



UPL Limited, Uniphos House,
C.D. Marg, 11th Road, Madhu Park,
Khar (West), Mumbai – 400052,
India

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September 24, 2025

BSE Limited
Mumbai

National Stock Exchange of India Ltd
Mumbai

SCRIP CODE: 512070

SYMBOL: UPL

Sub: Summary of Proceedings, Voting Outcome and Scrutinizer's Report of the Extraordinary General Meeting held on Wednesday, September 24, 2025.

Dear Sir(s)/Madam(s),

Pursuant to Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Extraordinary General Meeting ("EGM") of the Company was held today i.e. Wednesday, September 24, 2025, at 09:00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and SEBI.

In this regard, please find enclosed the following:

1. Summary of Proceedings of the EGM – Annexure A.
2. Voting Results of the resolutions passed at the EGM – Annexure B.
3. Consolidated report of the Scrutinizer on e-voting prior and during the EGM – Annexure C.

The above documents are also being uploaded on the Company's website at <https://www.upl-ltd.com/investors/shareholder-center/shareholder-meeting> .

This is for your information and records.

Thanking you,

Yours faithfully,
For **UPL Limited**

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

Encl: As above

Cc:

- 1) London Stock Exchange
- 2) Singapore Stock Exchange
- 3) National Securities Depository Limited
- 4) Central Depository Services (India) Limited
- 5) MUFG Intime India Private Limited



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Annexure- A

SUMMARY OF PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING

A. Date, time and venue of the Extraordinary General Meeting:

The Extraordinary General Meeting (“EGM” or “Meeting”) of the Company was held on Wednesday, September 24, 2025 at 09:00 a.m. (IST) through Video Conferencing / Other Audio-Visual Means (“VC/OVAM facility”) to transact the business as set out in the EGM Notice dated August 29, 2025.

B. Proceedings in brief:

- Mr. Jaidev R. Shroff, Chairman & Group CEO, chaired the Meeting.
- The requisite quorum being present, Mr. Sandeep Deshmukh, Company Secretary, with the permission of the Chairman, called the Meeting to order.
- Thereafter, the Company Secretary, informed that the EGM was convened using Audio-visual means in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company had taken all possible steps to ensure that the shareholders were provided an opportunity to participate in the EGM either through video conferencing facility or watch the live webcast of the EGM proceedings and to vote on the resolution.
- The Company Secretary informed the Members that the Notice convening the EGM had already been circulated electronically to the members of the Company and were taken as read.
- The Chairman then welcomed all the shareholders and introduced the Directors, the Group Chief Financial Officer, and the Company Secretary present at the meeting.
- It was informed that the Company had appointed Mr. Bhaskar Upadhyay, Practising Company Secretary as the Scrutiniser to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
- The following item of business as set out in the Notice convening the EGM was put to vote. Shareholders were provided an opportunity to ask questions or express their views through VC/OVAM facility. Clarifications were provided to the information sought by the members.

SN.	Particulars	Type of Resolution
1.	To approve material related party transaction amongst subsidiaries i.e. UPL Corporation Limited, Mauritian, Advanta Enterprises Limited and Advanta Mauritius Limited	Ordinary Resolution

Voting by members and results:

It was informed that:

- The Company had provided remote e-voting facility to its members to cast votes electronically on the item of business as set out in the Notice from Saturday, September 20, 2025 at 9:00 a.m. (IST) to Tuesday, September 23, 2025 at 5:00 p.m. (IST).
- The facility to vote on the resolution through electronic voting system at the meeting was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.



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The Company Secretary thanked the Members for attending and participating in the meeting.

The e-voting facility was kept open for the next 15 minutes to enable the members to cast their vote.

The Meeting concluded at 09:47 a.m. (IST) (including time allowed for e-voting at EGM).

Post the conclusion of the e-voting, the Scrutinizer's report was received. The Resolution was passed with requisite majority.



EGM Date: Wednesday, September 24, 2025

Date of the AGM/EGM:	September 24, 2025
Total number of shareholders on cut-off date for voting purpose i.e. September 17, 2025 (293399 members holding fully paid shares and 4991 members holding partly paid shares) :	298390
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group :	
Public :	
No. of shareholders attended the meeting through Video Conferencing:	70
Promoters and Promoter Group :	13
Public :	57

1. To approve material related party transaction amongst subsidiaries i.e. UPL Corporation Limited, Mauritius, Advanta Enterprises Limited and Advanta Mauritius Limited

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid Votes against on votes polled
		(1) # \$	(2) \$	(3)=[(2) / (1)]*100	(4) \$	(5) \$	(6)=[(4) / (2)]*100	(7)=[(5) / (2)]*100
Promoter and Promoter Group	E-Voting	28,29,09,708	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	45,84,05,229	41,55,02,233	90.64	41,55,02,233	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		41,55,02,233	90.64	41,55,02,233	-	100.00	-
Public-Non Institutions	E-Voting	10,24,28,126	3,01,73,644	29.46	3,01,61,756	11,888	99.96	0.04
	Poll		-	-	-	-	-	-
	Total		3,01,73,644	29.46	3,01,61,756	11,888	99.96	0.04
Total		84,37,43,063	44,56,75,877	52.82	44,56,63,989	11,888	100.00	0.00

Notes:

- # The Company has issued partly paid-up equity shares. In order to facilitate accurate calculation of "% of Votes Polled on outstanding shares" in column no. (3), the figures appearing in column (1) - "No. of shares held" represent "No. of Voting Rights".
- \$ As the XBRL utility of the stock exchanges does not accept voting rights in fractions, voting rights have been rounded-off for the purpose of this disclosure.
- Promoter and Promoter Groups includes shares represented by GDR.



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Jaidev Shroff
Chairman and Group CEO
UPL Limited

Dear Sir,

1. I, Bhaskar Upadhyay, Partner, N L Bhatia and Associates, Practicing Company Secretaries, (Membership No. FCS 8663/ C. P. No. 9625), being appointed as the Scrutinizer by the Board of Directors of UPL Limited ("the Company") for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Extraordinary General Meeting ("EGM"), carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the amendments made thereto, on the business contained in the Notice of the EGM of the Members of the Company, held on Wednesday, September 24, 2025 through Video Conferencing/ Other Audio-visual means ("VC facility").
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, applicable Rules and notifications relating to voting through electronic means on the businesses set out in the Notice of the EGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and e-voting during the EGM is to ensure that the voting process both through remote e-Voting and by e-Voting during the EGM are conducted in a fair and transparent manner and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" on the business set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company, to provide e-Voting facility before and during the EGM.
3. Further to above, I submit my report as under:
 - 3.1. The Company had provided the remote e-Voting facility and e-Voting during the EGM through NSDL, on their website <https://www.evoting.nsdl.com/>. The Company had uploaded the item of business to be transacted on the website of the Company (www.upl-ltd.com) and also on the website of NSDL (<https://www.evoting.nsdl.com>) to facilitate the Members to cast their votes through remote e-Voting and e-Voting during the EGM.
 - 3.2. The Notice of EGM was sent through email to the Members whose email addresses were registered with the Company / RTA / Depository Participant(s), containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of

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Corporate Affairs ("MCA").

- 3.3. As prescribed in the Rules and General Circulars issued by MCA, the Company has also published advertisements in newspapers on Wednesday, September 03, 2025 in Financial Express (English-All Editions) and Western Times in vernacular language (Gujarati-Ahmedabad) which carried all required information as specified in the said rules and notifications.
- 3.4. The Members of the Company as on the "Cut-off" date i.e. Wednesday, September 17, 2025 were entitled to vote on the business (item no. 01) as set out in the Notice of the EGM.
- 3.5. The remote e-Voting commenced on Saturday, September 20, 2025 (09:00 a.m. IST) and ended on Tuesday, September 23, 2025 (05:00 p.m. IST) and the e-Voting platform of NSDL was blocked thereafter and then reopened during the EGM.
- 3.6. It was announced at the EGM held on Wednesday, September 24, 2025 through VC facility, that the Members who have not exercised their votes through remote e-Voting may, if they wish to, can exercise their votes through electronic voting system being provided during the EGM.
- 3.7. After closure of e-Voting at the EGM, the votes cast through remote e-Voting prior to the date of EGM and votes cast through e-Voting during the EGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company. The e-Voting data/results downloaded from the e-Voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- 3.8. The Company's share capital as on, Wednesday, September 17, 2025, cut-off date for e-Voting, was 84,33,23,147 Equity Shares of Rs. 2/- each and 11,10,449 partly paid-up equity shares which consists of 5,18,387 partly paid-up equity shares of Re. 1 each and 5,92,062 partly paid-up equity shares of Rs. 0.50 each.

The table below outlines the details of the number of fully paid-up and partly paid-up equity shares as of the cut-off date, along with the corresponding proportion of votes entitled to each category of members:

Face Value of Equity Shares (Rs.)	Paid-up Value of Equity Shares	Proportion of Votes counted	Total No. of Equity Shares	Number of Votes entitled to members in proportion to their holding
2	2	1	84,33,23,147	84,33,23,147
2	1	0.5	5,18,387	2,59,194
2	0.5	0.25	5,92,062	1,48,016
TOTAL			84,44,33,596	84,37,30,357



- 3.9. Based on the data downloaded from NSDL e-Voting system, the total votes cast in favour or against the resolution proposed in the Notice of the EGM are as under:

Item No. 1 – As an Ordinary Resolution:

To approve material related party transaction amongst subsidiaries i.e. UPL Corporation Limited, Mauritius, Advanta Enterprises Limited and Advanta Mauritius Limited

(i) **Voted in favour of the resolution:**

Class of Equity Shares	Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
Fully paid-up Equity Shares of Rs. 2/- each	1533	44,56,37,970	99.9973%
Partly paid-up Equity shares of Re. 1/- each	41	21,505.5	
Partly Paid-up Equity Shares of Rs. 0.50/- each	28	4,513	
Total	1602	44,56,63,988.5	99.9973%

(ii) **Voted against the resolution:**

Class of Equity Shares	Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
Fully paid-up Equity Shares of Rs. 2/- each	33	11,474	0.0027%
Partly paid-up Equity shares of Re. 1/- each	2	404	
Partly Paid-up Equity Shares of Rs. 0.50/- each	1	10	
Total	36	11,888	0.0027%

(iii) Shareholders entitled to 3,06,05,832 votes have abstained from voting on the resolution.



In view of the above scrutiny, I hereby certify that the Resolution mentioned in Item No. 01 has been passed with requisite majority as on the day of the EGM i.e. Wednesday, September 24, 2025.

All the electronic data and relevant records of e-Voting will remain in my custody until the Chairman of the Company considers, approves, and signs the minutes of the EGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

Date: September 24, 2025

Place: Mumbai

For N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
P/R No.: 6392/2025



Bhaskar Upadhyay
Partner
FCS: 8663
CP. No. 9625
UDIN: F008663G001324450

Countersigned
For UPL Limited

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



Date: September 24, 2025

Place: Mumbai