



## UPL LIMITED

(CIN: L24219GJ1985PLC025132)

**Registered Office:** 3-11, GIDC, Vapi, Valsad - 396 195, Gujarat, India, **Tel. No.:** +91 260 2432716

**Corporate Office:** UPL Ltd, Uniphos House, C.D. Marg, 11<sup>th</sup> Road, Madhu Park, Khar (West), Mumbai - 400 052, Maharashtra, India

**Tel. No.:** +91 22 7152 8000 **E-mail:** [upl.investors@upl-ltd.com](mailto:upl.investors@upl-ltd.com) **Website:** [www.upl-ltd.com](http://www.upl-ltd.com)

### REMINDER CUM FINAL CALL NOTICE TO THE HOLDERS OF PARTLY PAID-UP EQUITY SHARES

**Last date for payment:  
Monday, 1<sup>st</sup> September, 2025**

Dear Shareholder,

**Sub: Reminder for payment of first call and Notice for payment of Second and Final Call on partly paid-up equity shares issued by UPL Limited (the "Company"), on a rights basis, pursuant to the Letter of Offer dated 20<sup>th</sup> November 2024 ("Letter of Offer") ("Issue").**

- Pursuant to the Issue, the Company had issued and allotted partly paid-up Equity Shares, on a rights basis, to its eligible equity shareholders at an Issue Price of ₹ 360 each (including a premium of ₹ 358 per share), in the ratio of 1 (One) Rights Equity Share for every 8 (Eight) fully paid-up Equity Shares held by eligible equity shareholders (as defined in the Letter of Offer) as on the record date i.e. 26<sup>th</sup> November 2024.
- In accordance with the terms of the Issue as mentioned in the Letter of Offer, the Company received ₹ 90 (comprising ₹ 0.50 towards paid-up value and ₹ 89.50 towards premium) per partly paid-up Equity Share as application money and the partly paid-up Equity Shares were allotted on 20<sup>th</sup> December 2024.
- The Rights Issue Committee at its meeting held on Friday, 24<sup>th</sup> January, 2025 had approved to make the first call of ₹ 90 (comprising ₹ 0.50 towards paid-up value and ₹ 89.50 towards premium) in respect of outstanding partly paid-up Equity Shares, which was kept open for payment from Monday, 17<sup>th</sup> February, 2025 to Monday, 3<sup>rd</sup> March, 2025 (both days inclusive). Thereafter, the Company had also sent out a reminder notice to all those shareholders who had not paid the first call money to deposit the same between Friday, 11<sup>th</sup> April, 2025 to Friday, 25<sup>th</sup> April, 2025 (both days inclusive).
- The Rights Issue Committee at its meeting held on Monday, 28<sup>th</sup> July, 2025 has approved to make the **Second and Final call** of ₹ 180 per partly paid-up equity share (comprising ₹ 1.00 towards paid-up value and ₹ 179.00 towards premium) (the **"Second and Final Call"**) in respect of outstanding partly paid-up Equity Shares, which will be **payable between Monday, 18<sup>th</sup> August, 2025 to Monday, 1<sup>st</sup> September, 2025 (both days inclusive)**. Please note that this is the final call and there will be no further call with respect to the Issue. Shares on which the call money remains unpaid will be liable to pay interest and/or be forfeited in accordance with the Companies Act, 2013, Articles of Association of the Company and the Letter of Offer.
- The Company had fixed 30<sup>th</sup> January, 2025 as the record date for the purpose of determining the holders of partly paid-up equity shares (**"Eligible Shareholders"**) who are required to pay the First Call. Accordingly, the First Call Notice was dispatched by 31<sup>st</sup> January, 2025. Thereafter, the Company had also sent out a reminder notice to all those shareholders who had not paid the first call money to deposit the same between Friday, 11<sup>th</sup> April, 2025 to Friday, 25<sup>th</sup> April, 2025 (both days inclusive). **However, we notice that you are yet to pay the First Call as of Date.** Further, we wish to inform you that the Second and Final Call is also now payable and **Friday, 1<sup>st</sup> August, 2025** has been fixed as the call record date (**"Second and Final Call Record Date"**) Accordingly, we are sending this reminder cum second and final call notice (**"Reminder cum Final Call Notice"**) to you to pay the First Call and the Second and Final Call as per the details provided below:

No. of partly paid-up equity shares held as on Second and Final Call Record Date i.e., Friday, 1 <sup>st</sup> August, 2025	Amount due and payable on First Call @ ₹ 90 per partly paid-up equity share (A)	Amount due and payable on Second and Final Call @ ₹ 180 per partly paid-up equity share (B)	Total Amount due and Payable (A) + (B)
	(₹ in figures)	(₹ in figures)	(₹ in figures)

## Other Instructions

First Call and Second and Final Call Payment Period (Both days inclusive)	From	To	Duration
	Monday, 18 <sup>th</sup> August, 2025	Monday, 1 <sup>st</sup> September, 2025	15 days
Mode of payment	Deposit of Cheque / Demand Draft with collection Centre of Axis Bank Limited (made payable to) <ul style="list-style-type: none"> <li>a. UPL Limited – Partly Paid-up Rights Share Second and Final Call Money Account – R</li> <li>b. UPL Limited – Partly Paid-up Rights Share Second and Final Call Money Account – NR</li> </ul>		

R - Residential shareholders / NR - Non-Residential shareholders

<sup>(1)</sup> Please visit <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> to refer to the list of existing SCSBs [Self-Certified Syndicate Banks]

6. Detailed instructions for payment as per the Reminder cum Final Call Notice and Payment Slip are enclosed as Annexure 1 & 2. You are requested to make the payment **on or before Monday, 1<sup>st</sup> September, 2025**.
7. **Please note that the trading in the ₹ 0.5 partly paid up equity shares of the Company (ISIN: IN9628A01018) currently being held by you ceased on the Stock Exchanges with effect from 30<sup>th</sup> January, 2025. Further the trading of ₹ 1.00 partly paid-up equity shares of the Company (ISIN: IN9628A01026) has been suspended on the Stock Exchanges with effect from Friday, 1<sup>st</sup> August, 2025 (i.e closing hours of trading on 31<sup>st</sup> July, 2025) on account of the Second and Final Call. The Rights Equity Shares of ₹ 2/- each will be credited under the existing ISIN: INE628A01036 and is estimated to be available for trading within three weeks from the last date of payment of Second and Final Call i.e 1<sup>st</sup> September, 2025.**
8. **Please also note the consequences of failure to pay First Call and Second and Final Call are given below:**
  - (a) **Interest @ 10.00% (Ten per cent only) p.a. will be payable for delay in payment of First Call and Second and Final Call beyond Monday, 1<sup>st</sup> September, 2025 till the actual date of payment;**
  - (b) **The Company shall be entitled to deduct from any dividend payable to you, all sums of money outstanding on account of calls and interest; due thereon in relation to the partly paid-up equity shares of the Company; and**
  - (c) **The partly paid-up equity shares of the Company currently held by you, including the amount already paid thereon may be liable to be forfeited on failure to pay the First Call and Second and Final call, in accordance with the Companies Act, 2013, Articles of Association of the Company and the Letter of Offer.**
9. The Reminder cum Final Call Notice along with the Detailed Instructions and Payment Slip are also available on the Company's website at <https://www.upl-ltd.com/investors/shareholder-center/rights-issue> or on the website of MUFG Intime India Private Limited (Previously Link Intime India Private Limited) ("RTA") at <http://www.in.mpms.mufig.com/>.
10. Please refer to the **FAQs** available on the website of the Company <https://www.upl-ltd.com/investors/shareholder-center/rights-issue> or on the website of MUFG Intime India Private Limited ("RTA") ([www.in.mpms.mufig.com](http://www.in.mpms.mufig.com)). You may also seek clarifications on any query related to the payment of amounts due from you on the number +91 22 810 811 4949 (operational from Monday to Friday from 10 AM to 5 PM) or Email to [upl.callmoney@linkintime.co.in](mailto:upl.callmoney@linkintime.co.in) and get your queries addressed.
11. All capitalized terms not defined herein would have the same meaning as attributed to it in the Letter of Offer.

Yours sincerely,

For **UPL Limited**

**Sandeep Deshmukh**

Company Secretary and Compliance Officer  
ACS-10946

Date : 2<sup>nd</sup> August 2025

Place: Mumbai

Encl.: As above



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**Corporate Office:** UPL Ltd, Uniphos House, C.D. Marg, 11<sup>th</sup> Road, Madhu Park, Khar (West), Mumbai - 400 052, Maharashtra, India

**Tel. No.:** +91 22 7152 8000 **E-mail:** [upl.investors@upl-ltd.com](mailto:upl.investors@upl-ltd.com) **Website:** [www.upl-ltd.com](http://www.upl-ltd.com)

### ANNEXURE 1

#### DETAILED INSTRUCTIONS

##### PAYMENT INSTRUCTIONS

Please note that:

- a. Cash payment shall not be accepted.
- b. **Eligible shareholders are advised to make payment in full of the amount due. Eligible Shareholders are required to pay ONLY through cheque(s) / DD(s) for the full due amount specified in this Reminder cum Final Call Notice. Eligible Shareholders to note that no payment would be accepted only towards the First Call. Part payments will not be considered.**
- c. Eligible Shareholders shall pay by submitting the duly filled up Payment Slip (enclosed as **Annexure 2**) and their cheque or demand draft at any of the branches of Axis Bank Limited mentioned in the Payment Slip on or before Monday, 1<sup>st</sup> September, 2025. Cheque or demand draft is to be drawn in the favour of:

<b>Resident Shareholders (R)</b>	UPL Limited – Partly Paid-up Rights Share Second and Final Call Money Account – R
<b>Non-Resident Shareholders (NR)</b>	UPL Limited – Partly Paid-up Rights Share Second and Final Call Money Account – NR

- d. The Company and the RTA are entitled to rely on the self-certification of the transaction by the Eligible Shareholder. **Payments made using third party bank accounts will be rejected.**
- e. Excess/duplicate amount paid, or amount paid by person who is not an Eligible Shareholder will be refunded.
- f. The Eligible Shareholder must, inter-alia, state the following details in the Payment Slip:
  - i. Full Name of the Sole/First shareholder
  - ii. Permanent Account Number
  - iii. DP ID-Client ID/Folio No.
  - iv. No. of partly paid-up equity share(s) held & total amount payable and
  - v. Details of Cheque / Demand Draft
- g. Cheque / Demand Draft should be drawn on such bank, including Co-operative Bank, which is situated at and is a member or a sub-member of the Bankers' Clearing House located at the Centre where this Reminder Cum Final Call Notice is presented. Outstation Cheques / Bank Drafts, Money Orders, and Postal Orders will not be accepted. Post-dated cheques will not be accepted and are liable to be rejected.
- h. After the last date of payment, i.e., **Monday, 1<sup>st</sup> September, 2025**, Bank branches at the **aforesaid locations will not accept any application for the Reminder cum Final Call.**
- i. The Company will not be liable for any delayed receipt and reserves the right to reject such delayed receipts.
- j. Payment Slip should be complete in all respects. The Payment Slip found incomplete with regard to any of the particulars required to be given therein are liable to be rejected.

##### Non-payment

Please note that, failure to pay the Reminder cum Final Call, as aforesaid, shall render the partly paid-up equity share(s), including the amount already paid thereon, liable to be forfeited in accordance with the Act, the Articles of Association of the Company, and the Letter of Offer

##### Other Information

- i. In case of non-receipt of the Reminder cum Final Call Notice, Eligible Shareholders can request by e-mail or letter, for the Reminder cum Final Call Notice to the Registrar or may also download the same from the Company's website: <https://www.upl-ltd.com/investors/shareholder-center/rights-issue> or the Registrar's website: <http://www.in.mfpmf.com/>.
- ii. The Eligible Shareholder must mention his/her PAN number allotted under the Income Tax Act, 1961.
- iii. Eligible Shareholders must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated 13<sup>th</sup> February, 2020, issued by Central Board of Direct Taxes and press release dated 25<sup>th</sup> June, 2021 and 17<sup>th</sup> September, 2021.

- iv. Eligible Shareholders residing at locations where the Bank's collection centers are not available, may send their applications along with the completed Payment Slip by registered post/speed post at the office of the Registrar: **MUFG Intime India Private Limited** stating the requisite details along with Cheque payable at par/Demand Draft payable at **Mumbai**, such that the same are received on or before the last date of payment of the Call Money i.e., **Monday, 1<sup>st</sup> September, 2025**.
- v. All correspondence in this regard may be addressed to:



**MUFG Intime India Private Limited**

(Unit: UPL Limited)

C-101, 1<sup>st</sup> Floor, 247 Park

Lal Bahadur Shastri Marg, Vikhroli (West)

Mumbai – 400 083

Maharashtra, India

Tel No.: +91 8108114949

Fax No.: 022-49186060

E-mail ID: [upl.callmoney@linkintime.co.in](mailto:upl.callmoney@linkintime.co.in)

Website: [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

SEBI Registration No: INR000004058

Contact Person: Shanti Gopalkrishnan



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**Tel. No.:** +91 22 7152 8000 **E-mail:** [upl.investors@upl-ltd.com](mailto:upl.investors@upl-ltd.com) **Website:** [www.upl-ltd.com](http://www.upl-ltd.com)

### ANNEXURE 2

#### UPL LIMITED - PAYMENT SLIP

(To be used only in case of payment through cheque / demand draft)

**ELIGIBLE SHAREHOLDERS MAKING PAYMENT SHOULD SUBMIT THIS PAYMENT SLIP ALONGWITH CHEQUE/DEMAND DRAFT**

To  
**Axis Bank Limited**  
Branch:

(in case of non-availability of Axis Bank Collection Centers)

To,

**MUFG Intime India Private Limited**  
(Previously known as Link Intime India Pvt. Ltd.)  
Unit-UPL Limited, C 101, 1<sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli  
(West), Mumbai - 400083, Maharashtra, India.

(Please fill name of branch, refer list overleaf)

#### SUB: REMINDER CUM FINAL CALL NOTICE TO THE HOLDERS OF PARTLY PAID-UP EQUITY SHARES

- I/We am/are registered member(s) of UPL Limited (the Company), holding partly paid-up equity shares on the record date namely 30<sup>th</sup> January, 2025 fixed by the Company for payment of First Call. I/We confirm that I/We have till date not paid the First Call.
- I/We am/are aware that the Second and Final Call is now payable and 1<sup>st</sup> August, 2025 has been fixed as the call record date ("Call Record Date"). I/We have received the Reminder cum Final Call Notice from the Company calling upon me/us to pay the First Call alongwith the Second and Final Call and I/We are making this payment using my/our bank account only and I/We are not making payment from any third-party bank account.
- I/We give below my/our particulars, namely:

Name of sole/first holder	PAN	
Name of second holder	PAN	
Name of third holder	PAN	
Address (sole/first holder)		
E-mail:		Telephone / Mobile No.

- TYPE OF ELIGIBLE SHAREHOLDER (Please tick ✓):** ☐ Resident ☐ Non-Resident  
Note: Non-Resident Eligible Shareholder applying on non-repatriation basis should select "Resident".

#### 5. REMINDER CUM SECOND AND FINAL CALL NOTICE DETAILS:

DP ID and Client ID (For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit BO ID)	No. of partly paid-up equity shares held as on Call Record Date (1 <sup>st</sup> August 2025) (A)	Amount due and payable @ ₹ 90 per partly paid-up equity share [(A) * ₹ 90] (B)	Amount due and payable @ ₹ 180 per partly paid-up equity share [(A) * ₹ 180] (C)	Total amount due and payable (B) + (C)
		(₹ in figures)	(₹ in figures)	(₹ in figures)

Ref: Cheque/Demand Draft in favour of:

<b>Resident Shareholders (R)</b>	UPL Limited – Partly Paid-up Rights Share Second and Final Call Money Account – R
<b>Non-Resident Shareholders (NR)</b>	UPL Limited – Partly Paid-up Rights Share Second and Final Call Money Account – NR

#### 6. PAYMENT DETAILS:

Cheque / demand draft amount (₹ in figures)	Cheque/ DD No.	Drawn on (Bank & Branch)	Date	Bank Serial No. (To be filled in by the Bank)
(₹ in words)				

Sole/First Holder

Second Holder

Third Holder

Note: Signature(s) as per the specimen recorded with the Depository. In case of joint shareholders, all the joint shareholders must sign in the same sequence as per specimen recorded with the Depository.

#### ACKNOWLEDGEMENT SLIP – Reminder Cum Second and Final Call Notice

Received Cheque/DD No. _____ dated _____ for ₹ _____ drawn on _____ [name of bank and branch] the amount aforesaid being the payment towards the Reminder Cum Second and Final Call for the below mentioned partly paid-up equity shares of UPL Limited. (Details to be filled by the shareholder)	
Name of the First/ Sole Holder DP ID-Client ID: _____ Date : _____ No. of partly paid-up equity shares: _____ Amount on partly paid-up equity shares : _____	<b>Sign and Stamp of the Collection Center</b> Date: _____

**Notes:**

Please also note the consequences of failure to pay First & Second and Final Call Money is given below:

1. Interest @ 10.00 % (Ten per cent only) p.a. will be payable for delay in payment of First & Second and Final Call beyond 1<sup>st</sup> September, 2025 (being the last date for making the payment of First & Second and Final Call Money) till the actual date of payment;
2. The partly paid-up equity shares of the Company currently held by you, including the amount already paid thereon may be liable to be forfeited on failure to pay the call(s), in accordance with the Companies Act 2013, Articles of Association of the Company and the Letter of Offer.
3. The Payment Slip is also available on the Company's website at <https://www.upl-ltd.com/investors/shareholder-center/rights-issue> and on the website of MUFG Intime India Private Limited ("RTA") at <http://www.in.mpms.mufig.com/>
4. You may also seek clarifications on any query related to the payment of Reminder cum Second and Final Call on the number +91 22 810 811 4949 (operational from Monday to Friday from 10 AM to 5 PM) or Email to [upl.callmoney@linkintime.co.in](mailto:upl.callmoney@linkintime.co.in) and get your queries addressed.

**List of Branches of Axis Bank where cheques or demand draft can be deposited**

<b>For Resident Shareholders</b>	<b>Mumbai</b> - Axis Bank, Jeevan Prakash Building, Ground floor, Sir PM Road, Fort, Mumbai 400001; <b>Hyderabad</b> - Axis Bank, 6-3-879/B, First Floor, G Pulla Reddy Greenlands, Begumpet Road, Hyderabad 500016; <b>Kolkata</b> - Axis Bank, 7, Shakespear Sarani, Kolkata 700071; <b>Chennai</b> - Axis Bank, 82, Dr. Radhakrishna Salai, Mylapore, Chennai 600004; <b>New Delhi</b> - Axis Bank, Statesman House, 148, Barakhamba Road, New Delhi 110001; <b>Bengaluru</b> - Axis Bank, No.9, M.G. Road, Block A, Bengaluru 560001; <b>Ahmedabad</b> - Axis Bank, Trishul, Opp. Samarsheshwar Temple, Ahmedabad 380006; <b>Jaipur</b> - Axis Bank, O-15, Green House, Ashok Marg, C-Scheme, Jaipur 302001; <b>Vadodara</b> - Axis Bank, Vardhaman Complex, Opp GE Brace Course Circle (North), Vadodara 390007; <b>Noida</b> - Axis Bank, B2-B3, Sector 16, Noida 201301; <b>Panvel</b> - Axis Bank, Raje Complex, Plot No. 198A, Shivaji Chowk, Panvel 410206; <b>Pune</b> - Axis Bank, Indra Pushti, Opp. Fergusson College Gate 2, Pune 411004; <b>Chandigarh</b> - Axis Bank, SCO 343-344, Sector 35-B, Chandigarh 160022; <b>Indore</b> - Axis Bank, Kamal Palace, 1 Yeshwant Colony, Yeshwant Niwas Road, Indore 452003; <b>Surat</b> - Axis Bank, Digvijay Towers, Opp. St. Xaviers School, Ghod Dod Road, Surat 395001; <b>Nagpur</b> - Axis Bank, M.G. House, Rabindranath Tagore Road, Besides Board Office, Civil Lines, Nagpur 440001; <b>Lucknow</b> - Axis Bank, 31/93, Ground Floor, I & II Floor, Lucknow 226001; <b>Gurgaon</b> - Axis Bank, SCO 29, Sector 14, Near Huda Office, Old Delhi, Gurgaon Road, Gurgaon 122001; <b>Thane</b> - Axis Bank, Dhiraj Baug, Near Hari Niwas Circle, LBS Marg, Thane (West), Thane 400602; <b>Vashi</b> - Axis Bank, Vardhaman Chambers Co-op Society, Plot No 84, Sector 17, Vashi, Navi Mumbai 400705; <b>Rajkot</b> - Axis Bank, Titan, Near KKV Circle, Kalawad Road, Rajkot 360005; <b>Kanpur</b> - Axis Bank, 16/104 A, Civil Lines, Infront of ICAI Bhawan, Kanpur 208001; <b>Jamnagar</b> - Axis Bank, Jaidev Arcade, Ground floor, Park Cly Main Road, Nr Joggers Park, Jamnagar 361008; <b>Faridabad</b> - Axis Bank, Shop No.6, Crown Complex, Neighborhood No.2, 1-2 Chowk, NIT, Faridabad 121001; <b>Gandhi Nagar</b> - Axis Bank, Gandhi Nagar Milk Consumer Co-op Union Ltd., Plot No 436, Sector 16, Gandhi Nagar 382016.
<b>For Non-Resident Shareholders</b>	<b>Mumbai</b> : Axis Bank, Jeevan Prakash Building, Ground floor, Sir PM Road, Fort, Mumbai 400001. <b>New Delhi</b> : Axis Bank, Statesman House, 148, Barakhamba Road, New Delhi 110001.

In case of non-availability of Axis Banks Collection Centers as mentioned above you may send the Payment Slip along with Cheque / Demand Draft to :

**MUFG Intime India Private Limited**

(Unit: UPL Limited)

C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai – 400 083,  
Maharashtra, India

**Tel No.:** +91 8108114949

**Fax No.:** 022-49186060

**E-mail ID:** [upl.callmoney@linkintime.co.in](mailto:upl.callmoney@linkintime.co.in)

**Website:** [www.in.mpms.mufig.com](http://www.in.mpms.mufig.com)

**SEBI Registration No:** INR000004058

**Contact Person:** Shanti Gopalkrishnan