

Suresh Prabhu

B-21, Sadhana
16th Road
Khar (West)
Mumbai 400 052

November 7, 2014

To,

The Chairman
UPL Ltd
Mumbai

Dear Sir,

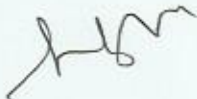
Re: Resignation as a director of the Company

For personal reasons, I wish to resign as a director of the Company with immediate effect. I take this opportunity to thank you and all the other members of the Board for the co-operation extended to me during my tenure as director.

Kindly do the necessary formalities in this regard.

Regards,

Yours faithfully,



Suresh Prabhu

DIN No.: 00308142