-	-	1	*1*	-		1
	Bloom Seal Containers Private Limited	-	-	*10*	10	-	-	*8*	8
	Others	-	*3*	*21*	24	-	*1*	*23*	24

Note 39 Related Party Disclosure (continued)

(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.

	Nature of Transactions	March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
b)	RECEIVABLES	232	1,214	12	1,458	22	485	4	511
	Hodogaya UPL Co. Limited	*12*	-	-	12	*20*			20
	Orígeo Comércio de Produtos Agropecuários S.A	*220*	-	-	220	-	-	-	-
	3SB Produtos Agrícolas S.A.	-	*95*	-	95		*28*		28
	Sinagro Produtos Agropecuários S.A.	-	*796*	-	796		*147*		147
	Longreach Plant Breeders Management Services Pty Limited	-	-	-	-	*1*			1
	Novon Protecta (Pty) Ltd	-	*112*	-	112		*129*		129
	Agronamic (Pty) Ltd.	-	*74*	-	74		*52*		52
	Novon Retail Company (Pty) Ltd.	-	*48*	-	48		*41*		41
	Nexus AG (Pty) Ltd	-	*56*	-	56		*48*		48
	Others	-	*33*	*12*	45	*1*	*40*	*4*	45
c)	LOANS / INTER CORPORATE DEPOSITS GIVEN	57	-	0	57	67	-	-	67
	Longreach Plant Breeders Management Services Pty Limited	*29*	-	-	29	*67*	-	-	67
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*28*	-	-	28				
	Bloom Packaging Private Limited	-	-	-	-	-	-		-
	Others	-	-	*0*	0	-	-	-	-
d)	INTEREST RECEIVABLES	1	-	-	1	-	-	-	-
	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	*1*	-	-	1	-	-	-	-
e)	GUARANTEE GIVEN	-	-	604	604	-	-	*11*	11
	IBI Brasil Empreendimentos e Participacoes S.A.			*592*	592	-	-	-	-
	JRF America	-	-	*12*	12	-	-	*11*	11

Note 39 Related Party Disclosure (continued)

(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.

Nature of Transactions		March 31, 2023				March 31, 2022			
		Joint Ventures	Associates	Other related parties	TOTAL	Joint Ventures	Associates	Other related parties	TOTAL
f)	DEPOSITS GIVEN	-	-	4	4	-	-	5	5
	BEIL Infrastructure Limited (Previously known as Bharuch Enviro Infrastructure Limited)	-	-	-	-	-	-	*1*	1
	Daman Ganga Pulp and Papers Private Limited	-	-	*4*	4	-	-	*4*	4
	Bloom Packaging Private Limited	-	-	-	-	-	-	-	-
	Others	-	-	*0*	0	-	-	-	-

Note 39 Related Party Disclosure (continued)

c) Transactions with key management personnel of the Holding Company and their relatives

Nature of Transactions	Year ended March 31, 2023 INR Crores	Year ended March 31, 2022 INR Crores
Remuneration (refer note 1 below)		
Short term benefits	185	117
Post-Employment benefits	-	4
Share based payments	18	-
	203	**121**
Rent paid	2	2
Commission	2	1
Professional fees	-	1
Sundry Deposits Given	-	0
Loan repaid	19	-
Outstandings as at the Balance Sheet Date	11	14

Note

1 This includes short term employee benefits and key management personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19- Employee Benefits. As these employee benefits are lumpsum such amounts provided on the basis of actuarial valuation, the same is not included above.

2 **Terms and conditions of transactions with related parties**

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

40. Segment information

In the periods presented, the CEO and group of COO/CFO/Executive directors reviewed and evaluated the Group's operating performance to make decisions about resource to be allocated and has been identified as the CODM. Utilizing the internal reporting information provided to the CODM, it has been determined that the Group has 3 business reporting segments - Crop protection, Seeds business & Others. During the year, the changes in the internal organisation restructuring resulted in the change in composition of reportable business segments, and hence a new business segment in the name of 'Seeds business' has been added and accordingly the comparative period has been restated.

(A) Primary Segment Reporting (by Business Segment)

Sr. No.	Particulars	March 31, 2023					March 31, 2022				
		Crop protection	Seeds business	Non-Agro	Unallocated	Total	Crop protection	Seeds business	Non-Agro	Unallocated	Total
1	**Revenue from operations (net)**										
a	External	47,568	3,603	2,741	4	53,916	41,302	2,868	2,422	4	46,596
c	Intersegment	(340)	-	-	-	(340)	(356)	-			(356)
	Total	**47,228**	**3,603**	**2,741**	**4**	**53,576**	**40,946**	**2,868**	**2,422**	**4**	**46,240**
2	**Segment Results**										
a	Contribution	7,956	686	303	-	8,945	7,644	604	367	-	8,615
	Total Segment Results	**7,956**	**686**	**303**	**-**	**8,945**	**7,644**	**604**	**367**	**-**	**8,615**
	Less :										
	(i) Finance Costs					2,963					2,295
	(ii) Unallocable Expenditure / Income (net)					819					1,164
	(iii) Share of profit/(loss) of associates and joint ventures					157					134
	(iii) Exceptional items (refer note no. 27)					170					324
	Total Profit before Tax					**5,150**					**4,966**
	Provision for tax										
	Current tax					1,566					1,048
	Adjustments of tax relating to earlier years					(60)					48
	Deferred tax					(770)					(567)
	Profit for the year attributable to					**4,414**					**4,437**
	Owners of the parent					3,570					3,626
	Non-controlling interest					844					811
	Other Information										
	Segment Assets	72,940	3,462	1,392	10,783	88,577	66,431	3,271	1,504	11,473	82,679
	Segment Liabilities	24,231	1,610	894	26,413	53,148	21,978	1,400	814	29,179	53,371
	Capital Expenditure	1,892	86	542	68	2,588	2,074	119	49	426	2,668
	Depreciation	931	36	69	39	1,075	816	28	70	44	958
	Amortization	1,295	64	15	98	1,472	1,238	55	15	94	1,402
	Non cash expenses other than depreciation	6	19	(1)	-	24	70	10	-	-	80

(B) Secondary Segment Reporting (by Geographical location of the customers)

Particulars	March 31, 2023					
	India	Europe	North America	Latin America	ROW	Total
Revenue by geographical market	6,539	7,324	8,735	21,975	9,002	53,576
Carrying amount of Non Current Operating Assets (Non Current Assets for this purpose consists of property, plant and equipment, right-of-use assets ,Capital work-in-progress, Intangible assets, Intangible assets under development and other non current assets)	6,483	9,244	6,125	12,471	7,561	41,884

Particulars	March 31, 2022					
	India	Europe	North America	Latin America	ROW	Total
Revenue by geographical market	5,687	6,893	7,808	18,039	7,812	46,240
Carrying amount of Non Current Operating Assets (Non Current Assets for this purpose consists of property, plant and equipment, right-of-use assets ,Capital work-in-progress, Intangible assets, Intangible assets under development and other non current assets)	5,766	8,558	5,784	11,766	7,374	39,250

Countries with revenue in excess of 10 percent of consolidated revenue consisted of Brazil, U.S.A and India. Revenue for the years ended 31 March 2023 and 31 March 2022 for Brazil aggregated to INR 14,634 crore and INR 12,120 crore, respectively, for the U.S.A. aggregated to INR 7,742 crore and INR 7,021 crore, respectively and for India aggregated to INR 6,245 crore and INR 5,498 crore, respectively.

Countries with non current operating assets in excess of 10 percent of consolidated Non Current Operating Assets at 31 March 2023 are Brazil, India and the U.S.A which aggregated to INR 7,020 crore, INR 6,483 crore and INR 6,086 crore respectively. Further, Countries with non current operating assets in excess of 10 percent of consolidated Non Current Operating Assets 31 March 2022 are Brazil, India and the U.S.A which aggregated to INR 6,744 crore, INR 5,766 crore and INR 5,742 crore respectively.

Notes

(1) The business of the Group is divided into three business segments. These segments are the basis for management control and hence form the basis for reporting. The business of each segment comprises of :

a) Crop Protection - This is the main area of the Group's operation and includes the manufacture and marketing of conventional agrochemical products, and other agricultural related products.

b) Seeds business - This is the one of the area of the Group's operation and includes the manufacture and marketing of seeds.

c) Non-Agro - This includes manufacture and marketing of industrial chemical and other non agricultural related products.

(2) Capital expenditure consist of additions of property, plant and equipment and intangible assets.

(3) Segment Revenue in the above segments includes sales of products net of taxes.

(4) Inter Segment Revenue is taken as comparable third party average selling price for the year.

(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

	March 31, 2023 INR crores	March 31, 2022 INR crores
Movement of Goodwill		
At beginning of the period	18,364	17,689
Acquisition (Refer Note (i) below)		
-Pt Excel Meg Indo and PT Ace Bio Care (Refer Note(i))	-	46
Effect of movements in exchange rates	1,534	629
	19,898	18,364

The Group performs its annual impairment test for Goodwill acquired through business combinations and Brands with indefinite useful lives.

For the purpose of impairment testing, goodwill and brand has been allocated to the Group's CGU as follows:

Cash Generating Unit (CGU)	March 31, 2023 INR crores	March 31, 2022 INR crores
Europe	4,100	3,779
Brazil	5,361	4,949
Latin America	3,237	2,985
North America	3,213	2,955
Rest of the World	3,987	3,696
Total Goodwill	19,898	18,364
Add: Brand	451	416
Grand Total	20,349	18,780

The recoverable amount of the 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.

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.

Cash Generating Unit (CGU)	Growth Rate March 31, 2023	Discount rate March 31, 2023	Growth Rate March 31, 2022	Discount rate March 31, 2022
Europe	3%	12%	3%	10%
Brazil	8%	15%	8%	12%
LATAM	8%	14%	8%	14%
North America	8%	9%	8%	9%
Rest of the World	8%	10%-13%	8%	11%-12%

The discount rate reflect management's estimate of risk specific to each CGU. The cashflow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on Management's estimate of the long term compound annual EBITDA growth rate, consistent with the assumptions that a market 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

Name of subsidiary company	Date of Acquisition	% Holding
Pt Excel Meg Indo and PT Ace Bio Care (Refer Note(i))*	December 28, 2021	100%

*The group has acquired 80% interest in Pt Excel Meg Indo and PT Ace Bio Care. However, Group has entered into forward purchase agreement with its founder shareholder to acquire balance 20% interest on 30 June 2024. The group has an call option to acquire 20% interest on occurrence of specific events mentioned in the agreement.

The group has elected to apply anticipated-acquisition method as per accounting policy choice available and the contract has been accounted for as an anticipated acquisition of underlying NCI.

41. Goodwill and acquisition of a subsidiary (continued)
(i) Consideration transferred for Pt Excel Meg Indo and PT Ace Bio Care

The following table summarises the acquisition date fair value consideration :

	INR crores
Cash (Including payments already made and future payments to be made as per the contract)	146
Contingent considerations	123
Total consideration	**269**

On 28 December 2021 (date of acquisition), the Group completed an acquisition of 100% of the shares of Pt Excel Meg Indo, an agrochemical company based in Indonesia and its subsidiary (PT Ace Bio Care), for a consideration of INR 269 Crores and goodwill recognised of INR 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.

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 INR 123 Crores.

Significant unobservable valuation inputs are provided below:

Assumed probability-adjusted average EBIDTA of Pt Excel Meg Indo and PT Ace Bio Care	INR 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:

	INR Crores March 31, 2023	INR Crores March 31, 2022
Opening balance	106	Nil
Liability arising on business combination	-	123
Unrealised fair value changes recognised in profit or loss	8	2
Less: Payment made	-	20
Effect of foreign exchange	8	1
Closing balance	**122**	**106**

A. Goodwill

Goodwill arising from the acquisition has been recognised as follows:	INR crores
Consideration transferred	269
Fair valuation of identified net assets on date of acquisition	(223)
	46

41. Goodwill and acquisition of a subsidiary (continued)

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:

	INR crores
Total consideration	269
Less: Cash & cash equivalents acquired	6
Total consideration paid net of cash acquired (A)	**263**
Intangible assets	95
Tangible assets	37
Working capital	114
Deferred tax liabilities (primarily arising on account of Purchase Price Allocation)	(29)
Others	-
Total net identifiable assets (B)	**217**
Goodwill (A-B)	**46**

The fair value of the net assets acquired has been determined by the Management with the assistance of an external expert. The goodwill of INR 46 crores comprises the value of expected synergies arising from the acquisition.

Working capital as on acquisition date includes trade receivables of INR 73 Crores having gross contractual amount receivable of INR 76 Crore. Provision for ECL is INR 3 crores.

Measurement of fair values

Purchase price accounting is finalised during the year and there is no change in the fair values as per provisional and final Purchase price allocation.

The valuation techniques used for measuring the fair values of material assets acquired were as follows:

Assets Acquired	Valuation technique used
General	The relevant intangible assets were identified and assessed and its valuation is conducted by applying Income, Market and / or Cost approach based on market participant perspective.
Identified Intangible assets	The relevant intangible assets are identified, assessed and conducted valuation by applying Income, Market and / or Cost approach based on market participant perspective.
Identified Tangible assets	Tangible Assets are considered at Book Value considering the nature of the net property, plant and equipment except Land & Building. Book values are fairly representative of the fair value. The fair value of land and building is based on the land valuation report.
Inventory / Working capital	Inventory was fair valued after considering a step-up over book value. Working capital is considered at book value that is fairly representative of the fair value.

Contingent consideration (Sensitivity analysis)

Increase / Decrease in basis points	Effect on profit or (loss)	Effect on equity
Mar-23		
Discounting rate		
+50	0.46	0.39
-50	(0.46)	(0.39)
Mar-22		
Discounting rate		
+50	0.10	0.09
-50	(0.10)	(0.09)

There would be no sensitivity impact on account of changes in EBITDA assumptions, as the maximum range of assumptions is considered while valuing the contingent consideration

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

S.No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023								March 31, 2022							
				Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
1	Parent	1000	UPL Limited	10%	3,050	20%	701			15%	701	23%	5,653	39%	1,430			31%	1,430
2	Subsidiaries																		
	Indian	1060	UPL GLOBAL BUSINESS SERVICES LIMITED	0%	8	0%	6			0%	6	0%	2	0%	3			0%	3
		1200	SWAL Corporation Limited	0%	28	3%	117			3%	117	0%	121	0%	1			0%	1
		1300	United Phosphorus (India) LLP	1%	160	1%	24			1%	24	1%	150	1%	49			1%	49
		1350	United Phosphorus Global LLP	0%	(7)	0%	(7)			0%	(7)	0%	0	0%	0			0%	0
		1400	UPL SUSTAINABLE AGRI SOLUTIONS LIMITED	6%	1,832	5%	181			4%	181	0%	91	0%	15			0%	15
		1450	Agrinet Solution Limited	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		1500	Arysta LifeScience India Limited	1%	307	3%	115			2%	115	1%	183	1%	45			1%	45
		1530	Arysta LifeScience Agriservice Private Limited	0%	0	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		1540	Arysta Agro Private Limited	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		1550	Arysta LifeScience Services LLP	0%	0	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		1600	Natural Plant Protection Limited	0%	(12)	0%	(6)			0%	(6)	0%	(5)	0%	(4)			0%	-4
		1700	Nurture Agtech Pvt Ltd. (FKA AFS Agtech Pvt. Limited)	-1%	(304)	-7%	(244)			-5%	(244)	0%	(65)	-3%	(107)			-2%	-107
		1070	UPL SPECIALITY CHEMICALS LIMITED	0%	21	0%	1			0%	1								
		1090	UPL Agri Science Private Limited	0%	0	0%	(0)			0%	(0)								
		1150	Kudos Chemie Ltd	0%	11	-1%	(39)			-1%	(39)								
		1250	Nature Bliss Agro Private Limited	0%	(1)	0%	(1)			0%	(1)								
		1900	Advanta Enterprises Private Limited	4%	1,161	1%	53			1%	53								
		1800	Fed Of Agri-Value Chain,Mfg	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
										0%	-								
	Foreign	2010	ANESA S.A.	0%	-	0%	-			0%	-	0%	-	-2%	(89)			-2%	-89
		2020	Arysta LifeScience Benelux SPRL	4%	1,182	7%	250			5%	250	4%	872	7%	262			6%	262
		2025	Arysta LifeScience Ougree Production Sprl	1%	167	1%	32			1%	32	1%	125	0%	16			0%	16
		2030	UPL EUROPE LIMITED	-11%	(3,224)	-97%	(3,464)			-74%	(3,464)	-26%	(6,530)	78%	2,842			61%	2,842
		2035	Arysta LifeScience U.K. BRL Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2040	Arysta LifeScience UK & Ireland Ltd	0%	(0)	0%	-			0%	-	0%	(0)	0%	(3)			0%	-3
		2045	United Phosphorus Global Services Limited	1%	175	0%	(2)			0%	(2)	-2%	(506)	0%	(1)			0%	-1
		2060	United Phosphorus Polska Sp.z o.o - Poland	0%	-	0%	0			0%	0	0%	(0)	0%	-			0%	-
		2065	Arysta LifeScience U.K. JPY Limited	4%	1,215	2%	61			1%	61	5%	1,157	-82%	(2,960)			-64%	-2,960
		2070	Arysta LifeScience U.K. Limited	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		2075	Arysta Lifescience U.K. Holdings Limited	0%	-	0%	-			0%	-	0%	69	0%	-			0%	-
		2080	UPL Agricultural Solutions Romania SRL	0%	39	0%	13			0%	13	0%	22	0%	5			0%	5
		2085	UPL Global Limited (FKA Arysta LifeScience Global Limited)	-21%	(6,310)	103%	3,681			79%	3,681	-7%	(1,653)	-12%	(421)			-9%	-421

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

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				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
		2090	Arysta LifeScience Switzerland Sarl	0%	-	0%	0			0%	0	0%	0	0%	(0)			0%	-0
		2095	Arysta LifeScience U.K. CAD Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2100	UPL Benelux B.V.(Formerly Known as AgriChem B.V.)	1%	254	1%	42			1%	42	1%	198	1%	22			0%	22
		2165	Arysta LifeScience European Investments Limited	0%	-	0%	-			0%	-	0%	0	0%	-			0%	-
		2175	Arysta LifeScience Great Britain Ltd	0%	15	0%	9			0%	9	0%	(5)	0%	(7)			0%	-7
		2180	Arysta LifeScience U.K. USD Limited	0%	-	0%	-			0%	-	0%	(0)	0%	-			0%	-
		2185	Arysta LifeScience Registrations Great Britain Ltd	0%		0%				0%	-	0%	-	0%	-			0%	-
		2190	UPL Deutschland GmbH	0%	46	0%	6			0%	6	0%	19	0%	12			0%	12
		2195	Arysta LifeScience U.K. EUR Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2200	Cerexagri B.V. - Netherlands	0%	14	0%	(8)			0%	(8)	0%	23	-1%	(41)			-1%	-41
		2220	Arysta LifeScience Netherlands BV	1%	370	1%	22			0%	22	1%	327	1%	31			1%	31
		2245	UPL Agricultural Solutions Holdings BV	9%	2,797	4%	158			3%	158	19%	4,611	12%	430			9%	430
		2250	UPL Holding Cooperatief U.A	-10%	(3,106)	-1%	(36)			-1%	(36)	-23%	(5,737)	-3%	(109)			-2%	-109
		2255	UPL Agricultural Solutions Netherlands BV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2260	UPL Holdings BV	5%	1,539	3%	100			2%	100	10%	2,498	49%	1,781			38%	1,781
		2265	Arysta LifeScience Technology BV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2270	Decco Worldwide Post-Harvest Holdings Cooperatief U.A.	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	-0
		2275	Dutch Agricultural Formations CV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2280	Decco Worldwide Post-Harvest Holdings B.V.	0%	(73)	0%	(7)			0%	(7)	0%	(67)	0%	7			0%	7
		2285	Netherlands Agricultural Technologies CV	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2290	UPL Holdings Brazil B.V.	0%	9	-1%	(20)			0%	(20)	-1%	(359)	0%	(11)			0%	-11
		2310	Advanta Holdings BV, Netherland	-5%	(1,602)	4%	136			3%	136	-7%	(1,804)	-1%	(51)			-1%	-51
		2320	Advanta Netherlands Holdings BV,Netherlands	1%	323	0%	(14)			0%	(14)	1%	282	-1%	(25)			-1%	-25
		2330	United Phosphorus Holdings UK Ltd	0%	(1)	0%	12			0%	12	3%	644	16%	596			13%	596
		2400	UPL Italia S.R.L.	0%	119	0%	(0)			0%	(0)	0%	114	0%	12			0%	12
		2440	UPL Agricultural Solutions	0%	24	0%	(0)			0%	(0)	0%	23	0%	(4)			0%	-4
		2470	UPL Bulgaria EOOD	0%	58	1%	21			0%	21	0%	34	0%	15			0%	15
		2475	UPL Hellas S.A	0%	12	0%	(1)			0%	(1)	0%	12	0%	7			0%	7
		2480	UPL Portugal Unipessol, Ltda.	0%	1	0%	4			0%	4	0%	(4)	0%	3			0%	3
		2500	UPL IBERIA, SOCIEDAD ANONIMA	0%	136	0%	16			0%	16	0%	111	0%	14			0%	14

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

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				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
		2530	Vetopharma Iberica SL	0%	-	0%	(0)			0%	(0)	0%	0	0%	2			0%	2
		2540	Naturagri Soluciones, SLU	0%	52	0%	0			0%	0	0%	46	0%	1			0%	1
		2580	Decco Iberica Postcosecha, S.A.U., Spain	1%	211	1%	22			0%	22	1%	176	1%	25			1%	25
		2590	Transterra Invest, S. L. U., Spain	0%	(96)	0%	9			0%	9	0%	(99)	0%	5			0%	5
		2600	Cerexagri S.A.S.	2%	461	-1%	(18)			0%	(18)	2%	429	0%	7			0%	7
		2630	Neo-Fog S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2680	UPL Switzerland AG	0%	13	0%	(2)			0%	(2)	0%	14	0%	13			0%	13
		2700	UPL France(formerly Known as AS pen SAS)	0%	(72)	0%	6			0%	6	0%	(73)	0%	17			0%	17
		2730	Arysta LifeScience S.A.S.	1%	363	2%	65			1%	65	2%	415	1%	45			1%	45
		2740	Arysta LifeScience France SAS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2750	United Phosphorus Switzerland Limited.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2760	Agrodan, ApS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2780	UPL Europe Supply Chain GmbH	0%	(144)	1%	50			1%	50	-1%	(260)	4%	141			3%	141
		2800	Decco Italia SRL,Italy	0%	66	0%	4			0%	4	0%	67	0%	5			0%	5
		2810	Natural Plant Protection S.A.S.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2820	Arysta LifeScience Holdings France SAS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2830	Goemar Developpement SAS	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2840	Laboratoires Goemar SAS	-1%	(205)	1%	52			1%	52	-1%	(241)	2%	60			1%	60
		2860	Vetopharma SAS	1%	321	2%	54			1%	54	1%	247	1%	45			1%	45
		2870	Betel Reunion S.A.	0%	6	0%	0			0%	0	0%	5	0%	(0)			0%	-0
		2880	Arysta LifeScience Europe Sarl	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2890	Sci PPWJ	0%	1	0%	0			0%	0	0%	1	0%	0			0%	0
		2900	Limited Liability Company "UPL"	0%	100	1%	22			0%	22	0%	110	1%	18			0%	18
		2910	UPL Czech s.r.o. (FKA Arysta LifeScience Czech s.r.o.)	0%	47	0%	11			0%	11	0%	32	0%	5			0%	5
		2920	UPL Hungary Kereskedelmi és Szolgáltató Korlátolt Felelősség	0%	67	0%	13			0%	13	0%	62	0%	8			0%	8
		2930	Advanta Seeds Ukraine LLC	0%	2	0%	(10)			0%	(10)	0%	8	0%	(9)			0%	-9
		2935	Arysta LifeScience Vostok Ltd.	0%	-	0%	-			0%	-	0%	-	0%	(2)			0%	-2
		2940	UPL Polska Sp. z.o.o	0%	130	0%	8			0%	8	0%	114	1%	27			1%	27
		2945	Arysta LifeScience RUS LLC	0%	-	0%	-			0%	-	0%	0	0%	(4)			0%	-4
		2950	Decco Portugal Post Harvest LDA	0%	0	0%	0			0%	0	0%	0	0%	0			0%	0
		2955	Agripraza Ltda.	0%		0%				0%	-	0%	-	0%	-			0%	-
		2970	UPL Slovakia S.R.O.	0%	12	0%	3			0%	3	0%	8	0%	2			0%	2
		2980	UPL Ukraine LLC (FKA Arysta LifeScience Ukraine LLC)	0%	67	1%	21			0%	21	0%	53	1%	19			0%	19
		2990	Arysta LifeScience Kiev LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3000	UPL NA Inc. (formerly known as United Phosphorus Inc.)	1%	154	4%	131			3%	131	-2%	(521)	8%	279			6%	279
		3050	UPI Finance LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3100	Cerexagri, Inc. (PA),USA	1%	443	0%	2			0%	2	2%	406	0%	(0)			0%	-0
		3150	UPL Delaware, Inc.,USA	0%	(89)	0%	3			0%	3	0%	(85)	-1%	(21)			0%	-21
		3200	Canegrass LLC, USA	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3300	Decco US Post-Harvest Inc (US)	0%	(66)	-1%	(34)			-1%	(34)	0%	(27)	0%	5			0%	5
		3350	Essentiv LCC (50%)	0%	-	0%	-			0%	-	0%	-	1%	21			0%	21
		3400	RiceCo LLC,USA	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		3450	Riceco International, Inc.Bhamas	1%	376	0%	4			0%	4	1%	346	0%	(0)			0%	-0
		3550	Arysta LifeScience Inc.	6%	1,667	0%	8			0%	8	9%	2,262	-1%	(23)			-1%	-23
		3560	Arysta LifeScience Management Company, LLC	-1%	(279)	0%	0			0%	0	-1%	(257)	0%	(15)			0%	-15

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

S.No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023								March 31, 2022							
				Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		3570	Arysta LifeScience SPC, LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3580	Arysta LifeScience America Inc.	0%	(0)	-2%	(67)			-1%	(67)	0%	79	0%	(0)			0%	-0
		3600	Advanta US, LLC (Foremerly Known as Advanta US Inc,USA)	0%	109	-3%	(116)			-3%	(116)	0%	120	-1%	(27)			-1%	-27
		3700	UPL Agrosolutions Canada Inc	11%	3,350	5%	167			4%	167	12%	2,951	3%	116			2%	116
		3730	Arysta Canada BC Inc.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3800	Arysta LifeScience North America, LLC	-9%	(2,577)	9%	317			7%	317	-11%	(2,673)	-5%	(187)			-4%	-187
		3830	Arysta LifeScience NA Holding LLC	2%	603	3%	96			2%	96	2%	449	0%	(0)			0%	-0
		3840	GBM USA LLC	0%	-	0%	-			0%	-	0%	-	0%	9			0%	9
		3850	Dutch Agricultural Investment Partners LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3860	Netherlands Agricultural Investment Partners LLC	0%	76	0%	1			0%	1	0%	69	0%	4			0%	4
		3870	Arysta LifeScience Investments LLC	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		3880	UPL Services LLC	0%	99	0%	14			0%	14	0%	78	0%	11			0%	11
		4000	UPL Corporation Limited, Mauritius	97%	28,972	-38%	(1,358)			-29%	(1,358)	95%	23,451	-41%	(1,483)			-32%	-1,483
		4050	UPL Management DMCC	10%	2,932	23%	828			18%	828	7%	1,786	25%	901			19%	901
		4100	UPL Limited	0%	-	0%	-			0%	-	0%	-	4%	139			3%	139
		4200	Advanta Seeds International, Mauritius	1%	403	43%	1,525			33%	1,525	5%	1,340	5%	176			4%	176
		4250	Advanta Seeds DMCC [Formerly Advanta Seeds JLT], UAE	0%	21	0%	(15)			0%	(15)	1%	147	0%	(5)			0%	-5
		4260	Advanta Biotech General Trading Ltd	0%	5	0%	3			0%	3	0%	2	0%	1			0%	1
		4600	UPL LIMITED,Gibraltor	0%	0	0%	4			0%	4	0%	0	0%	(7)			0%	-7
		4700	Arysta LifeScience (Mauritius) Ltd	1%	386	1%	25			1%	25	1%	334	0%	16			0%	16
		4800	UPL Mauritius Limited	10%	3,133	26%	922			20%	922	7%	1,690	0%	18			0%	18
		5000	UPL Agro SA DE CV.	2%	572	0%	7			0%	7	2%	454	2%	60			1%	60
		5030	Arysta LifeScience Mexico, S.A.de C.V	1%	412	1%	40			1%	40	1%	315	2%	64			1%	64
		5040	Arysta LifeScience Mexico Holding S.A.de C.V	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5050	Decco Post Harvest Mexico	0%	(17)	0%	(2)			0%	(2)	0%	(13)	0%	(1)			0%	-1
		5060	Bioenzymas S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5065	Desarrollos Inmobiliarios Alianza de Coahuila, S.A. de C.V.	0%	33	0%	5			0%	5	0%	16	-1%	(21)			0%	-21
		5070	Grupo Bioquimico Mexicano, S.A. de C.V.	2%	641	0%	(12)			0%	(12)	2%	575	0%	(7)			0%	-7
		5075	Agroquimicos y Semillas, S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5080	Omega Agroindustrial, S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0
		5085	Servicios Agricolas Mundiales SA de CV	0%	-	0%	-			0%	-	0%	-	0%	(0)			0%	-0

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S.No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023								March 31, 2022							
				Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		5090	Tecno Extractos Vegetales, S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5095	Tesaurus Mexico S.A. de C.V.	0%	-	0%	-			0%	-	0%	-	0%	0			0%	0
		5130	Advanta Commercio De Sementes Ltda,Brazil	1%	214	-1%	(36)			-1%	(36)	-1%	(143)	-1%	(35)			-1%	-35
		5140	Perrey Participações S.A.	0%	8	0%	1			0%	1	0%	7	0%	0			0%	0
		5170	Uniphos Industria e Comercio de Produtos Quimicos Ltda.	0%	10	0%	(0)			0%	(0)	0%	9	0%	0			0%	0
		5190	UPL Do Brasil - Industria e Comercio de Insumos Agropecuário	0%	(85)	-2%	(57)			-1%	(57)	1%	146	13%	473			10%	473
		5230	Volcano Agrociencia Industria e Comercio de Defensivos Agric	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5240	Arysta LifeScience CentroAmerica, S.A.	0%		0%				0%	-	0%	-	0%	-			0%	-
		5260	Arysta LifeScience de Guatemala, S.A.	0%	27	0%	2			0%	2	0%	25	0%	5			0%	5
		5270	Industrias Agriphar SA	0%		0%				0%	-	0%	-	0%	-			0%	-
		5290	Grupo Bioquimico Mexicano Republica Dominicana SA	0%		0%				0%	-	0%	-	0%	-			0%	-
		5300	UPL Costa Rica S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5330	Arysta LifeScience S.R.L.	0%	-	0%	1			0%	1	0%	42	0%	(7)			0%	-7
		5360	UPL Bolivia S.R.L	0%	146	1%	46			1%	46	0%	47	2%	59			1%	59
		5380	Arysta LifeScience Paraguay S.R.L.	0%	-	0%	(2)			0%	(2)	0%	16	0%	(7)			0%	-7
		5430	UPL SL Argentina S.A. (FKA Icona Sanluis S A - Argentina)	0%	(1)	0%	(0)			0%	(0)	0%	(1)	0%	(0)			0%	-0
		5440	UPL Paraguay S.A	0%	55	0%	(14)			0%	(14)	0%	49	1%	29			1%	29
		5460	Arysta LifeScience Costa Rica SA.	0%	1	0%	(0)			0%	(0)	0%	1	0%	4			0%	4
		5480		0%		0%				0%	-	0%	-	0%	-			0%	-
		5490	Advanta Semillas SAIC, Argentina	1%	383	1%	43			1%	43	1%	312	2%	81			2%	81
		5540	Arysta-LifeScience Ecuador S.A.	0%	6	0%	(7)			0%	(7)	0%	12	0%	(1)			0%	-1
		5560	Industrias Bioquim Centroamericana, Sociedad AnÃ¡Â³nima	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5570	Procultivos, Sociedad Anónim	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5580	Inversiones Lapislazuli Marino, Sociedad Anónima	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5590	Bioquim, Sociedad Anónima	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5610	Bioquim Panama, Sociedad Anónima	0%	-	0%	-			0%	-	0%	(2)	0%	(0)			0%	-0
		5620	UPL Nicaragua, Sociedad Anónima	0%	(19)	0%	(1)			0%	(1)	0%	(17)	0%	(2)			0%	-2
		5630	UPL Argentina S A (Formerly known as Icona S A - Argentina)	0%	17	-3%	(105)			-2%	(105)	1%	143	3%	101			2%	101
		5640	Arysta LifeScience Argentina S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-

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				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
		5650	Decco Chile SpA	0%	13	0%	(3)			0%	(3)	0%	15	0%	7			0%	7
		5660	Arysta LifeScience Chile S.A.	1%	231	1%	37			1%	37	2%	590	2%	73			2%	73
		5670	Arysta LifeScience Peru S.A.C	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5690	Arysta LifeScience do Brasil Indústria Química e Agropecuári	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		5700	UPL Colombia SAS(Foremerly Known as Evofarms Colombia SA)	0%	110	1%	19			0%	19	0%	91	1%	49			1%	49
		5730	Biochemisch Dominicana, Sociedad De Responsabilidad Limitada	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		5740	Nutriquim De Guatemala, Sociedad Anónima	0%	0	0%	-			0%	-	0%	0	0%	-			0%	-
		5750	Arysta LifeScience Colombia S.A.S	0%	91	1%	19			0%	19	0%	86	0%	(8)			0%	-8
		5780	Arysta LifeScience Peru S.A.C	0%	10	0%	4			0%	4	0%	5	0%	2			0%	2
		5790	INGEAGRO S.A.	0%	16	0%	(1)			0%	(1)	0%	16	0%	1			0%	1
		5930	Uniphos Colombia Plant Limited	2%	460	-2%	(61)			-1%	(61)	2%	434	0%	(13)			0%	-13
		5950	United Phosphorus Cayman Limited	-1%	(362)	0%	0			0%	0	-1%	(290)	0%	2			0%	2
		5960	UP Aviation Limited,Cayman Island	0%	20	0%	1			0%	1	0%	17	0%	(2)			0%	-2
		6000	UPL Australia Limited	-1%	(179)	0%	7			0%	7	-1%	(183)	1%	25			1%	25
		6030	Arysta LifeScience Australia Pty Ltd.	0%	132	0%	15			0%	15	0%	120	0%	14			0%	14
		6050	UPL New Zealand Limited	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6060	UPL New Zealand Limited (FKA Etec Crop Solutions Limited)	0%	95	1%	34			1%	34	0%	76	0%	6			0%	6
		6070	HANNAFORD NURTURE FARM EXCHANGE PTY LTD	0%	(6)	0%	(2)			0%	(2)	0%	(4)	0%	(3)			0%	-3
		6100	UPL Shanghai Ltd	0%	(71)	-2%	(64)			-1%	(64)	0%	6	0%	13			0%	13
		6110	UPL Jiangsu Limited	0%	38	0%	(0)			0%	(0)	0%	39	0%	(1)			0%	-1
		6140	Arysta LifeScience (Shanghai) Co., Ltd.	0%	-	0%	-			0%	-	0%	-	1%	46			1%	46
		6150	Advanta Seeds Pty Ltd,Australia	1%	420	2%	67			1%	67	1%	363	2%	56			1%	56
		6180	MacDermid (Shanghai) Chemical Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6190	Laoting Yoloo Bio-Technology Co. Ltd.	1%	151	-1%	(51)			-1%	(51)	1%	199	0%	4			0%	4
		6200	UPL Limited Korea Co.Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6230	UPL Limited Korea (FKA Arysta LifeScience Korea Ltd.)	0%	23	0%	7			0%	7	0%	22	0%	8			0%	8
		6250	Anhui Yoloo Hexie Plant Protection Co. Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6260	Arysta LifeScience Pakistan (Pvt.) LTD.	0%	40	0%	12			0%	12	0%	47	0%	3			0%	3
		6300	Pacific Seeds (Thai) Ltd, Thailand	3%	908	4%	157			3%	157	3%	743	2%	76			2%	76
		6330	Myanmar Arysta LifeScience Co., Ltd.	0%	56	0%	(8)			0%	(8)	0%	70	0%	1			0%	1

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				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
		6350	Pacific Seeds Holdings (Thai) Ltd ,Thailand	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		6370	Arysta LifeScience (Thailand) Co., Ltd.	0%	53	0%	(0)			0%	(0)	0%	58	0%	5			0%	5
		6380	Chemtura (Thailand) Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6400	PT.UPL Indonesia	0%	7	0%	(1)			0%	(1)	0%	6	0%	11			0%	11
		6450	PT Catur Agrodaya Mandiri, Indonesia	0%	15	0%	(0)			0%	(0)	0%	14	0%	13			0%	13
		6460	Pt. Advanta Seeds Indonesia	0%	43	0%	(2)			0%	(2)	0%	43	0%	4			0%	4
		6470	Pt. Arysta LifeScience Tirta Indonesia	0%	29	0%	6			0%	6	0%	31	0%	1			0%	1
		6500	UPL Limited,Hong Kong	2%	520	3%	120			3%	120	2%	385	4%	149			3%	149
		6530	UPL Agro Ltd	0%	(3)	0%	(1)			0%	(1)	0%	(2)	0%	(1)			0%	-1
		6550	UPL Philippines Inc.	0%	1	0%	6			0%	6	0%	(2)	0%	(9)			0%	-9
		6560	Arysta LifeScience Philippines Inc.	0%	(1)	0%	(0)			0%	(0)	0%	(0)	0%	6			0%	6
		6600	UPL Vietnam Co. Ltd	1%	287	0%	(8)			0%	(8)	1%	280	1%	31			1%	31
		6630	Arysta LifeScience Vietnam Co., Ltd.	0%	97	0%	3			0%	3	0%	87	0%	8			0%	8
		6650	Uniphos Malaysia Sdn Bhd	0%	(1)	0%	(4)			0%	(4)	0%	3	0%	1			0%	1
		6700	Arysta Health and Nutrition Sciences Corporation	1%	160	1%	30			1%	30	0%	110	1%	44			1%	44
		6730	Arysta LifeScience Corporation	0%	(44)	2%	77			2%	77	-2%	(492)	48%	1,743			37%	1,743
		6740	Arysta LifeScience Japan Holdings Goudou Kaisha	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		6780	UPL Japan GK	-8%	(2,245)	0%	13			0%	13	-9%	(2,272)	-2%	(86)			-2%	-86
		6800	Anning Decco Biotech Co., Ltd	0%	52	0%	6			0%	6	0%	46	0%	2			0%	2
		6830	Arysta LifeScience Asia Pte., Ltd.	0%	70	0%	1			0%	1	0%	60	0%	11			0%	11
		6900	Riceco International Bangladesh Limited	0%	34	0%	5			0%	5	0%	32	0%	5			0%	5
		7100	UPL Ziraat Ve Kimya Sanayi Ve Ticaret Limited Sirketi	0%	(15)	-1%	(43)			-1%	(43)	0%	(83)	-1%	(43)			-1%	-43
		7150	UPL Agromed Tohumculuk Sa,Turkey	0%	(1)	0%	(6)			0%	(6)	0%	(23)	0%	(15)			0%	-15
		7170	Decco Gıda Tarım ve Zirai Ürünler San. Tic A.S.	0%	18	0%	2			0%	2	0%	7	0%	(5)			0%	-5
		7180	Arysta LifeScience Turkey Tarim Urunleri Limited Sirketi	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7200	Decco Israel Ltd (FKA Safepack Products Limited,Isreal)	0%	(1)	0%	(14)			0%	(14)	0%	13	0%	(4)			0%	-4
		7240	Agrifocus Limitada	1%	216	1%	20			0%	20	1%	180	1%	26			1%	26
		7250	Citrashine (Pty) Ltd, South Africa	0%	(5)	0%	(3)			0%	(3)	0%	(2)	0%	1			0%	1
		7260	Anchorprops 39 (Pty) Ltd	0%	(2)	0%	0			0%	0	0%	(2)	0%	(0)			0%	-0

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				March 31, 2023								March 31, 2022							
S.No	Particulars	Co code	Name of the Entity in the Group	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
		7270	UPL Holding SA FKA Arysta LifeScience Holdings SA (Pty) Ltd	0%	(83)	0%	(2)			0%	(2)	0%	(92)	0%	(2)			0%	-2
		7280	Callietha Investments (Pty) Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7290	Volcano Agroscience (Pty) Ltd	0%	4	0%	2			0%	2	0%	4	-4%	(156)			-3%	-156
		7300	UPL South Africa (Pty) Ltd.	0%	111	-2%	(59)			-1%	(59)	1%	193	2%	67			1%	67
		7330	Volcano Chemicals (Pty) Ltd	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7360	Sidewalk Trading (Pty) Ltd	0%	(0)	0%	(0)			0%	(0)	0%	(0)	0%	(0)			0%	-0
		7370	Arysta LifeScience Kenya Ltd.	0%	(17)	0%	(5)			0%	(5)	0%	(15)	0%	(9)			0%	-9
		7380	UPL (T) Ltd (FKA Arysta LifeScience Tanzania Ltd)	0%	(4)	0%	3			0%	3	0%	(7)	0%	1			0%	1
		7390	Arysta LifeScience Cameroun SA	0%	7	0%	3			0%	3	0%	6	0%	8			0%	8
		7400	UPL Zambia Limited	0%	(13)	0%	(11)			0%	(11)	0%	1	0%	1			0%	1
		7550	Prolong Limited	0%	-	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		7560	UPL Egypt Ltd (FKA Arysta LifeScience Egypt Ltd)	0%	2	0%	2			0%	2	0%	1	0%	(0)			0%	-0
		7570	UPL Togo SAU	0%	(2)	0%	(1)			0%	(1)	0%	(2)	0%	(1)			0%	-1
		7580	Calli Ghana Ltd.	0%	(23)	0%	(17)			0%	(17)	0%	(10)	0%	(8)			0%	-8
		7590	Callivoire SGFD S.A.	0%	26	0%	(10)			0%	(10)	0%	33	0%	(3)			0%	-3
		7630	Mali Protection Des Cultures (M.P.C.) SA	0%	5	0%	13			0%	13	0%	(8)	0%	(5)			0%	-5
		2670	Wyjolab S.A.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		6170	MacDermid (Nanjing) Chemical Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		2170	UPL Crop Protection Investments UK Limited	0%	(0)	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		2315	UPL Health & Nutrition Science Holdings Limited	0%	(0)	0%	(1)			0%	(1)	-3%	(656)	-12%	(442)			-10%	(442)
		2325	UPL Animal Health Holdings Limited	0%	(0)	0%	(13)			0%	(13)	-3%	(644)	-16%	(596)			-13%	(596)
		2335	UPL Investments UK Limited	0%	(0)	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		2360	DECCO Holdings UK Ltd	1%	172	0%	(10)			0%	(10)	0%	(0)	-13%	(473)			-10%	(473)
		2370	Advanta Seeds Holdings UK Ltd	-1%	(285)	0%	(11)			0%	(11)	0%	(0)	-44%	(1,586)			-34%	(1,586)
		3650	Advanta Holdings US Inc	0%	26	1%	28			1%	28	0%	(2)	9%	324			7%	324
		5510	UBDS COMERCIO DE PRODUTOS AGROPECUARIOS S.A	0%	(0)	0%	0			0%	0	0%	0	0%	-			0%	-
		5710	UPL Costa Rica S.A.	0%	31	0%	14			0%	14	0%	16	1%	42			1%	42
		5720	Industrias Bioquim Centroamericana, Sociedad Anónima	0%	134	-1%	(34)			-1%	(34)	1%	157	0%	(15)			0%	(15)
		5970	UPL Ltd , Cayman	-44%	(13,082)	-12%	(430)			-9%	(430)	-29%	(7,080)	0%	(0)			0%	(0)
		6480	PT EXCEL MEG INDO	1%	338	2%	79			2%	79	1%	251	0%	(15)			0%	(15)
		6490	PT Ace Bio Care	0%	10	0%	(0)			0%	(0)	0%	9	0%	(0)			0%	(0)
		7460	UPL Investments Southern Africa Pty Ltd	0%	(14)	0%	(0)			0%	(0)	0%	0	0%	-			0%	-
		2380	Advanta Seeds Romania S.R.L	0%	0	0%	(0)			0%	(0)								
		3460	UPL-Radicle, LP	0%	16	0%	0			0%	0								
		4060	UPL GLOBAL SERVICES DMCC	0%	(25)	-1%	(24)			-1%	(24)								
		4300	ADVANTA MAURITIUS LIMITED	5%	1,586	-7%	(250)			-5%	(250)								
3	Non-controlling interest			-18%	(5,480)	-24%	(844)			-18%	(844)	-19%	(4,647)	-22%	(811)			-17%	-811
4	Associates																		
	Indian																		
		1460	Kerala Enviro Infrastructure Limited	0%	9	0%	-			0%	-	0%	4	0%	(1)			0%	-1

42. Information required for consolidated financial statement pursuant to Schedule III of The Companies Act, 2013:

S.No	Particulars	Co code	Name of the Entity in the Group	March 31, 2023								March 31, 2022							
				Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
				%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
		1470	Weather Risk Management Private Ltd	0%	9	0%	(2)			0%	(2)	0%	11	0%	(0)			0%	-0
										0%	-	0%		0%				0%	-
	Foreign	5120	3SB Produtos Agr	1%	163	1%	36			1%	36	1%	125	1%	42			1%	42
		5110	Sinagro Produtos Agropecu	1%	252	2%	61			1%	61	0%	15	0%	15			0%	15
		5220	Seara Bonita Sementes SA	1%	216	1%	44			1%	44	1%	195	1%	36			1%	36
		7730	Agri Fokus (Pty) Ltd.	0%	6	0%	-			0%	-	0%	8	0%	(0)			0%	-0
		7740	Novon Retail Company (Pty) Ltd.	0%	9	0%	-			0%	-	0%	9	0%	1			0%	1
		7760	Agronamic (Pty) Ltd.	0%	6	0%	-			0%	-	0%	5	0%	(0)			0%	-0
		7780	Novon Protecta (Pty) Ltd	0%	27	0%	-			0%	-	0%	9	0%	1			0%	1
		7750	Silvix Forestry (Pty) Ltd.	0%	1	0%	-			0%	-	0%	1	0%	0			0%	0
		7770	Nexus AG (Pty) Ltd	0%	14	0%	8			0%	8	0%	15	0%	2			0%	2
		6120	Dalian Advanced Chemical Co.Ltd.	0%	-	0%	-			0%	-	0%	-	0%	-			0%	-
		7670	des Produits Industriels et Agricoles	0%	16	0%	1			0%	1	0%	14	0%	1			0%	1
		7230	Eswatini Agricultural Supplies Limited	0%	2	0%	-			0%	-	0%	2	0%	1			0%	1
		2135	Pixofarm GmbH	0%	6	0%	(3)			0%	(3)	0%	8	0%	(2)			0%	-2
5	Joint Venture																		
	Foreign	6790	Hodogaya (40%):	0%	23	0%	2			0%	2	0%	24	0%	3			0%	3
		6160	Longreach Plant Breeders Management Pty Ltd,Australia	0%	128	0%	16			0%	16	0%	115	1%	36			1%	36
		6910	United Phosphorus (Bangladesh) Limited	0%	0	0%	-				-								
		5320	Bioplanta Nutricao Vegetal,Industria e Comercio S.A.	0%	3	0%	(7)				(7)								
		5515	Origeo Comercio De Produtos Agropecuarios S.A	0%	85	0%	(0)				(0)								
											-								
6	Other Comprehensive Income							100%	1,697	36%	1,697					100%	1,030	22%	1,030
			Total	**100%**	**29,844**	**100%**	**3,570**	**100%**	**1,697**	**113%**	**5,267**	**100%**	**24,661**	**100%**	**3,626**	**100%**	**1,030**	**100%**	**4,656**

43. Hedging activities and derivatives
Derivatives designated as hedging instruments (Refer note 46)

Derivatives not designated as hedging instruments
The Group uses foreign exchange forward contracts, call and put options to manage some of its net transaction exposures and Forex risk on advance orders in Latin America. These foreign exchange forward contracts and options are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

These contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions.
The Group enters into foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Details of all the transactions and exposures are given below:

				March 31, 2023 (In '000)	March 31, 2023 (INR Crores)	March 31, 2022 (In '000)	March 31, 2022 (INR Crores)	
Nature of Instrument			Currency	Amount outstanding	Amount outstanding	Amount outstanding	Amount outstanding	Purpose - Hedging/ Speculation
(a)	Forward contracts - Sell		USD	282,482	24,529	252,890	1,915	Hedging
	Forward contracts - Sell		AUD	7,000	37	10,506	60	Hedging
	Forward contracts - Sell		EUR	26,606	817	33,278	280	Hedging
	Forward contracts - Sell		CAD	18,500	31	24,255	147	Hedging
	Forward contracts - Sell		NZD	691	0	704	4	Hedging
	Forward contracts - Sell		GBP	3,000	-	1,200	12	Hedging
	Forward contracts - Sell		JPY	545,000	-	316,117	20	Hedging
	Forward contracts - Sell		CLP	1,661,591	-	651,171	6	Hedging
	Forward contracts - Sell		PLN	-	-	22,000	40	Hedging
	Forward contracts - Sell		RON	22,000	-	-	-	Hedging
	Forward contracts - Sell		ZAR	101,000	36,618	38,000	20	Hedging
	Forward contracts - Buy		USD	1,034,233	-	1,175,165	8,898	Hedging
	Forward contracts - Buy		USD	53,350	1,396	164,050	1,242	Hedging (refer note 2 below)
	Forward contracts - Buy		EUR	51,179	141	60,939	512	Hedging
	Forward contracts - Buy		CAD	40,000	-	-	-	Hedging
	Forward contracts - Buy		JPY	2,693,283	-	1,891,283	118	Hedging
	Forward contracts - Buy		GBP	5,000	-	4,290	43	Hedging
	Forward contracts - Buy		CZK	98,500	-	74,768	26	Hedging
	Forward contracts - Buy		HUF	-	-	4,400,000	100	Hedging
	Forward contracts - Buy		RON	10,500	-	15,000	25	Hedging
	Forward contracts - Buy		PLN	-	-	22,000	40	Hedging
	Forward contracts - Buy		BGN	8,500	-	4,700	20	Hedging
(b)	Derivative contracts							
	(i)	(a) Put Option- Buy	USD	13,202	108	52,150	395	Hedging (refer note 2 below)
		(b) Put Option- Sell	USD	-	-	-	-	Hedging
		(b) Call Option- Buy	USD	65,100	535	429,775	3,254	Hedging
		(d) Call Option- Sell	USD	-	-	-	-	Hedging
	(ii)	Cross Currency Interest Rate Swaps on Loans Payable (Refer note 46)	EUR	-	-	1,106,946	9,308	Hedging (refer note 1 below)
	(iii)	Cross Currency Interest Rate Swaps on Loans Payable (Refer note 46)	JPY	-	-	-	-	Hedging (refer note 1 below)

Note 1:-
Hedging against the underlying USD borrowings by which:
- Group will receive principal in USD and pay in EUR and JPY
- Group will receive floating interest in USD and pay fixed interest in EUR and JPY.

Note 2:-
Hedging against the underlying USD FX risk linked to Sales Orders and probable sales returns in Brazll

			March 31, 2023 (In '000)	March 31, 2023 (INR Crores)	March 31, 2022 (In '000)	March 31, 2022 (INR Crores)
(c)	Un-hedged Foreign Currency Exposure on:					
	1 Payables					
	(including Foreign Currency payable in respect of derivative contracts as mentioned in (b) (ii & iii) above)	USD	1,177,573	9,676	790,981	5,989
		EUR	181,695	1,626	158,776	1,335
		GBP	2,803	29	8,165	81
		JPY	9,972,100	617	10,547,219	656
		CHF	-	-	1,219	10
		DKK	1,384	2	1,193	1
		CLP	-	-	74,500	1
		NZD	-	-	8	0
		PLN	-	-	(22,000)	(40)
		CAD	44,573	271	1,916	12
		BRL	2,000	3	-	-
		MUR	45,246	8	41,857	7
		AUD	28,209	155	7,239	41
		COP	-	-	-	-
		ARS	2,015,306	79	1,394,242	95
		CZK	320	0	47,461	16
		HUF	-	-	60,080	1
		XOF	669,972	9	306,979	4
		ZAR	-	-	9,798	5
		PYG	-	-	-	-
		RMB	198,492	237	181,300	216
		TZS	-	-	-	-
		SEK	-	-	-	-
		KES	14,987	1	26,097	2
		MXN	5,523	3	5,523	2
		RON	24	0	7	0
		THB	25,525	6	24,141	5
		XAF	64,325	1	56,333	1
		ZMW	-	-	15	0
		PHP	-	-	-	-
		CRC	3,107,476	47	30,508	0
	2 Receivable	USD	976,559	8,024	1,354,529	10,256
		EUR	473,236	4,236	351,122	2,952
		GBP	16,130	164	18,201	181
		JPY	44,011,230	2,724	44,049,432	2,739
		CHF	-	-	3,406	28
		DKK	-	-	-	-
		CLP	727,353	8	906,781	9
		AED	-	-	-	-
		NZD	-	-	(241)	(1)
		PLN	1,212	2	(21,215)	(38)
		CAD	33	0	159	1
		AUD	6,098	34	2,190	12
		COP	17,883,067	32	5,841,501	12
		ARS	2,719,994	107	869,680	59
		XOF	2,623	0	855	0
		ZAR	564,076	261	582,433	304
		PYG	725,509	1	209,409	0
		RON	(275)	(0)	21,855	37
		HUF	-	-	-	-
		PKR	-	-	-	-
		TZS	149,623	1	27,739	0
		SEK	-	-	-	-
		RMB	-	-	-	-
		MAD	-	-	-	-
		HRK	-	-	-	-
		TRY	-	-	-	-
		PHP	-	-	33	0
		ZMK	-	-	2,389	1
		CRC	-	-	158,499	2

NOTE 44 : CATERGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

		Non-Current		Current	
	Refer note	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(A) Accounting, classification and Fair Value :					
Investments accounted for using the equity method	5	973	560	-	-
Financial assets measured at fair value through profit or loss (FVTPL)					
Investments in others (unsecured)	5	363	305	-	-
Investments in unquoted equity shares	5	17	16	46	-
Investments in unquoted optionally convertible bonds	5	11	45	-	-
Investments in Mutual Funds (Quoted)	5	-	-	-	840
Derivative contracts (net)	7	-	172	18	17
		391	**538**	**64**	**857**
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investments in quoted equity shares	5	132	113	-	-
Investments in unquoted equity shares	5	81	43	-	-
		213	**156**	**-**	**-**
Financial assets measured at amortised cost					
Security Deposits	7	210	140	3	2
Loans and advances to related party	6	57	67	-	-
Loans to employees	6	-	-	25	16
Sundry loans	6	-	-	-	-
Trade receivables	10	62	6	18,224	15,328
Interest Receivable	7	-	-	23	14
Export benefit receivables	7	-	-	166	144
Receivable on account of trade receivables sales on a non recourse basis	7	-	-	58	515
Insurance receivables	7	-	-	6	594
Cash and cash equivalents	11	-	-	5,967	5,797
Other bank balances	11A	-	-	130	323
Other advances	7	1	3	76	32
		330	**216**	**24,678**	**22,765**
Financial liabilities measured at fair value through profit or loss (FVTPL)					
Derivative contracts	16	-	-	301	622
Payable towards acquisition of subsidiary (Refer note 41)	16	234	204	-	-
		234	**204**	**301**	**622**
Financial liabilities measured at amortised cost					
Redeemable Non convertible Debentures (Unsecured)	15	-	144	-	-
Bonds (Unsecured)					
- 3.25% Senior Notes	15	-	-	-	-
- 4.50% Senior Notes	15	2,254	2,188	-	-
- 4.625% Senior Notes	15	3,637	3,479	-	-
From Bank					
- Foreign currency loan (Unsecured)	15	6,117	5,077	-	-
- Sustainability linked Foreign currency loan (Unsecured)	15	8,136	10,698	-	-
- Foreign currency loan (Secured)	15	-	-	83	364
- Interest accrued and not due on borrowings				113	98
- Others borrowings	15	-	19	673	2,922
Commercial Papers	15	-	-	350	725
Discounted Trade receivables (Unsecured) - Factoring with recourse	15	-	-	-	8
Current maturities of long term borrowings	16	-	-	1,636	144
Payable towards acquisition of subsidiary	16	369	203	46	37
Capital goods creditors	16	-	-	100	163
Trade Deposits	16	-	-	81	69
Trade payables	19	-	-	17,614	16,552
Unpaid dividend	16	-	-	11	10
Current maturities of long term lease Liabilities	16	-	-	-	-
Others	16	10	10	-	226
Accured Payable	16	-	-	365	216
Payable towards Non recourse sales of receivables		-	-	594	219
Employee benefits payables	16	-	-	924	1,082
		20,523	**21,818**	**22,590**	**22,835**

(B) Measurement of fair value:

Valuation techniques and significant unobservable inputs:

(i) Financial instruments measured at fair value

Trade receivables, other financial assets (except derivative assets) and cash and cash equivalents

The carrying amount of trade receivables, other financial assets (except derivative assets) and cash and cash equivalents are approximate their fair values. For non-current trade receivables the amount is not significant and there is no material impact on account of fair valuation.

Financial assets under level 3 measured at fair value through profit or loss ("FVTPL") and other comprehensive income ("FVOCI").

Investment classified as FVTPL and FVOCI amount to INR 132 crore (March 2022: INR 101 crore). The Group has used valuation technique as the Price of recent investment calibrated by using qualitative analysis approach. There is no material difference between cost and fair value of such investments. Management performs qualitative analysis as per its internal policy.

Other financial assets at fair value through other comprehensive income ("FVOCI")

The fair values of the remaining FVOCI and FVTPL financial assets amounting to INR 132 crore (March 2022 : INR 113 crore) are derived from quoted market prices in active markets. Hence there is no unobservable inputs and sensitivity analysis disclosed.

The value of FVTPL investments measured at level 2 are driven by the prevailing local inter-bank rate.

Derivative asset / liability

The valuation of both non-current and current derivatives recorded in the books of accounts is basis the Mark-to-Market (MTM) valuation provided by the respective bank. The MTM on forwards is linked to the forward rate quoted in the live market while for the MTM on swaps, the banks use an internal models to arrive at the valuation.

Trade and other payables

The carrying amount of trade and other payables approximate their fair value due to its short term nature.

Financial instruments at amortised cost

The carrying amount of financial instruments carried at amortised cost approximately equals to the fair values since the rate of interest charged is considered to at par with prevailing market rates of interest, and classified at level 2 of fair value hierarchy.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair value of unquoted instruments, loans from banks and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

-The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

-The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.

- The fair values of the Group's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2023 was assessed to be insignificant.

- Other non-current financial liabilities (Payable towards acquisition of subsidiary)

The fair value measurement for the payable has been categorized as a Level 3 fair value based on the inputs to the valuation techniques used. The valuation technique and significant unobservable inputs for determining the same are described below-

Valuation technique	Significant unobservable inputs	Relationship between unobservable inputs and fair value measurement
The components of the payable towards acquisition of subsidiary have been valued using a discounted cash flow method as follows: -the committed portion of the deferred payment liability discounted using the market cost of debt and - the contingent portion based on the contractually agreed EBIDTA multiple of the acquiree's future cash flows subject to a maximum cap, discounted using the weighted average cost of capital.	Expected cash flows relating to the business of the acquiree for the contingent portion of the consideration.	The value would reduce in case the future cash flows are not achieved. Increase in cash flows would not increase the value of the liability except for the discounting element.

Particulars	Significant unobservable inputs	Weighted average	Sensitivity of the input to fair value
Payable towards acquisition of subsidiary - Pt Excel Meg Indo and PT Ace Bio Care	Weighted average cost of capital	6.41%	0.5% increase (decrease) would result in an increase (decrease) in fair value by INR 0.94 crore (31 March 2022: INR 1.42 crore)

Particulars	Significant unobservable inputs	Weighted average	Sensitivity of the input to fair value
Payable towards acquisition of subsidiary - Laoting Yoloo Bio-Technology Co. Ltd	Weighted average cost of capital	13.67%	0.5% increase (decrease) would result in an increase (decrease) in fair value by INR 1.10 crore (31 March 2022: INR 1.39 crore)

There would be no sensitivity impact on account of changes in EBITDA assumptions, as the maximum range of assumptions is considered while valuing the contingent consideration.

Refer to note 45 for level 3 financial liability movement in the above payable towards acquisition of subsidiary table deferred payment liability incurred in the period presented.

The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the investments.

The carrying amount of financial assets and financial liability measured at amortized cost in the consolidated financial statements are a reasonable approximation of their fair value since the Group does not anticipate that the carrying amounts would be significantly different from the value that would eventually be received or settled.

45. Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Assets measured at fair value:					
FVTOCI financial investments (Refer note 5):					
Investments in equity instruments (Quoted)	March 31, 2023	132	132	-	-
Others (Unquoted)	March 31, 2023	81	-	11	70
FVTPL financial investments (Refer note 5):					
Investments in equity instruments (Unquoted)	March 31, 2023	17	-	-	17
Investments in Optionally Convertible Bonds (Unquoted)	March 31, 2023	52	-	11	41
Investments in Others (Unquoted)	March 31, 2023	368	-	364	4
Investments in Mutual Funds (Quoted)	March 31, 2023	-	-	-	-
FVTPL Derivative Contracts (Refer note 7):					
Derivative contracts	March 31, 2023	18	-	18	-

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2022:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Assets measured at fair value:					
FVTOCI financial investments (Refer note 5):					
Investments in equity instruments (Quoted)	March 31, 2022	113	113	-	-
Others (Unquoted)	March 31, 2022	43	-	-	43
FVTPL financial investments (Refer note 5):					
Investments in equity instruments (Unquoted)	March 31, 2022	16	-	-	16
Investments in Optionally Convertible Bonds (Unquoted)	March 31, 2022	45	-	7	38
Investments in Others (Unquoted)	March 31, 2022	305	-	301	4
Investments in Mutual Funds (Quoted)	March 31, 2022	840	-	840	-
FVTPL Derivative Contracts (Refer note 7):					
Derivative contracts	March 31, 2022	189	-	189	-

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2023:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Financial liabilities at fair value through profit or loss / other comprehensive income:					
Derivative financial liabilities (Refer note 16)					
Derivative contracts	March 31, 2023	301	-	301	-
Payable towards acquisition of subsidiary (Refer note 16 & 41)	March 31, 2023	234	-	-	234

45. Fair value hierarchy continued

Quantitative disclosures fair value measurement hierarchy for liabilities as at March 31, 2022:

Particulars	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)
		INR Crores	INR Crores	INR Crores	INR Crores
Financial liabilities at fair value through profit or loss / other comprehensive income:					
Derivative financial liabilities (Refer note 16)					
Derivative contracts	March 31, 2022	622	-	622	-
Payable towards acquisition of subsidiary (Refer note 16 & 41)	March 31, 2022	204	-	-	204

As on March 31, 2023, there are no transfers between Level 1 and Level 2 financial instruments.

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values

	Level 3 financial assets	
	March 31, 2023	March 31, 2022
	INR crores	INR crores
Opening balance	101	112
Acquisition	47	-
Disposal	(2)	(4)
Total gains and losses recognised in Profit and loss	1	-
Total gains and losses recognised in OCI	1	(9)
Impairment	(21)	-
Foreign exchange movement	5	1
Closing balance	132	101

	Financial liability stated at fair value through profit or loss	
	March 31, 2023	March 31, 2022
	INR crores	INR crores
Opening balance	204	81
Acquisition	-	120
Disposal	-	(20)
Total gains and losses recognised in Profit and loss	21	11
Foreign exchange movement	9	13
Closing balance	234	204

46. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Groups principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds FVTOCI investments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings and by using interest rate swaps.

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

Fixed rate instruments	**March 31, 2023** INR crores	**March 31, 2022** INR crores
Borrowings from banks and other financial institutions	6,306	16,743
	6,306	**16,743**

Variable rate instruments	**March 31, 2023** INR crores	**March 31, 2022** INR crores
Borrowings from banks and other financial institutions	16,693	9,121
	16,693	**9,121**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ decrease in basis points	**Effect on profit or loss** INR Crores	**Effect on equity** INR Crores
March 31, 2023			
USD & EUR	+50	(80)	(69)
	-50	80	69
Others	+100	(7)	(6)
	-100	7	6
March 31, 2022			
USD & EUR	+50	(43)	(37)
	-50	43	37
Others	+100	(6)	(5)
	-100	6	5

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of actual sales and purchases and 12-month period for foreign currency loans.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

The Group hedges its exposure to fluctuations on the foreign currency loan by using foreign currency swaps and forwards.

At March 31, 2023, the Group hedge position is stated in Note 43. This foreign currency risk is hedged by using foreign currency forward contracts and full currency interest rate swaps.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in USD rate	**Effect on profit or loss** INR Crores	**Effect on equity** INR Crores
March 31, 2023	1%	(17)	(14)
	-1%	17	14
March 31, 2022	1%	43	38
	-1%	(43)	(38)

	Change in EURO rate	Effect on profit or loss	Effect on equity
		INR Crores	INR Crores
March 31, 2023	1%	26	22
	-1%	(26)	(22)
March 31, 2022	1%	16	14
	-1%	(16)	(14)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in US dollars, where the functional currency of the entity is a currency other than US dollars. Although the derivatives have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur.

Equity price risk

The Group's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in listed and unlisted equity securities are not significant.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables and contract assets

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company assesses impairment based on expected credit losses (ECL) model. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

March 31, 2023

	Trade receivables Days past due					
	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Gross carrying amount for exposure at default	16,066	1,277	656	138	1,234	19,371
Expected credit loss	110	23	48	24	880	1,085
Average %	0.68%	1.80%	7.31%	17.37%	71.33%	

March 31, 2022

	Trade receivables Days past due					
	Current	0-60 Days	61-180 days	181-270 days	> 270 Days	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Gross carrying amount for exposure at default	14,023	749	318	113	1,111	16,314
Expected credit loss	109	15	27	22	813	986
Average %	0.79%	2.05%	8.54%	19.53%	73.10%	

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022 is the carrying amounts as illustrated in Note 10 except for derivative financial instruments.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.
The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

	Carrying amount	Less than 1 year	1 to 5 years	> 5 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Year ended March 31, 2023					
Borrowings (Refer Note 15)	22,999	4,095	19,904	4,118	28,117
Other financial liabilities (Refer Note 16)	2,734	2,121	613	-	2,734
Trade and other payables (Refer Note 19)	17,614	17,614	-	-	17,614
Derivative contracts (Refer Note 16)	301	301	-	-	301
Lease Liabilities (Refer Note 48)	940	317	671	99	1,087
	44,588	24,448	21,188	4,217	49,853

	Carrying amount	Less than 1 year	1 to 5 years	> 5 years	Total
	INR Crores	INR Crores	INR Crores	INR Crores	INR Crores
Year ended March 31, 2022					
Borrowings (Refer Note 15)	25,866	4,261	16,090	5,732	26,083
Other financial liabilities (Refer Note 16)	2,439	2,022	417	-	2,439
Trade and other payables (Refer Note 19)	16,552	16,552	-	-	16,552
Derivative contracts (Refer Note 16)	622	622	-	-	622
Lease Liabilities (Refer Note 48)	843	254	775	-	1,029
	46,322	23,710	17,282	5,732	46,724

Cash flow hedges

a) Risk management strategy and how it is applied to manage risk:

The Group has taken a floating rate borrowing in USD and given a loan In EUR and JPY other than Its functional currency. In order to hedge Its exposure arising from variability of functional currency equivalent cash flows and Its interest rate cash flows exposure arising from floating rate of interest, the Group has entered Into a Cross Currency Interest Rate Swap ("CCIRS"). Therefore, the Group has established a hedge ratio of 1:1 for all its foreign currency hedging relationships. Hedge effectiveness is determined at the Inception of the hedge and through periodic prospective effectiveness assessment to ensure that an economic relationship exists between the hedged item and hedging instruments.

b) How the hedging activities may affect the amount, timing and uncertainty of its future cash flows;

The summary of quantitative data about the Group's holding of cross currency interest rate swap contracts to hedge the foreign currency and interest rate exposure on its loan given and borrowings is as follows.

Particulars	Currency	March 31, 2023			March 31, 2022		
		Average FX rate	Average interest rate	Notional Value	Average FX rate	Average interest rate	Notional Value
Foreign exchange and interest rate risk							
Cross currency interest rate swap	EUR	-	0.00%	-	1.13	1.48%	1,106,946
	JPY			-			-

c) The effect that hedge accounting has had on the Group's balance sheet, statement of profit or loss and statement of changes in equity

The impact of hedging instruments designated in hedging relationships on the statement of financial position of the Group is, as follows:

Particulars	Currency	March 31, 2023				March 31, 2022			
		Nominal amount	Carrying amount	Change in fair value of hedging instrument*	Change in fair value of hedging item*	Nominal amount	Carrying amount	Change in fair value of hedging instrument*	Change in fair value of hedging item*
Assets									
Cash flow hedge									
Foreign exchange contracts									
- Cross currency interest rate swap	EUR	-	-	-	-	1,106,946	22,736	91,102	(91,102)
	JPY								
Liabilities									
Cash flow hedge									
Foreign exchange contracts									
- Cross currency interest rate swap	EUR								
- Cross currency interest rate swap	JPY								

* used as the basis for hedge ineffectiveness

Cash flow hedges	March 31, 2023				March 31, 2022			
	Hedging gain or loss recognised in OCI	Amount reclassified from OCI to Profit or loss	Line item in statement of profit or loss	Line item in statement of financial position	Hedging gain or loss recognised in OCI	Amount reclassified from OCI to Profit or loss	Line item in statement of profit or loss	Line item in statement of financial position
Foreign currency exchange risk and Interest rate risk								
- Cross currency interest rate swap	-	(7)	Forex gain/(loss)	Other financial assets (Non-current and Current)	792	(606)	Forex gain/(loss)	Other financial assets (Non-current and Current)
		-	Interest on borrowing			(32)	Interest on borrowing	

Reconciliation of reserves

Cash flow hedge reserves

Particulars	March 31, 2023	March 31, 2022
Opening balance	7	(112)
Hedging gain or loss	-	792
Amount reclassified to P&L because the hedged item affected P&L	(7)	(638)
Foreign exchange movement	-	(34)
Closing balance	**0**	**7**

47. Capital management

Capital includes equity attributable to the equity holders of the Parent. Capital management is to ensure that Group maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2023 and March 31, 2022.

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.

	March 31, 2023	March 31, 2022
	INR Crores	INR Crores
Borrowings (Note 15)	22,999	25,866
Less: Cash and cash equivalents (Note 11)	(5,967)	(5,797)
Net debt	**17,032**	**20,069**
Optionally convertible preference shares	-	-
Total Equity	35,429	29,308
Total capital	**35,429**	**29,308**
Capital and net debt	**52,461**	**49,377**
Gearing ratio	**32%**	**41%**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

48 Leases

The Group has lease contracts for various items of land and buildings, plant and machinery, vehicles and other equipment used in its operations. Leases of plant and machinery generally have lease terms between 1 and 20 years, while motor vehicles and other equipment generally have lease terms between 1 and 10 years. The Group recognized a right-of-use asset at the date of initial application at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

i. Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(INR Crores)	Land and Buildings *	Plant and Machinery	Vehicles	Office equipment	Total
Balance at April 1, 2021	**544**	**31**	**114**	**5**	**695**
Additions to right of use assets	224	9	116	13	362
Deletions of right of use assets	(30)	(0)	(7)	(2)	(40)
Depreciation of right of use assets	(154)	(7)	(76)	(5)	(243)
Foreign exchange impact	17	(0)	0	0	17
Balance at March 31, 2022	**600**	**33**	**147**	**11**	**792**
Additions to right of use assets	222	24	197	4	447
Deletions of right of use assets	(36)	(4)	(7)	-	(48)
Depreciation of right of use assets	(198)	(8)	(110)	(6)	(321)
Foreign exchange impact	25	1	9	1	36
Balance at March 31, 2023	**613**	**46**	**236**	**10**	**906**

* Leasehold land is included under Note 3 Property, plant and equipment.

ii. Set out below are the carrying amounts of lease liabilities and the movements during the period:

	March 31, 2023	**March 31, 2022**
	INR crores	INR crores
Current	265	217
Non-current	675	626
Total lease liability	**940**	**843**

iii. Maturity analysis of lease liability - undiscounted contractual cash flows:

	March 31, 2023	**March 31, 2022**
	INR crores	INR crores
Less than one year	317	254
One to three years	447	351
More than three years	324	424
Total undiscounted cash flows	**1,088**	**1,029**

48 Leases continued

B. Leases as lessee

iv. Amount recognised in profit or loss (INR Crores)	March 31, 2023	March 31, 2022
General and administrative expenses		
Short-term lease rent expense	96	122
Low value asset lease rent expense	24	3
Variable lease rent expense	20	10
Other lease expense (additional cost)		
Depreciation and impairment losses		
Depreciation of right of use lease asset	304	241
Finance cost		
Interest expense on lease liability	51	46
	495	422

v. Amount recognised in statement of cash flows (INR Crore)	March 31, 2023	March 31, 2022
Total cash outflow for leases	370	278

vi. Lease commitments for short term leases - (INR Crore)	March 31, 2023	March 31, 2022
Lease commitments for short term leases	4	11

vii. Extension options	March 31, 2023	March 31, 2022
The potential future lease payments relating to exercise the extension option that are not included in the lease term	83	74

49 Income tax

Pursuant to the search operations conducted by the Income Tax authorities in the prior year, block assessment u/s 153A of the Income Tax Act 1961 ('the Act') has been completed for the Assessment Years ('AY') 2014-15 to 2020-21 for corporate tax and transfer pricing during the year. The Company has evaluated these orders and considering the proposed rectification applications to the assessment orders, adequate tax provisions has already been made in the books of accounts in prior years. Furthermore, based on the legal advice, the Company has also challenged the assessment orders before the appropriate authority. Further, in case of certain overseas subsidiaries of UPL Limited, the Indian income tax authorities have invoked provisions of 'Place of Effective Management in India' for AY 2017-18 to AY 2020-21, and the provisions related to 'control and management wholly in India' for AY 2014-15 to AY 2016-17 and have started tax proceedings against these companies in India during the previous quarters. Based on legal advice, the entire proceedings have been challenged before the appropriate authorities. The Group has been advised by legal counsel that they have strong grounds to succeed in the above matters.

50 Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Parent towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be framed. The Parent is in the process of carrying out the evaluation and will give appropriate impact in the consolidated financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

51 Other Information

Due to ongoing war between Russia and Ukraine, and the sanctions in the region, the Group's business has been impacted to some extent. The Group is continuously monitoring the situation. Group is having approximately INR 84 Crores of Inventory & INR 126 Crores of Receivables as at 31st March 2023 in this war affected region. Group continues to do business in these two countries and taking necessary steps to protect itself from various risk involved. Management is confident of realisation of these assets.

52 Restructuring during the year

During the year following restructuring have taken place:

1. The existing ownership interest of the Group's material subsidiary, UPL Corporation Limited (UPLCL) (i.e., 22.21%) held by Platinum Lotus B 2018 RSC Limited and TPG Asia VII SF Pte Ltd through The Upswing Trust, "TPG Adia" is bought back by UPLCL in exchange of UPLCL's ownership interest of 22.21% in its subsidiary, UPL Cayman Ltd and for a cash consideration of INR 1,994 Crores.

2. Pursuant to approval of lenders', shareholders' and Competition Commissioner of India, the Company completed the reorganisation of below entities and divisions on slump sale basis
- The Group's Seeds business is consolidated under 'Advanta Enterprises Limited', a subsidiary of the Company in India. Also, private equity investor Kohlberg Kravis Roberts & Co (KKR) has invested INR 2,474 Crores for minority stake of 13.63% in Advanta Enterprises Limited.

- In India, a new 'Integrated Agtech Platform' is created under UPL Sustainable Agri Solutions Limited ('UPL SAS'), a subsidiary of the Company which includes crop protection business of the Company and its subsidiary, SWAL Corporation Limited, farm services business of Company and its subsidiary, Nurture Agtech Pvt Ltd. Also, Private equity investors- TPG, ADIA and Brookfield have invested INR 1,580 Crores for minority stake of 9.09% in UPL Sustainable Agri Solutions Limited.

53 Other Statutory Information

(i) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(ii) The Group Companies incorporated in India has the following transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the Struck off company, if any, to be disclosed
Bluepeter Shipping Private Limited	Purchse of services	-	-	NA

(iii) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(iv)The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) All the entities in the group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies Restriction on number of Layers) Rules, 2017.

(vi) The Group has not entered any Scheme(s) of arrangement during the year in terms of sections 230 to 237 of the Companies Act, 2013.

(vii) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a)directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b)provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(viii) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

54 Rounding off
The Group has opted to round off its financial information to the nearest crores in accordance with Ind AS compliant Schedule III.

As per our report of even date attached.
For B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors of
UPL Limited
CIN No: L24219GJ1985PLC025132

Bhavesh Dhupelia
Partner
Membership No: 042070
Place: Mumbai
Date: May 08, 2023

Jaidev Shroff
Chairman
Din No: 00191050
Place: Mumbai

Raj Tiwari
Whole-time Director
Din No: 09772257
Place: Mumbai

Anand Vora
Chief Financial Officer
Place: Mumbai

Sandeep Deshmukh
Company Secretary
Membership No: ACS10946
Place: Mumbai

Date: May 08, 2023

ACCOUNTING RATIOS

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results of our Company and included in the section "*Financial Statements/Financial Results*" on page 192:

Particulars	**As at and for the six months ended September 30, 2024**	**As at and for the Fiscal ended**	
		March 31, 2024	**March 31, 2023**
Basic Earnings per equity share (₹ in crores)	(11.92)	(17.80)	45.79
Diluted Earnings per equity share (₹ in crores)	(11.92)	(17.80)	45.79
(Loss)/ profit for the year/period	(1,112)	(1,878)	4,414
Net Worth#	23,946	24,807	26,858
Return on Net Worth* (%)	(3.90)	(6.89)	26.47
Net Asset Value per Equity Share (₹)	319	330	358
EBITDA (₹ in crores)	2,438	4,528	10,660

**Not annualized*

The formulae used in the computation of the above ratios are as follows:

Basic EPS	(Loss)/ profit for the year attributable to owners of our Company minus payment of coupon on perpetual subordinated capital securities / Weighted average number of Equity Shares as outstanding at the end of the year/ period
Diluted EPS	(Loss)/ profit for the year attributable to owners of our Company Less Payment of coupon on Perpetual Subordinated Capital securities / Weighted average number of Equity Shares as outstanding at the end of the year/ period
Net Worth	Equity attributable to the owners of the Company for the year/ period
Return on Net Worth (%)	Total comprehensive income for the year/ Average Net Worth. Average Net Worth is average of opening and closing Net Worth. Net Worth here refers to the aggregate of equity and other equity as shown on the face of the Audited Consolidated Financial Statements
Net Asset Value per Equity Share	Net Worth/ Number of Equity Shares outstanding as at the year/period end
EBITDA	EBITDA is profit/ (loss) for the year/ period plus total tax expenses plus finance costs plus depreciation and amortisation expense
Adjusted EBITDA	Earnings before interest, tax, depreciation and amortisation plus exchange difference (net) on trade receivable and trade payable etc. plus exceptional items plus share of (loss) / profit from equity accounted investees minus other income

Reconciliation of Net Worth

(₹ in crores)

Net Worth	**As at and for the six months ended September 30, 2024**	**As at and for the Fiscal ended**	
		March 31, 2024	**March 31, 2023**
Equity Share Capital (A)	150	150	150
Other Equity (B)	23,796	24,657	26,708
Net Worth (A + B)	23,946	24,807	26,858

Reconciliation of Return on Net Worth

(₹ in crores)

Return on Networth	**As at and for the six months ended September 30, 2024**	**As at and for the Fiscal ended**	
		March 31, 2024	**March 31, 2023**
Net worth#	23,946	24,807	26,858
Total comprehensive income for the period / year	(950)	(1,779)	6,424
Average Net Worth	24,377	25,833	24,267

Return on Networth	As at and for the six months ended September 30, 2024	As at and for the Fiscal ended	
		March 31, 2024	March 31, 2023
Total comprehensive income for the year/ Average Net Worth. Average Net Worth is average of opening and closing Net Worth. Net Worth here refers to the aggregate of equity and other equity as shown on the face of the Audited Consolidated Financial Statements	(3.90%)	(6.89%)	26.47%

#*excluding non controlling interest*

Reconciliation of Net Asset Value per Equity Share

(₹ in crores)

Net Asset Value per Equity Share	As at and for the six months ended September 30, 2024	As at and for the Fiscal ended	
		March 31, 2024	March 31, 2023
Net worth# (A)	23,946	24,807	26,858
Number of Equity Shares outstanding as at the year end / period end(B)	750,607,641	750,607,641	750,607,641
Net Asset Value per Equity Share (A/B)	319	330	358

#*Excluding non controlling interest*

Reconciliation of EBITDA

(₹ in crores)

EBITDA	As at and for the six months ended September 30, 2024	As at and for the Fiscal ended	
		March 31, 2024	March 31, 2023
(Loss)/profit for the year / period	(1,112)	(1,878)	4,414
Add: Tax expenses	210	(209)	736
Add: Finance Costs	1,983	3,852	2,963
Add: Depreciation and amortisation expenses	1,357	2,763	2,547
EBITDA	2,438	4,528	10,660
Add: Exchange Difference (net) on trade receivables and trade payables etc.	268	976	964
Add: Exceptional items	57	252	170
Add: Share of (loss) / profit from equity accounted investee	167	242	(157)
Less: Other Income	(209)	(483)	(477)
Adjusted EBIDTA	2,721	5,515	11,160

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of operations together with our Audited Consolidated Financial Statements and our Unaudited Consolidated Financial Results included in this Letter of Offer. You should also read the sections titled "Risk Factors" and "Forward Looking Statements" on page 22 and 17 included in this Letter of Offer which discuss a number of factors and contingencies that could affect our financial conditions and results of operations. This discussion is based on amounts derived from our Audited Consolidated Financial Statements which have been prepared in accordance with Indian Accounting Standards ("**Ind AS**"), and our Unaudited Consolidated Financial Results. Our financial year ends on March 31 of each year, so all references to a particular 'Fiscal' are to the twelve months ending March 31 of that year.*

Further, Unaudited Consolidated Financial Results are not comparable to Audited Consolidated Financial Statements. For further details see "Risk Factors" on page 22.

In this section, unless the context otherwise indicates or implies, "we", "us" and "our" refer to our Company together with our Subsidiaries, Joint Ventures and Associates, and references to "our Company" are to UPL Limited only.

Overview

Our Company is one of the leading companies in the agricultural solutions sector, with global operations, offering an integrated portfolio of innovative agriculture solutions through products and services across the crop lifecycle. We are the fifth largest agrochemical company globally in terms of sales. ***(Source:** Agbio Report).* Our product portfolio includes products, such as fungicides, herbicides, insecticides, bio-solutions, seeds, post-harvest solutions, soil and water technology and agronomic services for farmers, as well as physical and digital services. Since Uniphos Enterprises Limited's incorporation in 1969 and our Company's incorporation in 1985, we have forward integrated from the production of phosphorus to currently being present across the agri-value chain. We have expanded beyond crop protection to seeds, post-harvest solutions and animal health products, such as honeybee protective miticides and veterinary vaccines, among others. We promote the development of sustainable food systems through our range of solutions to help farmers improve their yields and create value for farmers throughout the lifecycle of their crops and reduce production costs.

We are innovation driven, with R&D and manufacturing centres that are interconnected across a global network, located at strategic locations, enabling us to develop and deliver solutions on a global scale in a cost-efficient manner. As of September 30, 2024, we had 43 manufacturing facilities, 57 R&D centres across the globe for crop protection, non-agro and seeds segments.

Our business is primarily divided into three business segments, namely:

(iv) <u>Crop protection:</u> This segment is the main area of our operations, and includes our international and India crop protection platforms, which entail manufacturing and marketing of crop protection solutions, and other agriculture related products;

(v) <u>Seeds:</u> This segment includes our global seeds platform, which includes the manufacture, processing, and marketing of seeds; and

(vi) <u>Non-agro:</u> This segment includes our non-agchem specialty chemicals business and entails manufacturing and marketing of industrial chemicals and other non-agricultural products.

The contribution of revenue from our business segments as a percentage to the total revenue from operations, is as follows:

Period	Crop protection (%)	Seeds (%)	Non-agro (%)
For the six month period ended September 30, 2024	83.53	10.54	5.93
Fiscal 2024	84.85	9.80	5.35
Fiscal 2023	88.15	6.73	5.12

We have been endeavouring to simplify our structure through various business realignment initiatives, which, we believe, will help us in facilitating accelerated growth and unlock value. We have created separate pure play platforms to enable each of our business segments to independently pursue suitable growth opportunities, take quicker decisions, and have improved access to capital. Overall, we aim to create a more efficient and agile organisation that can adapt to market demands and deliver results by streamlining our operations. Some of the global leading private equity investors such as Abu Dhabi Investment Authority, Brookfield Corporation, TPG, KKR, etc. are investors in most of our pure-play platforms. Our pure play platforms are as follows:

(v) International Crop Protection (UPL Corporation Ltd.): Our international crop protection platform is committed to addressing crop care needs of farmers across the world with a broad portfolio of innovative solutions consisting of conventional crop protection products and bio solutions. With a farmer-centric approach, we prioritize addressing the challenges faced by farmers and developing solutions to enhance agricultural productivity.

(vi) India Crop Protection (UPL Sustainable Agri Solutions Limited): As one of the crop protection players in India and through our comprehensive range of innovative agricultural solutions, covering various aspects of the crop cycle, we aim to enhance the resilience of farmers, optimise their yields, and assist farmers in achieving long term viability.

In this regard, we have launched an AgTech platform – 'Nurture'. The 'Nurture' platform consists of (i) 'nurture.farm', offering the farmers easy booking of agricultural services like, spraying services, harvester, farm advisory, soil testing, etc., thereby enabling access by farmers to affordable and sustainable farming services and (ii) 'nurture.farm retail', which is an e-commerce marketplace, directly connecting retailers to manufacturers.

(vii) Global Seeds (Advanta Enterprises Limited): We offer a diverse portfolio of hybrid varieties of seeds across different crops through our global seed platform. It encompasses our Indian and international seeds business, making it a comprehensive global seed platform.

(viii) Specialty Chemicals* (Superform Chemistries Limited (FKA UPL Speciality Chemicals Limited)): The platform supplies agchem active ingredients and specialty chemicals to the UPL Group companies (UPL Corporation and UPL SAS) and other external B2B clients. It has a considerable amount of experience in manufacturing hazardous and complex chemistries that comply with global standards.

***** *Shareholders of UPL Limited have approved the transfer of business undertaking by way of slump sale, consisting of certain units engaged in manufacturing of the specialty chemicals (including artificial intelligence manufacturing) to Superform Chemistries Limited (FKA UPL Speciality Chemicals Limited) at the shareholders' meeting on July 20, 2023.*

Significant Factors Affecting Our Results of Operations and Financial Condition

Comprehensive and a diversified range of product portfolio and introduction of new products.

We believe our manufacturing capabilities coupled with our experience have enabled us to consistently offer quality, complex, patented and post-patent agricultural solutions, allowing us to diversify our business and add new products. Our product portfolio includes patented and post-patent agricultural solutions including crop protection products such as, fungicides, herbicides, insecticides and bio solutions; seeds, post-harvest products; and mechanization and agronomic services for farmers. Our product portfolio covers the agricultural value chain from seeds to harvest, including seeds, seeds treatment, crop protection, storage of agricultural products, post-harvest solutions as well as other non-agri businesses such as animal health products such as honey-bee protective miticides and veterinary vaccines. Our products include products that address climate, soil and seed varieties in different geographies. We believe that our comprehensive and diversified product portfolio has helped us to maintain a balanced operating revenue stream without excessive reliance on a single product. Such a product portfolio that can be manufactured across all seasons has also helped us de-risk our business from concerns with respect to seasonality. Our crop protection segment can be broadly classified into i) post-patent products; and ii) high margin differentiated and sustainable products, such as bio solutions. A considerable part of the crop protection segment also has registered intellectual property. Our extensive in-house capabilities across the process value chain, such as in R&D, product development, registration, manufacture of active ingredients, formulation and packaging to marketing and distribution have a cohesive objective of creating innovative, differentiated and compelling product mixes.

Our varied product offerings and continuous product development efforts have enabled us to attract new customers and export our products globally, including to countries located in North America, South America, Europe, Africa and Asia.

Cost and availability of raw materials, active ingredients and intermediaries.

Our cost of raw materials consumed constitutes the largest component of our cost structure. Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. The raw materials of our Company are bulk chemicals and accordingly, we depend on external suppliers for all these raw materials required for production and typically purchase raw materials on a purchase order basis and place such orders with them in advance on the basis of our anticipated requirements. For the period September 30, 2024 and in Fiscals 2024 and 2023, the cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade) changes in inventories of finished goods, stock-in-trade and work-in-progress represented 51.31%, 56.83 % and 50.92 %, respectively, of our revenue from operations.

We depend on third-party vendors and suppliers for our supply of raw materials. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. We also import a certain amount of raw materials from international suppliers. As a result, we continue to remain susceptible to the risks arising out of raw material price fluctuations as well as import duties, which could result in a decline in our operating margins. If we cannot fully offset increases in raw material prices with increases in the prices for our products, we will experience lower margins, which will have a material adverse effect on our results of operations and financial condition. In the absence of such contracts, we are also exposed to the risk of unavailability of certain raw materials in desired quantities and qualities, in a timely manner or at all.

Research and development

Our business depends to a large extent on our R&D capabilities. Our R&D philosophy is based on the understanding of the needs of farmers, allowing us to respond quickly to evolving needs with new, differentiated products. In addition, we are also committed to the development of innovative, high-quality products in the future, to meet both the growing demands of our farmers to drive increased yields and food supply globally in a world that is grappling with climate change, erratic weather patterns, stringent environmental norms, and changing preferences of food companies and consumers. The R&D process is both time consuming and costly and involves a high degree of business risk. Our business, financial and operating results have been and will be affected by our ability to continue to develop and commercialize new agro-chemical Technicals. As of September 30, 2024, we had 57 R&D centres across the globe for our crop protection, non-agro and seeds segments. As of the date of this Letter of Offer, we have 54 designs and 5,047 patents including patents which have been granted, published and allowed. Our laboratories are equipped with sophisticated equipment and our strong R&D capabilities are reinforced by our experienced R&D professionals across the globe.

We are committed to investing time, funds and other resources towards our R&D capabilities. For the six month period ended September 30, 2024 and in Fiscals 2024 and 2023, our capital expenditure towards research and development costs was ₹ 17 crores, ₹ 101 crores and ₹ 102 crores, respectively. This was 0.08%, 0.23% and 0.19 % of our revenue from operations for the six month period ended September 30, 2024 and in Fiscals 2024 and 2023, respectively. Our R&D places significant emphasis on identification of appropriate complex Technicals that are suitable for commercialization, improving our production processes and the quality and purity of our present products and manufacturing new post-patent products. We also focus on determining the optimal production process for the Technicals we manufacture and the reduction of energy consumption. We continuously seek to innovate to develop alternate production processes for our existing Technicals and for Technicals that are expected to go off-patent in the near future. Our R&D enables us to identify products that are higher margin products and that require specialized manufacturing and handling capabilities.

However, our R&D efforts may not result in new technologies or products being developed on a timely basis or meet the needs of our customers as effectively as competitive offerings. Further, our ongoing investments in R&D for new products and processes may result in higher costs without a proportionate increase in revenues. In addition, once we develop our processes, obtaining relevant regulatory approvals and registrations is an important element to commercialize the products, which may require additional expenses. We must also adapt to rapid changes in our industry due to technological advances and scientific discoveries. If our existing products become obsolete, and we are unable to effectively introduce new products, our business and results of operations could be adversely affected. Although we strive to keep our technology, facilities, plant and machinery current with the latest international standards, the technologies, facilities and machinery we currently employ may become obsolete in the future. The cost of implementing new technologies, upgrading our manufacturing facilities and retaining our research staff could be significant and could adversely affect our profitability.

Foreign currency fluctuation

We export our products globally, including countries located in North America, South America, Europe, Africa and Asia. We have historically derived a significant portion of our revenues from operations from these international markets. As a result, our results of operations are influenced by exchange rate fluctuations between foreign currencies of the markets in which we sell our products and the Indian Rupee. Significant currency exchange rate fluctuations and currency devaluations could have an adverse effect on our results of operations. A substantial majority of our sales are denominated in foreign currencies, principally U.S. dollars and Euro, and to an extent on other currencies applicable in the markets in which our products are sold.

Some of our expenditures, including raw materials costs, import freight, export sales agent's commission, interest expense on foreign currency, foreign denominated borrowings and our export revenue are also denominated in foreign currencies. As a consequence, we are exposed to currency rate fluctuations between the Indian Rupee and US dollars and other foreign currencies. For the six month period ended September 30, 2024, we incurred foreign exchange loss (net) of ₹ 518 crores, representing 2.54% of our total income and in Fiscal 2024, we incurred foreign exchange loss (net) of ₹ 1,290 crores, representing 2.96% of our total income while in Fiscal 2023 we recorded exchange loss (net) of ₹ 777 crores representing 1.44 % of our total income.. We are exposed to exchange rate risk primarily due to payables in respect of our imported raw material and from receivables in respect of our exports, which are mainly denominated in foreign currencies. Any fluctuation in the value of the Indian Rupee against such currencies may adversely affect our results of operations. Since we export our products and import some of our raw materials it helps us to naturally hedge our foreign currency exposure, however a devaluation of any of the foreign currencies against the Indian Rupee may result in reduction of our margins. Any gains or losses arising on account of differences in foreign exchange rates on settlement and translation of monetary assets and liabilities are recognized in the statement of profit and loss. If we are unable to effectively manage our foreign exchange risk, it could materially affect our business, financial condition and results of operations.

Changes in the global and Indian crop protection market

The primary demand drivers for the crop protection chemicals market include increasing product use intensity in less developed markets, increasing focus on biological crop protection products, increased seed treatment adoption benefiting insecticides and fungicides etc. We believe that companies like our Company will benefit due to their expansive product portfolio including insecticides and fungicides, meeting global trends. We believe that our diversified product portfolio of patented and post-patent agricultural solutions including crop protection products such as, fungicides, herbicides, insecticides and bio solutions; seeds, post-harvest products; and mechanization and agronomic services for farmers will allow us to cater to the growing demand for such crop protection products globally.

For the period ended March 31, 2024:

1. **Corporate Information**

UPL Limited (the Company) is a public Company domiciled in India and is incorporated under the provisions of the companies act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at 3-11, G.I.D.C., Vapi, Dist.- Valsad, Gujarat, Pin-396195. The consolidated financial statements comprise the financial statements of UPL Limited ('the Company' or 'the holding Company' or "the parent") and its subsidiaries (collectively, 'the Group'), its associates and joint ventures as at and for the year ended March 31, 2024.

The Group is principally engaged in the business of agrochemicals, industrial chemicals, chemical intermediates, specialty chemicals and production and sale of field crops and vegetable seeds. Information on the Group is provided in Note 40.

The consolidated financial statements were authorised for issue in accordance with the resolution of the Board of Directors on May 13, 2024.

2. **Material 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)
- Defined benefit plans
- Equity settled share based payments
- Consideration for business combination (including contingent consideration)
- Assets and liabilities acquired in business combination

The Group conducts it's business with customers in 100+ countries with manufacturing facilities in 7 locations across the globe supplying intermediate and or finished products which are further processed / packaged prior to sale. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials 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 Rs. '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, 2024. 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 Produtos Agropecuarios SA. Group, 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A. and Serra Bonita Sementas S.S used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31 2024. The audited consolidated financial statements of Sinagro Produtos Agropecuarios SA. Group, 3SB Produtos Agricolas SA, Pixofarm Gmbh, Bioplanta Nutricao Vegetal Industria e Comercio S.A., Origeo Comercio De Produtos Agropecuarios S.A., Hosemillas Holding S.A. and Serra Bonita Sementas S.S for the year ended December 31, 2023 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, 2024. The financial statements of this specified entities are not available for year ending March 31, 2024, since they prepare financial statements for their statutory reporting for year ending December 31, 2023.

2.3 Summary of material 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 not re-measured at subsequent reporting dates and any difference subsequent on its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of identifiable assets acquired net of fair value of liabilities assumed. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence, of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained. (Refer Note 2.3 (n) for more details).

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

b) Non-controlling interests (NCI)

NCI are measured initially at their fair value at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

c) Interests in equity-accounted investees

"The group's interest in equity in investees comprise interests in associates and joint ventures.

An associate is an entity in which the group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the group has joint control and has right to the net assets of the arrangement, rather than the right to its assets and obligations for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition the consolidated financial statements include the groups share of profit or loss and OCI of equity accounted investee until the date on which significant influence or joint control ceases."

d) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

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.

Deferred tax assets and liabilities are classified as non-current.

e) Revenue recognition

"The Group derives revenue primarily from sale of agro-chemicals, seeds and other products.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. To recognize revenues, the Group applies the following five step approach:

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract, and
- recognize revenues when a performance obligation is satisfied."

The Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Sale of goods

The Group recognizes revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Rights of return

For contracts permitting the customer to return an item, revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Thus, the amount of revenue recognized is adjusted for expected returns, which are estimated based on the previous history of sales return. In these circumstances, a refund liability and a right to receive returned goods (and corresponding adjustment to cost of sales) are recognized. The entity measures right to receive returned goods at the carrying amount of the inventory sold less any expected costs to recover goods.

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.

f) Assets classified as held for sale

The Group classifies assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale is regarded met only when the assets are available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset or disposal of Company to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

g) Property, plant and equipment

"Items of Property, plant and equipment are stated at cost, net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any. Capital work-in-progress is stated at cost, is not depreciated and is assessed for impairment. The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if: (i) it is probable that future economic benefits associated with the item will flow to the group; and (ii) the cost of the item can be measured reliably.

Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. 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:

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 property, plant and equipment	Useful Life (years)

1.	Aircraft	15 Years
2.	Building	15 - 60 Years
3.	Furniture, Fixtures & Equipment's	2 - 20 Years
4.	Land & Building Improvements	2 - 10 Years
5.	Office Equipment	3 - 20 Years
6.	Plant and Machinery	3 - 25 Years
7.	Vehicles	3 - 10 Years

The group, based on management estimate, depreciates aircraft over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

h) Intangible assets

i) Goodwill

- Goodwill is initially measured at cost, being the excess of the aggregate fair value of the consideration transferred over the net of fair value of identifiable assets acquired and liabilities assumed. (Refer 2.3(a) - Accounting policy for Business Combination and Goodwill)

- Subsequent measurement is at cost less accumulated impairment losses.

- Goodwill is not amortised and is tested for impairment annually.

ii) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

The residual value, amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

The useful life of brands that the Group holds currently have been determined to be indefinite as there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of our brands and the level of marketing support. These assets are not amortised but are subject to a review for impairment annually, or more frequently if events or circumstances indicate this is necessary. Any impairment is charged to the income statement as it arises. Intangible assets with indefinite lives are reviewed annually to determine whether indefinite-life assessment continues to be supportable. If not, the change in the useful-life assessment from indefinite to finite is made on a prospective basis.

Expenditure on research activities is recognized in profit or loss as incurred. Development expenditure can be capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortization and any accumulated impairment loss.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit or loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the Group’s intangible assets is as follows:

Intangible assets	Useful life	Amortisation method
Product Acquisitions	15 Years	Amortised on straight-line basis from the month of additions to match their future economic benefits
Product Registrations	5-10 Years	Amortised on straight-line basis
Other Intangible assets	10-15 Years	Amortised on straight-line basis
Customer Contracts	15 Years	Amortised on straight-line basis
Software / License Fees	1-5 Years	Amortised on straight-line basis

Non compete agreements	5 Years	Amortised on straight-line basis
Brand	Indefinite	To be tested for impairment

i. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Foreign currencies

The Group's consolidated financial statements are presented in Indian Rupee (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. Functional currency is the currency of the primary economic environment in which the entity operates.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Transactions in foreign currency are recorded applying the exchange rate at the date of transaction. Monetary assets and liabilities denominated in foreign currency remaining unsettled at the end of the year, are translated at the closing rates prevailing on the Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction. Exchange differences arising as a result of the above are recognized as income or expenses in the statement of profit or loss except for exchange differences arising on a monetary item which, in substance, forms part of the Group's net investment in a foreign operation which is accumulated in OCI under Foreign Currency Translation Reserve until the disposal of the net investment. Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or expenses in the year in which they arise.

Foreign exchange differences on foreign currency borrowings, loans given/taken, settlement gain/loss and fair value gain/losses on derivative contracts relating to borrowings are accounted and disclosed under 'finance cost'.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or statement of profit or loss are also recognised in OCI or statement of profit or loss, respectively).

Translation of financial statements of foreign operations

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions (except two Subsidiary Companies in Turkey which has currency of hyperinflation for which accounting policy is mentioned below). 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.

"Hyperinflation :-

The financial statements of the group entities whose functional currencies are the currencies of hyperinflationary economies are adjusted in terms of the measuring unit current at the end of the reporting period."

k) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date on a mark-to-market basis.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy (note 52)

- Financial instruments (including those carried at amortised cost) (note 51)

l) Leases

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

• fixed payments, including in-substance fixed payments;
• variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
• amounts expected to be payable under a residual value guarantee; and
• the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

m) Inventories

(i) Stocks of stores and spares, packing materials and raw materials are valued at lower of cost or net realisable value. Cost is determined on moving 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.

(ii) Semi-finished products, finished products and by-products are valued at lower of cost or net realisable value and for this purpose, cost is determined on standard cost basis which approximates the actual cost. Variances pertaining to abnormally low volume and operating performance, are charge to statement of profit or loss.

(iii) Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

"Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.
The group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Obsolete and slow-moving items are valued at cost or estimated net realisable value, whichever is lower.

Any write-down of inventories is recognised as an expense during the year. Given this Group structure, purchases could be in the form of raw material, intermediate product or finished goods form and accordingly disclosing increase / decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade is not practicable. Hence, cost of materials and components consumed is disclosed as a single figure."

n) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at March 31 at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

o) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

p) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside statement of profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet 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 the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in statement of profit or loss.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period.

Uncertainty over Income Tax Treatment

The group is subject to taxation in the many countries in which it operates. The tax legislation of these countries differs, is often complex and is subject to interpretation by management and the government authorities. These matters of judgement give rise to the need to create provisions for tax payments that may arise in future years with respect to transactions already undertaken. Provisions are made against individual exposures and take into account the specific circumstances of each case, including the strength of technical arguments, recent case law decisions or rulings on similar issues and relevant external advice. The provision is estimated based on one of two methods, the expected value method (the sum of the probability weighted amounts in a range of possible outcomes) or the single most likely amount method, depending on which is expected to better predict the resolution of the uncertainty.

q) Retirement and other employee benefits

i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

a. 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.

b. 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.

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."

r) Share-based payments

"Equity-settled transactions:

Equity-settled share-based payments to employees are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity settled share-based payments, is charged to statement of profit and loss on a systematic basis over the vesting period of the option, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in other equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share based payment reserve."

s. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, are classified as at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. The Group 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 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.

The Group recognises impairment loss allowance based on lifetime ECLs for the aforementioned items, at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

t) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, Amortised cost, 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.

Financial liability at amortised cost

After initial recognition, Financial liabilities which qualifies for classification as amortised cost 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 23.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

u) Derivative financial instruments

Initial recognition and subsequent measurement

"The Group uses derivative financial instruments, such as forward currency contracts, full currency swaps and interest rate swaps, foreign currency options to hedge its foreign currency risks and interest rate risks, respectively. The foreign exchange forward contracts and options are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

Profit or loss on these contracts are recorded in income statement and relevant asset or liability is recorded as per the valuation as on reporting date."

Hedge Accounting:

The Company designates certain hedging instruments in respect of foreign currency risk, interest rate risk at the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

If the hedges are effective, changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges are recognised in OCI and accumulated under equity. If the hedges are ineffective, the gains or losses relating to the ineffective portion are recognised immediately in the statement of profit and loss."

v) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

w) Cash dividend

The Group recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

x) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

y) Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

z) Segment Reporting:

Based on "Management Approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

aa) Contingent Liability and Contingent Asset:

"A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the consolidated financial statements.
Contingent liabilities and contingent assets are reviewed at each balance sheet date

2.4 Significant accounting estimates, assumptions and judgements

The preparation of the Group's consolidated financial statements requires management to make estimates, assumptions and judgements 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.

a) 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.

a) Estimates and assumptions

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 44 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 51 and 52 for further disclosures.

Provision against obsolete and slow-moving inventories

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Group estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Group reassesses the estimation on each balance sheet date.

Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model on trade receivables.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

Impairment of goodwill

Goodwill is tested annually for impairment. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units (CGUs). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of the CGUs have been determined based on the value in use, by discounting the future cash flows to be generated from the continuing use of the CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

Useful lives of property, plant and equipment and intangible assets

The Group reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Discounts, rebates and sales returns

The Group recognises the accruals for rebates/discount/incentives and returns based on accumulated experience and underlying schemes and agreements with customers.

Determining the fair value less costs to sell of the held for sale assets based on significant observable inputs

The fair value of assets held for sale are recognised at fair value less cost of disposal. These assets are planned to be disposed of to settle customers recoverable amount.

Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources

The Group recognises provisions which are discounted, where necessary, to its present value based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

b) Significant Judgements

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.

2.5 Recent accounting pronouncements

The accounting policies applied in these consolidated financial statements are the same as those applied in the last audited consolidated financial statements except for standards applied during the period as mentioned below. These new standards are effective from 1 April 2023, but they do not have a material effect on the Group's financial statements.

Ind AS 1 - Presentation of Financial Statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

Ind AS 12 - Income Taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations.

Results of operations

The following table sets forth certain information with respect to our results of operations on for the periods indicated:

(*in ₹ crores*)

Particulars	For the six month period ended September 30, 2024	Fiscal 2024	Fiscal 2023
Revenue from operations	20,157	43,098	53,576
Other income	209	483	477
Total Income	**20,366**	**43,581**	**54,053**
Expenses			
Cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade)	10,343	24,494	27,281
Employee benefits expense	2,674	4,682	5,056
Finance costs	1,983	3,852	2,963
Impairment loss on trade receivables	239	91	123
Depreciation and amortisation expenses	1,357	2,763	2,547
Exchange Difference (net) on trade receivables and trade payables, etc.	268	976	964
Other expenses	4,180	8,316	9,956
Total Expenses	**21,044**	**45,174**	**48,890**
(Loss)/ profit before share of profit/(loss) of equity accounted investee, exceptional items and tax	**(678)**	**(1,593)**	**5,163**
Share of (loss)/ profit of associates and joint ventures	(167)	(242)	157
(Loss)/ Profit before exceptional items and tax	**(845)**	**(1,835)**	**5,320**
Exceptional items	57	252	170
(Loss)/ Profit before tax	**(902)**	**(2,087)**	**5,150**
Tax expenses/(Credit)	**210**	**(209)**	**736**
Current tax	419	800	1,566
Adjustments of tax relating to earlier years	28	(10)	(60)
Deferred tax	(237)	(999)	(770)
(Loss)/ Profit for the period / year	**(1,112)**	**(1,878)**	**4,414**
Other comprehensive (loss) income (OCI)			
A (i) Items that will not be reclassified to profit or loss	(23)	30	23

Particulars	For the six month period ended September 30, 2024	Fiscal 2024	Fiscal 2023
(ii) Income tax relating to items that will not be reclassified to profit or loss	2	(1)	(3)
B (i) Items that will be reclassified subsequently to profit or loss	183	70	2,002
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	(12)
Total Other Comprehensive (loss)/ Income for the year/period, net of tax	**162**	**99**	**2,010**
Total Comprehensive (loss)/ Income for the year / period	**(950)**	**(1,779)**	**6,424**
(Loss)/ profit for the year / period	**(1,112)**	**(1,878)**	**4,414**
Attributable to:			
Owners of the parent	(827)	(1,200)	3,570
Non-controlling interests	(285)	(678)	844
Other Comprehensive (Loss)/ Income	**162**	**99**	**2,010**
Attributable to:			
Owners of the parent	150	92	1,697
Non-controlling interests	12	7	313
Total comprehensive (loss)/ income	**(950)**	**(1,779)**	**6,424**
Attributable to:			
Owners of the parent	(677)	(1,108)	5,267
Non-controlling interests	(273)	(671)	1,157
Earnings per equity share			
Basic (₹)	**(11.92)**	(17.80)	**45.79**
Diluted (₹)	**(11.92)**	(17.80)	**45.79**

Discussion on results of operations

For the six month period ended September 30, 2024

Total Income

For the six month period ended September 30, 2024 total income was ₹ 20,366 crores, which can be ascribed to the factors described below:

Revenue from Operations: Our revenue from operations, which included sale of products and sale of services, stood at ₹ 20,157 crores for the six month period ended September 30, 2024.

Other Income: Other income, which includes, interest income on loans and others stood at ₹ 209 crores for the six month period ended September 30, 2024.

Total Expenses

Our total expenses stood at ₹ 21,044 crores for the six month period ended September 30, 2024, due to the factors described below:

(₹ in Crores)

Particulars	For the six month period ended September 30, 2024
Cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade)	10,343
Employee benefits expense	2,674
Finance costs	1,983
Impairment loss/(write back) on trade receivables	239
Depreciation and amortisation expenses	1,357
Exchange Difference (net) on trade receivables and trade payables, etc.	268
Other Expenses	4,180
Total Expenses	21,044

Cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade):

Cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade) for the period ended September 30, 2024 was ₹ 10,343 crores.

Employee Benefits Expense

Our employee benefits expense for the period ended September 30, 2024 was ₹ 2,674 crores. The employee benefits expense included salaries, wages and bonus expenses, contribution to provident and other funds, share based payments to employees, gratuity and other retirement benefits, etc.

Finance Costs

Our finance costs for the period ended September 30, 2024 was ₹ 1,983 crores. The finance costs included interest expenses on financial liabilities at amortized cost, interest on lease obligation, unwinding of interest on trade payables, exchange fluctuations and fair value change on derivative contracts, etc.

Depreciation and amortisation expenses

Depreciation and amortisation expenses for the period ended September 30, 2024 was ₹ 1,357 crores. The depreciations and amortisation expenses included depreciation of property, plant and equipment, amortization of intangible assets and depreciation charge on the right-of-use assets.

Other Expenses

Other expenses stood for the period ended September 30, 2024 was ₹ 4,180 crores, the other expenses included expenses on power and fuel, transport charges, sub-contracting expenses, travelling and conveyance, advertising and sales promotion, legal and professional fees, etc.

Loss before Tax

Our loss before tax for the period ended September 30, 2024 was ₹ 902 crores.

Tax Expense/(Credit)

Our total tax expenses for the period ended September 30, 2024 was ₹ 210 crores.

Loss for the period

Our loss for the period for the period ended September 30, 2024 was ₹ 1,112 crores.

Fiscal 2024 compared to Fiscal 2023

Total Income

During Fiscal 2024 total income decreased by 19.37% to ₹43,581 crores from ₹ 54,053 crores in Fiscal 2023, due to the factors described below:

Revenue from Operations: Our revenue from operations, which included sale of products and sale or services, decreased by 19.56 % to ₹43,098 crores in Fiscal 2024 from ₹ 53,576 crores in Fiscal 2023. This decrease was primarily due to global channel destocking and ongoing pricing pressure in post patent space.

Other Income: Other income increased by 1.26% to ₹ 483 crores in Fiscal 2024 compared to ₹ 477 crores in Fiscal 2023 which was primarily due to increase in interest income on loans and others.

Total Expenses

Our total expenses decreased by 7.60% to ₹45,174 crores in Fiscal 2024 from ₹48,890 crores in Fiscal 2023, due to the factors described below:

(₹ in Crores)

Particulars	For Fiscal 2024	For Fiscal 2023
Cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade)	24,494	27,281
Employee benefits expense	4,682	5,056
Finance costs	3,852	2,963
Impairment loss on trade receivables	91	123
Depreciation and amortisation expenses	2,763	2,547
Exchange Difference (net) on trade receivables and trade payables, etc.	976	964
Other Expenses	8,316	9,956
Total Expenses	**45,174**	**48,890**

Cost of materials consumed (including (increase)/decrease in inventory of finished goods, work-in-progress and traded goods and purchase of stock-in-trade):

Cost of materials consumed (including (increase)/ decrease in inventory of finished good, work-in-progress and traded goods and purchase of stock in trade decreased by 10.22% to ₹24,494 crores in Fiscal 2024 from ₹27,281 crores in Fiscal 2023 primarily on account of decrease in business turnover.

Employee Benefits Expense

Our employee benefits expense decreased by 7.40% to ₹4,682 crores in Fiscal 2024 from ₹5,056 crores in Fiscal 2023. This decrease was primarily due to reduction in headcount and variable employee benefits linked to business performance.

Finance Costs

The Finance costs increased by 30% to ₹3,852 crores in Fiscal 2024 from ₹2,963 crores in Fiscal 2023. This increase was primarily due to increase in borrowings and underlying borrowing rates.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 8.48% to ₹2,763 crores in Fiscal 2024 from ₹2,547 crores in Fiscal 2023.This increase was primarily due to increase in capital expenditure during last three years.

Other Expenses

Other expenses decreased by 16.47% to ₹ 8,316 crores in Fiscal 2024 from ₹ 9,956 crores in Fiscal 2023. This decrease was primarily due to decrease in business turnover and cost saving initiatives.

(Loss)/ Profit before Tax

During the year ended March 31, 2024, our loss before tax was ₹ 2,087 crores and during the year ended March 31, 2023 our profit before tax was ₹ 5,150 crores.

Tax Expense / (Credit)

Our total tax expenses / (credit) decreased to ₹ (209) crores in Fiscal 2024 from ₹736 crores in Fiscal 2023, primarily on account of decrease in profitability.

(Loss)/ Profit for the Year

During the year ended March 31, 2024, our loss for the year was ₹ 1,878 crores and during the year ended March 31, 2023 our profit for the year was ₹ 4,414 crores.

Cash Flows

We incurred foreign exchange loss on translation of certain assets / liabilities of two Subsidiaries (UPL Argentina S A and Advanta Semillas SAIC, Argentina) from Argentine Peso ("**ARS**") to USD. This was primarily due to certain events like government change, change of board of directors of the central bank which led to change in foreign exchange rate of ARS to USD. Variation of ARS of 119%, going from ARS/ USD 366 to ARS/ USD 800 on December 13, 2023 was a significant change having impact on operations. The foreign exchange impact on assets and liabilities on that date was approximately ₹ 256 crores.

The following table sets forth certain information relating to our cash flows in the periods indicated:

(*in ₹ crores*)

Particulars	**For the six month period ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**
Net cash flow (used in)/ from operating activities	(2,715)	1,822	7,751
Net cash flow used in investing activities	(693)	(2,478)	(1,490)
Net cash flows generated from/ (used in) financing activities	1,113	164	(6,227)
Net (decrease)/ increase in cash and cash equivalents	(2,069)	(24)	170
Cash and cash equivalents at the end of the year/period	**3,874**	**5,943**	**5,967**

Operating Activities

For the six month period ended September 30, 2024

Our net cash (used) in operating activities was ₹ (2,715) crores for the six month period ended September 30, 2024. Our operating profit before working capital changes was ₹ 2,726 crores for the six month period ended September 30, 2024, which was primarily adjusted for increase in depreciation and amortization expense and finance cost.

Fiscal 2024

Our net cash generated from operating activities was ₹ 1,822 crores for Fiscal 2024. Our operating profit before working capital changes was ₹ 4,236 crores for Fiscal 2024, which was primarily adjusted for increase in depreciation and amortization expense and finance cost.

Fiscal 2023

Our net cash generated from operating activities was ₹ 7,751 crores for Fiscal 2023. Our operating profit before working capital changes was ₹ 10,382 crores for Fiscal 2023, which was primarily adjusted for increase in depreciation and amortization expense and finance cost.

Investing Activities

For the six month period ended September 30, 2024

Our net cash used in investing activities was ₹ 693 crores for the six-month period ended September 30, 2024. This was primarily on account of purchase of property, plant and equipment including capital-work-in-progress and capital advances of ₹ 494 crores, cost incurred on purchase of intangible assets including assets under development of ₹ 453 crores, proceeds from sale of property, plant and equipment ₹ 421 crores payment for deferred liability of ₹ 185 crores, purchase of investments amounting to ₹ 192 crores and interest received ₹ 124 crores.

Fiscal 2024

Our net cash used in investing activities was ₹ 2,478 crores for Fiscal 2024. This was primarily on account of purchase of property, plant and equipment including capital-work-in-progress and capital advances of ₹ 1,159 crores, cost incurred on purchase of intangible assets including assets under development of ₹ 836 crores, purchase of investments (net of proceeds from sale of investments) amounting to ₹ 834 crores, payment of deferred liability of ₹ 136 crores and interest received ₹ 322 crores.

Fiscal 2023

Our net cash used in investing activities was ₹ 1,490 crores for Fiscal 2023. This was primarily on account of purchase of property, plant and equipment including capital-work-in-progress and capital advances of ₹ 1,672 crores, cost incurred on purchase of intangible assets including assets under development of ₹ 688 crores, proceeds from sale of investments (net of purchase of investments) amounting to ₹ 488 crores , payment of deferred liability of ₹ 56 crores and interest received ₹ 184 crores.

Financing Activities

For the six month period ended September 30, 2024

Our net cash generated from financing activities was ₹ 1,113 crores for the six-month period ended September 30, 2024. This primarily consisted of proceed from current borrowings amounting to ₹ 3,185 crores, interest paid and other financial charges amounting to ₹ 1,744 crores, payment of lease liabilities to ₹ 252 crores and dividend paid amounting to ₹ 76 crores.

Fiscal 2024

Our net cash generated from / (used in) financing activities was ₹ 164 crores during Fiscal 2024. This primarily consisted of proceeds of non-current borrowing amounting to ₹ 3,313 crores, repayments of non-current borrowings of ₹ 1,661 crores proceeds from current term borrowings (net) amounting to ₹ 3,153 crores, interest paid and other financial charges amounting to ₹ 3,405 crores, payment of lease liabilities amounting to ₹ 434 crores and payment of dividends amounting to ₹ 749 crores.

Fiscal 2023

Our net cash generated from / (used in) financing activities was ₹ 6,227 crores during Fiscal 2023. This primarily consisted of proceeds of non-current borrowings amounting to ₹ 6,163 crores, repayments of non-current borrowings of ₹ 7,864 crores, repayment of current term borrowings (net) amounting to ₹ 2,894 crores, interest paid and other financial charges amounting to ₹ 2,345 crores, payment for buy-back of shares amounting to ₹ 1,355 crores, proceeds from realization of forward contracts amounting to ₹ 1,384 crores, proceeds from equity share dilution in UPL Sustainable Agri Solutions Limited and Advanta Enterprise Limited amounting to ₹ 4,054 crores, payment for acquisition of non-controlling interest in UPL Corporation Limited amounting to ₹ 1,994 crores, payment of lease liabilities to ₹ 370 crores and payment of dividends amounting to ₹ 750 crores.

Total Borrowings

As on March 31, 2024, our total borrowings aggregated to ₹ 28,438 crores, which comprises non-current borrowings of ₹ 24,010 crores and current borrowings of ₹ 4,428 crores.

Material Frauds

There are no material frauds committed against our Company, for the six month period ended September 30, 2024 and in the last two financial years.

Reservations, Qualifications and Adverse Remarks

Other than as disclosed below, there are no reservations, qualifications and adverse remarks in the financial statements of our Company, in the last two financial years:

<table>
<tr><th>Period</th><th>Observation</th></tr>
<tr><td>Fiscal 2024</td><td>Based on our examination which included test checks, and that performed by the respective auditors of the subsidiary companies and associate companies incorporated in India whose financial statements/financial information have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies and associate companies has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software: (i) the feature of recording audit trail (edit log) facility was not enabled at application layer of the accounting software for maintaining the books of account for certain fields/tables level relating to general ledger; (ii) the feature of recording audit trail (edit log) facility was not enabled at the database layer of the accounting software for maintaining the books of account to log any direct data changes.Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.</td></tr>
<tr><td>Fiscal 2024</td><td>(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

<table>
<tr><th>Sr.No.</th><th>Name of the entities</th><th>CIN</th><th>Holding Company/Subsidiary/ JV/ Associate</th><th>Clause number of the CARO report which is unfavourable or qualified or adverse</th></tr>
<tr><td>1</td><td>UPL Agri Science Ltd</td><td>U01100MH2022PLC385974</td><td>Subsidiary</td><td>Clause 3(xvii)</td></tr>
<tr><td>2</td><td>Kudos Chemie Ltd</td><td>U24231PB1988PLC008663</td><td>Subsidiary</td><td>Clause 3 (xvii)</td></tr>
<tr><td>3</td><td>UPL Sustainable Agri Solutions Limited</td><td>U01403MH2010PLC312849</td><td>Subsidiary</td><td>Clause 3(i)(c)</td></tr>
<tr><td>4</td><td>Arysta LifeScience India Limited</td><td>U51420MH1949PLC007856</td><td>Subsidiary</td><td>Clause 3(i)(c)</td></tr>
<tr><td>5</td><td>Arysta LifeScience Agriservice Private Limited</td><td>U24219HR2001PTC034750</td><td>Subsidiary</td><td>Clause 3(xvii)</td></tr>
<tr><td>6</td><td>Natural Plant Protection Limited</td><td>U01100MH2020PLC337308</td><td>Subsidiary</td><td>Clause 3(xvii)</td></tr>
<tr><td>7</td><td>Nurture Agtech Ltd.</td><td>U01100MH2019PLC335151</td><td>Subsidiary</td><td>Clause 3(xi)(a), Clause 3(xvii)</td></tr>
<tr><td>8</td><td>Advanta Enterprises Limited</td><td>U01100MH2022PLC383998</td><td>Subsidiary</td><td>Clause 3(i)(c)</td></tr>
<tr><td>9</td><td>Superform Chemistries Limited (FKA UPL Speciality Chemicals Limited)</td><td>U24110MH2022PLC383012</td><td>Subsidiary</td><td>Clause 3(xvii)</td></tr>
</table></td></tr>
</table>

Period	Observation
Fiscal 2023	(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary/JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	UPL Limited	L24219GJ1985 PLC025132	Holding Company	Clause 3(vii) (a)
2	Arysta LifeScience India Limited	U51420MH194 9PLC007856	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)
3	Advanta Enterprises Limited	U01100MH202 2PLC383998	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)
4	UPL Sustainable Agri Solutions Limited	U01403MH201 0PLC312849	Subsidiary	Clause 3 (i) (c) & Clause 3(vii) (a)

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

We have not defaulted in repayment of loans or borrowing to a financial institution, bank or government, or repayment of statutory dues.

Contingent Liabilities

A summary of our contingent liabilities as at March 31, 2024, see "*Financial Statements/Financial Results*" on page 192.

Related party transactions

For details regarding our related party transactions for the six month period ended September 30, 2024 and Fiscal 2024, in accordance with Ind AS 24, see "*Financial Statements/Financial Results*" on page 192.

Off-Balance Sheet Items

As of September 30, 2024, we do not have any other off-balance sheet arrangements.

Commitments and contingencies

For the periods indicated below, we had contractual obligations in the following amounts:

(*in ₹ crores*)

Commitments	For the year ended March 31, 2024

Estimated amount of contracts (on account of outstanding contracts and outstanding letter of credits) remaining to be executed on capital account and not provided for (net of advances)	128

Qualitative disclosure about market risk

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.

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.

This foreign currency risk is hedged by using foreign currency forward contracts and full currency interest rate swaps.

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.

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.

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.

Unusual or infrequent events or transactions

Except as described in this Letter of Offer, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known trends or uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*– Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 438 and 22, respectively. Except as disclosed in this Letter of Offer, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

New products or business segments

We have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and introduction of new products.

Future relationship between Cost and Income

Other than as described elsewhere in the sections "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 22, 178 and 437, respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

Seasonality of business

Our agro-chemicals business is subject to climatic conditions. *For further details, see, "Risk Factors - Our agro-chemicals business is subject to climatic conditions the overall area under cultivation and the cropping pattern adopted by the farming community. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.***"** on page 55.

Significant dependence on a single or few customers or suppliers

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

Significant economic changes that materially affect or are likely to affect income from continuing operations

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "*– Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 438 and 22, respectively.

Competitive Conditions

We operate in a competitive environment. Please see "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 178, 145 and 22, respectively for further information on our industry.

Significant Developments after September 30, 2024, that may affect our Future Results of Operations

Except as stated below and in this Letter of Offer, no circumstances have arisen since September 30, 2024, which materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities.

Pursuant to the in-principle approval granted by our Board on September 4, 2024 for exploring various options available for unlocking value in Advanta Enterprises Limited and pursuant to certain agreements dated November 19, 2024, a Committee of Directors of our Company have on November 19, 2024, (1) approved sale of 8.93% (post primary investment) of the Company's stake in Advanta Enterprises Limited to Alpha Wave Ventures II, LP ("Alpha Wave"), a PE Investor for an aggregate consideration of US$ 250 million, subject to certain closing adjustments; and (2) consented to a proposal by Advanta Enterprises Limited to raise funds through fresh investment by Alpha Wave in the equity share capital of Advanta Enterprises Limited for an aggregate consideration of US$ 100 million, which will result in Alpha Wave holding an additional 3.51% shareholding in Advanta Enterprises Limited, subject to certain closing adjustments.

Our Company expects to complete these transactions subject to regulatory approvals, including from the Competition Commission of India.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND DEFAULTS

Our Company and our Subsidiaries are subject to various legal proceedings from time to time, primarily arising in the ordinary course of business.

Except as disclosed below, there are no outstanding litigations with respect to the (i) pending proceedings, including civil and tax proceedings, involving our Company and/or our Subsidiaries where the amount involved is equivalent to or in excess of the Materiality Threshold; (ii) issues of moral turpitude or criminal liability on the part of our Company and/or our Subsidiaries; (iii) material violations of statutory regulations by our Company and/or our Subsidiaries; (iv) economic offences where proceedings have been initiated against our Company and/or our Subsidiaries; and (v) any pending matters which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

*In relation to point (i) above, our Board in its meeting held on July 31, 2023, has considered and adopted a 'Policy for Determining Material Events and Information', framed in accordance with Regulation 30 of the SEBI Listing Regulations ("**Materiality Policy**"). In terms of the Materiality Policy, any outstanding litigations, involving our Company and/or our Subsidiaries, whose total monetary impact is equivalent to or exceeds the lower of the following:*

a) 2% of turnover, as per the last audited consolidated financial statements of our Company;
b) 2% of Net Worth, as per the last audited consolidated financial statements of our Company, except in case the arithmetic value of the Net Worth is negative; and
c) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of our Company.

Accordingly, all outstanding litigation (including civil and tax proceedings), involving our Company and/or our Subsidiaries whose monetary impact is equivalent to or in excess of 5% of the average of absolute value of profit or loss after tax, as per the last three Audited Consolidated Financial Statements of our Company, which is determined to be ₹178.82 crores, have been disclosed in this section.

Additionally, it is clarified that pre-litigation notices received by our Company and/or our Subsidiaries from third parties (excluding those notices issued by statutory or regulatory or governmental authorities) shall not be evaluated for materiality until such time our Company and/or our Subsidiaries are impleaded as a defendant in litigation proceedings before any judicial forum.

Unless stated to the contrary, the information provided below is as of the date of this Letter of Offer. All terms defined in a particular litigation disclosure below are for that particular litigation only.

A. Litigation involving our Company

Material litigation (including civil litigation and tax proceedings) involving our Company

Material litigation (including civil litigation and tax proceedings) against our Company

1. Our Company filed its return of income under section 139(1) of the Income Tax Act, 1961 on March 15, 2023 declaring its total income to be ₹ 37.39 crores. The Central Processing Centre passed an intimation order dated September 22, 2022 under section 143(1) of the Income Tax Act, 1961 ("**Intimation**"), pursuant to which it assessed the total income of our Company for the assessment year 2021-22 to be ₹ 37.57 crores. Our Company filed a rectification application dated October 14, 2022 under section 154 of the Income Tax Act, 1961 against the Intimation before the Deputy Commissioner of Income Tax – Central Circle in relation to addition of income of ₹ 0.18 crores in the Intimation, on the grounds that non-granting of reduction of dividend income from income/receipts credited to profit and loss account was resulting in double taxation of dividend income. A show cause dated December 15, 2023 ("**Notice**") was issued to our Company in relation to addition of ₹ 0.68 crores to the total income of our Company and disallowance of brought forward losses amounting to ₹ 744.91 crores. Our Company filed its reply to the Notice on December 19, 2023. The Assistant Commissioner

of Income Tax by way of demand notice and assessment order, each dated December 28, 2023, assessed the total income of our Company for the assessment year 2021-22 to be ₹ 782.48 crores on account of under-reporting of income and determined the tax payable by our Company to be ₹ 281.95 crores. Penalty proceedings have been initiated separately against our Company for under-reporting of income under section 270A of the Income Tax Act, 1961 by way of show cause notice dated December 28, 2023 issued by the Income Tax Department. Our Company, by way of its letter dated January 24, 2024, has filed an application for keeping the penalty proceedings in abeyanace given that it has filed an appeal dated January 23, 2024 under section 246A of the Income Tax Act, 1961 against the assessment order dated December 28, 2023 before the Commissioner of Income Tax (Appeals). The matter is currently pending.

Material litigation (including civil litigation) by our Company

Nil

Issues of moral turpitude or criminal liability on the part of our Company

1. A complaint dated November 29, 2013 ("**Complaint**") was filed by the state of Punjab through the Insecticide Inspector, Fazilka ("**Complainant**") before the Court of the Chief Judicial Magistrate, Fazilka, under sections 3(k)(1), 17, 18 and 33 read with section 29(1) of the Insecticides Act, 1968 against our Company (through its responsible persons), Arun C. Ashar, our erstwhile director, Karshandas Gangaram Patel and others (collectively, the "**Accused**"), for manufacturing, storing and selling of misbranded insecticides. Arun C. Ashar and Karshandas Gangaram Patel have filed a petition dated January 9, 2017 before the High Court of Punjab and Haryana at Chandigarh ("**High Court**") under section 482 of the Code of Criminal Procedure, 1973, for quashing of the Complaint, summoning order dated December 24, 2013 passed by the Court of the Chief Judicial Magistrate, Fazilka *vide* which Arun Ashar and Karshandas Gangaram Patel were summoned, and order dated September 21, 2016 passed by the Additional Sessions Judge, Fazilka, upholding the order dated January 31, 2015 passed by the Court of the Chief Judicial Magistrate, Fazilka for issuance of process against the Accused. The High Court has stayed the proceedings before the Court of Chief Judicial Magistrate, Fazilka by way of orders dated May 2, 2018, October 4, 2019 and December 6, 2021. The matter is currently pending for further adjudication.

2. A complaint dated June 3, 2014 was filed by the State of Punjab through the Insecticide Inspector- Agriculture, Barnala ("**Complainant**") before the Court of the Judicial Magistrate First Class, Barnala under section 29 of the Insecticides Act 1968 against our Company (through its responsible persons), Arun C. Ashar, our erstwhile director, Karshandas Gangaram Patel and others (collectively, the "**Accused**"), for manufacturing, stocking and supplying of misbranded insecticides. The Company by way of its petition dated December 8, 2015 has approached the High Court of Punjab & Haryana, Chandigarh for quashing of the proceedings. By way of the order of the Court of Judicial Magistrate First Class, Barnala dated January 30, 2018, the matter was adjourned indefinitely in view of the pendency of quashing petition filed by the Company with the High Court of Punjab & Haryana, Chandigarh. The matter is currently pending for further adjudication.

3. A complaint dated July 30, 2015 was filed by the State of Punjab through the Insecticides Inspector Chandigarh ("**Complainant**") before the Court of the Chief Judicial Magistrate, Bhatinda under section 3(k)(1), 17, 18 and 33 of the Insecticides Act, 1968 ("**Act**") read with Rule 27(5) of the Insecticides Rules 1971 against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging manufacturing, selling/stocking, exhibiting for sale & distribution of misbranded insecticides punishable under section 29(1) of the said Act. The matter is currently pending for further adjudication.

4. A complaint dated May 21, 2015 was filed by the Government of Maharashtra through the Insecticide Inspector, District Quality Control Inspector, Jalna ("**Complainant**") before the Court of the Judicial Magistrate First Class, Jalna, against our Company and others (collectively, the "**Accused**"), alleging manufacturing, stocking, distributing and selling of misbranded insecticides by the Accused in violation of

sections 3(k)(i), 17 (i)(a) and 18(i)(c) of the Insecticides Act, 1968 ("**Act**") read with the Insecticides Rules, 1971, punishable under section 29 of the said Act. The matter is currently pending for further adjudication.

5. A complaint dated July 18, 2019 was filed by the State of Rajasthan through the Seed Insecticide Fertilizer Control Officer, Chittorgarh ("**Complainant**") under section 13(1) of the Seed Control Order, 1983 and sections 3 and 7 of the Essential Commodities Act, 1955 against our Company and others (collectively, the "**Accused"**) alleging stocking and selling substandard seeds. The matter is currently pending for further adjudication.

6. A complaint dated June 5, 2018 was filed by the State of Rajasthan through the Seed Inspector and Agriculture Officer (Training), Chittorgarh ("**Complainant**") under section 13(1) of the Seed Control Order, 1983 and sections 3 and 7 of the Essential Commodities Act, 1955 against our Company and others (collectively, the "**Accused"**) for the production and sale of non-standard seeds. The matter is currently pending for further adjudication.

7. A complaint dated July 28, 2017 was filed by the State of Maharashtra through the Taluka Agriculture Officer, Kamptee ("**Complainant**") before the Court of the Judicial Magistrate (First Class), Kamptee, against our Company and others (collectively, the "**Accused**"), under sections 29(2)(3) and 33(1) of the Insecticides Act, 1968 ("**Act**") alleging manufacturing and sale of misbranded insecticides in violation of section 3(k)(1), 17 (i)(a) and 18(i)(c) of the said Act. The matter is currently pending for further adjudication.

8. A complaint dated December 14, 2018 was filed by the State of Rajasthan through the Pesticide Inspector and District Extension Officer, Bundi ("**Complainant**") before the Court of the Chief Judicial Magistrate, Bundi against our Company and others (collectively, the "**Accused**"), under sections 29(2)(3) and 33(1) of the Insecticides Act, 1968 ("**Act**") alleging manufacturing and sale of non-standard insecticides in violation of section 3(k)(1), 17 (i)(a) and 18(i)(c) of the said Act. The matter is currently pending for further adjudication.

9. A complaint dated July 17, 2018 was filed by the State of Punjab through the Insecticide Inspector, Agriculture, Bhadaur, ("**Complainant**") before the court of the Chief Judicial Magistrate, Barnala, against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging misbranding of certain sample of chemicals manufactured, sold and distributed by the Accused in violation of sections 3(k)(i), 17, 18, and 33 of the Insecticides Act, 1968 ("**Act**") and punishable under section 29 of the said Act. The matter is currently pending for further adjudication.

10. A complaint dated August 7, 2018 was filed by the Karnataka State Government through the Insecticide Inspector cum Assistant Director of Agriculture, Gokak ("**Complainant**") before the court of the Judicial Magistrate of First Class, Gokak, against the territorial manager of our Company and another (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide sold by the Accused in violation of section 29(1)(a) of the Insecticides Act, 1968, read with sections 3 and 7 of the Essential Commodities Act, 1955. The matter is currently pending for further adjudication.

11. A complaint dated February 27, 2018 was filed by the State of Punjab through the Insecticide Inspector, Fatehgarh Sahib, ("**Complainant**") before the court of the Chief Judicial Magistrate, Fatehgarh Sahib, against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging manufacturing, sale and distribution of certain misbranded insecticides by the Accused in violation of sections 3(k)(i), 17, 18 and 33 of the Insecticides Act, 1968 and punishable under section 29 of the said Act read with the rule 27(5) of the Insecticides Rules, 1971. The matter is currently pending for further adjudication.

12. A complaint dated April 1, 2016 was filed by the Insecticide Inspector, Tarn Taran, ("**Complainant**") before the court of the Sub Divisional Judicial Magistrate, Tarn Taran, against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured, sold, stocked and distributed by the Accused in

violation of sections 3(k)(i), 17, 18, and 33 of the Insecticides Act, 1968 and punishable under section 29 of the said Act read with the rules 10 and 27(5) of the Insecticides Rules, 1971. The matter is currently pending for further adjudication.

13. A complaint dated December 13, 2017 was filed by the State of Punjab through the Insecticide Inspector, Ferozepur, ("**Complainant**") before the court of the Sub Divisional Judicial Magistrate, Zira (Ferozepur), against our Company (through its responsible persons), and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, sold and distributed by the Accused in violation of sections 3(k)(i), 17, 18, and 33 of the Insecticides Act, 1968, punishable under section 29 of the said Act read with the rules 10 and 27(5) of the Insecticides Rules, 1971. The matter is currently pending for further adjudication.

14. A complaint dated October 10, 2019 was filed by the Union of India through the Insecticide Inspector and Joint Director, Ministry of Agriculture and Farmer's Welfare, Government of India ("**Complainant**") before the court of the Additional Chief Metropolitan Magistrate, Mumbai, under section 200 of the Code of Criminal Procedure, 1973 alleging violation of sections 17 and 18 read with section 29(1) of the Insecticides Act, 1968 and Sections 418 and 420 of the Indian Penal Code, 1865 against our Company and others (collectively, the "**Accused**"), for allegedly illegally importing a certain chemical from an unrecognized source without prior permission from the relevant authority, as prescribed under the Insecticides Act, 1968. The matter is awaiting further adjudication.

15. A complaint dated December 2, 2019 was filed by the State through the APPO cum Insecticide Inspector, Rohtak ("**Complainant**") before the court of the Chief Judicial Magistrate, Rohtak, against our Company, one of our Subsidiaries, SWAL Corporation Limited, and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, and 29 of the Insecticides Act, 1968 and the rules made thereunder. The matter is currently pending for further adjudication.

16. A complaint dated July 19, 2018 was filed by the State of Punjab through the Insecticide Inspector, Ferozepur ("**Complainant**") before the court of the Sub-Divisional Judicial Magistrate, Zira (Ferozepur) ("**SDJM**"), against our Company (through its responsible persons) and others (collectively, the "**Accused**"), alleging misbranding of certain sample of chemicals manufactured and sold by the Accused in violation of Sections 3(k)(i), 17, 18, 29 of the Insecticides Act, 1968. Pursuant to an order dated September 16, 2019, the SDJM had summoned the Accused to face trial. One of the Accused filed a revision petition against the order dated September 16, 2019 before the court of the Sessions Judge, Ferozepur on grounds of the said order being non-speaking in nature and having been passed without any application of mind. The Sessions Judge, via an order dated July 20, 2023, remanded the complaint to be heard afresh from the stage of consideration for summoning the accused. The matter is currently pending for further adjudication.

17. A complaint dated December 27, 2018 was filed by the State of Maharashtra through the Insecticide Inspector and Agriculture Officer, Erandol, District Jalgaon ("**Complainant**") before the court of Judicial Magistrate, First Class, Erandol against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited, and others (collectively, the "**Accused**"), alleging misbranding of certain sample of chemicals manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17 and 18 of the Insecticides Act, 1968 and the rules made thereunder. The matter is currently pending for further adjudication.

18. A complaint dated August 14, 2019 was filed by the State of Punjab through Insecticide Inspector, Majri ("**Complainant**") before the court of Sub Divisional Judicial Magistrate, First Class, Kharar against our Company (through its responsible persons), our Promoter, Rajnikant Devidas Shroff, and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, 29 and 33 of the Insecticides Act, 1968 read with Rule 27(5) of the Insecticides Rules, 1971. The matter is currently pending for further adjudication.

19. A complaint dated September 29, 2021 was filed by the State of Maharashtra through Insecticide Inspector, Solapur ("**Complainant**") before the court of Judicial Magistrate, First Class, Solapur against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited, and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured and sold by the Accused in violation of sections 3(k)(i), 17(1)(a) and 18(1)(c) of the Insecticides Act, 1968 and the rules made thereunder. The matter is currently pending for further adjudication.

20. A complaint dated February 3, 2021 was filed by the State of Punjab through Insecticide Inspector, Abohar, District Fazila ("**Complainant**") before the court of Sub Divisional Judicial Magistrate, Abohar, District Fazilka against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, 29 and 33 of the Insecticides Act, 1968 and the rules made thereunder. The matter is currently pending for further adjudication.

21. A complaint dated March 9, 2021 was filed by the State through Insecticide Inspector, Malout ("**Complainant**") before the court of Sub Divisional Judicial Magistrate, Malout against our Company (through its responsible persons), and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, 29 and 33 of the Insecticides Act, 1968 and the rules made thereunder. The matter is currently pending for further adjudication.

22. A complaint dated December 13, 2019 was filed by the State of Haryana through the Assistant Plant Protection Officer, Narnaul ("**Complainant**") before the court of Chief Judicial Magistrate, Narnaul against our Company and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, distributed and sold by the Accused in violation of sections 3(k)(i) read with sections 17(1)(a), 17(2) and 29 of the Insecticides Act, 1968. The matter is currently pending for further adjudication.

23. A complaint dated February 11, 2022 was filed by the State of Maharashtra through the Seed Inspector and District Superintending Agriculture Officer, Jalgaon ("**Complainant**") before the Court of the First Class Judicial Magistrate, Pachora against our Company and others (collectively, the "**Accused**") under section 7(b) of the Seed Act, 1966 and section 13(1)(c) of the Seed (Control) order, 1983 punishable under Section 19(A)(I) of the Seed Act, 1966. The matter is currently pending for further adjudication.

24. A complaint dated July 12, 2021 was filed by the State of Andhra Pradesh through the Assistant Director of Agriculture, Martur, Prakasam District ("**Complainant**") before the Court of the Additional Junior Civil Judge, Ongole under sections 6 and 7(b) read with section 19 of the Seeds Act, 1966 and Section 13(c) of the Seeds (Control) Order, 1983 against our Company and others (collectively, the "**Accused**") alleging the sale, production and distribution of sub-standard seeds. The matter is currently pending for further adjudication.

25. A complaint dated January 5, 2021 was filed by the State of Punjab through Insecticide Inspector, Khuian Sarwar, Fazilka ("**Complainant**") before the court of Sub Divisional Judicial Magistrate, Abohar, Fazilka ("**Court**") against our Company and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured and sold by the Accused in violation of sections 3(k)(i), 17, 18, 29 and 33 of the Insecticides Act, 1968. Pursuant to an order dated January 5, 2021, the Court had summoned the Accused to face trial. Some of Accused filed a revision petition against the order before the court of the District and Sessions Judge, Fazilka on grounds of the said order being non-speaking in nature and having been passed without any application of mind. The matter is currently pending for further adjudication.

26. A complaint dated March 7, 2019 was filed by the State through Insecticide Inspector, Abohar, District Fazilka ("**Complainant**") before the court of Sub Divisional Judicial Magistrate, Abohar against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, 29 and 33 of the Insecticides Act, 1968 and the rules made thereunder. The matter is currently pending for further adjudication.

27. A complaint dated August 28, 2019 was filed by the State of Haryana through Assistant Plant Protection Officer, Jind ("**Complainant**") before the court of Chief Judicial Magistrate, Jind against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging misbranding of certain sample of insecticide manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17(1)(a) and 29 of the Insecticides Act, 1968. The matter is currently pending for further adjudication.

28. A complaint dated May 22, 2019 was filed by the State of Punjab through the Insecticide Inspector, Bathinda ("**Complainant**") before the court of Chief Judicial Magistrate, Bathinda against our Company, one of our Promoters, Rajnikant Devidas Shroff and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, 29 and 33 of the Insecticides Act, 1968. The matter is currently pending for further adjudication.

29. A complaint dated May 22, 2019 was filed by the State of Punjab through the Insecticide Inspector, Bathinda ("**Complainant**") before the court of Chief Judicial Magistrate, Bathinda against our Company, one of our Promoters, Rajnikant Devidas Shroff and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, 29 and 33 of the Insecticides Act, 1968 read with rule 27(5) of the Insecticides Rules 1971. The matter is currently pending for further adjudication.

30. A complaint dated November 16, 2016 was filed by the Government of Rajasthan through the Insecticide Inspector and Agriculture Officer, Jodhpur ("**Complainant**") before the court of Additional Chief Magistrate, Bilada against our Company and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured, stored and sold by the Accused punishable under section 29(1)(a) of the Insecticides Act, 1968. The matter is currently pending for further adjudication.

31. A complaint dated March 22, 2017 was filed by the Government of Maharashtra through the District Quality Control Inspector, Chandrapur ("**Complainant**") before the court of Judicial Magistrate First Class, Ballarpur, Chandrapur against our Company and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured and sold by the Accused in violation of sections 3(k)(VIII), 17(1)(a), and 18(1)(c), punishable under sections 29(1)(a) and 33(1) of the Insecticides Act, 1968. The matter is currently pending for further adjudication.

32. A complaint dated November 30, 2016 was filed by the State of Maharashtra through the Agricultural Officer and Insecticide Inspector, Narkhed ("**Complainant**") before the court of Judicial Magistrate First Class, Narkhed against our Company and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured and sold by the Accused in violation of sections 3(k)(i), 17(1)(a), and 18(1)(c), punishable under sections 29(2) and 33(1) of the Insecticides Act, 1968. The matter is currently pending for further adjudication.

33. A complaint dated December 19, 2017 was filed by the State of Maharashtra through the Taluka Quality Control Inspector, Chandur Bazar ("**Complainant**") before the court of Judicial Magistrate, Chandur Bazar against our Company and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured and sold by the Accused in violation of sections 3(k)(i), 17(1)(a) and 18(i)(2) of the Insecticides Act, 1968 read with section 34 of the IPC. The matter is currently pending for further adjudication.

34. A complaint dated May 18, 1999 was filed by the State of Rajasthan through the Insecticide Inspector, Bharatpur ("**Complainant**") before the court of Chief Judicial Magistrate, Bharatpur ("**Magistrate**") against our Company and others (collectively, the "**Accused**"), alleging misbranding of certain insecticides manufactured and sold by the Accused in violation of section 29(1)(a) of the Insecticides Act, 1968. Our Company, thereafter, filed an application dated November 2, 1999 ("**Application**") under section 24(4) of the

Insecticides Act, 1968 before the Magistrate to get certain samples of the allegedly misbranded insecticides tested in the Central Laboratory which was allowed by way of an order dated July 4, 2000. However, the Central Laboratory refused to test the sample since it had already crossed the prescribed expiry date. In view of the above, our Company further moved an application before the Magistrate to drop the proceedings, which was dismissed by an order dated June 8, 2007 ("**Order**"). In furtherance to the dismissal, our Company had filed a petition under section 482 of the Code of Criminal Procedure ("**Petition**") before the High Court of Judicature for Rajasthan, Jaipur bench ("**High Court**") for quashing of the proceedings since the right of the Company under section 24(4) of the Insecticides Act, 1968 could not be exercised due to the Central Laboratory's refusal to test the samples. The High Court dismissed the Petition by way of an order dated November 24, 2011 ("**Order 2**"). Our Company has filed a special leave petition dated March 13, 2012 before the Supreme Court of India against Order 2. The matter is currently pending for further adjudication.

35. A complaint dated February 5, 2018 was filed by the State of Punjab through the Insecticides Inspector, Moga, ("**Complainant**") before the court of the Chief Judicial Magistrate, Moga, against our Company (through its responsible persons) and others (collectively, the "**Accused**"), alleging misbranding of certain sample of chemicals manufactured, sold and distributed by the Accused in violation of sections 3(k)(i), 17 and 18 of the Insecticides Act, 1968 ("**Act**") read with section 27(5) of the Insecticides Rules 1971. The Chief Judicial Magistrate Moga, by way of order dated February 2, 2023 ("**Order**") convicted the Accused and sentenced them to undergo rigorous imprisonment for one year. Our Company filed an appeal dated February 21, 2023 ("**Appeal**") against the Order before the Court of District and Sessions Judge, Moga. The Appeal has been admitted for hearing by way of the order of the Additional Sessions Judge dated February 21, 2023. The matter is currently pending for further adjudication.

36. A complaint dated April 24, 1998 was filed by the Union of India through the Assistant Director, Enforcement Directorate, Mumbai ("**Petitioner**") before the Court of the Chief Metropolitan Magistrate, Esplanade, Mumbai ("**CMM Court**") against our Company, our Promoter, Rajnikant Devidas Shroff, and others ("**Respondents**"), alleging violation of section 12(2) of the Foreign Exchange Regulation Act, 1973 for non-realization of export proceeds amounting to ₹ 2.23 crores. The Respondents filed an application for discharge dated September 15, 1999 ("**Discharge Application**") before the CMM Court. The CMM Court rejected the Discharge Application by way of its order dated February 2, 2000 ("**Rejection Order**"). The Respondents have filed various revision and discharge applications against the Rejection Order. The Court of Sessions for Greater Bombay by way of its order dated June 20, 2005 ("**Order**") allowed the Respondents' revision application. The Petitioners have filed a criminal writ petition dated October 12, 2006 before the High Court of Judicature at Bombay against the Order. The matter is currently pending for further adjudication.

37. A complaint dated April 18, 2023 was filed by the Chief Agriculture Officer, Faridkot, ("**Complainant**") before the court of the Chief Judicial Magistrate First Class, Faridkot, against our Company (through its responsible persons) and others (collectively, the "**Accused**"), alleging manufacture, sale and stocking of biofertilizer which is not of prescribed standard in violation of sections 3 and 7(1)(a)(ii) of Essential Commodities Act, 1955 read with clause 19(a) of the Fertilizer Control Order, 1985. The matter is currently pending for further adjudication.

38. A complaint dated November 23, 2022 was filed by the State of Maharashtra through the Seed Inspector and Agriculture Officer, Dhule ("**Complainant**") before the court of the Judicial Magistrate First Class, Dhule, against our Company (through its responsible persons) ("**Respondent**"), alleging production, distribution and sale of non-standard seed lot in contravention of sections 6(a)(b) and 7(a)(b)(c) of Seeds Act 1966 and clause 8(A) of the Seeds (Control) Order, 1983, contravention of rules 10 of Seeds Rule 1968, punishable under section 19 of the Seeds Act 1966. The matter is currently pending for further adjudication.

39. The Special Executive Magistrate on behalf of Election Officer 29, Mumbai North Central Lok Sabha Constituency filed an FIR dated April 13, 2019 against our Company under section 127(A) of the

Representation of People Act, 1951 alleging that the Company was preparing electronic poll material for a certain political party without the Election Commission's clearance. The matter is currently pending.

40. A complaint under section 29 of the Insecticides Act, 1968 has been filed against our Company on August 9, 2017 for misbranding of certain insecticides before the Judicial Magistrate First Class, Hinganghat. Our Company has not received summons in relation to the said matter. For further details, see *"Risk Factors - There are outstanding legal proceedings involving our Company and Subsidiaries. Any adverse outcome in any of these proceedings may adversely affect our reputation, business operations, financial condition and results of operations."* on page 43.

41. A complaint under section 29 of the Insecticides Act, 1968, for misbranding of certain insecticides, has been filed against our Company on August 20, 2020 before the Judicial Magistrate First Class, Amravati at the Lok Adalat. Our Company has not received summons in relation to the said matter. For further details, see "*Risk Factors - There are outstanding legal proceedings involving our Company and Subsidiaries. Any adverse outcome in any of these proceedings may adversely affect our reputation, business operations, financial condition and results of operations.*" on page 43.

42. In respect to the crop protection business of our Company, as of the date of this Letter of Offer, there are 20 show cause notices issued by the relevant Agriculture Officer / Insecticide Inspector ("**Relevant Authority**") alleging manufacturing and marketing of misbranded insecticides in violation of sections 3, 17 and 18 of the Insecticides Act, 1968. Our Company has responded to these notices by way of letters denying the alleged violations. No further communication has been received from the Relevant Authorities in this regard.

43. In respect to the crop protection business of our Company, as of the date of this Letter of Offer, there are 2 show cause notices issued by the relevant Agriculture Officer / Fertilizer Inspector ("**Relevant Authority**") alleging manufacturing of non-standard fertilizers in violation of clause 19(a) of the Fertilizer (Control) Order 1985 and section 3 of the Essential Commodities Act 1955. Our Company has responded to these notices by way of letters denying the alleged violations. No further communication has been received from the Relevant Authorities in this regard.

Material violations of statutory regulations by our Company

Nil

Economic offences where proceedings have been initiated against our Company

Nil

Any other pending matters involving our Company, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position

Nil

B. Litigation involving our Subsidiaries

Material litigation (including civil litigation and tax proceedings) involving our Subsidiaries

Material litigation (including civil litigation and tax proceedings) against our Subsidiaries

Nil

Material litigation (including civil litigation and tax proceedings) by our Subsidiaries

Nil

Issues of moral turpitude or criminal liability on the part of our Subsidiaries

In addition to the proceedings with respect to our Subsidiaries disclosed in "- *Issues of moral turpitude or criminal liability on the part of our Company*" above, following are the litigation involving issues of moral turpitude or criminal liability on the part of our Subsidiaries:

1. A complaint dated March 14, 2016 was filed by the State of Maharashtra through the Insecticide Inspector & District Quality Control Inspector, Aurangabad ("**Complainant**") before the Court of the Chief Judicial Magistrate, Aurangabad, against one of our Subsidiaries, Devidayal Sales Limited and others (collectively, the "**Accused**"), alleging stocking, distributing and sale of misbranded insecticides in violation of section 3(k)(1), 17 (i)(a) and 18(i)(c) of the Insecticides Act, 1968 punishable under section 29 of the said Act. The matter is currently pending for further adjudication.

2. A complaint dated December 24, 2011 was filed by the State of Rajasthan through the Pesticide Inspector, Jodhpur ("**Complainant**") before the Court of the Judicial Magistrate First Class, Jodhpur, against one of our Subsidiaries, Devidayal Sales Limited and others (collectively, the "**Accused**"), alleging stocking, distributing and sale of misbranded insecticides in violation of section 3(k)(1), 17 (i)(a) and 18(i)(c) of the Insecticides Act 1968 punishable under section 29 of the said Act. The matter is currently pending for further adjudication.

3. A complaint dated May 15, 2014 was filed by the State of Maharashtra through the Insecticide Inspector and Technical Officer, Jalna ("**Complainant**") before the Court of the Chief Judicial Magistrate, Jalna, against one of our Subsidiaries, Devidayal Sales Limited and others (collectively, the "**Accused**"), alleging sale of misbranded insecticides in violation of section 3(k)(1), 17 (i)(a) and 18(i)(c) of the Insecticides Act 1968 punishable under section 29 of the said Act. The matter is currently pending for further adjudication.

4. A complaint dated September 24, 2014 was filed by the State of Punjab through the Insecticides Inspector, Baddowal ("**Complainant**") before the Court of the Chief Judicial Magistrate 1st Class, Ludhiana, against one of our Subsidiaries, Arysta Life Science India Limited (through its responsible persons) and others (collectively, the "**Accused**"), alleging manufacturing, sale/stocking and distribution of misbranded insecticides in violation of section 3(k)(1), 17, 18, 29 and 33 of the Insecticides Act 1968 read with rule 27(5) of the Insecticides Rules, 1971. The matter is currently pending for further adjudication.

5. A complaint dated June 22, 2017 was filed by the State of Maharashtra through the Divisional Quality Control Inspector, Nagpur ("**Complainant**") before the Court of the Judicial Magistrate 1st Class, Nagpur, against one of our Subsidiaries, Arysta Life Science India Limited and others (collectively, the "**Accused**"), alleging manufacture and sale of misbranded insecticides in violation of section 17(1)(a) and section 18(1)(c) of the Insecticides Act 1968 read with section 3(k)(i) of the said Act. The matter is currently pending for further adjudication.

6. A complaint dated October 12, 2017 was filed by the State through the Pesticide Inspector, Sirohi ("**Complainant**") before the Court of the Judicial Magistrate, Pindwada, against one of our Subsidiaries, Arysta Life Science India Limited (through its responsible person) and others (collectively, the "**Accused**"), alleging manufacture, distribution and sale of misbranded insecticides in violation of section 3(k)(i), section 17, section 18 and section 33 of the Insecticides Act 1968, punishable under section 29 of the said Act. The matter is currently pending for further adjudication.

7. A complaint dated April, 2016 was filed by the State through the District Agriculture Officer, Varanasi ("**Complainant**") before the Court of the Chief Judicial Magistrate, Varanasi, against one of our Subsidiaries, Arysta Life Science India Limited and others (collectively, the "**Accused**"), alleging manufacture, distribution and sale of misbranded insecticides in violation of section 3(k)(i), section 17, section 18 and section 33 of the Insecticides Act 1968, punishable under section 29 of the said Act. The matter is currently

pending for further adjudication.

8. A complaint dated June 4, 2022 was filed by the State of Haryana through Sub Divisional Agriculture Officer cum Insecticide Inspector, Hansi ("**Complainant**") before the court of Sub Divisional Judicial Magistrate, Hansi against our Company (through its responsible persons), one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging misbranding of certain sample of chemicals manufactured, stored and sold by the Accused in violation of sections 3(k)(i), 17, 18, and 29 of the Insecticides Act, 1968 and the rules made thereunder. The matter is currently pending for further adjudication.

9. A complaint was filed in 2012 by the State of Rajasthan through Pesticide Inspector & Assistant Director Agriculture, Bharatpur, ("**Complainant**") before the court of the Additional Chief Judicial Magistrate II, Alwar, against our Company, one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging sale of non-standard pesticide which is punishable under section 29(1)(a) of the Insecticides Act, 1968. The matter is currently pending for further adjudication.

10. A complaint dated July 28, 2009 was filed by the Government of Maharashtra through Fertilizer Inspector & District Quality Control Inspector, Thane, ("**Complainant**") before the court of the Judicial Magistrate First Class, Palghar, against one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging manufacture, sale and stocking of non-standard biofertilizer in violation of clause 19(a) and 13(2) of the Fertilizer Control Order, 1985, which is punishable under sections 3 and 7 of the Essential Commodities Act, 1955. The matter is currently pending for further adjudication.

11. A complaint dated June 13, 2023 was filed by the Government of Andhra Pradesh through the Assistant Director of Agriculture ("**Complainant**") before the court of Judicial Magistrate First Class, Srikakulam, against one of our Subsidiaries, Advanta Enterprises Limited and others (collectively, the "**Accused**"), alleging violation of minimum limits of germination and purity as prescribed by the respective state governments under the Seeds Act, 1966, which is punishable under section 19(i)(a) of the Seeds Act, 1966. The matter is currently pending for further adjudication.

12. A complaint dated January 30, 2021 was filed by the Government of Maharashtra through Fertilizer Inspector & Technical Officer, Thane, ("**Complainant**") before the court of the Chief Judicial Magistrate, Ratnagiri, against one of our Subsidiaries, SWAL Corporation Limited and others (collectively, the "**Accused**"), alleging manufacture, distribution and stocking of non-standard biofertilizer in violation of sections 3 and 7(1)(a)(ii) of Essential Commodities Act, 1955 read with clauses 13(2) and 19(a) of the Fertilizer Control Order, 1985. The matter is currently pending for further adjudication.

13. In respect to the crop protection business of one of our Subsidiaries, Arysta LifeScience India Limited, as of the date of this Letter of Offer, there are 2 show cause notices issued by the relevant Agriculture Officer / Insecticide Inspector ("**Relevant Authority**") to Arysta LifeScience India Limited alleging manufacturing and marketing of misbranded insecticides in violation of sections 3, 17 and 18 of the Insecticides Act, 1968. Arysta LifeScience India Limited has responded to these notices by way of letters denying the alleged violations. No further communication has been received from the Relevant Authorities in this regard.

14. In respect to the crop protection business of one of our Subsidiaries, SWAL Corporation Limited, as of the date of this Letter of Offer, there are 10 show cause notices issued by the relevant Agriculture Officer / Insecticide Inspector ("**Relevant Authority**") to SWAL Corporation Limited alleging manufacturing and marketing of misbranded insecticides in violation of sections 3, 17 and 18 of the Insecticides Act, 1968. SWAL Corporation Limited has responded to these notices by way of letters denying the alleged violations. No further communication has been received from the Relevant Authorities in this regard.

15. In respect to the crop protection business of one of our Subsidiaries, UPL Sustainable Agri Solutions Limited, as of the date of this Letter of Offer, there are 4 show cause notices issued by the relevant Agriculture Officer / Insecticide Inspector ("**Relevant Authority**") to UPL Sustainable Agri Solutions Limited alleging manufacturing and marketing of misbranded insecticides in violation of sections 3, 17 and 18 of the Insecticides Act, 1968. UPL Sustainable Agri Solutions Limited has responded to these notices by way of

letters denying the alleged violations. No further communication has been received from the Relevant Authorities in this regard.

16. In respect to the crop protection business of one of our Subsidiaries, SWAL Corporation Limited, as of the date of this Letter of Offer, there are 15 show cause notices issued by the relevant Agriculture Officer / Fertilizer Inspector ("**Relevant Authority**") to SWAL Corporation Limited alleging manufacturing of non-standard fertilizers in violation of clause 19(a) of the Fertilizer (Control) Order 1985 and section 3 of the Essential Commodities Act 1955. SWAL Corporation Limited has responded to these notices by way of letters denying the alleged violations. No further communication has been received from the Relevant Authorities in this regard.

17. In respect to the crop protection business of one of our Subsidiaries, UPL Sustainable Agri Solutions Limited, as of the date of this Letter of Offer, there are 6 show cause notices issued by the relevant Agriculture Officer / Fertilizer Inspector ("**Relevant Authority**") to UPL Sustainable Agri Solutions Limited alleging manufacturing of non-standard fertilizers in violation of clause 19(a) of the Fertilizer (Control) Order 1985 and section 3 of the Essential Commodities Act 1955. UPL Sustainable Agri Solutions Limited has responded to these notices by way of letters denying the alleged violations. No further communication has been received from the Relevant Authorities in this regard.

18. Police Inquiry (No. 2139009-09.2024) to investigate an alleged crime against the tax order, based on the Tax Infraction Notice No. 4.142.045-7, due to supposed unduly reversal of ICMS in the amount of BRL 1,408,908.00 in December 2019. In Brazil, a tax proceeding may lead to the opening of a criminal proceeding to analyse the same facts which, in addition to characterizing an administrative misconduct, could also incur an allegation of a crime. The Tax Authorities shall communicate this type of facts to the Public Prosecutor's Office. This communication by itself is not proof that a crime has been committed or that the company's representatives are guilty. The Police Investigation is a preliminary administrative proceeding that aims at investigating if a crime occurred and, if so, the person responsible for committing it. It does not imply financial contingencies by itself, nor it is a formally criminal lawsuit. The Police Investigation is currently waiting for further investigative actions.

19. Public Prosecutors' Office of the State of Rio Grande do Sul, Municipality of Porto Alegre filed an administrative proceeding (No. 01540.000.047/2019) against UPL do Brasil to investigate possible environmental damage caused by irregular use of pesticide based on the active ingredient Fipronil, which could have caused the death of bees in the central region of Rio Grande do Sul. The legal proceeding was filed as a result of the execution of the Conduct Adjustment Term and the governmental authority may start a new administrative proceeding to check if UPL do Brasil is complying with the terms and conditions of the Conduct Adjustment Term.

20. Candido Paraguassu de Lemos Eleres filed a judicial proceeding (No. 0000463-61.2009.8.14.0130) against UPL do Brasil and a group of twenty-five (25) other companies alleging that CBB-USPAM and the other defendant companies would have committed an "environmental crime" by failing to properly dispose of industrial waste. The CBB-USPAM would have stored, in the open air, toxic substances that were destined by the defendants for incineration, however, Companhia Brasileira de Bauxita - CBB did not give the proper destination to the received residues, disposing it in disagreement with the environmental rules. The plaintiff required an inspection by IBAMA and UFPA, and a judicial inspection. It also required the Public Prosecutor to appear in the records to survey the material and correlation with the companies, in order to call any new companies to the lawsuit. The plaintiff requests the condemnation of each defendant company to pay a proportional fine to the total claimed amount divided between the defendants, as well as the legal fees, and the condemnation of the officers of the defendant companies to imprisonment. The lawsuit is suspended.

Material violations of statutory regulations by our Subsidiaries

1. Public Prosecutors' Office of the State of Pará filed an administrative proceeding (No. 000408-086/2021, later migrated to MP 09.2023.00001536-8 in the Justice Automation System – SAJ) against UPL do Brasil involving an investigation that aims to monitor the implementation of the Conduct Adjustment Commitment signed between the group of companies (which includes UPL do Brasil) and the Public Prosecutors of the

State of Para to carry out Phase 2 (environmental recovery) in the CBB-USPAM area by Renova. A joint statement was drawn up, summarizing all the negotiations so far and renewing the contract with Renova Ambiental for the recovery of the area. The statement was filed on October 2, 2023. In December 2023, a new addendum was signed with Renova Ambiental to recover the area.

2. UPL do Brasil have been involved in certain administrative proceedings from competent authorities, inter-alia on potential irregularities associated with (i) the products imported and commercialized by UPL do Brasil and failure to comply with quality control regulatory requirements, (ii) the licensing and registration status of establishments and products (iii) package resistance issues and consequent leakage of products (iv) commercialization of agrochemicals to distributors that are not registered with MAPA to perform such activity (v) labelling inadequacies of agrochemicals (vi) failure to maintain a duly regular technical staff responsible for supervising activities with the products or inadequacies in the importing documents (vii) commercialization of agrochemicals without proper agronomical prescription (viii) potential lack of proof of recall of certain products that were identified by agricultural authorities as expired or unfit for sale. If UPL do Brasil fails to contest the irregularities of the regulatory administrative proceedings indicated above, administrative penalties may apply, such as warning, interdiction, destruction or seizure of products, suspension or cancellation of the products registration, suspension or cancellation of the establishment's registration, temporary or definite interdiction of the establishment and/or fine.

Economic offences where proceedings have been initiated against our Subsidiaries

Nil

Any other pending matters including civil litigation and tax proceedings involving our Subsidiaries, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position

1. Three overseas subsidiaries of our Company, *i.e.* UPL Corporation Limited (Mauritius), UPL Limited (Gibraltar) and UPL Mauritius Limited had received notices dated January 15, 2021, issued under Section 153C of the Income Tax Act, 1961, where the income tax authorities had 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 had started tax proceedings against these companies in India. These Subsidiaries have filed a writ petition before the Hon'ble High Court of Bombay challenging the proceedings from AY 2014-15 till AY 2019-20 and filed an appeal for AY 2020-21 before the Income Tax Appellate Tribunal, Mumbai. The matter is currently pending.

2. The UPL do Brasil and the Federal Revenue Service are parties of the administrative legal proceeding No. 10580-728.294/2021-41, which discusses the tax assessment issued reasoning as to why UPL do Brasil is legally bound to collect purported debts owed in connection with Corporate Income Tax and Social Contribution on Net Income: (A) MAS Acquisitions was allegedly not the "actual investor" of the interest acquired from MacDermid for the mere fact of having received the funds for the completion of the business of its foreign partner, Platform Specialty Products Corporation. In addition, it is argued, in the alternative, that despite having two years of existence at the time of the business, this company allegedly acted as a "vehicle company" intended only to recognize goodwill subject to amortization and deduction for tax purposes; and (B) due to the subsequent merger of MAS Acquisitions and MacDermid by Arysta LifeScience do Brasil (this company was succeeded by UPL do Brasil), which consolidated the agribusiness investments made by the Element Solutions group in Brazil - which, henceforth, Arysta LifeScience do Brasil (this company was succeeded by UPL do Brasil) also started to recognize part of the goodwill related to the MacDermid and amortize it and deduct it fiscally -, the group would have "made feasible the use of goodwill generated in 2014 (...) but that had nothing to do with the previous business." According to the Tax Authorities, the "transfer" of goodwill of MAS Acquisitions to Arysta LifeScience do Brasil (this company was succeeded by UPL do Brasil) sought to take advantage of the goodwill in an operational entity, as MAS Acquisitions was "unable to generate income to meet its financial expenses". On June 11, 2024, Council of Administration of Tax Resources (by casting vote) dismissed UPL do Brasil's appeal on the merits, but upheld (by majority) UPL do Brasil's challenge to an aggravated penalty that formed part of the Tax Assessment. The Council of Administration of Tax Resources dismissed the aggravated penalty. On

September 13, 2024, UPL do Brasil filed a motion for clarification in response to the Council of Administration of Tax Resources ruling and waits judgment on this motion.

3. The Brazilian Federal Revenue Service is pursuing payments associated with Withholding Income Tax (legal proceeding No. 11274-720012/20). The claim is based on the assertion of non-payment of taxes on capital gains stemming from the transaction involving the sale of Arysta Lifescience do Brasil Indústria Química e Agropecuária S.A. to UPL do Brasil by Macdermid Agricultural Solutions Holding BV. On September 6, 2024, UPL do Brasil's opposition was dismissed in a first administrative level. On October 3rd, 2024, UPL do Brasil filed a voluntary appeal against the ruling. The matter is pending further adjudication.

4. Preservar Institute filed a judicial proceeding (No. 5067546-43.2021.4.04.7100) against UPL do Brasil alleging health and material damages caused by pesticides to producers from the Santa Rita de Cássia II Settlement, in Nova Santa Rita-RS. The lawsuit was extinguished and the redistribution of the legal proceeding to the State Court of Rio Grande do Sul is currently pending.

5. UPL do Brasil has been involved in certain miscellaneous proceedings inter-alia complaint to the consumer protection agency for the alleged inefficiency of select products, importation of GR NSF 614 pesticide in disagreement with article 48 and Annex VIII of Federal Decree 4074/2002, transit of goods without proper tax documentation or emergency sheet, infraction notice issued for nonconformity printed leaflets, and packaging failures causing product leakage for certain products. These proceedings are outstanding as on date.

6. Plenna Agronegócios Ltda., Cláudio Ferreira Ribeiro and Alessandro Acácio Gomes filed a judicial proceeding (No. 0163698-15.2013.8.13.0480) against UPL do Brasil involving an amount corresponding to USD 66,735,135.04. According to the information received, Plenna Agronegócios Ltda. was a major distributor of UPL do Brasil's products and, due to the increase of the business of Plenna Agronegócios Ltda., UPL do Brasil would have demonstrated interest in starting a partnership. The plaintiffs alleged that the partnership would consist in the admission of UPL do Brasil, Agrialliance or MDA as Plenna's majority quotaholder. As a result, UPL do Brasil would have to pay the amount corresponding to BRL 1,250,000.00, for the acquisition of sixty per cent (60%) of the quotas representing Plenna Agronegócios Ltda.'s capital stock. Therefore, according to the plaintiffs' version, Plenna Agronegócios Ltda. would have accepted the "offer" for a partnership and as a result UPL do Brasil would have initiated to manage the business of Plenna Agronegócios Ltda. The plaintiffs informed that UPL do Brasil performed a reckless administration of Plenna Agronegócios Ltda.'s activities, promoting detrimental measures, such as: (i) dismissing twenty-one employees, (ii) closing one branch office and (iii) interrupting the commercial relation with UPL do Brasil's competitors. The plaintiffs also indicated that, because of these measures adopted by UPL do Brasil and the withdrawal from the partnership, Plenna Agronegócios Ltda. suffered property and moral damages that should be compensated by UPL do Brasil. Firstly, there was a discussion regarding the jurisdiction, but this was already determined and now, the matter is currently pending for further adjudication.

7. Municipality of Ulianópolis filed a judicial proceeding (No. 0000919-40.2011.8.14.0130) against Arysta LifeScience do Brasil (this company was succeeded by UPL do Brasil) and five (5) other companies that sent waste to the Companhia Brasileira de Bauxita – Usina de Passivo Ambiental – "CBB USPAM" facilities, which were not properly incinerated and may have contaminated the area. The municipality actually filed several identical lawsuits naming separate groups of defendants in each case for reasons that are not clear. The municipality requested damages corresponding to BRL 70,896,000.00 (UPL do Brasil proportion in this amount would be around BRL 4,415,000.00) This amount, however, may be changed at any moment due to findings during the processing of the suit. According to the plaintiff, in addition to the other companies, Arysta LifeScience do Brasil would have sent the quantity of 25 tons of chemical components to CBB-USPAM facility to be incinerated. However, the company responsible for the disposal (CBB-USPAM) did not incinerate the waste and left all products on the ground; therefore, the companies that had dispatched waste are being held jointly responsible for the improper disposal. The plaintiff alleges that despite the removal of the waste made by Arysta LifeScience do Brasil, the company did not remediate the area. The

plaintiff presented a claim to remediate the area and also seeks compensation for collective moral damages. Court granted a motion filed by the Public Prosecutor of Pará State to suspend the procedure for 1 year, while the Public Prosecutor of Pará State conducts an investigation of the Municipality of Ulianópolis' actions regarding the CBB-USPAM case, as well as of the role each of the defendants had in causing the pollution generated by the toxic waste sent to the area. The lawsuit is suspended.

Other Confirmations

As on the date of this Letter of Offer, there are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.

GOVERNMENT AND OTHER APPROVALS

Our Company requires various licences, registrations, permits and approvals issued by relevant central and state authorities under various rules and regulations for carrying on its present business activities. Further, our obligation to obtain and renew such licences, registrations, permits and approvals may arise periodically and applications for such approvals are made/will be made at the appropriate stage.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the Objects.

For further details, please see "*Objects of the Issue*" on page 82.

MATERIAL DEVELOPMENTS

Except as stated below and in this Letter of Offer, no circumstances have arisen since September 30, 2024, which materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities.

Pursuant to the in-principle approval granted by our Board on September 4, 2024 for exploring various options available for unlocking value in Advanta Enterprises Limited and pursuant to certain agreements dated November 19, 2024, a Committee of Directors of our Company have on November 19, 2024, (1) approved sale of 8.93% (post primary investment) of the Company's stake in Advanta Enterprises Limited to Alpha Wave Ventures II, LP ("**Alpha Wave**"), a PE Investor for an aggregate consideration of US$ 250 million, subject to certain closing adjustments; and (2) consented to a proposal by Advanta Enterprises Limited to raise funds through fresh investment by Alpha Wave in the equity share capital of Advanta Enterprises Limited for an aggregate consideration of US$ 100 million, which will result in Alpha Wave holding an additional 3.51% shareholding in Advanta Enterprises Limited, subject to certain closing adjustments.

Our Company expects to complete these transactions subject to regulatory approvals, including from the Competition Commission of India.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Issue

The Issue has been authorised by a resolution of our Board passed at its meeting held on December 22, 2023, pursuant to Section 62(1)(a) of the Companies Act and other applicable laws. The terms of the Issue including the Record Date, Issue Price, Rights Entitlement ratio and other related matters, have been approved by the Rights Issue Committee of our Board on November 20, 2024.

Our Board, its meeting held on December 22, 2023, has resolved to undertake a rights issuance to eligible equity shareholders as on the specified record date for an amount aggregating up to ₹ 4,200 crores. The Rights Issue Committee of our Board, on at its meeting held on November 20, 2024, has approved the terms of the Issue. The Rights Issue Committee of our Board resolved to issue Rights Equity Shares to the Eligible Equity Shareholders, at ₹ 360.00 per Rights Equity Share (including a premium of ₹ 358.00 per Rights Equity Share), in the ratio of one Rights Equity Share for every eight Equity Shares, as held on the Record Date and the Rights Entitlement as one Rights Equity Share for every eight fully paid-up Equity Shares, as held on the Record Date. The Issue Price of ₹ 360.00 per Rights Equity Share has been arrived at, in consultation with the Lead Managers, prior to determination of the Record Date. On Application, Investors will have to pay ₹ 90.00 per Rights Equity Share (including a premium of ₹ 89.50 per Rights Equity Share) which constitutes 25% of the Issue Price and the balance ₹ 270.00 per Rights Equity Share, which constitutes 75% of the Issue Price, will have to be paid, on one or more additional Calls with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board/ Rights Issue Committee from time to time, pursuant to the Payment Schedule after receipt of the Application Money.

This Letter of Offer has been approved by the Rights Issue Committee of our Board pursuant to its resolution dated November 20, 2024.

Our Company has received in-principle approvals from BSE and NSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue pursuant to their respective letters each dated November 14, 2024. Our Company will also make applications to BSE and NSE to obtain their respective trading approvals for the Rights Entitlements, as required under the SEBI ICDR Master Circular.

Our Company has been allotted the ISIN INE628A20010 for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "*Terms of the Issue*" on page 503.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, the members of the Promoter Group or our Directors have not been debarred and are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies with which our Promoters or our Directors are associated as promoter or directors have not been debarred from accessing the capital market by SEBI or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

None of our Directors are associated with the securities market in any manner. Further, there is no outstanding action initiated by SEBI against any of our Directors, who have been associated with the securities market.

Neither our Promoters nor our Directors are declared as Fugitive Economic Offenders.

Prohibition by RBI

Neither our Company nor our Promoters or our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.

Eligibility for this Issue

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made applications to the Stock Exchanges and has received their in-principle approvals for listing of the Equity Shares to be issued pursuant to this Issue.

Compliance with conditions of Fast Track Issue

Our Company satisfies the following conditions specified in Regulation 99 of the SEBI ICDR Regulations, and accordingly, our Company is eligible to make this Issue by way of a 'fast track issue':

1. Our Equity Shares have been listed on BSE and NSE, each being a recognized stock exchange having, nationwide trading terminals, for a period of at least three years immediately preceding the date of filing this Letter of Offer with the Designated Stock Exchange;

2. The entire shareholding of the members of the Promoter Group is held in dematerialized form as at the date of filing this Letter of Offer with the Designated Stock Exchange;

3. The average market capitalization of the public shareholding (as defined under the SEBI ICDR Regulations) of our Company is at least ₹ 250 crores, calculated as per Explanation (i) of Regulation 99 of the SEBI ICDR Regulations;

4. The annualized trading turnover of our Equity Shares during six calendar months immediately preceding the month of filing this Letter of Offer with the Designated Stock Exchange has been at least 2% of the weighted average number of Equity Shares listed during such six-months' period;

5. The annualized delivery-based trading turnover of our Equity Shares during six calendar months immediately preceding the month of filing this Letter of Offer with the Designated Stock Exchange has been at least 10% of the annualized trading turnover of Equity Shares during such six-months period;

6. Our Company has been in compliance with the equity listing agreement and the SEBI Listing Regulations, for a period of at least three years immediately preceding the date of filing this Letter of Offer with the Designated Stock Exchange;

7. Our Company has redressed at least 95% of the complaints received from the investors until the end of the quarter immediately preceding the month at the date of filing this Letter of Offer with the Designated Stock Exchange;

8. No show-cause notices, excluding proceedings for imposition of penalty, have been issued by SEBI and are pending against our Company, our Promoters or whole-time Directors as on date of filing this Letter of Offer with the Designated Stock Exchange. Further, no show-cause notices have been issued or adjudication proceedings or prosecution proceedings initiated by SEBI against our Company, our Promoter, our Directors or our Whole-time Directors which have not been disclosed in this Letter of Offer, along with its potential adverse impact on our Company;

9. Except as disclosed below, our Company, our Promoters, the members of our Promoter Group or our Directors has not settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI during the three years immediately preceding the date of filing this Letter of Offer with the Designated Stock Exchange:

   SEBI had conducted an examination into the resignation of the statutory auditor of UPL Mauritius Limited ("**UPL Mauritius**"), a material subsidiary of our Company, in order to ascertain compliance with the SEBI circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 ("**SEBI Circular**"). SEBI initiated adjudication proceedings against the Company for violation of the provisions of Regulation 4(1)(g) of SEBI Listing Regulations read with clause 2 of the Listing Agreement and para 6(A) and 6(B) of the SEBI Circular in relation to failure to modify the terms of appointment of the statutory auditor of UPL Mauritius and to obtain the limited review of UPL Mauritius upon resignation of its statutory auditor. Subsequently, SEBI issued a show cause notice dated September 3, 2021 to our Company. During the pendency of the adjudicating proceedings, our Company proposed to settle the said proceedings without denying or admitting the findings of fact and conclusion of law. Our Company remitted a settlement amount of ₹0.19 crore on April 27, 2022.

   Further, following an investigation by SEBI, our Company and one of our Promoters, Jaidev Rajnikant Shroff, received a show cause notice dated February 28, 2024 from SEBI, *inter-alia* alleging that the Company indirectly provided financial assistance for the purchase of its own Equity Shares around 2005-06, thereby violating Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(f) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003; Sections 12A(a), (b) and (c) of the SEBI Act, 1992; and Section 77(2) of the erstwhile Companies Act, 1956. SEBI has, pursuant to an order dated October 30, 2024, approved the settlement application filed by our Company and Mr. Shroff, on a without acceptance or denial of guilt basis, in accordance with the applicable provisions of the SEBI (Settlement Proceedings) Regulations, 2018, pursuant to which the Company and Jaidev Rajnikant Shroff have remitted INR 0.55 crores and INR 19.67 crores, respectively, to SEBI. Accordingly, the show cause notice stands disposed of in terms of the settlement order dated October 30, 2024.

10. Our Equity Shares have not been suspended from trading as a disciplinary measure during three years immediately preceding the date of filing this Letter of Offer with the Designated Stock Exchange;

11. There is no conflict of interest between the Lead Managers and our Company or our Group Companies in accordance with applicable regulations;

12. Our Promoters, and the members of the Promoter Group, have confirmed to (i) subscribe to the full extent of their Rights Entitlements and not renounce their Rights Entitlements, (except to the extent of Rights Entitlements renounced by any of them in favour of our Promoters or other member(s) of the Promoter Group), (ii) subscribe to Rights Entitlements over and above their Rights Entitlements, if any, which are renounced in their favour by our Promoters or any other member(s) of the Promoter Group; and (iii) subscribe to Additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the aggregate shareholding of our Promoters and the members of the Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI Listing Regulations and in compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws/ regulations.

    Any participation by our Promoters and the members of the Promoter Group, over and above their Rights Entitlements, shall not result in a breach of the minimum public shareholding requirements prescribed under applicable law.

For subscription by our Promoters and the members of the Promoter Group and details in relation to compliance with minimum public shareholding norms prescribed under the SCRR, see "*Capital Structure - Intention and extent of participation by our Promoters and Promoter Group*" on page 79; and

13. There are no audit qualifications on the audited accounts of our Company in respect of the Financial Years for which such accounts are disclosed in this Letter of Offer that require restatement adjusting for the impact of such audit qualifications.

Compliance with Part B of Schedule VI of the SEBI ICDR Regulations

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this Letter of Offer;

2. The reports, statements and information referred to above are available on the websites of BSE and NSE; and

3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THE LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. THE LEAD MANAGERS, BEING AXIS CAPITAL LIMITED, BNP PARIBAS, J.P. MORGAN INDIA PRIVATE LIMITED, JM FINANCIAL LIMITED AND MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, BEING AXIS CAPITAL LIMITED, BNP PARIBAS, J.P. MORGAN INDIA PRIVATE LIMITED, JM FINANCIAL LIMITED AND MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 20, 2024 WHICH READS AS FOLLOWS:

(1) **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISING THE LETTER OF OFFER OF THE SUBJECT ISSUE;**

(2) **ON THE BASIS OF SUCH EXAMINATION AND DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

   (a) **THE LETTER OF OFFER FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;**

   (b) **ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   (c) **THE MATERIAL DISCLOSURES MADE IN THE LETTER OF OFFER ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

(3) **BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT UNTIL DATE SUCH REGISTRATION IS VALID.**

(4) **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS –**

(5) **WRITTEN CONSENT FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE LETTER OF OFFER WITH SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE LETTER OF OFFER.**

(6) **ALL APPLICABLE PROVISIONS SEBI ICDR REGULATIONS, WHICH RELATE TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE LETTER OF OFFER.**

(7) **ALL APPLICABLE PROVISIONS OF SEBI ICDR REGULATIONS, WHICH RELATE TO RECEIPT OF PROMOTER'S CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THE STATUTORY AUDITOR'S CERTIFICATE TO THIS**

EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE.

(8) NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKER TO THE ISSUE AND THE COMPANY SEPCIFICALLY CONTAINS THIS CONDITION

(9) THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

(10) FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE LETTER OF OFFER:

(a) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY EXCLUDING SR EQUITY SHARES WHERE THE ISSUER HAS OUTSTANDING EQUITY SHARES; AND

(b) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI.

(11) WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

(12) IF APPLICABLE, THE COMPANY IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH PLATFORM IN TERMS OF THE PROVISIONS CHAPTER X OF THE SEBI ICDR REGULATIONS, 2018.

(13) NONE OF THE INTERMEDIARIES NAMED IN THE LETTER OF OFFER HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY

(14) THE COMPANY IS ELIGIBLE TO MAKE A FAST TRACK ISSUE IN TERMS OF REGULATION 99 OF THE SEBI ICDR REGULATIONS. THE FULFILMENT OF THE ELIGIBILITY CRITERIA AS SPECIFIED IN THAT REGULATION BY THE COMPANY HAS ALSO BEEN DISCLOSED IN THIS LETTER OF OFFER.

(15) THE ABRIDGED LETTER OF OFFER CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SEBI ICDR REGULATIONS.

(16) ALL MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN THIS LETTER OF OFFER AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE

COMPANY OR RELATING TO THE COMPANY UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE EQUITY SHARES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(17) AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY.]

THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE LETTER OF OFFER.

Disclaimer clauses from our Company and the Lead Managers

Our Company and the Lead Managers accept no responsibility for statements made otherwise than in this Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have represented to our Company, the Lead Managers and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

Caution

Our Company and the Lead Managers shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Letter of Offer is current only as of its date.

Our Company, the Lead Managers and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

The Lead Managers and their affiliates may engage in transactions with and perform services for our Company or our affiliates in the ordinary course of business and have engaged, or may in the future engage, in transactions with our Company or our affiliates, for which they have received and may in the future receive, compensation.

Disclaimer with respect to jurisdiction

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, Maharashtra, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is BSE Limited.

Disclaimer Clause of BSE

As required, a copy of this Letter of Offer has been submitted to the BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Letter of Offer is set out below:

"*BSE Limited ("**the Exchange**") has given, vide its letter dated November 14, 2024 permission to this Company to use the Exchange's name in this Letter of Offer as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:*

Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or
Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of NSE

As required, a copy of this Letter of Offer has been submitted to the NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Letter of Offer is set out below:

"*As required, a copy of this letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter NSE/LIST/45205 dated November 14, 2024 permission to the Issuer to use the Exchange's name in this letter of offer as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.*

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Selling Restrictions

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form and the issue of Rights Entitlements and Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making the Issue on a rights basis to the Eligible Equity Shareholders and will send this Letter of Offer / Abridged Letter of Offer, Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer/ Abridged Letter of Offer and Application Form or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges.

Accordingly, the Rights Equity Shares and the Rights Entitlement may not be offered or sold, directly or indirectly, and none of this Letter of Offer, the Abridged Letter of Offer and the Application Form or any offering materials or advertisements in connection with the Rights Equity Shares or Rights Entitlement may be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Rights Equity Shares or accepting any provisional allotment of Rights Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Rights Equity Shares or Rights Entitlement.

Neither the receipt of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information.

NO OFFER IN THE UNITED STATES

The Rights Entitlement and the Rights Equity Shares are being offered and sold only to investors outside the United States in "offshore transactions" as defined in, and in reliance, on Regulation S. None of the Rights Entitlement or the Rights Equity Shares has been, or will be, registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

JURISDICTIONS OUTSIDE INDIA

The distribution of this Letter of Offer may be restricted by law in certain jurisdictions. Persons into whose possession this document and any other related documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document, in whole or in part, does not form the basis of, and should not be relied upon in connection with, any contract, agreement or commitment whatsoever. Anyone purchasing or seeking to acquire the Rights Equity Shares will be deemed to have represented that they have complied with all applicable restrictions.

Investors are advised to consult their own legal counsel prior to taking up any Rights Equity Shares, or making any offer, sale, resale, pledge or transfer of the Rights Equity Shares. No action has been or will be taken to permit a public offering of the Rights Equity Shares in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Equity Shares may not be offered, sold, resold, allotted, taken up, pledged, transferred or delivered, directly or indirectly, and this document may not be distributed, in any jurisdiction outside of India, except in accordance with legal requirements applicable in such jurisdiction.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS AS DESCRIBED IN THIS LETTER OF OFFER.

Filing

This Letter of Offer is being filed with the Stock Exchanges and SEBI, as per the provisions of the SEBI ICDR Regulations. Further, in terms of the SEBI ICDR Regulations, our Company will simultaneously while filing this Letter of Offer with the Designated Stock Exchange do an online filing with SEBI through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the SEBI ICDR Master Circular.

Investor Grievances and Redressal System

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements under the Listing Agreement.

Our Company has a Stakeholders Relationship Committee which currently comprises of Naina Lal Kidwai, Vikram Rajnikant Shroff and Raj Kumar Tiwari. The broad terms of reference includes redressal of investors’ grievances pertaining to share transfers, non-receipt of annual report, non-receipt of declared dividend, and general meetings. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI circular bearing reference number CIR/OIAE/2/2011 dated June 3, 2011 and shall comply with the SEBI circular no. (CIR/OIAE/1/2014) dated December 18, 2014 and the SEBI ICDR Master Circular on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) platform dated November 7, 2022 (SEBI Circular no. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150). Consequently, investor grievances are tracked online by our Company.

The Investor complaints received by our Company are generally disposed of within 15 working days from the date of receipt of the complaint.

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "*Terms of the Issue*" on page 503. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Issue

Link Intime India Private Limited
C- 101, 1st Floor, 247 Park,
L.B.S. Marg, Surya Nagar, Gandhi Nagar, Vikhroli (West)
Mumbai 400083
Maharashtra, India
Telephone.: +91-81091 14949
E-mail: upl.rights2024@linkintime.co.in
Investor grievance e-mail: upl.rights2024@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalakrishnan
SEBI registration no.: INR000004058

Company Secretary and Compliance Officer

Sandeep Mohan Deshmukh
Uniphos House,
CD Marg, 11th Road,
Madhu Park, Khar (West),
Mumbai-400052,
Maharashtra
Telephone: +91-22 6856 8000
E-mail: upl.investors@upl-ltd.com

Other Confirmations

Our Company, in accordance with Regulation 79 of the SEBI ICDR Regulations, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person for making an Application.

There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non disclosure of which may have bearing on the investment decision.

There is no conflict of interest between the suppliers of raw materials and third party service providers who are crucial for operations of our Company and our Company, Promoters, members of Promoter Group, Key Managerial Personnel, Senior Management, Directors and our Subsidiaries or Group Companies and their respective directors.

There is no conflict of interest between the lessor of the immovable properties who are crucial for operations of our Company and our Company, Promoters, members of Promoter Group, Key Managerial Personnel, Senior Management, Directors and our Subsidiaries or Group Companies and their respective directors.

All material covenants of all agreements as mentioned in this Letter of Offer and findings/observations of any of the inspections by SEBI or any other regulator have been mentioned in this Letter of Offer.

Exemption from complying with provisions of securities laws granted by SEBI

Our Company had filed exemption applications dated February 21, 2024 and April 19, 2024 under Regulation 300(1)(c) of the SEBI ICDR Regulations, seeking relaxation of the strict enforcement of the SEBI ICDR Regulations. The application dated February 21, 2024 was later withdrawn by way of a withdrawal letter dated March 13, 2024 to

SEBI. However, SEBI pursuant to its letter dated June 10, 2024 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/19301/1 ("**Letter**") in response to our exemption application dated April 19, 2024, under Regulation 300(1)(c) of the SEBI ICDR Regulations did not accede to the request sought by the Company for not considering and disclosing (i) Rudritara Jaidev Shroff, Rajani Bhagat and Sheetal Mafatlal ("**Relevant Persons**"), (ii) any body corporate in which the Relevant Persons, or any Hindu undivided family or firm where any of the Relevant Persons is a member, hold 20% or more of the equity share capital, (iii) any body corporate in which the body corporate mentioned under (ii) above holds 20% or more of the equity share capital, (iv) any Hindu undivided family or firm in which the Relevant Persons may individually or in the aggregate, or together with our Promoters, hold 20% or more of the total capital in accordance with the SEBI ICDR Regulations, as members of the 'promoter group' of the Company in terms of regulation 2(1)(pp) of the SEBI ICDR Regulations. Further, by way of the Letter, SEBI directed us to include the relevant information and disclosures in relation to the aforementioned persons in this Letter of Offer based on information available in the public domain. For further details, see "*Risk Factors - Rudritara Jaidev Shroff and Sheetal Mafatlal, deemed to be members of the Promoter Group under the SEBI ICDR Regulations, have not provided consent, information or any confirmations or undertakings pertaining to themselves which are required to be disclosed in relation to the Promoter Group in this Letter of Offer*" on page 26.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Managers are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Investors are requested to note that application in this issue can only be made through ASBA or any other mode which may be notified by SEBI.

Please note that our Company has opened a separate demat suspense escrow account (namely, "UPL Rights Suspense Escrow Account") ("**Demat Suspense Account**") and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund ("**IEPF**") authority; or (c) of the Eligible Equity Shareholder whose demat accounts are frozen (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar to the Issue on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (e) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any. Please also note that our Company has credited Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are requested to provide relevant details (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar to the Issue no later than two clear Working Days prior to the Issue Closing Date, i.e., by December 17, 2024 to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar to the Issue account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar to the Issue by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner.

Further, with respect to Equity Shares for which Rights Entitlements are being credited to the Demat Suspense Account, the Application Form along with the Rights Entitlement Letter shall not be dispatched till the resolution of the relevant issue/concern and transfer of the Rights Entitlements from the Demat Suspense Account to the respective demat account other than in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date who will receive the Application Form along with the Rights Entitlement Letter. Upon submission of such documents /records no later than two clear Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the

Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, SEBI ICDR Master Circular, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address irrespective of the address registered with Company / Depositories and in case such Eligible Equity Shareholders have not provided their e-mail address, this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, only to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard

Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

(i) our Company at https://www.upl-ltd.com/investors/shareholder-center/rights-issue;

(ii) the Registrar to the Issue at www.linkintime.co.in;

(iii) the Lead Managers, *i.e.*, (a) Axis Capital Limited at www.axiscapital.co.in, (b) BNP Paribas at www.bnpparibas.co.in, (c) J.P. Morgan India Private Limited at www.jpmipl.com, (d) JM Financial Limited at www.jmfl.com, and (e) Morgan Stanley India Company Private Limited at www.morganstanley.com;

(iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com.

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit www.linkintime.co.in.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (*i.e.*, www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, https://www.upl-ltd.com/investors/shareholder-center/rights-issue).

Please note that neither our Company nor the Registrar to the Issue nor the Lead Managers shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Managers or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Managers or their respective affiliates to make any filing or registration (other than in India).

This Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company or the Lead Managers to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see "*-Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" on page 519.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights

Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "- *Grounds for Technical Rejection*" on page 515. Our Company, the Lead Managers, the Registrar to the Issue and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"* on page 508.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. The details of each of the Eligible Equity Shareholders' Rights Entitlement will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at https://www.linkintime.co.in/ and link of the same would also be available on the website of our Company at https://www.upl-ltd.com/investors/shareholder-center/rights-issue. Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

(i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or

(ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

(iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

(iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or

(v) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

An Investor wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Managers, our Company, its Directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Do's for Investors applying through ASBA:

(a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.

(b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.

(c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

(d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

(e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

(f) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

(h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

(i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts for Investors applying through ASBA:

(a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.

(b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or *vice versa*.

(c) Do not send your physical Application to the Lead Managers, the Registrar, the Banker to the Issue, (assuming that Banker to the Issue is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

(d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

(e) Do not submit Application Form using third party ASBA account.

(f) Avoid applying on the Issue Closing Date due to risk of delay/restriction in making any physical Application.

(g) Do not submit Multiple Application Forms.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA Process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper, in accordance with Regulation 78 of the SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being UPL Limited;

2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;

4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue

5. Number of Equity Shares held as on Record Date;

6. Allotment option – only dematerialised form;

7. Number of Rights Equity Shares entitled to;

8. Number of Rights Equity Shares applied for within the Rights Entitlements;

9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);

10. Total number of Rights Equity Shares applied for;

11. Total amount paid at the rate of ₹ 360.00 per Rights Equity Share;

12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;

14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

15. Authorisation to the Designated Branch of the SCSB to block the requisite amount specifically mentioned in the plain paper Application;

16. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

17. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar to the Issue at:

    Link Intime India Private Limited
    C- 101, 1st Floor, 247 Park,
    L.B.S. Marg, Surya Nagar, Gandhi Nagar, Vikhroli (West)
    Mumbai 400083
    Maharashtra, India

Telephone.: +91-81091 14949
E-mail: upl.rights2024@linkintime.co.in
Investor grievance e-mail: upl.rights2024@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalakrishnan
SEBI registration no.: INR000004058; and

18. All such Eligible Equity Shareholders are deemed to have accepted the following:

*"**Purchaser Representations and Transfer Restrictions***

Any person who acquires Rights Entitlements and / or Rights Equity Shares, by its acceptance of this Letter of Offer / Abridged Letter of Offer or of the Rights Entitlements or Rights Equity Shares, will be deemed to have declared, represented, warranted and agreed with our Company and the Lead Managers as follows:

- *It will comply with all laws, regulations and restrictions (including the transfer restrictions contained herein) which may be applicable in your jurisdiction and it has obtained or will obtain any consent, approval or authorization required for it to purchase and accept delivery of Rights Entitlements and / or Rights Equity Shares, and it acknowledges and agrees that none of us or the Lead Managers and their respective affiliates shall have any responsibility in this regard;*

- *It certifies that it is, or at the time the Rights Entitlements and / or Rights Equity Shares are purchased will be, (a) the beneficial owner of such Rights Entitlements and / or Rights Equity Shares, it is located outside the United States, Canada, the People's Republic of China, South Africa and Australia, and it has not purchased the Rights Entitlements and / or Rights Equity Shares for the account or benefit of any person in the United States, Canada, the People's Republic of China, South Africa and Australia, or entered into any arrangement for the transfer of Rights Entitlements and / or Rights Equity Shares or an economic interest therein to any person in the United States, Canada, the People's Republic of China, South Africa and Australia,; or (b) it is a broker-dealer acting on behalf of a customer and its customer has confirmed to it that (i) such customer is, or at the time the Rights Entitlements and / or Rights Equity Shares are purchased will be, the beneficial owner of such Rights Entitlements and / or Rights Equity Shares, (ii) such customer is located outside the United States, Canada, the People's Republic of China, South Africa and Australia, and (iii) such customer has not purchased the Rights Entitlements and / or Rights Equity Shares for the account or benefit of any person in the United States, Canada, the People's Republic of China, South Africa and Australia, or entered into any arrangement for the transfer of the Rights Entitlements and / or Rights Equity Shares or an economic interest therein to any person in the United States, Canada, the People's Republic of China, South Africa and Australia,;*

- *It understands and agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer understands and agrees) that the Rights Entitlements and / or Rights Equity Shares are being offered in a transaction not involving any public offering within the meaning of the Securities Act, have not been and will not be registered under the Securities Act or any state securities laws in the United States; if, in the future, it decides to offer, resell, renounce, pledge or otherwise transfer such Rights Entitlements and / or Rights Equity Shares, or any economic interest therein, such Rights Entitlements and / or Rights Equity Shares or any economic interest therein may be offered, sold, renounced, pledged or otherwise transferred only (A) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India; or or (B) in the United States pursuant to an exemption from the registration requirement of the Securities Act and applicable state securities laws;*

- *It is not an affiliate of our Company or a person acting on behalf of an affiliate;*

- *It agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, are* *purchasing the Rights Entitlements and / or Rights Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S under the Securities Act);*

- *It will base its investment decision on a copy of the Letter of Offer and the Abridged Letter of Offer. It acknowledges that neither the Company nor any of its affiliates nor any other person (including the Lead Manager) or any of their respective affiliates has made or will make any representations, express or implied, to it with respect to the Company, the Issue, the Rights Entitlements and / or Rights Equity Shares, the accuracy, completeness or adequacy of any financial or other information concerning the Company, the Issue or the Rights Entitlements and / or Rights Equity Shares, other than (in the case of the Company only) the information contained in the Letter of Offer and the Abridged Letter of Offer, as it may be supplemented;*

- *It is a sophisticated investor and has such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Rights Entitlements and / or Rights Equity Shares. It is experienced in investing in private placement transactions of securities of companies in similar jurisdictions. It and any accounts for it is subscribing to the Rights Entitlements and / or Rights Equity Shares for (i) are each able to bear the economic risk of the investment in the Rights Entitlements and / or Rights Equity Shares, (ii) will not look to the Company or the Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Rights Equity Shares, (iv) have no need for liquidity with respect to the investment in the Rights Equity Shares, and (v) have no reason to anticipate any change in its or their circumstances, financial or otherwise, which may cause or require any sale or distribution by it or them of all or any part of the Rights Entitlements and / or Rights Equity Shares. It acknowledges that an investment in the Rights Entitlements and / or Rights Equity Shares involves a high degree of risk and that the Rights Entitlements and / or Rights Equity Shares are, therefore, a speculative investment. It is seeking to subscribe to the Rights Entitlements and / or Rights Equity Shares in this Issue for its own investment and not with a view to distribution.*

- *It will notify any transferee to whom it subsequently offers, sells, renounces, pledges or otherwise transfers and the executing broker and any other agent involved in any resale of the Rights Entitlements and / or Rights Equity Shares of the foregoing restrictions applicable to the Rights Entitlements and / or Rights Equity Shares and instruct such transferee, broker or agent to abide by such restrictions.*

- *It acknowledges that our Company will not recognize any offer, sale, renunciation, pledge or other transfer of such Rights Entitlements and / or Rights Equity Shares made other than in compliance with the above-stated restrictions; and*

- *It acknowledges that our Company, the Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its acquisition of Rights Entitlements and the Rights Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Rights Entitlements and / or Rights Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.*

In cases where Multiple Application Forms are submitted for Applications pertaining to same set of Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Managers and the Registrar to the Issue not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar to the Issue at www.linkintime.co.in.

Our Company, the Lead Managers and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a Demat Suspense Escrow Account opened by our Company.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

(a) The Eligible Equity Shareholders shall send a letter to the Registrar to the Issue containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar to the Issue no later than two clear Working Days prior to the Issue Closing Date;

(b) The Registrar to the Issue shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

The remaining procedure for Application shall be same as set out in "*-Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" on page 508.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of Right Entitlements not later than two working days prior to issue closing date, such that credit of Res in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation. Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange, being BSE. Applications for Additional

Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "- *Basis of Allotment*" on page 530.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares.

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares unless regulatory approvals are submitted.

Additional general instructions for Investors in relation to making of an Application

(a) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.

(b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

(c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*-Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA Process"* on page 508.

(d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

(e) Applications should not be submitted to the Banker to the Issue (assuming that the Banker to the Issue is not an SCSB), our Company or the Registrar to the Issue or the Lead Managers.

(f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

(g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar to the Issue will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar to the Issue. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar to the Issue or Demographic Details received from the Depositories. The Registrar to the Issue will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar to the Issue**

or the Lead Managers shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

(h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

(i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

(j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar to the Issue, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Managers, SCSBs or the Registrar to the Issue will not be liable for any such rejections.

(k) In case of joint holders and physical Applications, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar to the Issue prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar to the Issue in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(m) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(q) Do not pay the Application Money in cash, by money order, pay order or postal order.

(r) Do not submit multiple Applications.

(s) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

(t) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar to the Issue.

(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar to the Issue.

(c) Sending an Application to our Company, the Lead Managers, Registrar to the Issue, Banker to the Issue (assuming that the Banker to the Issue is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.

(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(f) Account holder not signing the Application or declaration mentioned therein.

(g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.

(h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Letter of Offer.

(m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

(o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

(p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

(q) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs).

(s) Applicants not having the requisite approvals to make Application in the Issue.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to Additional Rights Equity Shares with/without using further Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "- *Procedure for Applications by Mutual Funds*" on page 518.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or the members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in "*Capital Structure - Intention and extent of participation by our Promoters and Promoter Group*" on page 79.

Procedure for Applications by certain categories of Investors

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates (i.e., 100%).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., in any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of our Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("**OCI**") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of our Company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar to the Issue about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

*Procedure for Applications by Systemically Important Non-Banking Financial Companies ("**NBFC-SI**")*

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is, December 17, 2024, *i.e.*, Issue Closing Date. Our Board / Rights Issue Committee, may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board / Rights Issue Committee, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board / Rights Issue Committee, shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "- *Basis of Allotment*" on page 530.

Please note that on the Issue Closing Date, Applications will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar to the Issue informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw its Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board / Rights Issue Committee reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be unblocked in the ASBA Accounts of the Investor within a period of four days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (*i.e.,* www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, https://www.upl-ltd.com/investors/shareholder-center/rights-issue).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE628A20010. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar to the Issue after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar to the Issue not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar to the Issue (*i.e.* www.linkintime.co.in;). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "UPL Rights Suspense Escrow Account ") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF Authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar to the Issue on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any;

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar to the Issue not later than two clear Working Days prior to the Issue Closing Date, *i.e.*, by December 17, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar to the Issue account is active to facilitate the aforementioned transfer.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form, as applicable, as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, shall not be eligible to make an application for Rights Equity Shares against their Rights Entitlements with respect to the Equity Shares held in physical form.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

The Lead Managers and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI ICDR Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN: INE628A20010 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from December 5, 2024 to December 11, 2024 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE628A20010 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) *Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE628A20010, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

V. TERMS OF PAYMENT

₹ 360.00 per Rights Equity Share (including premium of ₹ 358.00 per Rights Equity Share) shall be payable as follows:

Amount Payable per Rights Equity Share (Due Date)	Face Value (₹)	Premium (₹)	Total (₹)
On Application	0.50	89.50	90.00*
On one or more additional Calls with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board / Rights Issue Committee from time to time , pursuant to the Payment Schedule after receipt of the Application Money	1.50	268.50	270.00**
Total	2.00	358.00	360.00
Constitutes 25% of the Issue Price.* * Constitutes 75% of the Issue Price.* *For further details on Payment Schedule, see "Terms of the Issue – Terms of Payment" on page 522*			

Rights Equity Shares in respect of which the Calls payable remains unpaid may be forfeited, at any time after the due date for payment of the balance amount due in accordance with the Companies Act and our Articles of Association.

Record date for Calls and suspension of trading

Our Company would fix a Call Record Date giving notice, in advance of such period as may be prescribed under applicable law, to the Stock Exchanges for the purpose of determining the list of Rights Equity Shareholders to whom the notice for the Calls would be sent. Once the Call Record Date has been fixed, trading in the Rights Equity Shares for which the calls have been made may be suspended prior to the Call Record Date.

Procedure for Calls for Rights Equity Shares

Our Company would convene a meeting of our Board / Rights Issue Committee, to pass the required resolutions for making the Calls and suitable intimation would be given by our Company to the Stock Exchanges. Further, advertisements for the same will be published in one English national daily newspaper; one Hindi language national daily newspaper and one Gujrati language newspaper (Gujarati being the regional language of Vapi, Gujarat where our Registered Office is situated), all with wide circulation. Our Board, or Rights Issue Committee, may determine the date on which the Calls shall be deemed to have been made and if no such date is determined then the Calls shall be deemed to have been made at the time when the resolution authorising such Calls are passed at the meeting of our Board or Rights Issue Committee, as the case may be. The Calls may be revoked or postponed at the discretion of our Board or Rights Issue Committee. Pursuant to the provisions of our Articles of Association, the Investors would be given at least 14 days' notice for the payment of the Calls. Our Board or the Rights Issue Committee may, from time to time at its discretion, extend the time fixed for the payments of the Calls. Our Company, at its sole discretion and as it may deem fit, may send one or more reminders for the Calls, and if it does not receive the Call Money as per the timelines stipulated unless extended by our Board or Rights Issue Committee, the defaulting Rights Equity Shareholders will be liable to pay interest as may be fixed by our Board unless waived or our Company may forfeit such Rights Equity Shares in respect of which the Calls payable remains unpaid in accordance with the Companies Act and our Articles of Association. Pursuant to the provisions of the Articles of Association, our Company will give at least 14 days' notice to the Rights Equity Shareholders to make the payment of the unpaid Call Monies (including interest accrued and expenses incurred due to such non-payment) before forfeiting such Rights Equity Shares.

Payment of Call Money

In accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/238/2020 dated December 8, 2020 regarding additional payment mechanism (i.e. ASBA, etc.) for payment of balance money in calls for partly paid specified securities issued by the listed entity, the Investor may make payment of the Call Money using ASBA Mechanism through the Designated Branch of the SCSB or through online/electronic through the website of the SCSBs (if made available by such SCSB) by authorizing the SCSB to block an amount, equivalent to the amount payable on Call Money, in the Investor's ASBA Account. The Investor may also use the facility of linked online trading, demat and bank account (3-in-1 type account), if provided by their broker, for making payment of the Call Money.

Separate ISIN for Rights Equity Shares

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, until fully paid-up. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after each Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call notice. The ISIN representing the Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Rights Equity Shares, such Rights Equity Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

VI. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar to the Issue will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of

original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.

2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.

3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

VII. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see "*The Issue*" on page 69.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1:8 (one Rights Equity Share for every eight Equity Shares held as on the Record Date). As per the SEBI ICDR Master Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than eight Equity Shares or is not in the multiple of eight Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 14 Equity Shares, such Equity Shareholder will be entitled to one Equity Share and will also be given a preferential consideration for the Allotment of one additional Equity Share if such Eligible Equity Shareholder has applied for Additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than eight Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the Allotment of one additional Equity Share, if such Eligible Equity Shareholders apply for additional Equity Shares, subject to availability of Equity Shares in this Issue post allocation towards

Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties, and the application forms shall be non-negotiable.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number LOD/Rights/MK/FIP/1323/2024-25 dated November 14, 2024 and from the NSE through letter bearing reference number NSE/LIST/45205 dated November 14, 2024. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

For an applicable period, from the Call Record Date, the trading of the Rights Equity Shares would be suspended under the applicable law. The process of corporate action for crediting the fully paid-up Rights Equity Shares to the Investors' demat accounts may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount under the Call notice for the final Call.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 512070) and NSE (Symbol: UPL) under the ISIN: INE628A01036. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Notice to GDR Holders

Our Company has facilitated the issuance of global depositary receipts ("**GDRs**") by way of the Deposit Agreements which are listed and traded on the Singapore Stock Exchange and also traded on the International Order Book of the London Stock Exchange and each of the GDRs represent a beneficial ownership in two equity shares of face value of

₹2 each of our Company. The underlying Equity Shares represent 7.25% shareholding in our Company, out of which 3.94% shareholding is held by GDR holders that are part of the Promoters and the members of the Promoter Group ("**P&PG GDR Holders**"). Further, as of date of this Letter of Offer, the Equity Shares underlying outstanding GDRs, exclude 25,500 Equity Shares underlying the unlisted GDRs outstanding from a previous GDR programme which were being traded on the Luxembourg Stock Exchange and is reflected under the shareholding pattern of our Company in the category of non-Promoter non-public shareholders.

Our Company is undertaking this Issue by way of a 'fast track issue' and one of the conditions for a 'fast track issue' under Regulation 99 of the SEBI ICDR Regulations requires our Promoters and the members of the Promoter Group to mandatorily subscribe to their respective portion of the Rights Entitlements and not renounce their Rights Entitlements (except to the extent of renunciation within the Promoter Group, or for the purpose of complying with minimum public shareholding norms under the SCRR). Since the Rights Entitlement issued in the Issue on the basis of Equity Shares underlying the GDRs held by holders that are part of our Promoters and the members of the Promoter Group would also constitute entitlement of our Promoters and the Promoter Group for the purposes of Regulation 99 of the SEBI ICDR Regulations, such Rights Entitlements would be required to be subscribed by our Promoters and members of the Promoter Group. However, under the SEBI circulars bearing reference numbers SEBI/HO/MRD/DOP1/CIR/P/2019/106 and SEBI/HO/MRD2/DCAP/CIR/P/2019/146 dated October 10, 2019 and November 28, 2019 respectively, on the framework for issue of depositary receipts, Singapore Stock Exchange in Singapore, is not a 'permissible jurisdiction' in which a foreign depositary can issue new depositary receipts (equivalent to the Rights Entitlements). Accordingly, in order to ensure compliance with the requirement of the 'fast track issue', our Company has issued instructions to J.P Morgan Chase Bank, N.A., the depositary for the GDRs ("**GDR Depositary**"), to transfer the Rights Entitlements on the basis of Equity Shares underlying the GDRs held by holders that are part of our Promoters and the members of the Promoter Group in favour of a nominee of our Promoters and the members of the Promoter Group, on the terms as agreed between our Company and the Depository. Further, with respect to the Rights Entitlements on the basis of Equity Shares underlying the GDRs other than GDRs held by holders that are part of our Promoters and the members of the Promoter Group, the Depositary will deal with the Rights Entitlements in accordance with the applicable laws and in the manner specified in the Deposit Agreement and as may be mutually agreed between the Company and the Depository.

Subscription to this Issue by our Promoters and the members of the Promoter Group

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "*Capital Structure - Intention and extent of participation by our Promoters and Promoter Group*" on page 79.

Rights of Holders of Equity Shares of our Company

Subject to applicable laws, Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

(a) The right to receive dividend, if declared;

(b) The right to receive surplus on liquidation;

(c) The right to receive offers for rights shares and be allotted bonus shares, if announced;

(d) The right to free transferability of Equity Shares;

(e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Letter of Offer; and

(f) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue.

VIII. GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Right Equity Share and hence, no arrangements for disposal of odd lots are required.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant this Issue. However, the Investors should note that pursuant to the provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI ICDR Master Circular, this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address through email and speed post. In case such Eligible Equity Shareholders have provided their valid e-mail address, this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation, and one Gujrati language newspaper (Gujarati being the regional language of Vapi, Gujarat where our Registered Office is situated).

This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Rights Equity Shares to non-resident Equity Shareholders including Additional Rights Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar to the Issue at C- 101, 1st Floor, 247 Park, L.B.S. Marg, Surya Nagar, Gandhi Nagar, Vikhroli (West), Mumbai 400083,Maharashtra, India. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Managers and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Managers and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Offices of our Company. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Managers.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar to the Issue and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at www.linkintime.co.in.

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE AND OR DP/CLIENT ID THROUGH WHICH RIGHTS ISSUE BID/APPLICATION HAS BEEN MADE HAVING SAME ORDER OF HOLDING AND PAN. FOR DETAILS, SEE "-ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 531.

IX. ISSUE SCHEDULE

Last Date for credit of Rights Entitlements	Wednesday, December 4, 2024
Issue Opening Date	Thursday, December 5, 2024
Last date for On Market Renunciation of Rights Entitlements#	Wednesday, December 11, 2024
Issue Closing Date*	Tuesday, December 17, 2024
Finalization of Basis of Allotment (on or about)	Monday, December 23, 2024
Date of Allotment (on or about)	Tuesday, December 24, 2024
Date of credit (on or about)	Monday, December 30, 2024
Date of listing (on or about)	Wednesday, January 1, 2025

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.
** Our Board / Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Issue not later than two clear Working Days prior to the Issue Closing Date, *i.e.*, December 17, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, *i.e.*, December 17, 2024.

X. BASIS OF ALLOTMENT

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.

(b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

(c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Rights Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding. Further, such Allotment of Rights Equity Shares will not be a preferential allotment.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar to the Issue shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;

2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

XI. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of fifteen days from the Issue Closing Date. In case of failure in crediting allotted Rights shares or issue instructions for unblocking the funds, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

XII. PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

(a) Unblocking amounts blocked using ASBA facility.

(b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

(c) **National Electronic Fund Transfer** (“**NEFT**”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“**IFSC Code**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

(d) **Direct Credit** – Investors having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

(e) **RTGS** – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.

(f) For all other Investors, the refund orders will be dispatched through registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.

(g) Credit of refunds to the category of Investors specified by SEBI in any other electronic manner, as permitted by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

XIII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ DEPOSITIORY ACCOUNT HAVING CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has executed an agreement dated June 17, 2016 and an agreement dated June 18, 2016 with CDSL and NSDL, respectively. which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

3. The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.

4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, *etc*.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar to the Issue but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.

7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

8. Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

9. Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar to the Issue or our Company at least two clear Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

XIV. IMPERSONATION

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 0.5 crore or with both.

XV. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

XVI. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

2) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by the Rights Issue Committee of our Board within seven Working Days of finalization of Basis of Allotment.

3) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company.

4) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

5) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

6) Adequate arrangements shall be made to collect all ASBA Applications.

7) No further issue of securities shall be made till the securities offered through this Letter of Offer are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 97 of SEBI ICDR Regulations.

8) As on the date of this Letter of Offer, our Company does not have any convertible debt instruments

9) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

XVII. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "UPL Limited **– Rights Issue**"on the envelope and postmarked in India) to the Registrar at the following address:

   Link Intime India Private Limited
   C- 101, 1st Floor, 247 Park,
   L.B.S. Marg, Surya Nagar, Gandhi Nagar, Vikhroli (West)
   Mumbai 400083
   Maharashtra, India
   Telephone.: +91-81081 14949
   E-mail: upl.rights2024@linkintime.co.in
   Investor grievance e-mail: upl.rights2024@linkintime.co.in
   Website: www.linkintime.co.in
   Contact Person: Shanti Gopalakrishnan
   SEBI registration no.: INR000004058

3. In accordance with SEBI ICDR Master Circular, frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar to the Issue (i.e., www.linkintime.co.in). Further, helpline number provided by the Registrar to the Issue for guidance on the Application process and resolution of difficulties is +91-22-49186270.

4. The Investors can visit following links for the below-mentioned purposes:

a) Frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.linkintime.co.in

b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.linkintime.co.in

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.linkintime.co.in

d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: www.linkintime.co.in

This Issue will remain open for a minimum 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

XVIII. RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("**DPIIT**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under FEMA Non-Debt Rules will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI, the FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

Our Company is engaged in the manufacturing of various agricultural and non-agricultural solutions, *inter alia*, including crop protection, seeds and industrial chemical and other non-agricultural products, where currently 100% FDI investment is permissible.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations. Investors are cautioned to consider any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer.

RESTRICTIONS ON PURCHASES AND RESALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Letter of Offer will be filed with SEBI and the Stock Exchanges.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) or any jurisdiction other than India, in each case, except in accordance with the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone (i) in the United States or (ii) any jurisdiction in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Letter of Offer and any other Issue Materials should not distribute or send this Letter of Offer or any such documents in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Managers or their affiliates to any filing or registration requirement (other than in India. If this Letter of Offer or any other Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

This Letter of Offer and its accompanying documents are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

No offer in the United States

The Rights Entitlement and the Rights Equity Shares are being offered and sold only to investors outside the United States in “offshore transactions” as defined in, and in reliance, on Regulation S. None of the Rights Entitlement or the Rights Equity Shares has been, or will be, registered under the Securities Act or any state securities laws in the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Representations, Warranties and Agreements by Purchasers

The Rights Entitlements and the Rights Equity Shares offered outside the United States are being offered in “offshore transactions” as defined in, and in reliance, on Regulation S.

In addition to the applicable representations, warranties and agreements set forth above, each purchaser outside the United States by accepting the delivery of this Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the "**purchaser**", which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser (i) is aware that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act and are being distributed and offered outside the United States, Canada, the People's Republic of China, South Africa and Australia in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/or the Rights Equity Shares are, outside the United States, Canada, the People's Republic of China, South Africa and Australia and eligible to subscribe for Rights Entitlements and Rights Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Rights Equity Shares in"offshore transactions" as defined in, and in reliance, on Regulation S .

2. No offer or sale of the Rights Entitlements or the Rights Equity Shares to the purchaser is the result of any "directed selling efforts" in the United States (as defined in Regulation S under the Securities Act).

3. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares, and the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

4. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

5. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.

6. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer;

7. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.

8. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of this Letter of Offer with SEBI and the Stock Exchanges); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements except in India or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.

9. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in this Issue.

10. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

11. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of this Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and our Group and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (*as defined below*); (iv) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company, the Lead Managers or their affiliates (including any research reports) (other than, with respect to our Company and any information contained in this Letter of Offer); and (vi) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

12. Without limiting the generality of the foregoing, (i) the purchaser acknowledges that the Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited and National Stock Exchange of India Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "**Exchange Information**"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) none of our Company, any of its affiliates, the Lead Managers or any of their affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.

13. The purchaser acknowledges that (i) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including this Letter of Offer and the Exchange Information (collectively, the "**Information**"), has been prepared solely by our Company; and (ii) neither the Lead Managers nor any of their affiliates has verified such Information, and no recommendation, promise, representation or warranty (express or implied) is or has been made or given by the Lead Managers or their affiliates as to the accuracy, completeness or sufficiency of the Information, and nothing contained in the Information is, or shall be relied upon as, a promise, representation or warranty by the Lead Managers or any of their affiliates.

14. The purchaser will not hold our Company, the Lead Managers or their affiliates responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it. It acknowledges that no written or oral information relating to this Issue, and the Rights Entitlements or the Rights Equity Shares has been or will be provided by the Lead Managers or their affiliates to it.

15. The purchaser understands and acknowledges that the Lead Managers are assisting our Company in respect of this Issue and that the Lead Managers are acting solely for our Company and no one else in connection with this Issue and, in particular, are not providing any service to it, making any recommendations to it, advising it regarding the suitability of any transactions it may enter into to subscribe or purchase any Rights Entitlements or Rights Equity Shares nor providing advice to it in relation to our

Company, this Issue or the Rights Entitlements or the Rights Equity Shares. Further, to the extent permitted by law, it waives any and all claims, actions, liabilities, damages or demands it may have against the Lead Managers arising from their engagement with our Company and in connection with this Issue.

16. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in this Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar, the Lead Managers or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of us have reason to believe is in the United States, or is ineligible to participate in this Issue under applicable securities laws.

17. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If in the future the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

18. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares.

19. If the purchaser is outside India, the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company or the Lead Managers with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

20. If the purchaser is outside India, the purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence.

21. The purchaser is authorized to consummate the purchase of the Rights Equity Shares sold pursuant to this Issue in compliance with all applicable laws and regulations.

22. Except for the sale of Rights Equity Shares on one or more of the Stock Exchanges, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.

23. The purchaser shall hold our Company and the Lead Managers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties or agreements set forth above and elsewhere in this Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.

24. The purchaser acknowledges that our Company, the Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

SECTION VIII: STATUTORY AND OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder may be inspected at the Registered Office and Corporate Office between 10 a.m. and 5 p.m. (Indian Standard Time) on all working days and will also be available on the website of our Company from the date of this Letter of Offer until the Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated November 20, 2024 among our Company and the Lead Managers.

2. Registrar Agreement dated November 20, 2024 among our Company and the Registrar to the Issue.

3. Banker to the Issue Agreement dated November 20, 2024 among our Company, the Lead Managers, the Registrar to the Issue and the Banker to the Issue.

4. Monitoring Agency Agreement dated November 20, 2024 between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.

2. Certificate of incorporation dated January 2, 1985 upon incorporation.

3. Certificate of commencement of business issued to our Company on January 14, 1985.

4. Certificate of incorporation dated February 17, 1994 upon change in the name of the Company.

5. Certificate of registration dated March 23, 1995 upon shifting of Registered Office from one state to another.

6. Certificate of incorporation dated October 15, 2003 upon change in the name of the Company.

7. Certificate of incorporation dated October 11, 2013 upon change in the name of the Company.

8. Letter of Offer dated November 20, 2024, in respect of the rights issue of equity shares of face value of ₹ 2 each by our Company.

9. Resolution of the Rights Issue Committee of our Board dated November 20, 2024 approving the Issue and finalizing the terms of the Issue including Record Date, Issue Price, Rights Entitlement ratio and other related matters.

10. Resolution passed by the Rights Issue Committee of our Board dated November 20, 2024 for approving this Letter of Offer.

11. Resolution passed by the Rights Issue Committee dated November 20, 2024 for determining the Issue Period.

12. Consents of our Directors, Company Secretary and Compliance Officer, Statutory Auditors, the Lead Managers, Legal Advisor to our Company as to Indian law, Banker to the Issue, the Registrar to the Issue and the Monitoring Agency for inclusion of their names in this Letter of Offer to act in their respective capacities.

13. Written consent dated November 12, 2024 from Manish B. Kevadiya, to include his name as the Independent Chartered Engineer in relation to their certificate dated November 12, 2024 and as an "expert" as defined under Section 2(38) of the Companies Act, and such consent has not been withdrawn as on the date of this Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

14. Our Company has received a written consent dated November 12, 2024 from our Statutory Auditor, B S R & Co. LLP, Chartered Accountants, to include its name as required under Section 26(1) of the Companies Act, 2013 in this Letter of Offer and as an "expert", as defined under applicable laws, to the extent and in their capacity as statutory auditors in relation to their (i) audit reports dated May 13, 2024 and May 08, 2023 on the Audited Consolidated Financial Statements of the Company and its Subsidiaries (the Company and its Subsidiaries, referred to as the "**Group**") and of its associate and joint venture for the financial years ended March 31, 2024 and March 31, 2023, respectively, (ii) limited review reports dated November 11, 2024, on the Unaudited Consolidated Financial Results of the Group for the quarter and six months ended September 30, 2024, and (iii) report on the Statement of Possible Special Tax benefits issued on November 12, 2024 included in this Letter of Offer.

15. Written consent dated November 12, 2024 from Vora & Associates, Chartered Accountants, to include their name as the Independent Chartered Accountants in relation to their as an "expert" as defined under Section 2(38) of the Companies Act, and such consent has not been withdrawn as on the date of this Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

16. Reports titled "AgbioCrop, The Crop Protection Industry Report- Market Review: 2023" dated May 2024, "AgbioInvestor, Quarterly briefing service, Third Quarter 2024" dated September 2024 and "AgbioInvestor, Quarterly briefing service plus, Third Quarter 2024" dated October 2024 prepared and issued by Phil Mac Associates LLP t/a AgbioInvestor and their consent letter dated November 12, 2024 in respect of such reports.

17. Statutory Auditor's reports dated May 8, 2023 and May 13, 2024 on the Audited Consolidated Financial Statements and the limited review report dated November 11, 2024 on the Unaudited Consolidated Financial Results, included in this Letter of Offer.

18. Annual Reports of our Company for Fiscal 2024, 2023, 2022, 2021 and 2020.

19. In-principle approvals each dated November 14, 2024 issued by BSE and NSE, respectively under Regulation 28(1) of the SEBI Listing Regulations.

20. Due diligence certificate dated November 20, 2024 addressed to SEBI from the Lead Managers.

21. Tripartite agreement dated June 18, 2016 among our Company, Registrar to the Company and NSDL.

22. Tripartite agreement dated June 17, 2016 among our Company, Registrar to the Company and CDSL.

23. Exemption applications filed by our Company dated February 21, 2024 and April 19, 2024 along with the letter from the Lead Managers confirming due diligence dated May 16, 2024 seeking exemption under Regulation 300(1)(c) of the SEBI ICDR Regulations.

24. Company's letter dated March 13, 2024, withdrawing exemption application dated February 21, 2024.

25. SEBI's letter dated June 10, 2024 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/19301/1 pursuant to which SEBI did not accede to the exemption sough pursuant to our exemption application dated April 19, 2024, under Regulation 300(1)(c) of the SEBI ICDR Regulations.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules and regulations made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jaidev Shroff
Chairman and Non-executive Director

Place: Mumbai

Date: 20-11-2024

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules and regulations made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Vikram Shroff
Non-executive Director

Place: Dubai

Date: 20-11-2024

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules and regulations made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Carlos Alberto De Paiva Pellicer
Non-executive, Non-independent Director

Place: London

Date: 20-11-2024

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules and regulations made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Raj Kumar Tiwari
Whole-time Director

Place: Mumbai

Date: 20-11-2024

DECLARATION

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I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____
Suresh Kumar
Independent Director

Place: Chandigarh

Date: 20-11-2024

DECLARATION

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I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____
Vasant Gandhi
Independent Director

Place: Ahmedabad

Date: 20-11-2024

DECLARATION

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I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Naina Lal Kidwai
Independent Director

Place: Delhi

Date: 20-11-2024

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules and regulations made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____
Hardeep Singh
Independent Director

Place: Gurgaon

Date: 20-11-2024

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules and regulations made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____
Usha Rao Monari
Independent Director

Place: Portugal

Date: 20-11-2024

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act or the rules and regulations made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE CHIEF FINANICAL OFFICER OF OUR COMPANY

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Anand Kantilal Vora
Chief Financial Officer

Place: Chennai

Date: 20-11-2024