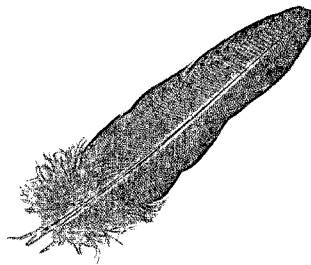


SA8000. OUR BELIEF HAS  
GIVEN US RECOGNITION.

ANNUAL REPORT 2007 - 08



**Excel Crop Care Limited**  
Beyond crop protection. Behind every farmer



**ONE MORE FEATHER IN OUR CAP!**

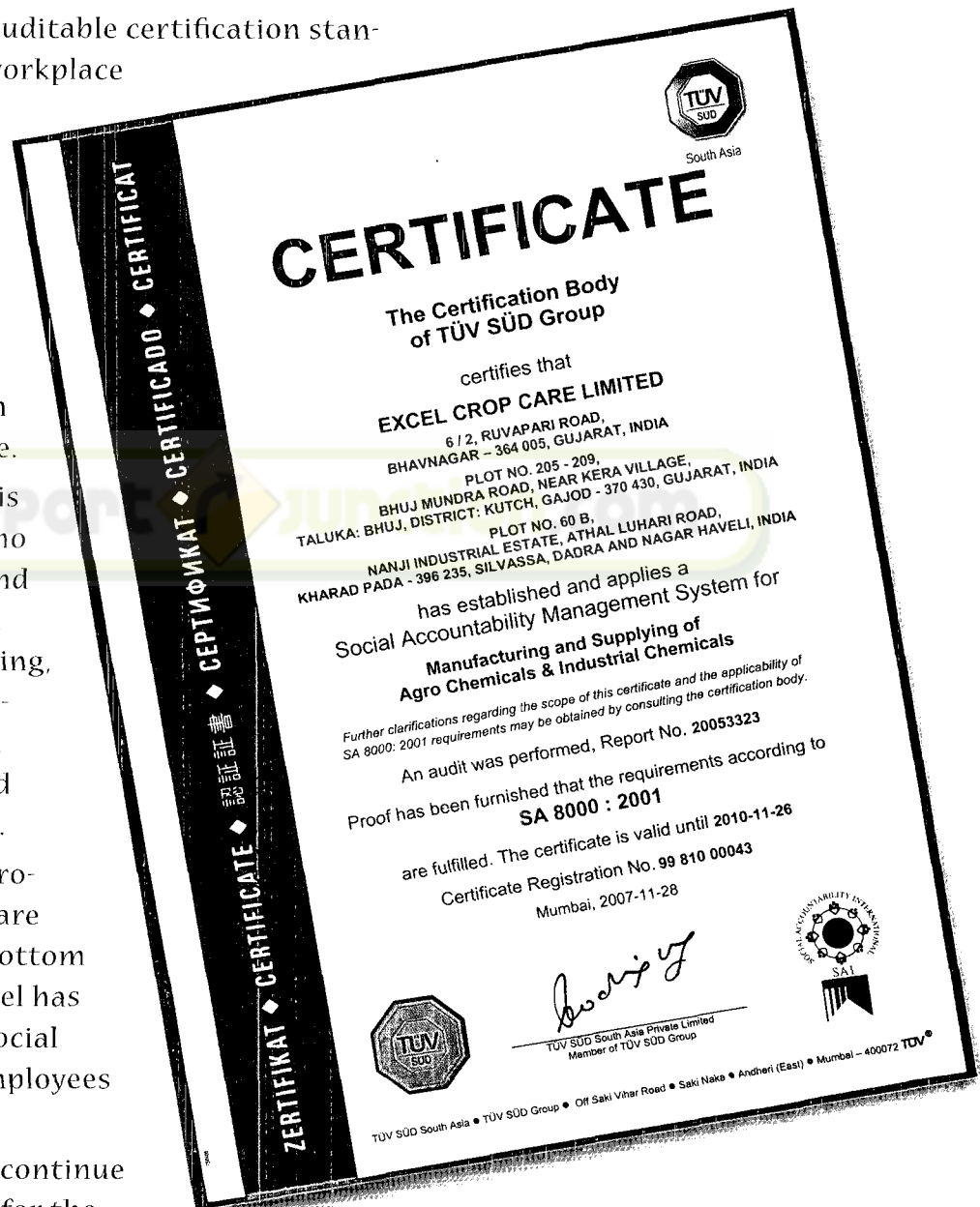
IN ADDITION TO CERTIFICATIONS LIKE ISO 9000,  
ISO 14000 AND OSHAS 18000, WE NOW HAVE  
THE SA 8000: 2001!

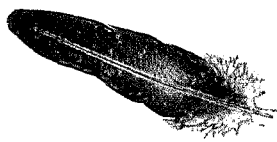
WE ARE COMMITTED TO OUR SOCIAL RESPONSIBILITY  
TOWARDS OUR EMPLOYEES AND THE GENERAL SOCIETY.  
WE HAVE BEEN ASSIDUOUSLY WORKING TOWARDS IT  
AND NOW ARE GRATIFIED TO RECEIVE RECOGNITION  
AND CERTIFICATION FOR THE SAME.

Glimpses of Excellence

## SA 8000: 2001 Certification

- Excel Crop Care Ltd., has been certified as SA 8000 : 2001 Company.
- The Company has been awarded this certificate by TUV SUD Group, for establishing and applying a Social Accountability Management System for Manufacturing and Supplying of Agro Chemicals and Industrial Chemicals.
- The SA 8000 standard is an auditable certification standard based on international workplace norms of International Labour Organizations (ILO) conventions, the Universal Declaration of Human Rights and the UN Convention on the Rights of the Child.
- Excel Crop Care Ltd. is the first Agrochemical Company in India, to receive this certificate.
- The different elements of this standard are: no child labour, no forced labour, proper health and safety, freedom of association and right to collective bargaining, no discrimination, cordial discipline, amicable working hours, appropriate compensation and ethical management practices.
- In modern day business environment, where most companies are solely concerned about their bottom line and economic growth, Excel has stood apart by upholding its social responsibilities towards its employees and also the society at large.
- In the years to come, we will continue to carry out various measures for the well being of our employees and our commitment to ethical business and social welfare.

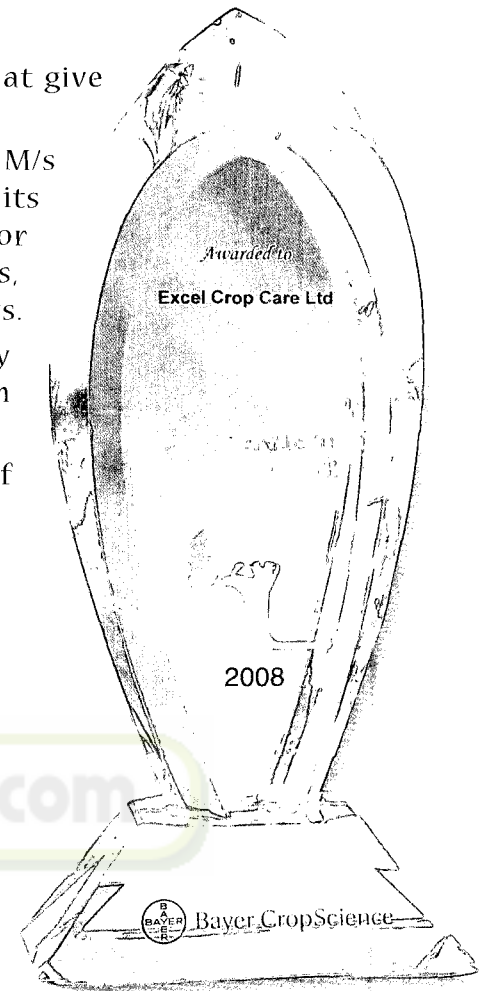
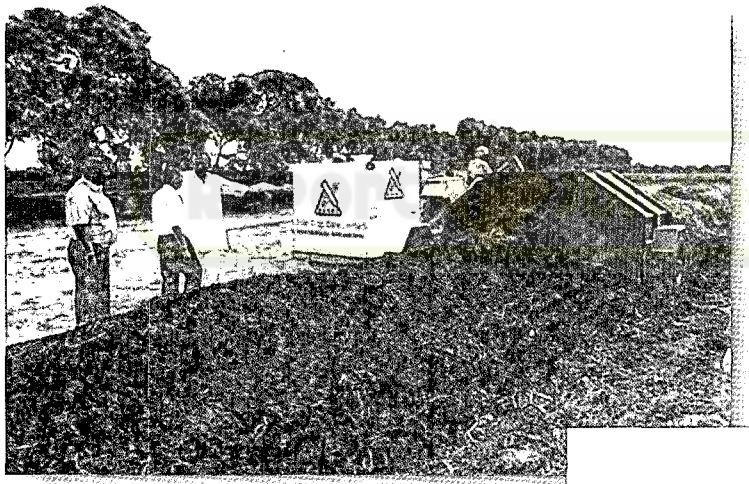




Glimpses of Excellence

## Sustainability Award

- We believe in sustainability of operations and adopt practices that give our customers and operations a long sustained life.
- This has also been confirmed by one of our valued customers, M/s Bayer CropScience Ltd, who has honoured Excel Crop Care Ltd. with its award for "Sustainability in Procurement". This is in recognition for deploying the principles of Human rights, Labour standards, Environmental protection and transparency in our business dealings.
- Adherence to these principles is an indication that the Company will operate successfully, without problems, with continuity in supply.
- Our customers, including the end user like farmers, value quality of our products and services and hold us in high esteem.



## Soil Health Management

- Fulfilling our promise to help the farmers, we have set up Soil Health Research Laboratory, to enlighten them on the intricacies of soil health.
- We conduct soil health camps in villages, to study nutritional status of fields and give advice for right and judicious use of organic manures and fertilizers.
- We educate and counsel the farmers about soil structures, its maintenance, fertility issues, and other crucial factors by managing its nutrients and thereby increasing the productivity of their lands.
- Through timely and precise advice on soil health management, we are following our social commitment towards farmers, in helping them achieve prosperity. Through this process we endeavor to make our nation self sufficient in food production.

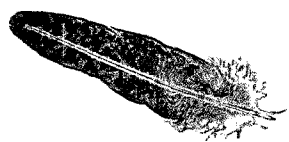




## Excel and its Global Initiative to Help Farmers

- Excel has been working extensively with farmers for a number of years and has been disseminating knowledge to them through various initiatives in India and abroad.
- Farmers throughout the world seek advice and guidance from our experts, who are a group of qualified, trained persons. We provide farmers information on crops, cultivation practices, seeds, fertilizers and pesticides to be used. We guide them to get their soil tested, help them to identify pest and diseases of their crops, and also give them knowledge on Bioproducts, IPM, ICM, or any other information they may want that's related to Agriculture.
- Excel works "On Farm" along with farmers and demonstrates techniques which help farmers to judiciously use the input, conserve natural resources and improve their yield both quantitatively and qualitatively. This leads to sound economic returns on a sustainable basis.
- Apart from helping the farmers, our efforts build long term credibility and gain loyalty of farmers. It also helps build an authentic customer base and profile.

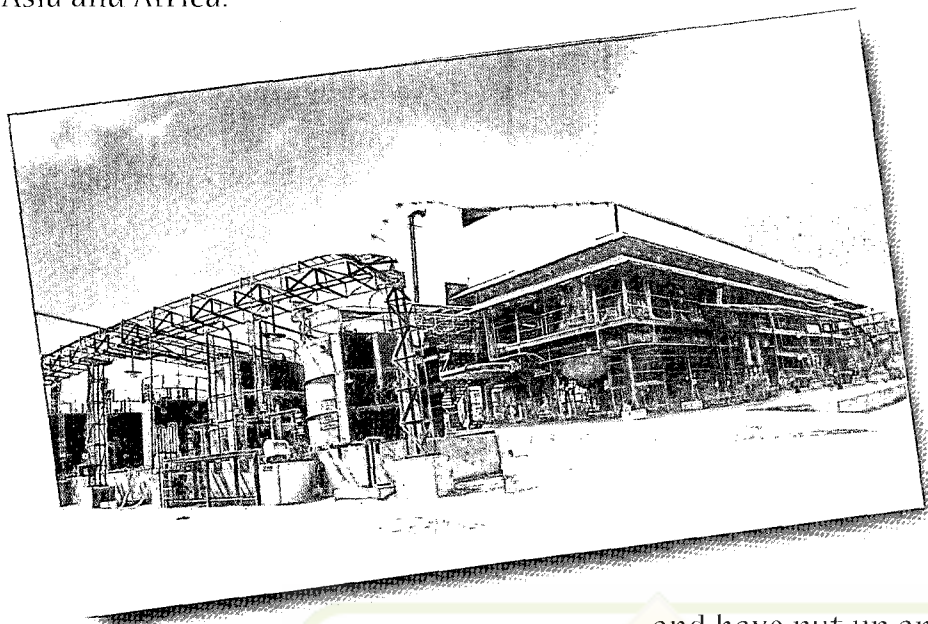




Glimpses of Excellence

## Expansion of Glyphosate Plant

• All over the globe the use of Weedicides is on the rise, as has been experienced especially in India, Asia and Africa.



• Among weedicides, Glyphosate, a broad spectrum, non selective, post emergence weedicide, highly effective on several annual and perennial grasses and broad leaf weeds, is in greatest demand.

• India and most part of the world have been experiencing acute shortage of this widely used chemical.

• To meet the ever increasing demand of Glyphosate, we have expanded our production capacity

and have put up an additional plant in Bhavnagar with an installed production capacity of 3000 tonnes per annum.

## New Products:

### Bio Products-

• To strengthen and complement our existing range of Agrochemicals, we have introduced Bio products to our already existing basket of Crop Protection Chemicals.

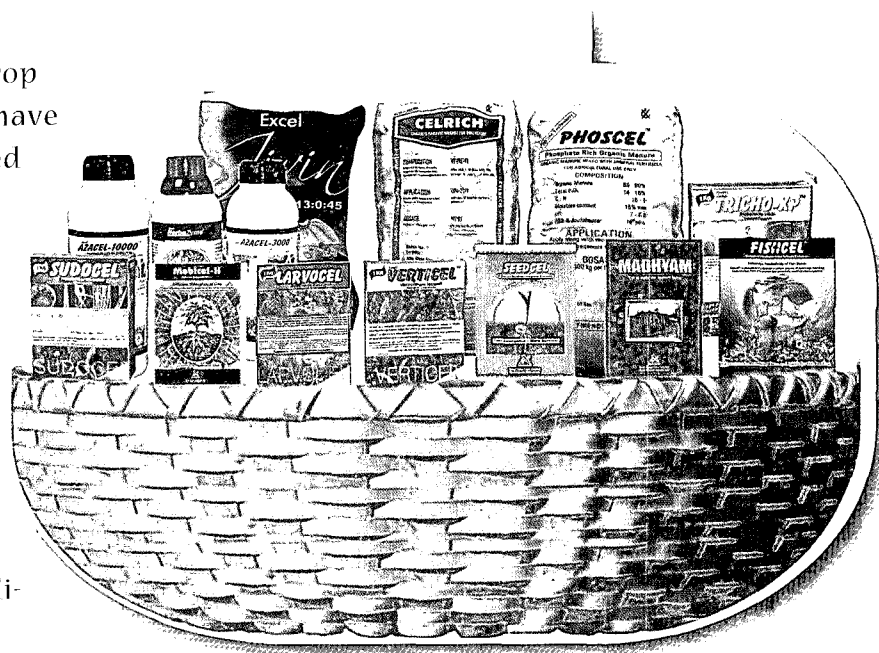
• These products have been acquired from Excel Industries Limited.

• We have been advocating Intergrated Crop Management (ICM) for years, now we have chemical + bio products which can be used together as an ICM tool, to solve most of the pest problems of the farmers.

### Water Soluble Fertilizers-

• Water soluble fertilizers are concentrated balanced mixtures of various nutrients in different ratios, suitable for different growth stages of crop.

• Use of WSF results in 90-95% Fertilizer use efficiency as against 30-35% of traditional fertilizers.



**EXCEL CROP CARE LIMITED****C O N T E N T S**

Board of Directors .. .. .	2
Notice .. .. .	3-10
Directors' Report .. .. .	11-18
Management Discussion and Analysis .. .. .	19-21
Corporate Governance Report .. .. .	22-33
Statement pursuant to Section 212 of the Companies Act, 1956 .. .. .	34
Auditors' Report .. .. .	35-37
Balance Sheet .. .. .	38
Profit & Loss Account .. .. .	39
Cash Flow Statement .. .. .	40-41
Schedules 'A' to 'S' forming part of Accounts .. .. .	42-49
Schedule 'T': Notes on Accounts .. .. .	50-62
Auditors' Report on Consolidated Financial Statements .. .. .	63
Consolidated Balance Sheet .. .. .	64
Consolidated Profit & Loss Account .. .. .	65
Consolidated Cash Flow Statement .. .. .	66
Schedules 'A' to 'S' forming part of Consolidated Accounts .. .. .	67-73
Schedule 'T': Notes on Consolidated Accounts .. .. .	74-79
<b>EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED:</b> .. .. .	80-90
<b>EXCEL INDUSTRIES (EUROPE) N. V.:</b> .. .. .	91-97
<b>ECCL INVESTMENTS AND FINANCE LIMITED:</b> .. .. .	98-107

*44th Annual General Meeting on Wednesday 16-07-2008 at 3.00 p.m.  
At Rama Watumull Auditorium, Kishinchand Chellaram College,  
Dinshaw Wacha Road, Churchgate, Mumbai-400 020.*

**A REQUEST**

***We are sure you will read with interest the Annual Report for the year 2007-08. You may desire to have some clarification or additional information at the ensuing Annual General Meeting. We shall very much appreciate, if you will kindly write to us at least ten days in advance in order to enable us to keep the information ready for you at the Meeting. We solicit your kind co-operation.***



## EXCEL CROP CARE LIMITED

### BOARD OF DIRECTORS

A. C. SHROFF, *Chairman*

DIPESH K. SHROFF, *Managing Director*

PRAKASH K. SHROFF, *Executive Director*

J. R. NAIK

(Late) M. L. SHAH (*up to 19.1.2008*)

MUKUL G. ASHER

SANDEEP JUNNARKAR

B. V. BHARGAVA

DOUGLAS J. RATHBONE

KEVIN MARTIN

SHARAD L. PATEL

VINAYAK B. BUCH

L. RAJAGOPALAN, *Alternate to Dr. Mukul G. Asher*

### VICE PRESIDENT (FINANCE & ACCOUNTS) & SECRETARY

PRAVIN D. DESAI

### BANKERS

Bank of India

Syndicate Bank

State Bank of India

Citibank N.A.

Axis Bank Ltd.

Standard Chartered Bank

ICICI Bank Ltd.

### AUDITORS

S. V. GHATALIA & ASSOCIATES

*Chartered Accountants*

### REGISTERED OFFICE

184-87, Swami Vivekanand Road,  
Jogeshwari (W), Mumbai 400 102.

### CORPORATE OFFICE

Plot No. B/5, Gaiwadi Industrial Estate, S. V. Road,  
Goregaon (W), Mumbai 400 104.

### FACTORIES

Ruvapari Road, Bhavnagar

Silvassa, Union Territory of Dadra and Nagar Haveli

Kaira Gajod High Way, Gajod, Kutch

### WINDMILLS

Dhank, Rajkot

Navadra, Jamnagar

Jodhapar, Jamnagar



**EXCEL CROP CARE LIMITED****NOTICE**

NOTICE is hereby given that the FORTY FOURTH ANNUAL GENERAL MEETING of the Members of EXCEL CROP CARE LIMITED will be held at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai-400020 on Wednesday, the 16th July, 2008, at 3.00 p.m. to transact the following business:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2008, the Balance Sheet as at that date, and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a director in place of Dr. Mukul G. Asher, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kevin Martin, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Sharad L. Patel, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint auditors and to authorise the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS**

7. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:  
 "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (as may be re-enacted or modified from time to time), and pursuant to the resolution passed by the Remuneration Committee of Directors of the Company and subject to such other approvals as may be necessary, consent and approval of the Company be and is hereby accorded to the reappointment by the Board of Directors of the Company of Mr. Dipesh K. Shroff to the office of Managing Director of the Company for a further term of five years with effect from 1st September, 2008, on the terms and conditions including remuneration as set out in the draft Agreement to be executed between the Company and Mr. Dipesh K. Shroff, placed before the meeting and duly initialled by the Chairman for the purpose of identification, which Agreement is hereby specifically sanctioned, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment, but so as not to exceed the remuneration and perquisites set out in the draft Agreement."
8. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:  
 "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (as may be re-enacted or modified from time to time), and pursuant to the resolution passed by the Remuneration Committee of Directors of the Company and subject to such other approvals as may be necessary, consent and approval of the Company be and is hereby accorded to the reappointment by the Board of Directors of the Company of Mr. Prakash K. Shroff to the office of Executive Director of the Company for a further term of five years with effect from 1st September, 2008, on the terms and conditions including remuneration as set out in the draft Agreement to be executed between the Company and Mr. Prakash K. Shroff, placed before the meeting and duly initialled by the Chairman for the purpose of identification, which Agreement is hereby specifically sanctioned, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment, but so as not to exceed the remuneration and perquisites set out in the draft Agreement."
9. To consider and, if thought fit, to pass, with or without modification, as a Special Resolution, the following:  
 "RESOLVED THAT pursuant to the provisions of Sections 309, 310, 314 and all other applicable provisions, if any, of the Companies Act, 1956 (as may be re-enacted or modified from time to time) and subject to such approvals as may be required, the Company hereby accords its consent and approval to Mr. J. R. Naik, a Director of the Company, holding and continuing to hold an office or place of profit under the Company as Corporate Adviser for a further period of five years with effect from 1st September, 2008, on a fee of Rs. 2,00,000/- per month (with an increase of Rs. 25,000/- per month every

year) plus service tax, if any, plus reimbursement of actual out of pocket expenses incurred by him in the course of his functioning as the Corporate Adviser."

10. To consider and, if thought fit, to pass, with or without modification, as a Special Resolution, the following:

"RESOLVED THAT pursuant to the provisions of Sections 309(4), 310 and all other applicable provisions, if any, of the Companies Act, 1956 (as may be re-enacted or modified from time to time) and subject to such approvals, including of the Central Government, as may be required, so long as the Company has a Managing Director or a Whole-time Director(s) or Manager, such sum by way of commission not exceeding in the aggregate 1% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 1956, for each of the five financial years of the Company commencing from 1st April, 2008, be paid to and distributed amongst the non-executive Directors of the Company [i.e. Directors excluding the Managing Director and Whole-time Director(s)] in such proportion and manner as the Chairman may, from time to time, decide.

RESOLVED FURTHER THAT if at any time during the aforesaid period of five years commencing from 1st April, 2008, the Company does not have a Managing Director or Whole-time Director(s) or Manager, such sum by way of commission not exceeding in the aggregate 3% of the net profits of the Company, computed in the manner laid down in the said Section 198 be paid to and distributed amongst the non-executive Directors of the Company for each of the financial years or part thereof comprised in the then residual unexpired portion of the aforesaid period of five financial years in such proportion and manner as the Board of Directors may, from time to time, decide."

11. To consider and, if thought fit, to pass, with or without modification, as a Special Resolution, the following:

"RESOLVED THAT pursuant to Section 314(1B) and all other applicable provisions, if any, of the Companies Act, 1956, read with the Director's Relatives (Office or Place of Profit) Rules, 2003, or any amendment or substitution thereof and subject to the approval of the Central Government, approval of the Company be and is hereby accorded to Mr. Hrishit A. Shroff (a relative of Mr. A. C. Shroff, Director and Chairman of the Company) to hold and continue to hold office or place of profit under the Company as Senior Manager and that with effect from 1st October, 2008, the salary of Mr. Hrishit A. Shroff be increased from Rs. 12,200/- per month in scale of Rs. 5500-600-11500-700-18500-800-26500 to Rs. 12,900/- per month in the same scale of Rs. 5500-600-11500-700-18500-800-26500, the cost to the Company being not more than Rs. 52,000/- per month together with such allowances and the value of benefits, amenities, facilities and other perquisites provided by the Company or the cost whereof is borne by the Company, including leave encashment, contribution to Provident Fund, Gratuity Fund, Superannuation Fund, Group Insurance, etc. as are applicable to other employees in equivalent salary scale or grade with such annual increments as may be permissible under the rules or practices adopted by the Company or as the Board may deem fit and proper with the authority to the Board (a) to make applicable to Mr. Hrishit A. Shroff such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to Provident Fund, Gratuity Fund, Superannuation Fund, etc. as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and (b) to promote him to any higher position or salary scale or grade in due course together with such allowances, benefits, amenities, facilities and other perquisites including contribution to Provident Fund, Gratuity Fund, Superannuation Fund, etc. as are applicable to other employees in equivalent salary scale or grade with such annual increments as may be permissible under the rules or practices adopted by the Company or as the Board may deem fit and proper, provided, however, that the annual remuneration of Mr. Hrishit A. Shroff including such allowances and the value of benefits, amenities, facilities and other perquisites provided by the Company or the cost whereof is borne by the Company shall not exceed the sum of Rs. 20.00 lacs on a cost to the Company basis.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ONLY ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.