Excel Crop Care Limited
Beyond crop protection. Behind every farmer

31st March, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Security Code: 532511

The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051
Scrip Code : ExcelCrop

Sub: Disclosure of:

i) **Combined voting results of the business transacted at the meeting of the Equity Shareholders of Excel Crop Care Limited ("the Company") held on Saturday, March 30, 2019 as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench**

ii) **Voting results in respect of voting by Public Shareholders of the Company (other than related parties) pursuant to the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 as amended in accordance with subsequent circulars and amendments, if any, ('SEBI Circular') read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')**

Ref: Regulations 44 and 23 and other applicable provisions of SEBI LODR

Dear Sir/Madam,

The Company wishes to inform you that the meeting of the Equity Shareholders of the Company pursuant to the Order dated January 31, 2019 of the Hon'ble National Company Law Tribunal, Mumbai Bench **("NCLT")** ("**Order**") was held on March 30, 2019 at 03:30 p.m. at Aspee Auditorium, Near Laxminarayan Mandir Complex, Marve Road, Next to Nutan School, Malad (West), Mumbai – 400064 to approve the Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 **("Scheme")**.

Pursuant to the Order and 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 (iii) Rule 20 and Rule 22 of the

EXCEL CROP CARE LTD. MUMBAI

CORPORATE OFFICE : 13/14,Aradhana Ind. Development Corp. Near Virwani Indl. Estate, Goregaon (E), Mumbai - 400 063. Ph: 91-22-4252 2200 Fax: +91-22-4252 2380
REGD. OFFICE : 184-87,Swami Vivekanand Road,Jogeshwari (West), Mumbai - 400 102 INDIA Ph: 91 -22-6646 4200
E-mail : eccl@excelcropcare.com URL : www.excelcropcare.com CIN : L74999MH1964PLC012878

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Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 of SEBI LODR, and (v) SEBI Circular, the Company had provided the facility to the equity 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 date of meeting. Accordingly, voting by equity shareholders of the Company to the Scheme has been carried out through (a) Postal Ballot; (b) e-voting; and (c) physical ballot form at the venue of the meeting.

Please find enclosed the following disclosures:

1. In terms of the NCLT Order - Voting results with respect to the business transacted at the meeting of equity shareholders along with the Scrutinizer's Report annexed herein as **Annexure A; and**

2. In terms of the SEBI Circular - Pursuant to Regulation 44(3) read with Regulation 23 of the SEBI LODR, the voting results of the public shareholders (other than related parties) along with the Scrutinizer's Report annexed herein as **Annexure B**.

Date of Meeting of the Equity Shareholders of the Company convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench	:	30th March, 2019
Total number of shareholders on cut-off date (15th February, 2019)	:	11989
Number of shareholders present in the Meeting either in person or through proxy		
Promoter and Promoter Group	:	2
Public	:	108
Number of shareholders attended the Meeting through video conferencing		
Promoters and Promoter Group	:	N.A.
Public	:	N.A.

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Based on the report dated 30th March, 2019 submitted by the Scrutinizer, Mr. Prashant Diwan (FCS 1403), Practicing Company Secretary, the Chairperson of the Meeting has declared that the proposed resolution approving the Scheme was passed with requisite majority as required under the SEBI Circular and applicable provisions of the Companies Act, 2013.

The above is for the information of the investors and for your records.

Yours faithfully,
For **Excel Crop Care Limited**

EXCEL CROP CARE LTD. MUMBAI

Preeti Mehta
Director and Chairperson appointed for the meeting

Encl: As above

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E-mail : eccl@excelcropcare.com URL : www.excelcropcare.com CIN : L74999MH1964PLC012878

Annexure A

Excel Crop Care Limited

Voting Results of NCLT convened meeting of the Equity Shareholders

Resolution	Approval of Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders under section 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme')
Requisite Majority :	Votes cast by the Public Shareholders (other than related party) of the Company in favor to be more than the votes cast by the Public Shareholders against, as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 read with with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7149949	NA	NA	NA	NA	NA	NA
	Ballot Form at meeting		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
Public- Institutions	E-Voting	765648	727410	95.01	727410	0	100.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**727410**	**95.01**	**727410**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	3090033	919493	29.76	918883	610	99.93	0.07
	Ballot Form at meeting		9317	0.30	7613	1704	81.71	18.29
	Postal Ballot		164334	5.32	160356	3978	97.58	2.42
	Total		**1093144**	**35.38**	**1086852**	**6292**	**99.42**	**0.58**
Total		**11005630**	**1820554**	**16.54**	**1814262**	**6292**	**99.65**	**0.35**

For Excel Crop Care Ltd.

Preeti Mehta
Director and Chairperson appointed for the Meeting

EXCEL CROP CARE LTD MUMBAI

Annexure B								
Excel Crop Care Limited								
Voting Results as per SEBI Circular No. CFD/DIL3/CIR/2017 /21 dated 10th March 2017 ('SEBI Circular') read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Resolution			Approval of Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders under section 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme')					
Requisite Majority :			Majority of persons representing three-fourth in value of the equity shareholders of the Company as per applicable provisions of section 230-232 of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)= [(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)= [(4)/(2)]*100**	**% of Votes against on votes polled (7)= [(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	7149949	7149949	100.00	7149949	0	100.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**7149949**	**100.00**	**7149949**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	765548	727410	95.02	727410	0	100.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**727410**	**95.02**	**727410**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	3090033	919937	29.77	919327	610	99.93	0.07
	Ballot Form at meeting		9317	0.30	7613	1704	81.71	18.29
	Postal Ballot		164334	5.32	160356	3978	97.58	2.42
	Total		**1093588**	**35.39**	**1087296**	**6292**	**99.42**	**0.58**
Total		**11005530**	**8970947**	**81.51**	**8964655**	**6292**	**99.93**	**0.07**

For Excel Crop Care Ltd.

Preeti Mehta
Director and Chairperson appointed for the Meeting

EXCEL CROP CARE LTD. MUMBAI

PRASHANT DIWAN
B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

CONSOLIDATED SCRUTINIZER'S REPORT

To,
Ms. Preeti Gautam Mehta
Chairperson appointed by the National Company Law Tribunal, Mumbai Bench
For the NCLT Convened Meeting of the Equity Shareholders of Excel Crop Care Limited
held on Saturday, the 30th day of March, 2019 at 03:30 p.m. at
Aspee Auditorium, Near Laxminarayan Mandir Complex,
Marve Road, Next to Nutan School, Malad (West), Mumbai – 400064

Sub: Scrutinizer's report with respect to the voting by Equity Shareholders of Excel Crop Care Limited for approval of the Scheme of amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013

Dear Madam,

I, Prashant Diwan, Practicing Company Secretary, was appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('**NCLT**') vide Order dated January 31, 2019 ('**Order**') passed in Company Scheme Application No. 1670 of 2018, as the 'Scrutinizer' for the purpose of scrutinizing the voting of the Equity Shareholders, conducted through Postal Ballot, remote e-Voting, and voting through ballot paper (Poll) process at the meeting of Excel Crop Care Limited ("**Transferor Company**" or the "**Company**"),for approving the proposed Scheme of Amalgamation between the Company and Sumitomo Chemical India Limited ("**Transferee Company**") and their respective shareholders pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ('**Scheme**').

I submit a report as under:

1. The Company had completed on February 20, 2019 the dispatch of Notice of the NCLT convened meeting alongwith its annexures to its equity shareholders whose name(s) appeared on the Register of Members/ List of Beneficiaries as on February 15, 2019("**Cut-off date**").

2. In compliance with the Order and 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 (iii) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (v) Securities and Exchange Board of India 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 ,the Company had provided equity shareholders with the facility for casting their vote by way of remote e-voting using e-voting platform of Central Depository Services (India) Limited ("**CDSL**") or voting through postal ballot, prior to the date of the meeting. Voting was conducted through ballot papers at the venue of the meeting.

3. Equity shareholders holding equity shares as on the cut-off date i.e., February 15, 2019, were entitled to exercise their right to vote through remote e-voting or through postal ballot or through ballot papers at the venue of the meeting on the proposed resolutions stated in the notice of NCLT convened shareholders meeting.

4. The total paid up equity capital of the Company as on the Cut-off date was Rs. 55,028,150/- (Rupees Five Crores Fifty Lakhs Twenty Eight Thousand One Hundred and Fifty Only) divided into 11,005,630 (One Crore Ten Lakhs Five Thousand Six Hundred and Thirty Only) Equity Shares of Rs. 5/- each fully paid up.

5. (a) The remote e-voting period commenced on Thursday, February 28, 2019 at 09:00 A.M. and ended on Friday, March 29, 2019 at 05:00 P.M. on the designated website of CDSL i.e. "www.evotingindia.com". The remote e-voting module was disabled for voting by CDSL thereafter.

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(b) The postal ballot period commenced on Thursday, February 28, 2019 at 09:00 A.M. and ended on Friday, March 29, 2019 at 05:00 P.M.

6. On March 30, 2019, at the venue of the NCLT convened meeting, after the time fixed for voting through ballot paper at the venue of the meeting at 3:30 p.m., the meeting of the Equity Shareholders was convened in accordance with the directions in the Order.

7. The Chairperson of the meeting directed for conducting the voting through ballot papers for the equity shareholders of the Company as on the Cut-off date who had not casted their votes through remote e-voting or postal ballot on the proposed resolution.

8. One empty ballot box was kept for voting through ballot paper and was locked in my presence with due identification marks placed by me.

9. The duly executed ballot forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such ballot forms. After conclusion of the NCLT convened meeting at 5.00 p.m., the ballot box(s) was opened in my presence at 5.05 p.m. and ballots were diligently scrutinized. Thereafter, ballot papers were reconciled with the records maintained by CDSL, the National Securities Depository Limited ("NSDL"), attendance records of the meeting provided by CDSL and the Authorizations/Proxies lodged with the Company.

10. The ballot papers, which were incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.

11. All postal ballot forms received upto 5:00 p.m., Thursday, March 29th, 2019, the last date fixed by the Company for receipt of postal ballot forms were considered for my scrutiny. The postal ballot forms were kept in my safe custody before commencing the scrutiny of such postal ballot forms.

12. The votes cast through remote e-voting and postal ballot were unblocked after completion of voting through ballot paper at the NCLT convened meeting in the presence of two witnesses, CS Nikunj Kiri and CS Aashit Doshi who were not in the employment of the Company.

13. The results of remote e-voting alongwith the list of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.

14. The postal ballot forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and were kept separately.

15. The consolidated result of the voting seeking approval of the Equity Shareholders of the Company to the below mentioned resolution is as under:

Resolution:-

"RESOLVED THAT *pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India 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, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, the observation letters issued by the BSE Limited and the National Stock Exchange of India Limited, both dated December 21, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Mumbai ("**NCLT**") and subject to receipt of such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include oneor more Committee(s) constituted/to be*

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constituted by the Board or any person(s) which the Board may nominate to exercise itspowers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation betweenExcel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders ("Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved

.

***RESOLVED FURTHER THAT** Dr. Mukul G. Asher, Chairman, Mr. Chetan Shah, Managing Director, Mr. Ninad D Gupte, Joint Managing Director and Mr. Pravin D. Desai, Vice President – Legal and Company Secretary, be and they are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any regulatory or other authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

a. Votes in favour of the resolution

Manner of voting	Total No. of Equity Shareholders who voted validly	Total value shares held by Equity Shareholders who voted validly	Total No. of Equity Shareholders who voted in favour of resolution	% of No. of Equity Shareholders who voted in favour	Value of shares held by Equity Shareholders who have voted in favour	% of Value of shares held by Equity Shareholders who have voted in favour
Remote E-voting	332	8797296	330	99.40	8796686	99.99
Ballot Papers at Meeting	33	9317	26	78.79	7613	81.71
Postal Ballot	364	164334	349	95.88	160356	97.58
Total	**729**	**8970947**	**705**	**96.71**	**8964655**	**99.93**

b. **Votes against the resolution**

Manner of voting	Total No. of Equity Shareholders who voted validly	Total value shares held by Equity Shareholders who voted validly	Total No. of Equity Shareholders who voted against resolution	% of No. of Equity Shareholders who voted against	Value of shares held by Equity Shareholders who have voted against	% of Value of shares held by Equity Shareholders who have voted against
Remote E-voting	332	8797296	2	0.60	610	0.01
Ballot Papers at Meeting	33	9317	7	21.21	1704	18.29
Postal Ballot	364	164334	15	4.12	3978	2.42
Total	**729**	**8970947**	**24**	**3.29**	**6292**	**0.07**



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c. **Invalid votes**

Manner of voting	Number of Equity Shareholders whose votes were declared invalid	Value of shares held by Equity Shareholders whose votes were declared invalid
Remote E-voting	0	0
Ballot Papers at Meeting	11	883
Postal Ballot	31	12260
Total	**42**	**13143**

Conclusion:

Based on the above table, it can be concluded that the said Resolution has been approved by 96.71% in number and 99.93% in value of the Equity Shareholders of the Company present and voting either in person or by proxy or through remote e-Voting or by Postal ballot which were valid votes in accordance with provisions of the Companies Act, 2013.

A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

All the relevant records relating to the voting were sealed and handed over to the Chairperson of the Meeting for filing the report with NCLT.

Thanking you,
Yours faithfully



Prashant Diwan
Scrutinizer
ICSI Membership No. FCS 1403

Date: March 30, 2019
Place: Mumbai

PRASHANT DIWAN
PRACTICING COMPANY SECRETARY

ANNEXURE A

EXCEL CROP CARE LIMITED

NCLT Convened Meeting

Voting Results of NCLT convened meeting of the Equity Shareholders

Resolution			Approval of Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders under section 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme')					
Requisite Majority :			Majority of persons representing three-fourth in value of the equity shareholders of the Company as per applicable provisions of section 230-232 of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	**Mode of Voting**	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3)= [(2)/(1)]* 100	**No. of Votes – in favour** (4)	**No. of Votes – against** (5)	**% of Votes in favour on votes polled** (6)= [(4)/(2)]*100	**% of Votes against on votes polled** (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7149949	7149949	100.00	7149949	0	100.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**7149949**	**100.00**	**7149949**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	765548	727410	95.02	727410	0	100.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**727410**	**95.02**	**727410**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	3090033	919937	29.77	919327	610	99.93	0.07
	Ballot Form at meeting		9317	0.30	7613	1704	81.71	18.29
	Postal Ballot		164334	5.32	160356	3978	97.58	2.42
	Total		**1093588**	**35.39**	**1087296**	**6292**	**99.42**	**0.58**
Total		**11005530**	**8970947**	**81.51**	**8964655**	**6292**	**99.93**	**0.07**



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SCRUTINIZER'S REPORT
As per SEBI Circular read with regulation 23 of SEBI LODR

To,
Ms. Preeti Gautam Mehta
Chairperson appointed by the National Company Law Tribunal, Mumbai Bench
For the NCLT Convened Meeting of the Equity Shareholders of Excel Crop Care Limited
held on Saturday, the 30th day of March, 2019 at 03:30 p.m. at
Aspee Auditorium, Near Laxminarayan Mandir Complex,
Marve Road, Next to Nutan School, Malad (West), Mumbai – 400064

Sub: Scrutinizer's report with respect to the voting by Public Shareholders of Excel Crop Care Limited for approval of the Scheme of amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013, in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017, as amended read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

Dear Madam

I, Prashant Diwan, Practicing Company Secretary, was appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ('**NCLT**') vide Order dated January 31, 2019 ('**Order**') passed in Company Scheme Application No. 1670 of 2018, as the 'Scrutinizer'for the purpose of scrutinizing the voting of the Equity Shareholders, conducted through Postal Ballot, remote e-Voting, and voting through ballot paper (Poll) process at the meeting of Excel Crop Care Limited ("**Transferor Company**" or the "**Company**"), for approving the proposed Scheme of Amalgamation between the Company and Sumitomo Chemical India Limited ("**Transferee Company**") and their respective shareholders pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ('**Scheme**').

I submit a report with respect to the result of voting by the Public Shareholders of the Company as under:

1. The Company had completed on February 20, 2019 the dispatch of Notice of the NCLT convened meeting alongwith its annexures to its equity shareholders whose name(s) appeared on the Register of Members/ List of Beneficiaries as on February 15, 2019("**Cut-off date**").

2. In compliance with the Order and 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 (iii) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (v) Securities and Exchange Board of India 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, the Company had provided equity shareholders with the facility for casting their vote by way of remote e-voting using e-voting platform of Central Depository Services (India) Limited ("**CDSL**") or voting through postal ballot, prior to the date of the meeting. Voting through of ballot papers at the venue of the meeting.

3. Equity shareholders holding equity shares as on the cut-off date i.e., February 15, 2019, were entitled to exercise their right to vote through remote e-voting or through postal ballot or through ballot papers at the venue of the meeting on the proposed resolutions stated in the notice of NCLT convened shareholders meeting.

PRASHANT DIWAN * FCS 1403 CP 1979 * COMPANY SECRETARY

PRASHANT DIWAN
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Practicing Company Secretary

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4. The total paid up equity capital of the Company as on the Cut-off date was Rs. 55,028,150/- (Rupees Five Crores Fifty Lakhs Twenty Eight Thousand One Hundred and Fifty Only) divided into 11,005,630 (One Crore Ten Lakhs Five Thousand Six Hundred and Thirty Only) Equity Shares of Rs. 5/- each fully paid up.

5. (a) The remote e-voting period commenced on Thursday, February 28, 2019 at 09:00 A.M. and ended on Friday, March 29, 2019 at 05:00 P.M. on the designated website of CDSL i.e. "www.evotingindia.com". The remote e-voting module was disabled for voting by CDSL thereafter.

   (b) The postal ballot period commenced on Thursday, February 28, 2019 at 09:00 A.M. and ended on Friday, March 29, 2019 at 05:00 P.M.

6. On March 30, 2019, at the venue of the NCLT convened meeting, after the time fixed for voting through ballot paper at the venue of the meeting at 3:30 p.m., the meeting of the Equity Shareholders was convened in accordance with the directions in the Order.

7. The Chairperson of the meeting directed for conducting the voting through ballot papers for the equity shareholders of the Company as on the Cut-off date who had not casted their votes through remote e-voting or postal ballot on the proposed resolution.

8. One empty ballot box was kept for voting through ballot paper and was locked in my presence with due identification marks placed by me.

9. The duly executed ballot forms were kept in safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such ballot forms. After conclusion of the NCLT convened meeting at 5.00 p.m., the ballot box(s) was opened in my presence at 5.05 p.m. and ballots were diligently scrutinized. Thereafter, ballot papers were reconciled with the records maintained by CDSL, the National Securities Depository Limited ("NSDL"), attendance records of the meeting provided by CDSL and the Authorizations/Proxies lodged with the Company.

10. The ballot papers, which were incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.

11. All postal ballot forms received upto 3:30 p.m., Thursday, March 29, 2019, the last date fixed by the Company for receipt of postal ballot forms were considered for my scrutiny. The postal ballot forms were kept in my safe custody before commencing the scrutiny of such postal ballot forms.

12. The votes cast through remote e-voting and postal ballot were unblocked after completion of voting through ballot paper at the NCLT convened meeting in the presence of two witnesses, CS Nikunj Kiri and CS Aashit Doshi who were not in the employment of the Company.

13. The results of remote e-voting alongwith the list of members who voted "For" and "Against" the resolution were downloaded from the e-voting website of CDSL.

14. The postal ballot forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and were kept separately.

15. The consolidated result of the voting seeking approval of the Equity Shareholders of the Company to the below mentioned resolution is as under:

PRASHANT DIWAN * FCS 1403 CP 1979 * COMPANY SECRETARY

PRASHANT DIWAN
B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

Resolution:-

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India 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, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, the observation letters issued by the BSE Limited and the National Stock Exchange of India Limited, both dated December 21, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Mumbai ("**NCLT**") and subject to receipt of such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include oneor more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise itspowers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation betweenExcel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders ("Scheme") placed before thismeeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

***RESOLVED FURTHER THAT** Dr. Mukul G. Asher, Chairman, Mr. Chetan Shah, Managing Director, Mr. Ninad D Gupte, JointManaging Director and Mr. Pravin D. Desai, Vice President – Legal and Company Secretary, be and they are hereby severallyauthorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriateor necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to acceptsuch modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT whilesanctioning the arrangement embodied in the Scheme or by any regulatory or other authorities under law, or as may be requiredfor the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entriesand/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Boardmay deem fit and proper."*

Report on results of voting by Public Shareholders (other than related parties)*

Manner of voting	No. of Valid Votes	Votes in favour of the Resolution		Votes against of the Resolution		Invalid votes
		No. of votes cast validly	% of total number of valid votes cast	No. of votes cast validly	% of total number of valid votes cast	No. of votes cast
Remote E-voting	1646903	1646293	99.96	610	0.04	0
Ballot Papers at Meeting	9317	7613	81.71	1704	18.29	883
Postal Ballot	164334	160356	97.58	3978	2.42	12260
Total	**1820554**	**1814262**	**99.65**	**6292**	**0.35**	**13143**

*(*In accordance with the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through postal ballot or e-voting or ballot at the meeting) in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it. Further, the*

PRASHANT DIWAN * FCS 1403 CP 1979 * COMPANY SECRETARY

PRASHANT DIWAN
B.Com, LL.B, FCS, AICWA
Practicing Company Secretary

B-703/704, Anand Sagar
M. G. Road, Kandivali (W), Mumbai 400067

resolution approving the Scheme, being a related party transaction, needs to be approved by the majority of the equity shareholders, other than related parties).

Conclusion:

Based on the above table, it can be concluded that the said Resolution has been approved by requisite majority of the Public Shareholders (other than related parties) of the Company present and voting either in person or by proxy or through remote e-Voting or by Postal ballot which were valid votes in accordance with provisions of the Companies Act, 2013 and the SEBI Circular read with regulation 23 of LODR.

A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

All the relevant records relating to the voting were sealed and handed over to the Chairperson of the Meeting, for filing the report with NCLT.

Thanking you,
Yours faithfully

PRASHANT DIWAN * COMPANY SECRETARY * FCS 1403 CP 1979

Prashant Diwan
Scrutinizer
ICSI Membership No. FCS 1403

Date: March 30, 2019
Place: Mumbai

PRASHANT DIWAN
PRACTICING COMPANY SECRETARY

ANNEXURE B

EXCEL CROP CARE LIMITED

NCLT Convened Meeting

Voting Results as per SEBI Circular No. CFD/DIL3/CIR/2017 /21 dated 10th March 2017 ('SEBI Circular') read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution			Approval of Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders under section 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme')					
Requisite Majority :			Votes cast by the Public Shareholders (other than related party) of the Company in favor to be more than the votes cast by the Public Shareholders against, as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 read with with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	**Mode of Voting**	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3)= [(2)/(1)]* 100	**No. of Votes – in favour** (4)	**No. of Votes – against** (5)	**% of Votes in favour on votes polled** (6)= [(4)/(2)]*100	**% of Votes against on votes polled** (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7149949	NA	NA	NA	NA	NA	NA
	Ballot Form at meeting		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
Public- Institutions	E-Voting	765648	727410	95.01	727410	0	100.00	0.00
	Ballot Form at meeting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**727410**	**95.01**	**727410**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	3090033	919493	29.76	918883	610	99.93	0.07
	Ballot Form at meeting		9317	0.30	7613	1704	81.71	18.29
	Postal Ballot		164334	5.32	160356	3978	97.58	2.42
	Total		**1093144**	**35.38**	**1086852**	**6292**	**99.42**	**0.58**
Total		**11005630**	**1820554**	**16.54**	**1814262**	**6292**	**99.65**	**0.35**

PRASHANT DIWAN * FCS 1403 CP 1979 * COMPANY SECRETARY

Excel Crop Care Limited
Beyond crop protection. Behind every farmer

ECCL/SEC/2019
31st 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

Sub: Proceedings of the Meeting of the Equity Shareholders of the Company convened on 30th March, 2019 pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench

Dear Sirs,

Please find below the proceedings under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Meeting of the Equity Shareholders of the Company convened on Saturday, the 30th March, 2019 at 3.30 p.m pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") to approve the Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Meeting was held at Aspee Auditorium, Laxminarayan Mandir Complex, Near Nutan School, Marve Road, Malad (W) Mumbai - 400064.

In terms of the NCLT Order dated January 31, 2019, Ms. Preeti Gautam Mehta chaired the meeting of equity shareholders. The requisite quorum being present, the Chairperson called the meeting to order and conducted the proceedings of the meeting.

The Chairperson informed the equity shareholders present that the meeting was being convened to seek approval of the equity shareholders for the Scheme. The Chairperson further informed that a notice dated February 13, 2019 for convening the meeting was dispatched to all the equity shareholders. She also informed that an advertisement regarding the notice was also

EXCEL CROP CARE LTD. MUMBAI

CORPORATE OFFICE : 13/14,Aradhana Ind. Development Corp. Near Virwani Indl. Estate, Goregaon (E), Mumbai - 400 063. Ph: [illegible] Fax: +91-22-4252 2380
REGD. OFFICE : 184-87,Swami Vivekanand Road,Jogeshwari (West), Mumbai - 400 102 INDIA Ph: 91 -22-6646 4200
E-mail : eccl@excelcropcare.com URL : www.excelcropcare.com CIN : L74999MH1964PLC012878

published in Free Press Journal (in English) and Navshakti (in Marathi) on February 22, 2019. With the permission of the members, the notice convening the meeting and the Scheme of Amalgamation were taken as read.

The Chairperson explained the merger benefits and gave a transaction update.

The Shareholders were informed that 15th February, 2019 had been fixed as the 'cut-off date' to record and determine the shareholders entitled to vote on the resolution. The Shareholders were also informed that the Company had provided remote e-voting and postal ballot facility to vote on the Resolution during the period from 28th February, 2019 (9.00 a.m.) to 29th March, 2019 (5.00 p.m.).

Thereafter, the Chairperson ordered voting through ballot on the Resolution to enable the Shareholders who attended the meeting either in person or through proxies, but who had not availed of the remote e-voting or postal ballot facility, to vote on the Resolution.

The Chairperson informed that the NCLT had appointed Mr. Prashant Diwan, practicing Company Secretary (Membership No. FCS 1403) as the Scrutinizer to conduct the postal ballot process, remote e-voting and voting by poll at the Meeting in an independent and fair manner.

The Scheme of Amalgamation was approved by the Shareholders by passing a resolution with requisite majority in respect of the following item of business:

Sr. No.	Agenda Item	Results
1	Approval of the Scheme of Amalgamation, between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective Shareholders	Scheme of Amalgamation between Excel Crop Care Limited and Sumitomo Chemical India Limited and their respective Shareholders was approved in terms of Section 230-232(1) of the Companies Act, 2013 as also in terms of Regulations 44 and 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EXCEL CROP CARE LTD. MUMBAI

Excel Crop Care Limited

Beyond crop protection. Behind every farmer

The meeting concluded at 05:00 p.m.

We request you to please take the same on record.

Thanking you,

Yours faithfully,
For Excel Crop Care Limited

Pravin D. Desai
V. P. – Legal and Company Secretary

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REGD. OFFICE : 184-87,Swami Vivekanand Road,Jogeshwari (West), Mumbai - 400 102 INDIA Ph: 91 -22-6646 4200
E-mail : eccl@excelcropcare.com URL : www.excelcropcare.com CIN : L74999MH1964PLC012878