



Excel Crop Care Limited
Beyond crop protection. Behind every farmer

EXCEL CROP CARE LIMITED

CIN: L74999MH1964PLC012878

Registered Office: 184-87, S. V. Road, Jogeshwari (West), Mumbai-400102

Corporate Office: 13 & 14, Aradhana Industrial Development Corporation, Near Virwani Industrial Estate, Goregaon (East), Mumbai 400 063

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), that the Resolutions appended below are proposed to be passed by the Members through Postal Ballot Process/electronic voting (e-voting) pursuant to Regulation 23 of LODR for approving transactions entered into and proposed to be entered into by the Company with Sumitomo Chemical India Private Limited, a related party of the Company, during the financial years 2017-18 and 2018-19.

The Proposed Ordinary Resolutions and the Explanatory Statement setting out material facts concerning the Resolutions set out in Item Nos. 1 and 2 of this Postal Ballot Notice is appended below. Postal Ballot Form in respect of the Proposed Resolutions is enclosed for your consideration.

The Company is also providing e-voting facility for voting on the Proposed Resolutions. Members desiring to opt for e-voting facility are requested to read the notes to the Notice and the "instructions for e-voting" as contained under the notes.

The Company has appointed Mr. Prashant Diwan, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the notice and the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before 05.00 p.m. on Wednesday, 14th March, 2018.

The Scrutinizer will submit his report to the Chairman or any other authorised person of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot will be declared on Friday, the 16th March, 2018 at the Corporate Office of the Company at 03.00 p.m. The result will be hosted on the website of the Company (www.excelcropcare.com) and will be communicated to the BSE Limited and The National Stock Exchange of India Limited, where the equity shares of the Company are listed and to Central Depository Services (India) Limited ("CDSL").

PROPOSED RESOLUTIONS

Item No. 1

APPROVAL FOR TRANSACTIONS ENTERED INTO/PROPOSED TO BE ENTERED INTO WITH SUMITOMO CHEMICAL INDIA PRIVATE LIMITED, A RELATED PARTY, DURING THE FINANCIAL YEAR 2017-18

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, approval of the members of the Company be and is hereby accorded pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to all the transactions entered into or proposed to be entered into ("the transactions") by the Company with Sumitomo Chemical India Private Limited, a related party of the Company, during the financial year

2017-18, for purchase, sale and supply of goods (including raw materials, intermediates, finished products, capital goods and other items), for providing and availing services (including job work services) and other transactions in the ordinary course of business and on arm's length basis provided that the total amount of the transactions shall not exceed ₹ 150 Crore (Rupees One Hundred Fifty Crore) plus applicable taxes and duties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and instruments as may be required in its absolute discretion pursuant to this resolution and that the Board of Directors be and is further authorised to settle any question, difficulty or doubt that may arise with regard to this resolution.”

Item No. 2

APPROVAL FOR TRANSACTIONS PROPOSED TO BE ENTERED INTO WITH SUMITOMO CHEMICAL INDIA PRIVATE LIMITED, A RELATED PARTY, DURING THE FINANCIAL YEAR 2018-19

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, approval of the members of the Company be and is hereby accorded pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to all the transactions proposed to be entered into (“the transactions”) by the Company with Sumitomo Chemical India Private Limited, a related party of the Company, during the financial year 2018-19, for purchase, sale and supply of goods (including raw materials, intermediates, finished products, capital goods and other items), for providing and availing services (including job work services) and other transactions (including payment of dividend on shares and licence to use property and assets) in the ordinary course of business and on arm's length basis provided that the total amount of the transactions shall not exceed ₹ 200 Crore (Rupees Two Hundred Crore) plus applicable taxes and duties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and instruments as may be required in its absolute discretion pursuant to this resolution and that the Board of Directors be and is further authorised to settle any question, difficulty or doubt that may arise with regard to this resolution.”

By Order of the Board
For Excel Crop Care Limited

Pravin D. Desai
Vice President – Legal & Company
Secretary

Place : Mumbai
Date : 8th February, 2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the said Regulations”) all related party transactions require prior approval of the Audit Committee and all material related party transactions require approval of the members through a resolution. The said Regulations define the term 'material' to mean a transaction with a related party which individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Sumitomo Chemical India Private Limited (SCIPL) is a subsidiary of Sumitomo Chemical Company, Limited, Japan, (SCC) the Company's Holding Company and Promoters. Accordingly, SCIPL is the Company's related party. Both, the Company and SCIPL, are engaged in agro-chemicals business. As a part of its regular business, the Company has business dealings with SCIPL which comprise purchase, sale and supply of goods (including raw materials, intermediates, finished product, capital goods and other items), providing and availing services (including job work services), payment of dividend on shares and other transactions in the ordinary course of business. The transactions with SCIPL are at arm's length. All the related party transactions are approved by the Company's Audit Committee pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and the said Regulations.

The Resolutions at Item Nos. 1 and 2 seek approval of the Members for material related party transactions with SCIPL for an aggregate amount not exceeding ₹ 150 Crore plus applicable taxes and duties in the financial year 2017-18 and an aggregate amount not exceeding ₹ 200 Crore plus applicable taxes and duties in the financial year 2018-19 in terms of Regulation 23 of the said Regulations.

SCIPL is a subsidiary of SCC. SCC holds and controls the entire Share Capital of SCIPL, directly or indirectly. SCIPL is part of the Company's Promoter Group and holds 19.98% of the Company's Share Capital.

The Board commends the resolution for approval of the members.

None of the Directors, key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions.

No related party of the Company is eligible to vote on the resolutions pursuant to the provisions of the Regulations.

By Order of the Board
For Excel Crop Care Limited

Place : Mumbai
Date : 8th February, 2018

Pravin D. Desai
Vice President – Legal & Company
Secretary

NOTES

GENERAL INSTRUCTIONS

1. The Postal Ballot is being sent to the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Friday, 2nd February, 2018 (cut-off date). The Postal Ballot Notice is being sent in electronic form to all the Members whose email ids are registered with their Depository Participant/the Company's Registrar and Transfer Agents (RTA). In case of Members whose email id is not registered or who have requested for a hard copy, physical copy of Postal Ballot Notice and Postal Ballot Form is being sent along with a postage pre-paid self addressed Business Reply Envelope.
2. Members have the option to vote through the e-voting process or through the Postal Ballot Form. In case a member casts his/her/its vote by Postal Ballot as well as through e-voting process, the vote cast through e-voting shall prevail and the vote cast through Postal Ballot Form shall be considered invalid.
3. In case a member has not received Postal Ballot Form, he may write to the Company for obtaining a duplicate Form.
4. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.excelcropcare.com or write to the Company at pravin.desai@excelcropcare.com or arun.mahamunkar@excelcropcare.com or deepika.trivedi@excelcropcare.com
5. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, 2nd February, 2018 (cut-off date).
6. The result of the postal ballot shall be announced on Friday, 16th March, 2018 at the Corporate Office of the Company at 03.00 p.m. and shall be displayed on the Company's website www.excelcropcare.com and on the website of Central Depository Services (India) Limited (CDSL) and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.

INSTRUCTIONS FOR VOTING

A. VOTING THROUGH POSTAL BALLOT FORM

1. The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (For) or Dissent (Against) in the attached Business Reply Envelope so as to reach the Scrutinizer on or before 05:00 p.m. on Wednesday, 14th March, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The members are, therefore, requested to send the duly completed Postal Ballot Form well before Wednesday, 14th March, 2018, providing sufficient time for postal transit.

2. The Postal Ballot Form and self-addressed, pre-paid postage Business Reply Envelopes are enclosed for use of the members which bear the address to which the duly completed Postal Ballot Forms are to be sent.

B. E-VOTING FACILITY

1. Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made there under, the Company is providing e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form.

2. Instructions for members voting electronically are as under: -

- (i) The voting period begins on Tuesday, 13th February, 2018 at 09.00 a.m. and ends on Wednesday, 14th March, 2018 at 05.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 2nd February, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (iii) Click on “shareholders” to cast your votes.
- (iv) Select the Company's name from the drop down menu and click on “SUBMIT”.
- (v) 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 share in physical form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Postal Ballot Form indicated in the PAN field.
Dividend Bank Details or Date of Birth (DoB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (EVSN) for the relevant company name viz. “EXCEL CROP CARE LIMITED” on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xxi) 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 the help section or write an email to helpdesk.evoting@cdslindia.com

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