



Excel Crop Care Limited

Beyond crop protection. Behind every farmer

Subsidiaries of Excel Crop Care Limited



Celebrating 2013 as the
Year of Water Cooperation

**ANNUAL REPORT
2012 - 13**

**EXCEL CROP CARE LIMITED
SUBSIDIARY COMPANIES
2012-13**

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EXCEL GENETICS LIMITED

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors present the Sixth Annual Report and the Audited Financial Statements of the Company for the year ended 31st March, 2013.

1. FINANCIAL RESULTS AND OPERATIONS

During the year under review, the Sales Turnover was ₹ 931.05 lacs as against ₹ 514.80 lacs in the previous year. The Company earned profit before tax of ₹ 0.80 lacs (previous year loss: ₹ 90.58 lacs) after providing for depreciation and amortisation of intangible assets aggregating to ₹ 24.71 lacs.

The Company has not recommended any dividend in view of the accumulated losses.

Financial Year 2012-13 was a difficult year for the Indian seed industry owing to adverse impact of the changing climatic conditions.

Your Company continues to introduce new crops and hybrids for strengthening its product portfolio and overall market position. The Company continues to receive guidance and expertise in the areas of strategic relationship and overall business perspective. The Company's focus continues to remain on hybrid vegetables. At the same time the Company has also initiated introduction and development of important field crops such as paddy.

Through the above and other initiatives, the Company expects to make significant progress towards business growth and stability.

2. DIRECTORS

Mr. Paresh M. Saraiya, Director, retires by rotation at the ensuing Annual General Meeting of the Company and is eligible for re-appointment. The Board commends his re-appointment.

3. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- (a) in the preparation of the financial statements, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; and
- (d) they have prepared the financial statements on a going concern basis.

4. OTHER INFORMATION

The Company has no employee specified in Section 217(2A) of the Companies Act, 1956.

The Company's business does not involve material energy consumption and hence it has no disclosure to be made in respect of conservation of energy.

The information relating to technology absorption under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is furnished in the Annexure to this Report.

Currently, the Company does not have any exports and also has no plans for significant exports in the near future.

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The total foreign exchange used and earned by the Company during the year are as follows:

Used — ₹ 13.28 lacs

Earned — Nil

5. AUDITORS

Messrs S. V. Ghatalia & Associates LLP (formerly known as Messrs S. V. Ghatalia & Associates), whose term of office as the Auditors of the Company will expire at the conclusion of the ensuing Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment as Auditors of the Company.

As regards the comments in clause (x) of the Annexure to the Auditors' Report, it may be noted that the Seed Industry normally has a long gestation period. The Company has initiated efforts to increase the product range through alliances and R&D efforts which would help in improving the profitability. In the financial year under review, the Company has achieved significant increase in sales turnover over the preceding year and made small profit as compared to sizable losses in preceding years. This trend is expected to continue in future.

For and on behalf of the Board of Directors

NINAD D. GUPTA
Chairman

Mumbai, 7th May, 2013.

EXCEL GENETICS LIMITED

ANNEXURE TO DIRECTORS' REPORT

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(A) TECHNOLOGY ABSORPTION

Form 'B' for disclosure of particulars with respect to Technology Absorption.

RESEARCH & DEVELOPMENT (R&D)

1. *Specific areas in which R&D carried out by the Company:*

During the year under review, the Company continued planned research & development activities at the R&D Center in Junnsandra Village, Bangalore District, Karnataka. The R&D focus of the Company is on development of vegetable hybrid seeds.

2. *Benefits derived as a result of the above efforts:*

- (a) Create better understanding of crops.
- (b) Timely introduction of new and better hybrid seeds.

3. *Future Plan of Action:*

- (a) Strengthening R&D infrastructure
- (b) New hybrids will be taken up for research in line with market demand.
- (c) Acquisition /collection of newer lines of Germ Plasm for research.

4. Expenditure on R&D for the year 2012-13:

	(₹ '000)
(a) Capital	114
(b) Recurring	4459
(c) Total	4573
(d) Total R&D expenditure as a percentage of total turnover	4.91%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Not applicable

For and on behalf of the Board of Directors

NINAD D. GUPTA
Chairman

Mumbai, 7th May, 2013.

EXCEL GENETICS LIMITED

Corporate Identity No. : U02412GJ2006PLC049495

Authorised Capital : ₹ 500,00,000/-

COMPLIANCE CERTIFICATE

To,
The Members
Excel Genetics Limited

I/We have examined the registers, records, books and papers of Excel Genetics Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year from **1st April, 2012 to 31st March, 2013**. In my/our opinion and to the best of my/our information and according to the examinations carried out by me/us and explanations furnished to me/us by the Company, its officers and agents, I/we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met 4 times on 10/05/2012, 17/07/2012, 05/11/2012 and 25/01/2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company was not required to close its Register of Members during the financial year.
6. The annual general meeting for the financial year ended on 31/03/2012 was held on 11/06/2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. During the financial year the Company has not advanced any loan to its directors and/or persons or firms or companies referred in the Section 295.
9. The Company has duly complied with the provision of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 during the financial year, the Company was not required to obtain any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company
 - (i) was not required to deliver the certificates of securities on lodgement thereof for transfer or any other purpose in accordance with the provisions of the Act as there was no allotment /transfer/ transmission of securities during the financial year;
 - (ii) was not required to deposit any amount in separate Bank Account as no dividend was declared during the financial year;
 - (iii) was not required to post warrant to any Member of the Company as no dividend was declared during the financial year;
 - (iv) was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund; and
 - (v) has complied with the requirements of Section 217 of the Act.

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14. The Board of Directors of the Company is duly constituted. There was no appointment of additional director, alternate director and director to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares or securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company is not having preference shares/debentures and question of redemption of preference shares/debentures during the year does not arise.
22. There was no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company during the financial year ending 31/03/2013 is within the borrowing limits of the Company and that necessary resolution as per Section 293(1) (d) of the Act have been passed in duly convened Extraordinary General Meeting.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year under certification.
33. The Company has not constituted its own Provident Fund. Hence, the provision of Section 418 of Companies Act, 1956 is not applicable to the Company.

NIKUNJ N. RAVAL
Company Secretary
C. P. No.: 2333

Place : Ahmedabad,
Date : 7th May, 2013.

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Annexure A

Registers as maintained by the Company

Statutory Register

1. Register of charges u/s 143 of the Act.
2. Register of Member u/s 150 and Index of Member u/s 151 of the Act.
3. Register and Returns u/s 163 of the Act.
4. Minutes Book of the Meetings of Board of Directors u/s 193 of the Act.
5. Minutes Book of the General Meetings of the members of the Company u/s 193 of the Act.
6. Books of Accounts u/s 209 of the Act.
7. Register of particulars of contracts in which Directors are interested u/s 301 of the Act.
8. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Act.
9. Register of Directors' Shareholdings u/s 307 of the Act.
10. Register of Transfers.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the year from 1st April, 2012 to 31st March, 2013.

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing (Receipt No.)	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid
1	66	383A	Secretarial Compliance Certificate for the year 2011-12	03/07/2012 (P87911541)	Yes	N.A.
2	20B	159	Annual Return as on 11/06/2012	07/08/2012 (P88297189)	Yes	N.A.
3	23AC and 23ACA	220	Balance-sheet as on 31/03/2012 and Profit and Loss Account for the year ended on that date.	11/12/2012 (Q44168381)	Yes	N.A.

EXCEL GENETICS LIMITED

INDEPENDENT AUDITORS' REPORT

To

The Members of Excel Genetics Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Excel Genetics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

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- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S. V. GHATALIA & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No. 103162W

per Santosh Aggarwal

Partner

Membership No. 093669

Place : Ahmedabad

Date : 7 May, 2013

ANNEXURE TO THE AUDITORS' REPORT

(REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF EXCEL GENETICS LIMITED AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2013)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) There was no disposal of a substantial part of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventory at the end of the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on such physical verification.
- (iii) As informed, the Company has not granted or taken loans, secured or unsecured, from/to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and hence, requirements of clauses 4 (iii) (a) to (g) of the order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any major weakness in the internal control system of the company in respect of these areas. The Company has not sold any services during the year.
- (v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.