



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, Chitrakar Dhurandhar Road, 11th Road,
Near Madhu Park Garden, Khar (West), Mumbai - 400 052, Maharashtra, India

Tel. No.: +91 22 6856 8000; **E-mail:** upl.investors@upl-ltd.com; **Website:** www.upl-ltd.com

Annexure 1

DETAILED INSTRUCTIONS

MODE OF DISPATCH OF THE FIRST CALL NOTICE

In terms of the provisions of the Companies Act 2013 (“the Act”), read with the relevant rules made thereunder, the First Call Notice is being sent in electronic mode to Eligible Shareholders, whose e-mail address is registered with the Company or its Registrar and Transfer Agent – MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (“RTA” or “Registrar”) or the Depository Participant(s) as on the First Call Record Date. The First Call Notice along with the detailed instructions, ASBA Application Form and Payment Slip are also available on the Company’s website at <https://www.upl-ltd.com/investors/shareholder-center/rights-issue>.

Physical copy of the First Call Notice along with the detailed instructions, ASBA Application Form and Payment Slip are also being sent to Eligible Shareholders at the registered addresses of those members who have not registered their e-mail address with the Company or RTA or Depository Participant(s).

PAYMENT INSTRUCTIONS

Please note that:

- Cash payment shall not be accepted.
- No part payment would be accepted, and part payment would be treated as non-payment which shall render the partly paid-up equity share(s), including the amount already paid thereon, liable to be forfeited in accordance with the provisions of the Act, the Articles of Association of the Company, and the Letter of Offer. However, in relation to any payment made by a holder of the partly paid-up equity share(s) pursuant to the First Call, which is lesser than the aggregate amount payable by such holder with respect to the partly paid-up equity share(s) held by such holder as on the First Call Record Date, the Board and/or the Rights Issue Committee, may consider conversion of such lower number of Equity Shares to be made fully paid-up, such that it is in proportion to the amount paid by such holder.

(For example - If a shareholder holds 10 partly paid-up equity shares as on the First Call Record Date, the aggregate amount payable by such holder pursuant to the First Call will be ₹ 900. If such holder makes a partial payment of ₹ 450, such holder will receive such number of ₹ 1 each Equity Shares converted in proportion to the payment made i.e., 5 partly paid-up Equity Shares. Partly paid-up equity shares in respect of which the First Call payable remains unpaid may be forfeited, in accordance with the provisions of the Act, the Articles of Association of the Company and the Letter of Offer.)

- 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.**
- Excess/duplicate amount paid, or amount paid by person who is not an Eligible Shareholder as on the First Call Record Date or short payment made by an Eligible Shareholder (in case the same cannot be adjusted towards payment of First Call Money), will be refunded as per following methods:
 - ASBA Mode – Unblocking of funds in ASBA Account.
 - Cheque/ Demand Draft – Credit to the same bank account from where payment has been made.

Payment Modes

1. For payment through Physical/Online ASBA

Shareholders may pay the First Call Money through:

- Online Mode:** by visiting the website of the SCSBs, to block the First Call Money payable in their ASBA Account.
- Physical mode:** by submitting the physical ASBA Application Form (enclosed as **Annexure 2**) to the Designated Branch of the SCSB, to block the First Call Money payable in their ASBA Account.

Please visit <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> to refer to the list of existing SCSBs.

2. For payment through a 3-in-1 Account

- In accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/238/2020 dated 8th December, 2020, Eligible Shareholders can also make the First Call Money payment by using the facility of linked online trading-demat-bank account [3-in-1 type accounts], provided by some of the brokers.
- Eligible Shareholders must log into their demat account and under the relevant section proceed with the payment for First Call Money of UPL Limited.
- Eligible Shareholders are requested to check with their respective brokers for the exact process to be followed.
- Eligible Shareholders may please note that this payment method can be used only if the concerned broker has made this facility available to their customer. The Company or Registrar will not be responsible for the non-availability of this payment method to the shareholders.

3. For payment through cheque/ demand draft

- Eligible Shareholders are requested to send the Payment Slip along with cheque/demand draft made payable to:

Resident Shareholders	UPL Limited – Partly Paid-up Rights Share First Call Money Account – R
Non-Resident Shareholders	UPL Limited – Partly Paid-up Rights Share First Call Money Account – NR

R - for Residential Shareholders / NR - Non-Resident Shareholders

- The Payment Slip is enclosed herewith as **Annexure 3**.
- The Eligible Shareholder must, *inter-alia*, state the following details in the Payment Slip:
 - Full Name of the Sole/First shareholder
 - First Call Notice No.
 - Permanent Account Number

- d. DP ID-Client ID/Folio No.
- e. No. of partly paid-up equity share(s) held & total amount payable and
- f. Details of Cheque / Demand Draft
- iv. The Payment Slip along with the amount payable by cheque or demand draft must be presented at **Axis Bank Limited** at the following locations on or before **Monday, 3rd March, 2025**:

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

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 First 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.

- vi. After the last date of payment, i.e., **Monday, 3rd March, 2025**, Bank branches at the aforesaid locations will not accept any First Call Money.
- vii. The Company will not be liable for any delayed receipt and reserves the right to reject such delayed receipts unless accompanied with applicable interest payment.
- viii. 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 First Call Money, 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. The trading in ISIN - IN9628A01018 representing partly paid-up equity shares of face value ₹ 2 each (₹ 0.50 paid-up) has been suspended by the Stock Exchanges with effect from Thursday, 30th January 2025.
- ii. In case of non-receipt of the First Call Notice, Eligible Shareholders can request by e-mail or letter, for the First 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: www.linkintime.co.in
- iii. The Eligible Shareholder must mention his/her PAN number allotted under the Income Tax Act, 1961.
- iv. Eligible Shareholders must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated 13th February, 2020, issued by Central Board of Direct Taxes and press release dated 25th June, 2021 and 17th September, 2021.
- v. Eligible Shareholders residing at locations where the ASBA facility or Bank's collection centers are not available, may send their First Call Money 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 First Call Money i.e., **Monday, 3rd March, 2025**.
- vi. All correspondence in this regard may be addressed to:



MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
(Unit: UPL Limited)

C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
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