



26th February, 2019

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

SECURITY ID - 512070

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
MUMBAI 400 051

SYMBOL : UPL

Sir/Madam,

SUB. : NOTICE OF EXTRA-ORDINARY GENERAL MEETING

We wish to inform you that Extra-ordinary General Meeting (EGM) of the Company is scheduled to be held on **Friday, the 22nd March, 2019 at 9.30 a. m.** at the Registered Office of the Company at 3-11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195 to transact the Special business mentioned in the notice convening the EGM.

In view of the above and in pursuant to Regulation 30 read with clause 12 of para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith certified true copy of EGM NOTICE for your records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
for **UPL Limited**

M. B. Trivedi
Company Secretary and
Compliance Officer
(ICSI Membership No. ACS-4250)

Encl. : as above



CIN : L24219GJ1985PLC025132

Registered office: 3-11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin-396 195

Email: uplinvestors@uniphos.com | Website: www.uplonline.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that **EXTRA-ORDINARY GENERAL MEETING** of the Members of **UPL LIMITED** will be held on Friday, 22nd March, 2019 at 9.30 a.m. at the Registered Office of the Company at 3-11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195, to transact the following business:

SPECIAL BUSINESS:

1. **Continuation of Directorship by Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mrs. Sandra Rajnikant Shroff (DIN 00189012), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Director of the Company up to the next date of retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

2. **Continuation of Directorship by Dr. Reena Ramachandran (DIN: 00212371) as an Independent Non-Executive Woman Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Dr. Reena Ramachandran (DIN 00212371), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Woman Director of the Company up to the expiry of her current term of office which is up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.** The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of Extra-ordinary General Meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agent – Link Intime India Pvt. Ltd., Unit: UPL Limited, C 101, 247 Park, L B S. Marg, Vikhroli (West), Mumbai 400 083, quoting their Folio Number and in case their shares are held in dematerialised form, such correspondence should be passed on to their respective Depository Participants.
6. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, Members holding shares in dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
7. The Securities and Exchange Board of India has decided that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form.
8. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. Voting Options

(1) Voting through Electronic Means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing remote e-voting services through e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on remote e-Voting system.

The Notice of the Extra-ordinary General Meeting of the Company *inter alia* indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or link <https://www.uplonline.com>

The remote e-voting period commences on 19th March, 2019 (9:00 a.m.) and ends on 21st March, 2019 (5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** of 15th March, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** i.e. 15th March, 2019.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd March, 2019.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "UPL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "UPL Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to upl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Extra-ordinary General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Extra-ordinary General Meeting.

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to (xii) above, to cast vote.

(2) Voting at Extra-ordinary General Meeting:

The Chairman shall, at the Extra-ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.

Please note the following:

A member may participate in the Extra-ordinary General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the General Meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date** i.e. 15th March, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.

The Board of Directors have appointed Mr. Jawahar Thacker, Chartered Accountant (Membership No. FCA 30646), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman / a person authorized by him in writing shall declare the result of the voting forthwith.

The results of voting will be declared and the same along with the Scrutinizers Report will be published on the website of the Company (www.uplonline.com) and the website of NSDL (www.nsdl.com) immediately after the declaration of result by the Chairman / a person authorized and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the Extra-ordinary General Meeting.

Other information:

- o Login to remote e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

- o Your login id and password can be used by you exclusively for remote e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the **cut-off date** i.e. 15th March, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact the Company's Registrar & Transfer Agent.

However, If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.

- o You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the toll free no.: 1800-222-990.

Mumbai:

31st January, 2019

By Order of the Board of Directors
For **UPL LIMITED**

Registered Office:

3-11, G.I.D.C., Vapi,

Dist. Valsad, Gujarat,

Pin - 396 195.

CIN: L24219GJ1985PLC025132

M. B. TRIVEDI

Company Secretary

(ICSI Membership No. ACS-4250)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FOR ITEM NOS. 1 AND 2 OF THE ACCOMPANYING NOTICE SET OUT HEREINABOVE IS AS UNDER:

Item No. 1:

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May, 2018, with effect from 1st April, 2019, consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years. As Mrs. Sandra Rajnikant Shroff, Vice Chairman and Non - Executive Director of the Company, has attained the prescribed age limit, Special Resolution at Resolution No. 1 is proposed for approval by the Shareholders of the Company.

Mrs. Sandra Rajnikant Shroff has been associated with the Company since its inception. She has held various important positions in commercial, educational and social fields. She is actively involved in various Corporate Social Responsibilities projects of the Company.

She has been closely associated with Chemexcil, ICMA (now known as ICC) and has been instrumental in solving the problems faced by the Chemical Industry throughout India. She is also associated with FICCI, Assochem and is the President of Burns Association of India. She has successfully represented the industry at various forums.

She has been instrumental in the rapid industrial growth at Ankleshwar and Vapi over the last four decades, Mrs. Shroff has actively taken up the provision of Social Infrastructure such as Hospitals and Schools. She is the Trustee of the Gnyan Dham Vapi Charitable Trust, Chairman of Ankleshwar Industrial Development Society, Chairman of Sandraben Nursing College and Ankleshwar Rotary Educational Society. These trusts have established Schools, Colleges and Hospitals – amongst the best in South Gujarat.

Through Gnyan Dham School, she has adopted Model Eklavya School at Ahwa in the Dangs District which has become since the adoption one of the best Eklavya Schools in Gujarat. Mrs. Shroff is involved in the social and welfare activities such as building of village schools, providing toilets for schools around Vapi, Ankleshwar and Jammu, providing tube-wells to villages, and training the tribal farmers with better methods of farming and agriculture, in their own fields and at Farmers Training Centre of the Company at Vapi.

Mrs. Sandra Rajnikant Shroff is related to Mr. Rajnikant Devidas Shroff, Chairman and Managing Director and Mr. Jaidev Rajnikant Shroff and Mr. Vikram Rajnikant Shroff, Non-Executive Directors of the Company.

Relevant details relating to continuation of Directorship of Mrs. Sandra Rajnikant Shroff as required by the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India are provided in the "Annexure" to the Notice.

Mrs. Sandra Rajnikant Shroff is not disqualified from being continued as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to continue as Director of the Company.

The Board of Directors of the Company, considering her seniority, role played by her towards the growth of the Company and to reap the benefits of her rich and varied experience, is of the opinion that approval of shareholders be sought for continuation of Mrs. Sandra Rajnikant Shroff as a Non-Executive Director, liable to retire by rotation as set out at item no.1 of the Notice.

Except for Mrs. Sandra Rajnikant Shroff, Mr. Rajnikant Devidas Shroff, Mr. Jaidev Rajnikant Shroff and Mr. Vikram Rajnikant Shroff and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, in the proposed Special Resolution as set out in Resolution No.1 of the accompanying Notice.

The Board commends passing of the Special Resolution as stated at Item no. 1 of the Notice for continuation of directorship of Mrs. Sandra Rajnikant Shroff up to the next date of retirement by rotation.

Item No. 2:

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 9th May 2018 with effect from 1st April 2019, consent of Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years. As Dr. Reena Ramachandran, Independent Non- Executive Director has attained the prescribed age limit special resolution at Resolution No. 2 is proposed for approval by the Shareholders of the Company.

Dr. Reena Ramachandran was appointed as an Independent Director of the Company at the 30th Annual General Meeting held on 22nd August 2014 for a term of 5 (five) consecutive years commencing on 22nd August 2014 and expiring on the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2019.

She is former Chairman and Managing Director, Hindustan Organic Chemicals Limited. She has served as member, Task Force, Performance management Division, Cabinet secretariat; Member, Board of Governors, IIT (Kanpur); Senior Scientific officer, Ministry of Science and Technology; Member- Governing Board, Council of Scientific and Industrial Research (CSIR); Expert Member, Technical Advisory Committee on HR, Reserve Bank of India; Member of the expert committee of HRD Ministry for devising Policy perspective for Management Education; Member, Film Censor Board,. She has over 40 years of experience across petroleum, Petrochemicals and cement industry. She was General Manager, ONGC and Ex. Director PCRA/ GGM, Cement Research Institute, Ballabgarh. She has over a decade of experience in Management education.

She was awarded Life Time Achievement Award by the ministry of Petroleum and Natural Gas for outstanding contribution to Oil and gas industry during 'Urja Sangam- 2015'

She was also awarded as 'Mahila Shiromani' by Vice President of India, 1989. She has also been awarded 'Best Communicator' by Press Council, 1989, 'Manager of the Year' by ONGC, 1987, 'Energy Man of the year' by IBPL Urja Research Foundation, 1997, Elected Fellow of Indian National Academy of Engineering (INAE) & All India Management Association (AIMA), Dewang Mehta Life Time Achievement Award, 2009, Exemplary Leader Award-2010 by CMO Asia, Singapore, Life Time Achievement Award in Higher Education by Higher Education Forum in 2011, and Distinguished Alumni award by Allahabad University Alumni association in 2015.

She is the Founder President of the Forum of Women in Public Sector (WIPS). She is also associated with Women Leadership initiative in All India Management association (AIMA) for over 25 years.

Relevant details relating to continuation of Directorship of Dr. Reena Ramachandran as required by the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India are provided in the "Annexure" to the Notice.

Dr. Reena Ramachandran is not disqualified from being continued as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to continue as Director of the Company.

The Board of Directors, considering her vast professional experience in chemical and petrochemicals industry and education field and holding position in various committees, is of the opinion that approval of shareholders be sought for continuation of directorship of Dr. Reena Ramachandran with effect from 1st April, 2019 till the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2019 as set out in item no. 2 of the Notice.

Except for Dr. Reena Ramachandran who is interested in continuation of her office as Non-Executive Independent Director, none of the other Directors/ Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 2 of the Notice.

The Board commends passing of the Special Resolution as stated at Item no. 2 of the Notice for continuation of directorship of Dr. Reena Ramachandran with effect from 1st April, 2019 till the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2019.

Mumbai:

31st January, 2019

By Order of the Board of Directors
For **UPL LIMITED**

Registered Office:

3-11, G.I.D.C., Vapi,

Dist. Valsad, Gujarat,

Pin - 396 195.

CIN: L24219GJ1985PLC025132

M. B. TRIVEDI

Company Secretary

(ICSI Membership No. ACS-4250)

ANNEXURE

ADDITIONAL INFORMATION OF THE ABOVE DIRECTORS PURSUANT TO REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (INFORMATION AS ON THE DATE OF THIS NOTICE)

Name of the Director	Mrs. Sandra Rajnikant Shroff (DIN: 00189012)	Dr. Reena Ramachandran (DIN: 00212371)
Date of Birth	5 th September, 1940	26 th September, 1941
Qualification(s)	Sr. Cambridge	Double doctorate in Chemistry from Allahabad University & France
Date of First Appointment (appointment as an additional director on the Board)	1 st October, 1992	21 st October, 2003
Date of Last Re-appointment	8 th July, 2017	22 nd August, 2014
Expertise in specific functional areas	All functions of the Company, General Management including Corporate Social Responsibilities and liaisoning with various authorities.	Chemical industry and education field.
Shares held in the Company as on the date of the Notice	Nil	Nil
Directorships held in other listed companies* excluding foreign companies *Only equity listed companies are considered (Based on disclosures received from the Director)	1. Uniphos Enterprises Limited 2. Nivi Trading Limited	None
Memberships of Committees in other listed companies* (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	None	None
Remuneration last drawn for the financial year ended 31 st March, 2018 (including sitting fees)	Nil	10,50,000 (Being commission and sitting fees)
Terms and conditions of appointment	Non-Executive Director liable to retire by rotation.	Continuation as Non-Executive Independent Director with effect from 1 st April, 2019 till the conclusion of the 35 th Annual General Meeting of the Company in the calendar year 2019.

**ATTENDANCE SLIP**

CIN : L24219GJ1985PLC025132

Registered office: 3-11, G.I.D.C., Vapi, Dist Valsad, Gujarat – 396 195

Email: upl.investors@uniphos.com | Website: www.uplonline.com**EXTRA-ORDINARY GENERAL MEETING**

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 Extra-ordinary General Meeting at the Registered Office of the Company at 3-11, G.I.D.C., Vapi-396195, Dist. Valsad, Gujarat on Friday, 22nd March, 2019 at 9.30 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.

**Form No. MGT-11
PROXY FORM**

CIN : L24219GJ1985PLC025132

Registered office: 3-11, G.I.D.C., Vapi, Dist Valsad, Gujarat – 396 195

Email: upl.investors@uniphos.com | Website: www.uplonline.com

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: Signature or failing him
- (2) Name: Address
Email Id: Signature or 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 Extra-ordinary General Meeting scheduled to be held on Friday, 22nd March, 2019 at 9.30 a.m. at the Registered Office of the Company at 3-11, G.I.D.C., Vapi-396195, Dist. Valsad, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Special Resolutions
Special Business	
1.	Special Resolution - Continuation of Directorship by Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation
2.	Special Resolution - Continuation of Directorship by Dr. Reena Ramachandran (DIN: 00212371) as an Independent Non-Executive Woman Director of the Company

Signed this day of, 2019

Signature of the Member

Signature of Proxy holder(s)

**Affix
Revenue
Stamp**

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 Extra-ordinary General Meeting.

2. For the Resolutions and Notes, please refer to the Notice of the Extra-ordinary General Meeting.

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

NOTE : Please read the instructions printed under the Note no. 9 to the Notice of Extra-ordinary General Meeting dated 31st January, 2019. The remote e-voting period starts from 9.00 a.m. on Tuesday, 19th March, 2019 and ends at 5.00 p.m. on Thursday, 21st March, 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Registered office of UPL Ltd. at 3-11, G.I.D.C., Vapi, Dist Valsad, Gujarat - 396 195

