

CIN : L24219GJ1985PLC025132
 Registered office: 3-11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396195
 Email: upl.investors@uniphos.com | Website: www.uplonline.com

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| 33rd ANNUAL GENERAL MEETING |
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|--|--|
| Registered Folio No./ DP ID and Client ID | |
| Name and address of the Member(s) | |
| Joint Holder 1 | |
| Joint Holder 2 | |

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company at Hotel Green View Hall, National Highway No. 8, G.I.D.C., Vapi-396195 on Saturday, July 8, 2017 at 11.00 a.m.

.....
 Member's/Proxy's name in Block Letters

.....
 Member's/Proxy's Signature

**Please hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
 PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.**

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| Name of the Member(s): |
| Registered Address: |
| Email ID: |
| Folio No./DP ID and Client ID: |

I/We being member(s) of UPL Limited, holding..... shares of the Company, hereby appoint:

- | | |
|-----------------|-------------------------------|
| (1) Name: | Address |
| Email Id: | Signatureor failing him |
| (2) Name: | Address |
| Email Id: | Signatureor failing him |
| (3) Name: | Address |
| Email Id: | Signature |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company scheduled to be held on Saturday, July 8, 2017 at 11.00 a.m. at Hotel Green View Hall, National Highway No. 8, G.I.D.C., Vapi-396195 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions |
|--------------------------|--|
| Ordinary Business | |
| 1. | Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2017 |
| 2. | Approval of dividend on equity shares for the financial year ended 31st March, 2017. |
| 3. | Re-appointment of Mr. Jaidev Rajnikant Shroff (DIN: 00191050), Non-Executive Director, who retires by rotation. |
| 4. | Re-appointment of Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Non-Executive Vice Chairman, who retires by rotation. |
| 5. | Appointment of Messrs B S R & Co. LLP, Chartered Accountants, as Auditors and fixing their remuneration. |
| Special Business | |
| 6. | Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2018. |
| 7. | Special Resolution - Private placement of Non-Convertible Debentures. |
| 8. | Special Resolution - Approval of UPL Limited -Employees Stock Option Plan 2017. |
| 9. | Special Resolution - Grant of options to the employees of the Subsidiary Company(ies) of the Company under Employees Stock Option Plan 2017. |

Signed this day of, 2017

Signature of the Member

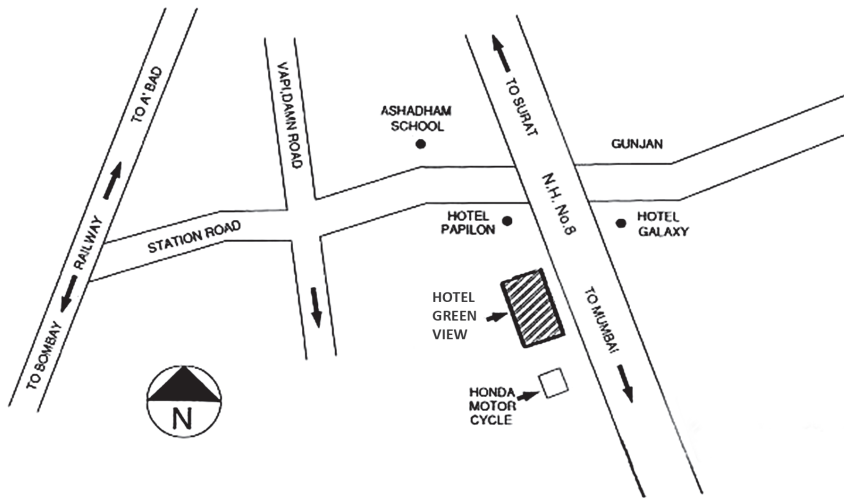
Signature of Proxy holder(s)

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| Affix Revenue Stamp |
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- Notes:
1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.

| EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
| | | |

NOTE : Please read the instructions printed under the Note no. 12 to the Notice of 33rd Annual General Meeting dated May 24, 2017. The remote e-voting period starts from 9.00 a.m. on Wednesday, July 5, 2017 and ends at 5.00 p.m. on Friday, July 7, 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.



Location Plan of Hotel Green View Hall, National Highway No. 8, G.I.D.C, Vapi-396195