



UPL Limited, Uniphos House,
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July 25, 2025

BSE Limited
Mumbai

National Stock Exchange of India Ltd
Mumbai

SCRIP CODE: 512070/890209

SYMBOL: UPL/UPLPP1

Sub: Summary of Proceedings, Voting Outcome and Scrutinizer's Report of the 41st Annual General Meeting held on Friday, July 25, 2025.

Dear Sir(s)/Madam

Pursuant to Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 41st Annual General Meeting (AGM) of the Company was held today, i.e. Friday, July 25, 2025, at 2:00 p.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 AGM – Annexure A.
2. Voting Results of the resolutions passed at the AGM – Annexure B.
3. Consolidated report of the Scrutinizer on e-voting prior and during the AGM – 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 41ST ANNUAL GENERAL MEETING

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

The 41st Annual General Meeting (“AGM” or “Meeting”) of the Company was held on Friday, July 25, 2025 at 02:00 p.m. (IST) through Video Conferencing / Other Audio-Visual Means (“VC/OVAM facility”) to transact the businesses as set out in the Notice dated May 12, 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 AGM was convened using Audio-visual means. The Company had taken all possible steps to ensure that the shareholders were provided an opportunity to participate in the AGM either through video conferencing facility or watch the live webcast of the AGM proceedings and to vote on the resolutions.
- The Company Secretary informed the Members that the Notice convening the 41st AGM, along with the Annual Report for the financial year 2024–25, and the unmodified Reports of the Statutory Auditors on both the standalone and consolidated financial statements, had already been circulated electronically to the members of the Company and were taken as read.
- Thereafter, Mr. Vikram Shroff, Vice-Chairman – UPL Group on behalf of Mr. Jaidev R. Shroff, Chairman, introduced the Directors, Group Chief Financial Officer, and Company Secretary present at the meeting. All the Directors were present at the AGM. Chairpersons of all the Committees and representatives of the Statutory Auditor, Secretarial Auditor and Cost Auditor were present at the meeting.
- He welcomed all the shareholders and other invitees present at the meeting. He formally welcomed Mr. Santosh Kumar Mohanty and Ms. M. V. Bhanumathi to the Board of Directors and expressed his confidence in the valuable perspectives they would bring to the Company. He also extended a warm welcome to Mr. Bikash Prasad, Group Chief Financial Officer, and acknowledged the strategic value his financial leadership would bring to the Company’s continued growth and operational excellence.
- He also informed the members that Mr. Vasant Gandhi will be concluding his tenure as Independent Director in November 2025 and placed on record the Board’s sincere appreciation for Mr. Gandhi’s exemplary service, invaluable contributions and dedicated service throughout his long and esteemed association with the Company.
- Thereafter, he apprised the members on the financial and operational performance of the Company during FY 2024-25. Despite industry headwinds, the Company delivered a robust performance in FY25, marked by strong growth, strategic debt reduction, and a continued focus on innovation. He also informed that the Board had recommended a final dividend of ₹6/- per equity share, subject to approval of shareholders.
- 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.



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- The following items of businesses as set out in the Notice convening the 41st AGM were 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
ORDINARY BUSINESS		
1.	Adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.	Ordinary Resolution
3.	Declaration of Dividend.	Ordinary Resolution
4.	Re-appointment of Mr. Raj Tiwari as Director liable to retire by rotation.	Ordinary Resolution
SPECIAL BUSINESS		
5.	Ratification of remuneration of Cost Auditors for the FY 2025-26.	Ordinary Resolution
6.	Appointment of Secretarial Auditors.	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 all items of businesses as set out in the Notice from Tuesday, July 22, 2025 at 09.00 a.m. (IST) to Thursday, July 24, 2025 at 05.00 p.m. (IST).
- The facility to vote on resolutions 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.

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 03:10 p.m. (IST) (including time allowed for e-voting at AGM).

Post the conclusion of the e-voting, the Scrutinizer's report was received. All the Resolutions were passed with requisite majority.

AGM Date: Friday July 25, 2025

Date of the AGM/EGM:	July 25, 2025
Total number of shareholders on cut-off date for voting purpose i.e. July 18, 2025 (301510 members holding fully paid shares and 8601 members holding partly paid shares) :	310111
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:	84
Promoters and Promoter Group :	13
Public :	71

1. Adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.

Resolution required : (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
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	26,34,98,973	26,34,96,084	100.00	26,34,96,084	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		26,34,96,084	100.00	26,34,96,084	-	-	-
Public-Institutions	E-Voting	40,03,63,397	350879822	87.64	35,04,73,683	4,06,139	99.88	0.12
	Poll		-	-	-	-	-	-
	Total		35,08,79,822	87.64	35,04,73,683	4,06,139	99.88	0.12
Public-Non Institutions	E-Voting	13,34,46,712	5,73,38,805	42.97	5,73,38,148	657	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		5,73,38,805	42.97	5,73,38,148	657	100.00	0.00
Total		79,73,09,082	67,17,14,711	84.25	67,13,07,915	4,06,796	99.94	0.06

2. Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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	26,34,98,973	26,34,96,084	100.00	26,34,96,084	-	100.00	-
	Poll		-	-	0	-	-	-
	Total		26,34,96,084	100.00	26,34,96,084	-	100.00	-
Public-Institutions	E-Voting	40,03,63,397	35,08,79,822	87.64	35,04,73,683	4,06,139	99.88	0.12
	Poll		-	-	-	-	-	-
	Total		35,08,79,822	87.64	35,04,73,683	4,06,139	99.88	0.12
Public-Non Institutions	E-Voting	13,34,46,712	5,73,39,375	42.97	5,73,38,718	657	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		5,73,39,375	42.97	5,73,38,718	657	100.00	0.00
Total		79,73,09,082	67,17,15,281	84.25	67,13,08,485	4,06,796	99.94	0.06

3. Declaration of Dividend.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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	26,34,98,973	26,34,96,084	100.00	26,34,96,084	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		26,34,96,084	100.00	26,34,96,084	-	100.00	-
Public-Institutions	E-Voting	40,03,63,397	35,49,86,851	88.67	35,49,86,851	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		35,49,86,851	88.67	35,49,86,851	-	100.00	-
Public-Non Institutions	E-Voting	13,34,46,712	5,73,39,558	42.97	5,73,38,790	768	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		5,73,39,558	42.97	5,73,38,790	768	100.00	0.00
Total		79,73,09,082	67,58,22,493	84.76	67,58,21,725	768	100.00	0.00

4. Retirement by rotation of Mr. Raj Tiwari

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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	26,34,98,973	26,34,96,084	100.00	26,34,96,084	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		26,34,96,084	100.00	26,34,96,084	-	100.00	-
Public-Institutions	E-Voting	40,03,63,397	35,48,09,667	88.62	34,94,12,319	53,97,348	98.48	1.52
	Poll		-	-	-	-	-	-
	Total		35,48,09,667	88.62	34,94,12,319	53,97,348	98.48	1.52
Public-Non Institutions	E-Voting	13,34,46,712	5,73,39,175	42.97	5,72,63,420	75,755	99.87	0.13
	Poll		-	-	-	-	-	-
	Total		5,73,39,175	42.97	5,72,63,420	75,755	99.87	0.13
Total		79,73,09,082	67,56,44,926	84.74	67,01,71,823	54,73,103	99.19	0.81

5. Ratification of remuneration of Cost Auditors for the FY 2025-26

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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	26,34,98,973	26,34,96,084	100.00	26,34,96,084	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		26,34,96,084	100.00	26,34,96,084	-	100.00	-
Public-Institutions	E-Voting	40,03,63,397	35,47,41,616	88.60	35,47,41,616	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		35,47,41,616	88.60	35,47,41,616	-	100.00	-
Public-Non Institutions	E-Voting	13,34,46,712	5,73,38,935	42.97	5,73,16,489	22,446	99.96	0.04
	Poll		-	-	-	-	-	-
	Total		5,73,38,935	42.97	5,73,16,489	22,446	99.96	0.04
Total		79,73,09,082	67,55,76,635	84.73	67,55,54,189	22,446	100.00	0.00

6. Appointment of Secretarial Auditors

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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	26,34,98,973	26,34,96,084	100.00	26,34,96,084	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		26,34,96,084	100.00	26,34,96,084	-	100.00	-
Public-Institutions	E-Voting	40,03,63,397	35,48,02,769	88.62	34,13,34,669	1,34,68,100	96.20	3.80
	Poll		-	-	-	-	-	-
	Total		35,48,02,769	88.62	34,13,34,669	1,34,68,100	96.20	3.80
Public-Non Institutions	E-Voting	13,34,46,712	5,73,39,375	42.97	5,73,36,516	2,859	100.00	0.00
	Poll		-	-	-	-	-	-
	Total		5,73,39,375	42.97	5,73,36,516	2,859	100.00	0.00
Total		79,73,09,082	67,56,38,228	84.74	66,21,67,269	1,34,70,959	98.01	1.99

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.



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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 41st Annual General Meeting ("AGM"), 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 businesses contained in the Notice of the 41st AGM of the Members of the Company, held on Friday, July 25, 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 AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and e-voting during the AGM is to ensure that the voting process both through remote e-Voting and by e-Voting during the AGM 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 businesses 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 AGM.
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 AGM through NSDL, on their website <https://www.evoting.nsdl.com/>. The Company had uploaded the item of businesses 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 AGM.
 - 3.2. The Notice of AGM 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 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 Friday, July 04, 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. Friday, July 18, 2025 were entitled to vote on the businesses (item nos. 01 to 06) as set out in the Notice of the AGM.
- 3.5. The remote e-Voting commenced on Tuesday, July 22, 2025 (09:00 a.m. IST) and ended on Thursday, July 24, 2025 (05:00 p.m. IST) and the e-Voting platform of NSDL was blocked thereafter and then reopened during the AGM.
- 3.6. It was announced at the AGM held on Friday, July 25, 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 AGM.
- 3.7. After closure of e-Voting at the AGM, the votes cast through remote e-Voting prior to the date of AGM and votes cast through e-Voting during the AGM 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, Friday, July 18, 2025, cut-off date for e-Voting, was 75,06,07,641 Equity Shares of Rs. 2/- each and 9,38,25,955 partly paid-up equity shares which consists of 9,29,83,707 partly paid-up equity shares of Re. 1 each and 8,42,248 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	75,06,07,641	75,06,07,641
2	1	0.5	9,29,83,707	4,64,91,854
2	0.5	0.25	8,42,248	2,10,562
TOTAL			84,44,33,596	79,73,10,057

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



Item No. 1 – As an Ordinary Resolution:

Adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon

(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	1413	639084930.00	99.9394%
Partly paid-up Equity shares of Re. 1/- each	417	32220195.50	
Partly Paid-up Equity Shares of Rs. 0.50/- each	54	2789.25	
Total	1884	671307914.75	99.9394%

(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	13	406742.00	0.0605%
Partly paid-up Equity shares of Re. 1/- each	7	46.00	
Partly Paid-up Equity Shares of Rs. 0.50/- each	1	7.75	
Total	21	406795.75	0.0605%

(iii) Shareholders entitled to 9,51,704 votes have abstained from voting on the resolution.



Item No. 2 – As an Ordinary Resolution:

Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon

(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	1412	639085500.00	99.9394%
Partly paid-up Equity shares of Re. 1/- each	417	32220195.50	
Partly Paid-up Equity Shares of Rs. 0.50/- each	54	2789.25	
Total	1883	671308484.75	99.9394%

(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	13	406742.00	0.0605%
Partly paid-up Equity shares of Re. 1/- each	7	46	
Partly Paid-up Equity Shares of Rs. 0.50/- each	1	7.75	
Total	21	406795.75	0.0605%

(iii) Shareholders entitled to 9,51,704 votes have abstained from voting on the resolution.



Item No. 3 – As an Ordinary Resolution:**Declaration of Dividend****(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	1419	643595229.00	99.9999%
Partly paid-up Equity shares of Re. 1/- each	419	32223706.00	
Partly Paid-up Equity Shares of Rs 0.50/- each	54	2789.25	
Total	1892	675821724.25	99.9999%

(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	9	717.00	0.0001%
Partly paid-up Equity shares of Re. 1/- each	6	43.50	
Partly Paid-up Equity Shares of Rs. 0.50/- each	1	7.75	
Total	16	768.25	0.0001%

(iii) Shareholders entitled to 9,51,704 votes have abstained from voting on the resolution.



Item No. 4 – As an Ordinary Resolution:**Retirement by rotation of Mr. Raj Tiwari:**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	1386	637972205.00	99.1899%
Partly paid-up Equity shares of Re. 1/- each	410	32196829.00	
Partly Paid-up Equity Shares of Rs. 0.50/- each	54	2789.25	
Total	1850	670171823.25	99.1899%

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	41	5446174	0.8101%
Partly paid-up Equity shares of Re. 1/- each	15	26920.50	
Partly Paid-up Equity Shares of Rs. 0.50/- each	1	7.75	
Total	57	5473102.25	0.8101%

iii. Shareholders entitled to 19,13,080 votes have abstained from voting on the resolution.



Item No. 5 – As an Ordinary Resolution;**Ratification of remuneration of Cost Auditors for the FY 2025-26**(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	1402	643347057	99.9967%
Partly paid-up Equity shares of Re. 1/- each	412	32204342.50	
Partly Paid-up Equity Shares of Rs. 0.50/- each	54	2789.25	
Total	1868	675554188.75	99.9967%

(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	20	3031.00	0.0033%
Partly paid-up Equity shares of Re. 1/- each	13	19407.00	
Partly Paid-up Equity Shares of Rs. 0.50/- each	1	7.75	
Total	34	22445.75	0.0033%

(iii) Shareholders entitled to 9,51,704 equity shares have abstained from voting on the resolution.



Item No. 6 – As an Ordinary Resolution:**Appointment of Secretarial Auditors**(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	1404	629941397.00	98.0062%
Partly paid-up Equity shares of Re. 1/- each	415	32223082.00	
Partly Paid-up Equity Shares of Re 0.50/- each	54	2789.25	
Total	1873	662167268.25	98.0062%

(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	21	13470535	1.9938%
Partly paid-up Equity shares of Re. 1/- each	9	416.50	
Partly Paid-up Equity Shares of Rs. 0.50/- each	1	7.75	
Total	31	13470959.25	1.9938%

(iii) Shareholders entitled to 9,51,704 equity shares have abstained from voting on the resolution.



In view of the above scrutiny, I hereby certify that the Resolutions mentioned in Item Nos. 01 to 06 have been passed with requisite majority as on the day of the AGM i.e. Friday, July 25, 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 AGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

Date: July 25, 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: F008663G000864155

Countersigned
For UPL Limited



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

Date: July 25, 2025

Place: Mumbai