



Excel Crop Care Limited
Beyond crop protection. Behind every farmer

Celebrating 2014 as the Year of Family Farming



ANNUAL REPORT 2013 - 14

Family on a farm..

Over 500 million family farms grow more than 70%* of world's food – a mainstay in global fight against hunger and malnutrition. Besides food security, family farmers forge crop and nutritional diversity. At core of agricultural, environmental and social policies, family farmers identify gaps, opportunities corresponding to balanced development while being integral to food chains.

Family farmers are pivotal to socio-economic and cultural shifts by acknowledging the role of women and youth farmers. Governments are paving way for equal opportunities through legal frame work that can groom family farmers to face market volatility.

Excel Crop Care partners with family farmers to make their farms competitive, profitable through knowledge sharing, investments in research and innovation to deliver best quality farm inputs and support with training services.

*FAO Report



EXCEL CROP CARE LIMITED

CIN: L74999MH1964PLC012878

NOTICE

NOTICE is hereby given that the FIFTIETH 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 10th September, 2014, at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of **Mr. J. R. Naik** (DIN:00030172), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee of Directors, Messrs SRBC & CO. LLP, Chartered Accountants (ICAI Firm Registration No.: 324982E), be and they are hereby appointed as Auditors of the Company for a term of 3 (three) years, to hold office from the conclusion of this meeting until the conclusion of the Fifty Third annual general meeting of the Company, subject to ratification of such appointment at every annual general meeting by the members of the Company, on a remuneration as may be fixed for each financial year by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To appoint **Dr. Mukul G. Asher** as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Mukul G. Asher (DIN: 00047673), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this annual general meeting till the conclusion of the Fiftyfifth annual general meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation.”

6. To appoint **Mr. Sandeep Junnarkar** as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sandeep Junnarkar (DIN: 00003534), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this annual general meeting till the conclusion of the Fiftyfifth annual general meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation.”

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7. To appoint **Mr. B. V. Bhargava** as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. B. V. Bhargava (DIN: 00001823), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this annual general meeting till the conclusion of the Fiftyfifth annual general meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation."

8. To appoint **Mr. Sharad L. Patel** as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sharad L. Patel (DIN: 00092896), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this annual general meeting till the conclusion of the Fiftyfifth annual general meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation."

9. To appoint **Mr. V. B. Buch** as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V. B. Buch (DIN: 00042754), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this annual general meeting till the conclusion of the Fiftyfifth annual general meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation."

10. To appoint **Mr. Deepak Bhimani** as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Deepak Bhimani (DIN: 00276661), who was appointed as a Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the conclusion of this annual general meeting till the conclusion of the Fiftyfifth annual general meeting of the Company to be held in the calendar year 2019 and that he shall not be liable to retire by rotation."

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11. To appoint **Mr. S. Nallakuttalam** as a Director liable to retire by rotation and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. S. Nallakuttalam (DIN: 06799488), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th February, 2014, and who holds office up to the date of this annual general meeting and being eligible for re-appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.”

12. To ratify the remuneration of the **Cost Auditor** and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 2,20,000 (Rupees two lakh twenty thousand only) plus service tax and reimbursement of actual out-of-pocket expenses fixed by the Board of Directors of the Company payable to Mr. Kishore Bhatia, Cost Accountant (Registration Number: 8241) in respect of the Cost Audit for the financial year 2014-15 be and is hereby approved and ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

13. To increase the remuneration of **Mr. Ninad D. Gupte**, Joint Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and pursuant to the resolution passed by the Remuneration Committee (subsequently constituted as Nomination and Remuneration Committee) of Directors of the Company and subject to all such consents, sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any authority while granting such consents, sanctions, approvals and permissions, and as are agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), the Company hereby accords its approval to the increase in remuneration of Mr. Ninad D. Gupte (DIN: 00027523), Joint Managing Director of the Company, with effect from 1st August, 2014 for the remainder of his tenure ending on 31st July, 2015 and that his remuneration and other terms and conditions for the said remainder period shall be as are set out in the Agreement to be executed between the Company and Mr. Ninad D. Gupte, a draft whereof is duly initialled by the Chairman for the purpose of identification and which Agreement is hereby specifically sanctioned, with liberty to the Board to alter and vary the terms and conditions of the appointment, but so as not to exceed the aggregate remuneration set out in the said draft Agreement;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and take all such steps, as it may, in its absolute discretion deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution.”

14. To accord approval to **Mr. Hrishit A. Shroff** holding office or place of profit in the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, and all other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded

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to Mr. Hrishit A. Shroff (a relative of Mr. A. C. Shroff, Director and Chairman of the Company) to holding and continuing to hold an office or place of profit in the Company as Vice President – Commercial with effect from 1st April, 2014 and to increase his basic salary to ₹ 36,850 per month with total annual remuneration of ₹ 30.50 lacs (approximately) on a “cost to the Company” basis taking into account the amount of allowances, benefits, incentives, 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 and that the Board shall have authority from time to time (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/designation 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 the amount of such allowances, benefits, amenities, facilities and other perquisites provided by the Company or the cost whereof is borne by the Company, shall not exceed in aggregate the sum of ₹ 50 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 and take all such steps, as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution.”

15. To **alter Article 144** of the Articles of Association of the Company to enable increase in the number of Directors to fifteen and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, existing Article 144 of the Articles of Association of the Company be and is hereby amended by deleting the existing Article 144 and substituting in its place and stead the following as new Article 144:

Number of Directors

144 The number of Directors shall not be less than three nor, until otherwise determined by a special resolution passed in general meeting, more than fifteen, including any special director, debenture director or nominee director, if any.”

16. To accord approval for **remuneration to Non-Executive Directors** and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution(s) previously passed by the members in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole-time Directors) be paid remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in the aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of proxy should be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith.

2. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out details relating to the businesses under Item Nos. 4 to 16 is annexed hereto.
3. The register of members and the share transfer books of the Company will remain closed from Saturday, 30th August, 2014 to Wednesday, 10th September, 2014 (both days inclusive).
4. Payment of dividend as recommended by the Board of Directors, if declared at the Meeting, will be made on or after Saturday, the 13th September, 2014, to the Members whose names stand on the Company's register of members on Wednesday, the 10th September, 2014, and to the beneficial owner(s) as per the beneficiary list at the close of business hours on Friday, the 29th August, 2014, provided by the National Securities and Depository Limited and Central Depository Services (India) Limited.
5. Members are requested to notify immediately any change in their addresses to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID No. and to M/s. Link Intime India Private Limited, the Company's Registrars and Transfer Agents in respect of their physical shares, quoting Folio No.
6. Payment of dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centres by crediting the dividend amount to the bank accounts of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under the RBI Centres who have not furnished the requisite information and who wish to avail of the NECS facility to receive dividend from the Company, may furnish the information to M/s. Link Intime India Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through the NECS mechanism.
7. The amounts of dividends remaining unclaimed for a period of seven years are to be transferred to the Investor Education and Protection Fund.

Details of dividend declared for the year 2006-07 onwards are given below:

Date of Declaration	Dividend for the year	Dividend ₹ per Share	Due date of the proposed transfer to the Investor Education and Protection Fund
30.07.2007	2006-07	3.75	04.09.2014
16.07.2008	2007-08	5.00	21.08.2015
17.07.2009	2008-09	5.00	22.08.2016
28.07.2010	2009-10	6.25	02.09.2017
27.07.2011	2010-11	3.75	01.09.2018
25.07.2012	2011-12	2.00	30.08.2019
31.07.2013	2012-13	3.00	06.09.2020

Members who have not encashed their dividend warrants for the above years are requested to write to the Company for revalidation of dividend warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund.

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8. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2013-14 are being sent.
9. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and memberships/chairmanships of Board Committees and their shareholding in the Company as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
10. Electronic copy of the Notice of the 50th annual general meeting of the Company *inter alia* indicating the process and manner of e-voting along with Proxy Form is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the 50th annual general meeting of the Company *inter alia* indicating the process and manner of e-voting along with Proxy Form are being sent.

Members may also note that the Notice of the 50th annual general meeting and the Annual Report for 2013-14 will also be available on the Company's website www.excelcropcare.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: pravin@excelcropcare.com or ashok.yadav@excelcropcare.com

11. **Voting through electronic means:**

In compliance with provisions of Clause 35B of the Listing Agreements with Stock Exchanges, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote on business to be transacted at the 50th annual general meeting by electronic means through e-voting services provided by Central Depository Services (India) Limited (CDSL). A member who has voted on a resolution through the e-voting facility will not be entitled to change it subsequently. Further, a member who has voted through the e-voting facility will not be permitted to vote again at the venue of the annual general meeting.

The instructions for e-voting are as under:

Member receiving physical copy or email [for members whose email IDs are registered with the Company/ Depository Participant(s)]:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (ii) Click on "shareholders" to cast your votes.
- (iii) Select the Company's name from the drop down menu and click on "SUBMIT".
- (iv) Then enter your user ID

Fill up the following details in the appropriate boxes:

- a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the image verification as displayed and click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant(s) are requested to use the first two letters of their names and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters – e.g. if your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) for the relevant company name viz. “EXCEL CROP CARE LIMITED”.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

The voting period begins on **Monday, the 1st September, 2014 (10.00 a.m.)** and ends on **Wednesday, the 3rd September, 2014 (6.00 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 which shall be close of business hours on **Friday, 8th August, 2014**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Mr. Prashant Diwan, practising company secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results shall be declared as per the proceedings of the annual general meeting of the Company. The results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.excelcropcare.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the annual general meeting of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

For and on behalf of the Board of Directors

A. C. SHROFF
Chairman

Registered Office:
184-87, Swami Vivekanand Road,
Jogeshwari (West),
Mumbai-400102.

Mumbai, 30th July, 2014.