Excel Crop Care Limited
Beyond crop protection. Behind every farmer

ECCL/SEC/2019
21st February, 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: Advertisement of Notice of Shareholders Meeting pursuant to NCLT Order

We have informed you that the Meeting of the Equity Shareholders of the Company has been convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Bench at Mumbai, dated 31st January, 2019 for the purpose of considering the Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders. The Meeting will be held on Saturday, 30th March, 2019. Notice of Meeting have been despatched to the Shareholders on 20th February, 2019.

We enclose herewith the newspaper advertisement with respect to the Notice of the said Meeting which is being published in the following newspapers pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. The Free Press Journal (National Daily Newspaper);
2. Navshakti (Daily Newspaper of the State).

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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI
COMPANY SCHEME APPLICATION NO. 1670 OF 2018

In the matter of the Companies Act, 2013 (18 of 2013)
AND
In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;
AND
In the matter of Excel Crop Care Limited;
AND
In the matter of Scheme of Amalgamation between EXCEL CROP CARE LIMITED and SUMITOMO CHEMICAL INDIA LIMITED and their respective shareholders;

EXCEL CROP CARE LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 184-87, S.V. Road, Jogeshwari (West) Mumbai 400102) …Applicant Company

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS CONVENED PURSUANT TO THE ORDER DATED JANUARY 31, 2019 OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

Notice is hereby given that by an Order dated January 31, 2019 ("**Order**") the Mumbai Bench of the Hon'ble National Company Law Tribunal ("**NCLT/ Tribunal**") has directed a meeting of the Equity Shareholders of Excel Crop Care Limited (**"the Transferor"** or **"Applicant Company"**) to be held for the purpose of considering and if thought fit, approving the scheme of amalgamation between Excel Crop Care Limited ("**Transferor Company "** or **"Applicant Company**"), and Sumitomo Chemical India Limited, the ("**Transferee Company**") and their respective shareholders ("**Scheme**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company will be held at Aspee Auditorium, Near Laxminarayan Mandir Complex, Marve Road, Next to Nutan School, Malad (West), Mumbai - 400064 on March 30, 2019, Saturday at 3:30 p.m. (the "**Meeting**"), at which time and place Equity Shareholders are requested to attend.

Copies of the Scheme and of the Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangement, Amalgamation) Rules, 2016, along with enclosure can be obtained free of charge at the registered office as stated above and the corporate office of the Applicant Company. The copies shall be made available within one day upon receipt of requisition for the same.

Persons entitled to attend and vote at the Meeting, may vote in person or by proxy, provided that a proxy in the prescribed form duly signed by you or your authorised representative is deposited at the registered office of the Applicant Company at 184-87, S.V. Road, Jogeshwari (West), Mumbai-400102, Maharashtra, not later than 48 (forty eight) hours before the scheduled time of the Meeting.

Forms of proxy can be obtained (free of charge) from the registered office and the corporate office of the Applicant Company.

The Hon'ble Tribunal has appointed Ms. Preeti Gautam Mehta, Independent Director of the Applicant Company, and failing her, Mr. Ninad Dwarkanath Gupte, Joint Managing Director, failing whom, Mr. Chetan Shantilal Shah, Managing Director of the Applicant Company to be the Chairman for the meeting. The above Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

The Notice has been sent in physical form to all the Equity Shareholders whose names appear in the Register of Members/Beneficial Owners as per the details furnished by the Depositories as on February 15, 2019.

In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016 (ii) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014; (iii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (v) Circular No. CFD/DIL3/CIR/2017 /21 dated 10th day of March 2017 as amended in accordance with any subsequent circulars and amendments, if any, ("**SEBI Circular**") issued by the Securities and Exchange Board of India, the Applicant Company has also provided the facility to the Shareholders to cast their votes either by way of postal ballot or through remote e –voting facility arranged by Central Depository Services (India) Limited ("**CDSL**") prior to the Meeting. Accordingly, voting by equity shareholders of the Applicant Company on the Scheme shall be carried out through (a) Postal Ballot; (b) e-voting; and (c) physical ballot form at the venue of the meeting to be held on Saturday, the 30th day of March, 2019 at 3:30 pm.

The voting rights of Equity Shareholders shall be in proportion to their Equity Shareholding in the Company as on the close of business on February 15, 2019 ("**Cut-off Date**"). A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL/CDSL as on the cut-off date i.e. February 15, 2019 shall not be entitled to vote on the resolution. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders as on February 15, 2019. Persons who are not equity shareholders of the Applicant Company as on the Cut-off Date should treat this notice for information purposes only.

Equity shareholder can opt only for one mode of voting. In case equity shareholders cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) remote e-voting, (ii) postal ballot, and (iii) voting in person at the NCLT convened meeting, as may be applicable.

It is clarified that votes may be cast by Equity shareholders either by postal ballot or e-voting and casting of votes by postal ballot or e-voting does not disentitle them from attending the Meeting. Equity shareholders after exercising their right to vote through postal ballot or e-voting shall not be allowed to vote again at the Meeting.

The voting period for postal ballot and remote e-voting shall commence on and from Thursday, February 28, 2019 at 9:00 a.m. (IST) and end on Friday, March 29, 2019, at 5:00 p.m. (IST). During this period, Equity Shareholders of the Applicant Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date, may cast their votes electronically or by postal ballot.

The e-voting module shall be blocked and disabled by CDSL for voting thereafter and shareholders will not be allowed to vote electronically after the said date and time. Once the vote on a resolution is cast by the shareholder, he or she shall not be allowed to change it subsequently.

The Notice of the meeting of the equity shareholders of the Applicant Company is also displayed / posted on the website of the Applicant Company at www.excelcropcare.com and on the website of CDSL at www.evotingindia.com.

Equity shareholders who have not received the postal ballot form, can download the same from the Applicant Company's website www.excelcropcare.com or seek hard copy of the postal ballot from the Applicant Company.

The duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on March 29, 2019. Any postal ballot form received from a Equity Shareholder beyond the said date and time period shall be treated as if the reply from the equity shareholder has not been received.

As directed by the Hon'ble Tribunal, Mr. Prashant Diwan, failing whom Mr. Nikunj Kiri, shall act as Scrutinizer to scrutinize votes cast either electronically or on postal ballot form or on Poll at the Meeting and submit a report on votes cast to the Chairman of the Meeting.

In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and remote e-voting user manual available at www.evotingindia.com under help section or call on toll free no 1800-225-533 or write an email to helpdesk.evoting@cdsl.com. In order to address any grievances relating to voting by postal ballot or e -voting, you may write to Mr. Pravin D. Desai, Vice President – Legal and Company Secretary of the Applicant Company at Excel Crop Care Limited, 13/14 Aradhana Industrial Development Corporation, Near Virwani Industrial Estate, Goregaon East, Mumbai – 400063, or through email at investor.relations@excelcropcare.com. Any query/ grievance related to e-voting may also be addressed to CDSL through email at helpdesk.evoting@cdslindia.com.

The results of the meeting will be announced on within 48 (forty eight) hours of the conclusion of the meeting at the corporate office of the Applicant Company. The results, together with the Scrutinizer Reports will be displayed at the registered and corporate offices of the Applicant Company, on the website of the Applicant Company at www.excecropcare.com and on the website of CDSL, besides being communicated to BSE Limited and National Stock Exchange of India Limited.

Dated this 21st day of February, 2019
Place: Mumbai

Sd/-
Preeti Gautam Mehta
Chairperson appointed for the Meeting

REGISTERED OFFICE OF THE APPLICANT COMPANY: 184-87, S. V. ROAD JOGESHWARI (WEST) MUMBAI MAHARASHTRA, 400102
CORPORATE OFFICE OF THE APPLICANT COMPANY: 13&14, ARADHANA INDUSTRIAL DEVELOPMENT CORPORATION, NEAR VIRWANI INDUSTRIAL ESTATE, GOREGAON (EAST), MUMBAI, MAHARASHTRA 400063
TEL NO. +91 22 42522330, **FAX NO.** +91 22 42522380
EMAIL: investor.relations@excelcropcare.com
WEBSITE: www.excelcropcare.com