Excel Crop Care Limited
Beyond crop protection. Behind every farmer

ECCL/SEC/2019
1st March, 2019

To,
BSE Limited
Listing Department,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai - 400 001

The National Stock Exchange of India
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai - 400 051

Dear Sirs,

Sub: Notice of the Extra-Ordinary General Meeting of the Members of the Company to be held on 30th March, 2019

We wish to inform you that an Extra-Ordinary General Meeting of the Members of the Company is scheduled to be held on Saturday, the 30th March, 2019 at 02:30 p.m. at Aspee Auditorium, Near Laxminarayan Mandir Complex, Marve Road, Next to Nutan School, Malad (West), Mumbai - 400064.

The Notice of the Meeting has been despatched to the shareholders.

Copy of the said Notice is enclosed herewith.

Thanking you,

Yours faithfully,
For EXCEL CROP CARE LIMITED

(Pravin D. Desai)
Vice President – Legal & Company Secretary
Encl.: a/a

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

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of EXCEL CROP CARE LIMITED will be held at **Aspee Auditorium, Laxminarayan Mandir Complex, Near Nutan School, Marve Road, Malad (West), Mumbai-400064 on Saturday, 30th March, 2019 at 02.30 p.m.** to transact the following business:

SPECIAL BUSINESS

1. APPROVAL FOR RE-APPOINTMENT OF MR. NINAD D. GUPTE AS JOINT MANAGING DIRECTOR

To consider, and if thought fit, to pass 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 ("the Act") 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 Act and pursuant to the resolutions passed by the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company and subject to all such consents, sanctions, approvals and permissions as may be required and further 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 members hereby accord their approval to re-appoint Mr. Ninad D. Gupte (DIN:00027523), as Joint Managing Director of the Company for a period from 26th October, 2018 till 31st March, 2020, on the terms and conditions including as to remuneration as set out in the Agreement executed between the Company and Mr. Ninad D. Gupte on 17th December, 2018.

RESOLVED FURTHER THAT Mr. Ninad D. Gupte shall retire by rotation in accordance with the provisions of Section 152 of the Act.

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."

2. APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF DR. MUKUL G. ASHER

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Dr. Mukul G. Asher (DIN:00047673) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. 9th September, 2019 on the existing terms and conditions of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper and expedient to give effect to this Resolution."

3. APPROVAL FOR RE-APPOINTMENT OF DR. MUKUL G. ASHER AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a Special 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Mukul G. Asher (DIN:00047673), who was appointed as a Director of the Company for a period of five years upto 9th September, 2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years commencing from 10th September, 2019 till 9th September, 2024 and that he shall not be liable to retire by rotation."

4. APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. B. V. BHARGAVA

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. B. V. Bhargava (DIN:00001823) in the Company, who is over seventy five years of age, up to the expiry of his present term as an Independent Director i.e. 9th September, 2019 on the existing terms and conditions of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper and expedient to give effect to this Resolution."

5. APPROVAL FOR RE-APPOINTMENT OF MR. B. V. BHARGAVA AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a Special 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. B. V. Bhargava (DIN:00001823), who was appointed as a Director of the Company for a period of five years upto 9th September, 2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years commencing from 10th September, 2019 till 9th September, 2024 and that he shall not be liable to retire by rotation."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. 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.

3. A Corporate Member intending to send its authorised representative to attend the meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the meeting.

4. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out details relating to the businesses under Items No. 1 to 5 is annexed hereto.

5. Electronic copy of the Notice of the EGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and 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 copy of the Notice along with Attendance Slip and Proxy Form is being sent.

   Members may also note that the Notice of the EGM will also be available on the Company's website www.excelcropcare.com. This Notice will also be available on the website of Central Depository Services (India) Limited (**"CDSL"**).The physical copies of the aforesaid documents will also be available at the Company's Registered Office as well as Corporate Office for inspection during normal business hours on working days (Monday to Friday), between 10.00 a.m. and 5.00 p.m. up to the date of the meeting.

   Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. The shareholders may send requests for the same to the Company's investor relations email ID: investor.relations@excelcropcare.com

6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.

7. **Voting through electronic means:**

   In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to members the facility to exercise their right to vote on businesses to be transacted at the meeting by electronic means through remote e-voting services provided by 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 remote e-voting facility may attend the meeting but will not be permitted to vote again at the venue of the meeting. Conversely, members attending the meeting who have not cast their vote by remote e-voting shall be entitled to exercise their right at the meeting through the voting facility made available at the venue of the meeting.

The instructions for **remote e-voting** are as under:

(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 share 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.

(vii) 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) · Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Attendance Slip 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. · 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).

(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" on which you choose to vote.

(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.

(xvii) 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.

(xviii) 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.

(xix) 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.

(xx) 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 or call 1800225533.

8. **Other instructions and information:**

The remote e-voting period begins on **Wednesday, the 27th March, 2019 (9.00 a.m.)** and ends on **Friday, the 29th March, 2019 (5.00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date which shall be the close of business hours on **Saturday, the 23rd March, 2019**, may cast their votes electronically. At the end of the remote e-voting period, the said facility shall be blocked and the e-voting module shall be disabled by CDSL for voting thereafter.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and who holds shares as of the cut-off date, may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use the existing User ID and password for casting vote. A member, who forgets his/her password, can reset the password by using "Forget User Details/Password" option available on www.evotingindia.com

Only members as on the cut-off date, who have not exercised their voting rights through remote e-voting, shall be entitled to vote at the meeting.

When a Member produces his/her attendance slip at the venue of the meeting, a ballot paper will be given to the member, if he/she has not cast his/her vote through remote e-voting. The Member can cast his/her vote in the course of the meeting by using the ballot paper.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

Mr. Prashant Diwan, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall make a Consolidated Scrutinizer's Report (both with respect to remote e-voting and voting at the EGM) of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.excelcropcare.com and on the website of CDSL immediately after the results are declared by the Chairman or a person authorised by him and will be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors
For Excel Crop Care Limited

Pravin D. Desai
Vice President – Legal & Company Secretary

Registered Office:
184-87, Swami Vivekanand Road,
Jogeshwari (West),
Mumbai – 400102.
Mumbai, 8th February, 2019

STATEMENT IN RESPECT OF THE BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Mr. Ninad D. Gupte was appointed as Joint Managing Director of the Company for a period of two years with effect from 26th October, 2016. The Board of Directors of the Company at their meeting held on 27th October, 2018 has approved, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company by a Special Resolution and in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, and all other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the re-appointment of Mr. Ninad D. Gupte as Joint Managing Director of the Company for a period from 26th October, 2018 up to 31st March, 2020 on the terms and conditions including remuneration as set out in the Agreement executed between the Company and Mr. Ninad D. Gupte on 17th December, 2018 ("Agreement"), subject to such other approvals as may be necessary.

Mr. Ninad D. Gupte fulfils all the conditions of the appointment under Part I of Schedule V to the Companies Act, 2013.

The Agreement contains, *inter-alia*, the following terms and conditions of his appointment:

I. Compensation:

1. Annual Gross Salary: ₹ 2.42 crore as per the break up given below and subject to the increment to be given with effect from 1st April, 2019 as may be approved by the Nomination and Remuneration Committee of Directors of the Company and the Board of the Company (upto a maximum limit of ₹ 3.00 crore including the increment to be given with effect from 1st April, 2019).

   Break-up of Annual Gross Salary of ₹ 2.42 crore:

Particulars		**Per Annum (₹)**
(a)	Basic Salary (₹ 14,70,000 per month)	1,76,40,000
(b)	Company's Contribution to Provident Fund – 12% of the Basic Salary (₹ 1,76,400 per month)	21,16,800
(c)	Company's Contribution to Superannuation Fund – 15% of Basic Salary (₹ 2,20,500 per month)	26,46,000
(d)	Company's Contribution to National Pension Scheme – 10% of Basic Salary (₹ 1,47,000 per month)	17,64,000
(e)	Leave Travel Allowance/Reimbursement of Leave Travel Expenses/ Medical Allowance/ Reimbursement of Medical Expenses	33,200
	Total	2,42,00,000

For the purpose of calculating the above annual gross salary, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

2. The annual performance bonus (the relevant evaluation period being the preceding financial year) as may be determined by the Board pursuant to the recommendation of the Nomination and Remuneration Committee based on the results of the performance goals of the preceding financial year determined under the evaluation system which is in line with Sumitomo Chemical global performance evaluation standard.

3. If, in any financial year, the Company has inadequate profits as per the requirements of the Companies Act, 2013, the Company shall undertake reasonable efforts and follow process to obtain suitable approvals as may be required for payment of remuneration as stated hereinabove to Mr. Ninad D. Gupte.

II. Term: From 26th October, 2018 to 31st March, 2020.

III. The office of Director of Mr. Ninad D. Gupte shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.

IV. Mr. Ninad D. Gupte shall devote his full time, ability, attention, energy, knowledge and skill solely for performance of his duties and responsibilities assigned/delegated to him as Joint Managing Director by the Board of Directors.

V. Mr. Ninad D. Gupte shall be entitled to leave as per the Company's rules and policies.

VI. Mr. Ninad D. Gupte will be provided car(s) with driver(s) as per the Company's policy to discharge his day to day duties.

VII. The Company shall bear costs related to activities/services for the Company's official business purpose such as traveling costs, hotel costs, conveyance, telephone at residence, mobile bills, club costs or any other similar costs and such costs shall not be considered as part of his remuneration. As per and subject to the Company's applicable policies, Mr. Ninad D. Gupte would be entitled to reimbursement of actual expenses reasonably incurred by him for the Company's official business purpose.

The Resolution at Item No. 1 seeks approval and consent of the Members for re-appointment of Mr. Ninad D. Gupte as Joint Managing Director of the Company for the period from 26th October, 2018 upto 31st March, 2020, on the terms and conditions contained in the Agreement.

Except Mr. Ninad D. Gupte, 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 Resolution set out at Item No. 1 of the Notice.

The Agreement is posted on the Company's website www.excelcropcare.com and is also open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days (Monday to Friday) between 10.00 a.m. and 5.00 p.m. up to the date of the meeting.

Following are the particulars of Mr. Ninad D. Gupte:

Name of the Director	**Mr. Ninad D. Gupte**
Date of Birth	31.08.1953
Date of re-appointment	26.10.2018
Qualifications	B. Sc. (Bombay University) PGDBM (XLRI - Jamshedpur) Diploma in Tax Management from Bajaj Institute of Management
Expertise in specific functional areas	Commercial functions, Corporate Management and Indirect Taxes
Experience	Over 43 years
Other Indian companies in which directorship held	Transpek Industry Limited
Other companies in which committee membership/ chairmanship held	Chairman of Audit Committee and Nomination & Remuneration Committee of Transpek Industry Limited
No. of shares held in the Company as on 31st January, 2019	120
Relationship with other Directors, KMPs	None
Number of Board Meetings attended during the year 2017-18	6
Remuneration drawn in 2017-18 (Salary, perquisites, etc.)	₹292.08 lacs
Remuneration and other terms and conditions of appointment	As specified in the Agreement

Item Nos. 2 and 3

The Members of the Company at the 50th Annual General Meeting held on 10th September, 2014 appointed Dr. Mukul G. Asher as Independent Director of the Company for a period of five consecutive years with effect from 10th September, 2014.

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions of the Listing Regulations, a person who has attained the age of seventy five years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision comes into effect from 1st April, 2019.

Since Dr. Mukul G. Asher, Independent Director of the Company, has attained seventy five years of age, his directorship can continue from 1st April, 2019 only if the Company has obtained the approval of its Members by way of a special resolution on or before 31st March, 2019.

Dr. Mukul G. Asher has taught in various universities in India, United States and Singapore for nearly five decades. He is currently an independent consultant on public financial management, social protection and pension reforms. He has published extensively in international journals and has authorised/edited over 14 books. He has been advising several Asian governments on tax policy and pension reforms. He has also been associated as consultant/advisor to International Monetary Fund and Asian Development Bank and has been advising the Government of India on pension policies. He has also led executive development programs and has been part of think tanks of several nations and multi-country organisations. Dr. Asher also served as Chairman of the fifth State Finance Commission of Haryana during 2016 and 2017.

In the opinion of the Board of Directors of the Company, Dr. Mukul G. Asher is person of high repute and integrity and has rich and varied experience and hence the Board recommends continuation of his directorship up to the expiry of his present term as Independent Director i.e. 9th September, 2019 by passing a special resolution as set out at Item No. 2 of this Notice.

In the opinion of the Board of Directors of the Company, Dr. Mukul G. Asher is independent of the management of the Company and also fulfils the other conditions specified in the Act and rules thereunder for his reappointment as an Independent Director. In view of the rich and varied experience of Dr. Mukul G. Asher, the Board recommends his reappointment as an Independent Director for a further period of five years with effect from 10th September, 2019 by passing a Special Resolution as set out at Item No. 3 of this Notice.

The Nomination and Remuneration Committee of the Company, at its Meeting held on 8th February, 2019, has recommended continuation of the directorship of Dr. Mukul G. Asher up to the expiry of his present term as Independent Director i.e. 9th September, 2019 and his reappointment as an Independent Director for a further period of five years with effect from 10th September, 2019.

Annual Performance Evaluation of Independent Directors is carried out using various criteria including:

- qualification, experience, expertise, knowledge, skill, competence in areas of specialisation
- independence and integrity
- preparation and attendance at meetings
- understanding of the Company, its business and business segment, major risk areas
- quality of contribution in meeting deliberations
- communication skills

Dr. Mukul G. Asher has been judged well in his annual performance evaluation.

Except Dr. Mukul G. Asher, 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 set out at Item Nos. 2 and 3 of the Notice.

The draft Letter of Appointment of Independent Director is posted on the Company's website www.excelcropcare.com and is also open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days (Monday to Friday) between 10.00 a.m. and 5.00 p.m. up to the date of the meeting.

Following are the particulars of Dr. Mukul G. Asher:

Name of the Director	**Dr. Mukul G. Asher**
Date of Birth	17.12.1943
Date of Appointment	03.09.2003
Qualifications	B.A.(Hons.), M.A., Ph.D.
Expertise in specific functional areas	Economics, Public Finance and Social Security
Experience	Over 50 years
Other Indian companies in which directorship held	Nil
Other companies in which committee membership/ chairmanship held	Nil
No. of shares held in the Company as on 31st January, 2019	Nil
Relationship with other Directors, KMPs	None

Number of Board Meetings attended during the year 2017-18	3
Remuneration drawn in 2017-18 (Sitting Fees and Commission)	₹17.10 lacs
Remuneration and other terms and conditions of appointment	Remuneration: Entitled to receive sitting fees for attending meetings of the Board/Committees and commission as approved by the members and the Board of Directors. Other terms and conditions as specified in the draft letter of appointment of Independent Director

Item Nos. 4 and 5

The Members of the Company at the 50th Annual General Meeting held on 10th September, 2014 appointed Mr. B. V. Bhargava as Independent Director of the Company for a period of five consecutive years with effect from 10th September, 2014.

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions of the Listing Regulations, a person who has attained the age of seventy five years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision comes into effect from 1st April, 2019.

Since Mr. B. V. Bhargava, Independent Director of the Company, is over seventy five years of age, his directorship can continue from 1st April, 2019 only if the Company has obtained the approval of its Members by way of a special resolution on or before 31st March, 2019.

Mr. B. V. Bhargava has a rich experience of banking and project financing. In his career of over 40 years, he has been associated with leading corporates such as ICICI, Raymond, CRISIL, Grasim Industries Ltd. etc. He was also on the advisory board of an independent regulatory body, set up by the Government of India to work on reforms influencing the telecommunications sector. With his keen perspective on the India's economic development, he has made remarkable contribution to the Company's board deliberations.

In the opinion of the Board of Directors of the Company, Mr. B. V. Bhargava is person of high repute and integrity and has rich and varied experience and hence the Board recommends continuation of his directorship up to the expiry of his present term as Independent Director i.e. 9th September, 2019 by passing a special resolution as set out at Item No. 4 of this Notice.

In the opinion of the Board of Directors of the Company, Mr. B. V. Bhargava is independent of the management of the Company and also fulfils the other conditions specified in the Act and rules thereunder for his reappointment as an Independent Director. In view of the rich and varied experience of Mr. B. V. Bhargava, the Board recommends his reappointment as an Independent Director for a further period of five years with effect from 10th September, 2019 by passing a Special Resolution as set out at Item No. 5 of this Notice.

The Nomination and Remuneration Committee of the Company, at its Meeting held on 8th February, 2019, has recommended continuation of the directorship of Mr. B. V. Bhargava up to the expiry of his present term as Independent Director i.e. 9th September, 2019 and his reappointment as an Independent Director for a further period of five years with effect from 10th September, 2019.

Annual Performance Evaluation of Independent Directors is carried out using various criteria including:

- qualification, experience, expertise, knowledge, skill, competence in areas of specialisation
- independence and integrity
- preparation and attendance at meetings
- understanding of the Company, its business and business segment, major risk areas
- quality of contribution in meeting deliberations
- communication skills

Mr. B. V. Bhargava has been judged well in his annual performance evaluation.

Except Mr.B. V. Bhargava, 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 set out at Item Nos. 4 and 5 of the Notice.

The draft Letter of Appointment of Independent Director is posted on the Company's website www.excelcropcare.com and is also open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days (Monday to Friday) between 10.00 a.m. and 5.00 p.m. up to the date of the meeting.

Following are the particulars of Mr.B. V. Bhargava:

Name of the Director	**Mr. B. V. Bhargava**
Date of Birth	16.04.1936
Date of Appointment	29.10.2003
Qualifications	M.Com., LL.B.
Expertise in specific functional areas	Development Banking, Project Finance and Credit Rating
Experience	Over 50 years
Other Indian companies in which directorship held	1. Supreme Industries Ltd. 2. Grasim Industries Ltd. 3. J. K. Lakshmi Cement Ltd.
Other companies in which committee membership/ chairmanship held	Member of Audit Committee: 1. J. K. Lakshmi Cement Ltd. 2. Grasim Industries Ltd. Member of Stakeholders Relationship Committee of Grasim Industries Ltd Member of Nomination and Remuneration Committee: 1. Supreme Industries Ltd. 2. J. K. Lakshmi Cement Ltd. Member of Corporate Social Responsibility Committee of Grasim Industries Ltd.

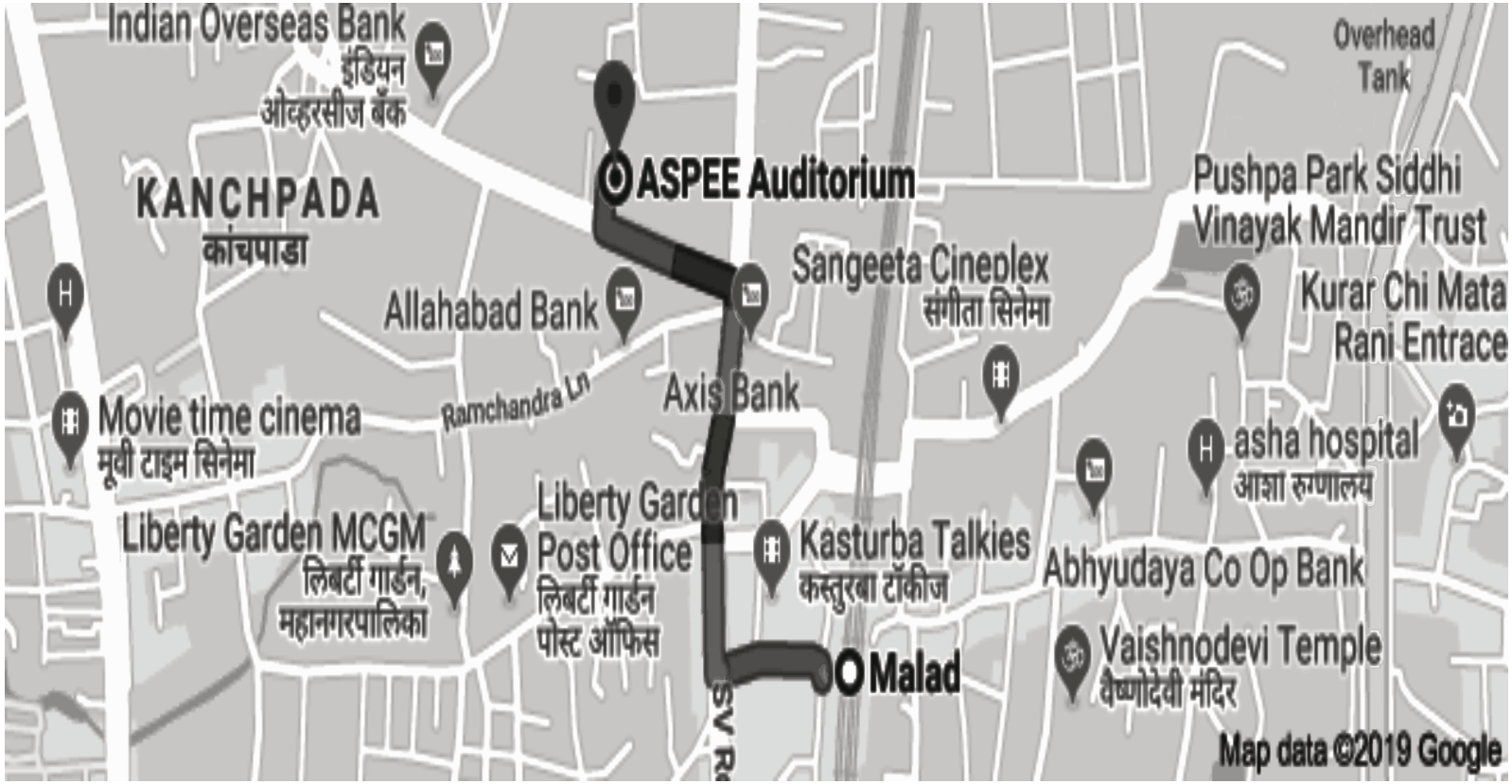
No. of shares held in the Company as on 31st January, 2019	Nil
Relationship with other Directors, KMPs	None
Number of Board Meetings attended during the year 2017-18	6
Remuneration drawn in 2017-18 (Sitting Fees and Commission)	₹18.00 lacs
Remuneration and other terms and conditions of appointment	Remuneration: Entitled to receive sitting fees for attending meetings of the Board/Committees and commission as approved by the members and the Board of Directors. Other terms and conditions as specified in the draft letter of appointment of Independent Director.

By Order of the Board
For Excel Crop Care Limited

Pravin D. Desai
Vice President – Legal & Company Secretary

Place : Mumbai
Date : 8th February, 2019

LOCATION OF EXTRA - ORDINARY GENERAL MEETING VENUE



Excel Crop Care Limited
Beyond crop protection. Behind every farmer

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

EXCEL CROP CARE LIMITED

CIN: L74999MH1964PLC012878

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

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No.	
DP ID/Client ID	

I/We, being the Member(s) of ..... Shares of the above named Company, hereby appoint

1. Name :

   Address :

   Email ID :

   Signature :....., or failing him/her

2. Name:

   Address :

   Email ID :

   Signature :....., or failing him/her

3. Name:

   Address :

   Email ID :

   Signature :....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, the 30th March, 2019 at Aspee Auditorium, Laxminarayan Mandir Complex, Near Nutan School, Marve Road, Malad (W), Mumbai - 400064 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	DESCRIPTION	VOTE (Optional- See Notes 2 and 3)	
		FOR	AGAINST
	Special Business:		
1	Approval for re-appointment of Mr. Ninad D. Gupte as Joint Managing Director		
2	Approval for continuation of directorship of Dr. Mukul G. Asher		
3	Approval for re-appointment of Dr. Mukul G. Asher as Independent Director of the Company		
4	Approval for continuation of directorship of Mr. B. V. Bhargava		
5	Approval for re-appointment of Mr. B. V. Bhargava as Independent Director of the Company		

Signed this …… day of ……. 2019

Affix Revenue Stamp

……..... …….....

Signature of the Member Signature of the Proxy Holder(s)

Notes: 1. This Form of Proxy, in order to be effective, should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. You may place tick (√) in the columns 'For' or 'Against' – (Optional).

3. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.