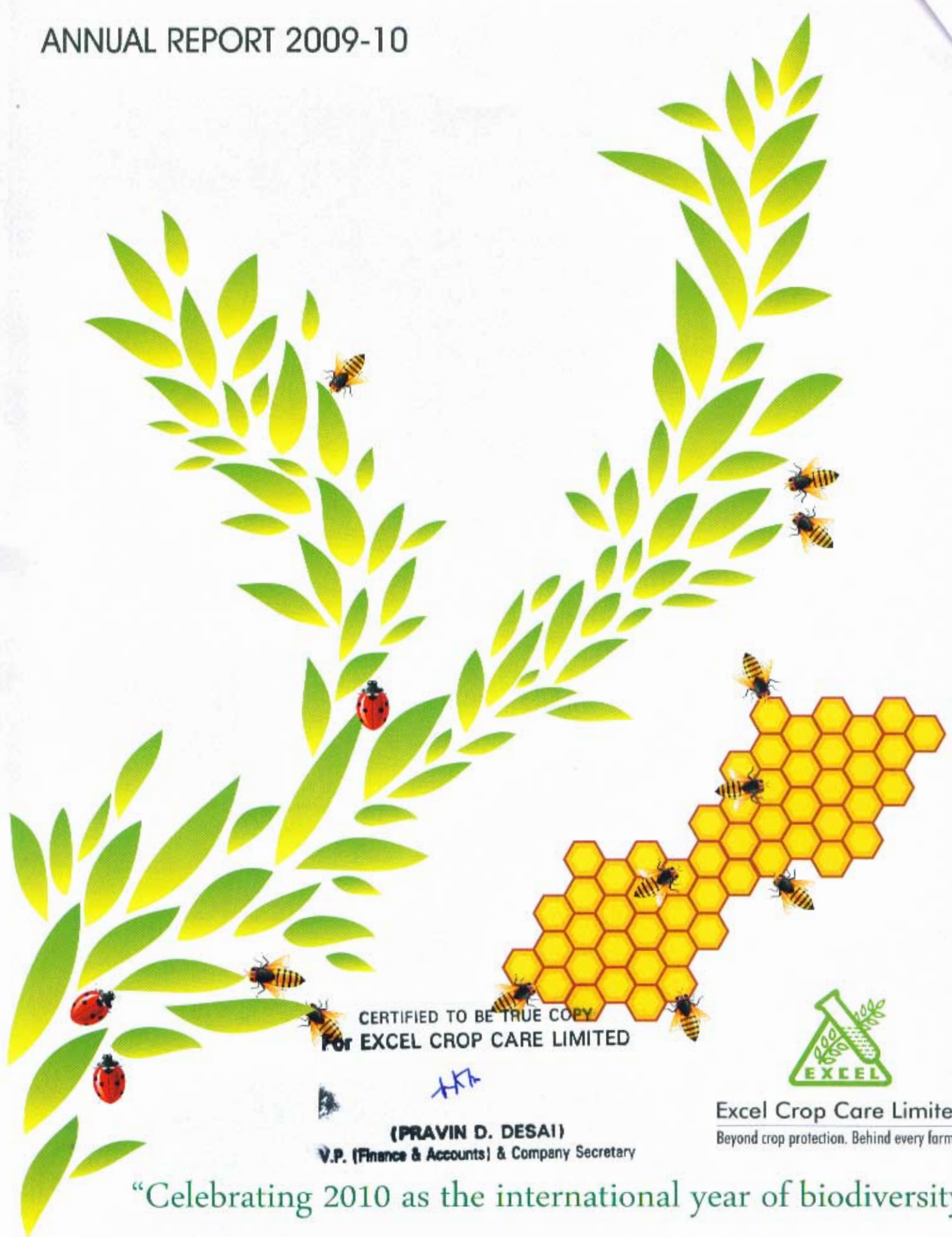


ANNUAL REPORT 2009-10



CERTIFIED TO BE TRUE COPY
For EXCEL CROP CARE LIMITED

JKK

(PRAVIN D. DESAI)
V.P. (Finance & Accounts) & Company Secretary



Excel Crop Care Limited
Beyond crop protection. Behind every farmer

“Celebrating 2010 as the international year of biodiversity”

EXCEL CROP CARE LIMITED

CONTENTS

Board of Directors	2
Notice	3-7
Directors' Report	8-15
Management Discussion and Analysis	16-19
Corporate Governance Report	20-30
Financial Highlights	31
Statement pursuant to Section 212 of the Companies Act, 1956	32
Auditors' Report	33-35
Balance Sheet	36
Profit & Loss Account	37
Cash Flow Statement	38-39
Schedules 'A' to 'S' forming part of Accounts	40-46
Schedule 'T': Notes to Accounts	47-69
Auditors' Report on Consolidated Financial Statements	70-71
Consolidated Balance Sheet	72
Consolidated Profit & Loss Account	73
Consolidated Cash Flow Statement	74-75
Schedules 'A' to 'T' forming part of Consolidated Accounts	76-83
Schedule 'U': Notes to Consolidated Accounts	84-98
EXCEL GENETICS LIMITED:	99-118
EXCEL INDUSTRIES (EUROPE) N. V.:	119-125
EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED:	126-135
ECCL INVESTMENTS AND FINANCE LIMITED:	136-146
Proxy Form & Attendance Slip	147

*46th Annual General Meeting on Wednesday, 28th July, 2010 at 3.00 p.m.
At Rama Watumull Auditorium, Kishinchand Chellaram College,
Dinshaw Wacha Road, Churchgate, Mumbai-400 020.*

A REQUEST

We are sure you will read with interest the Annual Report for the year 2009-10. You may desire to have some clarification or additional information at the ensuing Annual General Meeting. We shall very much appreciate, if you will kindly write to us at least ten days in advance in order to enable us to keep the information ready for you at the Meeting. We solicit your kind co-operation.

EXCEL CROP CARE LIMITED

BOARD OF DIRECTORS

A. C. SHROFF, *Chairman*

DIPESH K. SHROFF, *Managing Director*

PRAKASH K. SHROFF, *Executive Director*

J. R. NAIK

MUKUL G. ASHER

SANDEEP JUNNARKAR

B. V. BHARGAVA

KEVIN MARTIN

SHARAD L. PATEL

VINAYAK B. BUCH

DEEPAK BHIMANI

NINAD D. GUPTA

L. RAJAGOPALAN, *Alternate to Dr. Mukul G. Asher*

VICE PRESIDENT (FINANCE & ACCOUNTS) & COMPANY SECRETARY

PRAVIN D. DESAI

BANKERS

Bank of India

Syndicate Bank

State Bank of India

Citibank N.A.

ICICI Bank Ltd.

AUDITORS

S. R. BATLIBOI & CO.

Chartered Accountants

REGISTERED OFFICE

184-87, Swami Vivekanand Road,
Jogeshwari (W), Mumbai 400 102.

CORPORATE OFFICE

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

REGISTRARS AND TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.

C-13, Pannalal Silk Mills Compound

LBS Marg, Bhandup (West)

Mumbai 400 078

Tel.: 2596 3838/0320

EXCEL CROP CARE LIMITED

NOTICE

NOTICE is hereby given that the FORTY SIXTH ANNUAL GENERAL MEETING of the Members of EXCEL CROP CARE LIMITED will be held at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 on Wednesday, the 28th July, 2010, at 3.00 p.m. to transact the following business:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2010, the Balance Sheet as at that date, and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a director in place of Mr. Sandeep Junnarkar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. B. V. Bhargava, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Dr. Mukul G. Asher, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint auditors and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

7. To consider and if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
"RESOLVED THAT Mr. Ninad D. Gupte, who was appointed as a Director of the Company by the Board of Directors pursuant to Section 262 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company to fill a casual vacancy and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
8. To consider and, if thought fit, to pass, with or without modification, as a Special Resolution, the following:
"RESOLVED THAT pursuant to the provisions of Section 314(1) and all other applicable provisions, if any, of the Companies Act, 1956, or any amendment or substitution thereof, approval of the Company be and is hereby accorded to Mr. Abhay Saraiya (a relative of Mr. Dipesh K. Shroff, Managing Director of the Company) to hold and continue to hold an office or place of profit under Excel Genetics Limited, a subsidiary of the Company, as Vice President, with effect from 15th January, 2010, on annual remuneration of Rs. 15.87 lacs (on cost to the company basis) including allowances and the value of benefits, amenities, facilities and other perquisites provided by the subsidiary company or the cost whereof is borne by the subsidiary company, including leave encashment, contribution to Provident Fund, Gratuity Fund, etc. as are applicable to other employees in equivalent salary scale or grade with such increments as may be permissible under the rules or practices adopted by the subsidiary company or as the subsidiary company may deem fit and proper and that the subsidiary company may (a) make applicable to Mr. Abhay Saraiya such revisions in his existing salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to Provident Fund, Gratuity Fund, Superannuation Fund, etc. as are introduced from time to time in respect of employees of the subsidiary company in equivalent salary scale or grade; and (b) promote him to any higher position or salary scale or grade in due course together with such allowances, benefits, amenities, facilities and other perquisites including contribution to Provident Fund, Gratuity Fund, Superannuation Fund, etc. as are applicable to other employees in equivalent salary scale or grade with such increments as may be permissible under the rules or practices adopted by the subsidiary company or as the subsidiary company may deem fit and proper, provided however that the annual remuneration of Mr. Abhay Saraiya including

such allowances and the value of benefits, amenities, facilities and other perquisites provided by the subsidiary company or the cost whereof is borne by the subsidiary company including applicable leave encashment, contribution to Provident Fund, Gratuity Fund, Superannuation Fund etc. shall not exceed the aggregate sum of Rs. 30.00 lacs on a cost to the company basis.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded pursuant to Section 314(1) and all other applicable provisions, if any, of the Companies Act, 1956, or any amendment or substitution thereof, to the office or place of profit earlier held by Mr. Abhay Saraiya under Excel Genetics Limited, a subsidiary of the Company, as Advisor – Seeds Business, during the period commencing on 10th August, 2009 (i.e. the date on which Excel Genetics Limited became a subsidiary of the Company) up to 14th January, 2010 on a monthly fee of Rs. 45,000/-.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected herewith or incidental hereto.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ONLY ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Instruments appointing proxies should be deposited with the Company at its Registered Office not less than 48 hours before the commencement of the Meeting.

2. An Explanatory Statement relating to the Special Business under Item Nos. 7 and 8 of this Notice as required under Section 173(2) of the Companies Act, 1956, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 17th July, 2010 to Wednesday, the 28th July, 2010 (both days inclusive).
4. Members are requested to notify immediately any change in their addresses to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID No. and to Link Intime India Private Limited, the Company's Registrars and Transfer Agents in respect of their physical shares, quoting Folio No.
5. Payment of dividend as recommended by the Directors, if declared at the Meeting, will be made on or after Monday, the 2nd August, 2010, to the Members whose names stand on the Company's Register of Members on Wednesday, the 28th July, 2010, and to the Beneficial Owner(s) as per the Beneficiary List at the close of business hours on Friday, the 16th July, 2010, provided by the National Securities and Depository Limited and Central Depository Services (India) Limited.
6. Payment of the dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centres by crediting the dividend amount to the bank account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under the RBI Centres who have not furnished the requisite information and who wish to avail of the NECS facility to receive dividend from the Company, may furnish the information to Link Intime India Private Limited, the Registrars and Transfer Agents. The members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through the NECS mechanism.
7. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the amounts of dividends remaining unclaimed for a period of seven years are to be transferred to the Investors' Education and Protection Fund.

The details of dividend declared for the year 2002-03 onwards are given below:

Date of Declaration	Dividend for the year	Dividend Rs. Per Share	Due date of the proposed transfer to the Investors' Education & Protection Fund
29.12.2003	2002-03	1.50	03.02.2011
28.07.2004	2003-04	2.50	02.09.2011
12.09.2005	2004-05	3.75	18.10.2012
26.07.2006	2005-06	3.75	31.08.2013
30.07.2007	2006-07	3.75	04.09.2014
16.07.2008	2007-08	5.00	21.08.2015
17.07.2009	2008-09	5.00	22.08.2016

Members who have not encashed the Dividend Warrants for the above years are requested to write to the Company for revalidation of Dividend Warrants before such unclaimed dividend is transferred to the Investors' Education and Protection Fund.

For and on behalf of the Board of Directors

A.C. SHROFF
Chairman

Registered Office:
184-87, Swami Vivekanand Road,
Jogeshwari (W),
Mumbai-400 102.

Mumbai, 26th May, 2010.

EXCEL CROP CARE LIMITED

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 7

Mr. Ninad D. Gupte was appointed as a Director of the Company with effect from 3rd December, 2008 pursuant to Section 262 of the Companies Act, 1956 and Article 147 of the Articles of Association of the Company to fill up the casual vacancy caused by the resignation of Mr. Douglas J. Rathbone. Pursuant to the provisions of Section 262(2) of the Companies Act, 1956, Mr. Ninad D. Gupte holds office as a Director of the Company only up to the date of the ensuing Annual General Meeting of the Company, being the date up to which Mr. Douglas J. Rathbone would have held the office.

A notice in writing has been received from a member of the Company under Section 257 of the Companies Act, 1956, signifying his intention to propose Mr. Ninad D. Gupte as a candidate for the office of Director of the Company. The requisite sum of Rs. 500/- has been duly received from such member.

Mr. Ninad D. Gupte is a science graduate and holds a PGDBM degree equivalent to MBA from a reputed Institute. He has over 33 years of experience with chemical, petrochemical and agrochemical industries. The Board believes that it would, therefore, be in the interest of the Company to continue to have the benefit of his experience and expertise in the deliberations of the Board.

The Board commends his appointment for acceptance by the members.

Except Mr. Ninad D. Gupte, none of the other Directors of the Company is, in any way, concerned or interested in this resolution.

Item No. 8

Mr. Abhay Saraiya is M.Com., DBM, PGPMS and has 15 years of corporate management experience in various functions. He also has experience in seeds business.

Mr. Abhay Saraiya has been appointed by Excel Genetics Limited as Vice President with effect from 15th January, 2010, on an annual remuneration of Rs. 15.87 lacs. Mr. Abhay Saraiya is related to Mr. Dipesh K. Shroff, Managing Director of the Company. Excel Genetics Limited is a subsidiary of the Company – the Company holds 75% of its paid-up share capital.

Mr. Abhay Saraiya was earlier appointed Advisor – Seeds Business by Excel Genetics Limited with effect from 1st April, 2009 on a monthly fee of Rs. 45,000/-. He held this position up to 14th January, 2010. Excel Genetics Limited allotted 150,000 equity shares to the Company on 10th August, 2009 and it thus became the Company's subsidiary on that date. Mr. Abhay Saraiya held the position of Advisor – Seeds Business in Excel Genetics Limited up to 14th January, 2010.

Section 314(1) of the Companies Act, 1956 provides that a relative of a director of a company can hold office or place of profit carrying a total monthly remuneration of Rs. 10,000 or more under its subsidiary with the consent of the holding company accorded by a special resolution.

The Special Resolution at Item No. 8 of the Notice intends to accord consent of the Members for Mr. Abhay Saraiya to hold and continue to hold the office or place of profit in Excel Genetics Limited, a subsidiary of the Company, as Vice President on an annual remuneration of Rs 15.87 lacs with effect from 15th January, 2010 and also gives consent to increments and revision in his salary from time to time in future and to promote him to any higher position or salary scale or grade in due course together with such allowances, benefits, amenities, facilities and perquisites as are applicable to other employees in equivalent position, salary scale or grade as permissible under the subsidiary company's rules and practices or as may be deemed fit and proper by the subsidiary company, provided that the total annual remuneration of Mr. Abhay Saraiya shall not exceed Rs. 30 lacs, on cost to the company basis. The Special Resolution also seeks to accord consent of the Members for the position earlier held by Mr. Abhay Saraiya in Excel Genetics Limited as Advisor – Seeds Business during the period 10th August, 2009 to 14th January, 2010 on a monthly fee of Rs. 45,000/-.

The Board of Directors recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for the approval of the members.

Mr. Abhay Saraiya is a relative of Mr. Dipesh K. Shroff, Managing Director of the Company, who may be treated as concerned or interested in this resolution. None of the other Directors of the Company is, in any way, concerned or interested in this resolution.

For and on behalf of the Board of Directors

A.C. SHROFF
Chairman

Registered Office:
184-87, Swami Vivekanand Road,
Jogeshwari (W),
Mumbai-400 102.

Mumbai, 26th May, 2010.

EXCEL CROP CARE LIMITED

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting the Forty-Sixth Annual Report and the Audited Statement of Accounts of the Company for the year ended 31st March, 2010.

1. FINANCIAL RESULTS

The salient features of the Company's working are:

	(Rupees in Lacs)	
	2009-10	2008-09
Gross Profit for the year was	66,01.99	52,69.95
Less: Depreciation	8,82.91	8,09.57
Leaving a net profit subject to Taxation of	57,19.08	44,60.38
Less: Taxation (Current, Deferred and Fringe Benefit Tax)	19,85.27	16,74.08
	37,33.81	27,86.30
Add/(Less): Prior Period Adjustments	9.63	(6.26)
	37,43.44	27,80.04
Add: Balance brought forward from the previous year	10,76.60	9,40.36
Leaving a balance available for disposal of	48,20.04	37,20.40
Appropriations:		
Proposed Dividend	6,87.85	5,50.28
Tax on Dividend	1,14.24	93.52
Transfer to General Reserve	30,00.00	20,00.00
	38,02.09	26,43.80
Carried forward to next year	10,17.95	10,76.60

2. DIVIDEND

Your Directors have recommended a dividend of 125% amounting to Rs. 6.25 per share of Rs. 5.00 each as compared to a dividend of 100% (Rs. 5.00 per share) in the previous year.

3. OPERATIONS

During the year under review, the net sales decreased from Rs. 685.10 crores in the previous year to Rs. 620.41 crores. Domestic sales marginally increased from Rs. 391.55 crores in the previous year to Rs. 403.96 crores in the year under review whereas the export turnover dropped sharply by 26% from Rs. 293.55 crores to Rs. 216.45 crores.

Sharp drop in price of Glyphosate, a major weedicide product of the Company, in the international market was the major reason for the fall in exports. In the domestic market, the sales offtake was higher. However, prices of several of the Company's products were significantly lower in comparison to the previous year. The lower sales realisation was, however, compensated by lower input costs and did not reduce profitability.

The Company's profit before tax in the year under review has increased to Rs. 57.19 crores from Rs. 44.60 crores in the previous year mainly for the reason that in the previous year the Company had an abnormal and large foreign exchange/derivative loss of Rs. 32.42 crores whereas in the year under review there is a foreign exchange gain of Rs. 0.30 crore.

4. NEW PRODUCTS

During the year under review, the Company introduced a new rust fungicide in the international market. This product is proposed to be introduced in the domestic market as well. The Company also introduced an acaricide which is well received in the market. To meet the changing market requirements, the Company has been increasing its retail pack range and augmenting and modifying its packaging facilities. The Company continues its efforts at energy conservation and energy cost reduction.

5. OUTLOOK

The agriculture sector in India continues to receive focused attention from the Central as also the State Governments. Crop failure last year and the resultant food shortages and food price inflation once again highlighted the importance of this sector for the country's economy. The private sector has been making significant investments in farming and rural sectors as these segments are seen as future growth drivers for the economy. Farmers are receiving attractive price for their produce and are able to spend on quality farm inputs. The Indian agriculture sector and the rural economy continue to grow at a steady and satisfactory pace. With one more near-normal monsoon forecast for the current year, the short-term outlook for the agrochemicals industry and your Company appears reasonably good. The Company continues to focus on growth of its branded products. Exports continue to remain the focus area of growth for your Company. The Company strives to make up for the ground lost in the year under review in the export arena. At the same time the Company remains conscious about the high credit risk associated with some geographies in the export markets. The Company continues to make efforts to explore and penetrate new export markets.

6. TRANSFER OF SEEDS BUSINESS TO EXCEL GENETICS LIMITED

The Company transferred its seeds business as a going concern to Excel Genetics Limited (formerly, Harvest Inte-Agro Limited) with effect from 1st July, 2009 by transfer of fixed and current assets, liabilities and provisions, trade marks, copyrights, licences, registrations, contracts, etc. relating to the seeds business at book value. The services of employees of the seeds business were also transferred to Excel Genetics Limited. The Company acquired 75% stake in Excel Genetics Limited by subscribing to its 1,50,000 equity shares of Rs. 10/- each at par and it thus became the Company's subsidiary.

7. SAFETY, HEALTH AND ENVIRONMENT

During the year, the Company made significant investment in upgrading effluent treatment facilities at its Bhavnagar Site. The Company continues to hold ISO-9001, ISO-14000 and ISO-18001 certifications which lead to a better working environment at manufacturing sites. The Company also continues to sustain its SA 8000 – Certification for Social Accountability for all its sites. Safety and fire fighting training programmes and mock drills are conducted regularly for the Company's employees. All the manufacturing sites of the Company are covered by safety audit.

8. QUALITY

The Company continues to maintain ISO:9001-2008 Quality Management System for all its three manufacturing sites at Bhavnagar, Gajod and Silvassa and the quality of its products is maintained and upgraded to the applicable national and international quality standards. The Company continues to enjoy the reputation of a consistent and reliable quality supplier and has received appreciation and awards from many of its key customers.

9. EDUCATION, LEARNING AND HUMAN DEVELOPMENT

Human Resource is considered as the most valuable business asset by the Company. Your Company continues to invest in people through training and developmental efforts and by providing its employees opportunities to learn and upgrade their skills and acquire knowledge in related and new areas. During the year under review, the Company conducted several training programmes and workshops on subjects like creating future leaders, team building and interpersonal relationship. The Company endeavours to ensure that it has requisite skills to meet with ever-changing and new business requirements.

Safety, health and caring for the environment have always been the focus of the Company. The Company vigorously pursues its initiatives for educating farmers and dealers in proper and safe handling and usage of its products. The Company continues to conduct programmes for providing the farmers with technical know-how and educating them on modern techniques of agriculture including crop management, soil management and judicious use of water, fertilisers and pesticides.

10. SOCIAL RESPONSIBILITY

The Company maintains its tradition of supporting activities, organisations and projects contributing to a wide range of socio-economic, educational and health initiatives and rural community development. The Company has identified soil health management, a major concern for the farming community, as a special focus area. Rural health, water management, water salinity prevention are the areas receiving your Company's attention as a part of its social responsibility. Your Company also actively promotes youth and child development initiatives in rural areas. It also holds health check-up and blood donation camps and tree planting campaigns.

11. INSURANCE

The Company continues to carry adequate insurance cover for all its assets against foreseeable perils like fire, flood, earthquake etc. and continues to maintain Consequential Loss (Fire) Policy and the Liability Policy as per the provisions of Public Liability Insurance Act.

12. SUBSIDIARIES

Pursuant to Section 212 of the Companies Act, 1956, the Accounts of Excel Industries (Australia) Pty Ltd., Excel Industries (Europe) N. V., ECCL Investments and Finance Limited and Excel Genetics Limited, subsidiaries of the Company, are annexed.

13. FIXED DEPOSITS

The Company has discontinued its Fixed Deposit Schemes. The amount of Fixed Deposits remaining unclaimed at the end of the year under review from out of the amount allocated to the Company pursuant to the Scheme of Arrangement with Excel Industries Limited is Rs. 3.59 lacs involving 33 depositors.

14. DIRECTORS

The Board of Directors had appointed Mr. Ninad D. Gupte as a Director of the Company on 3rd December, 2008 to fill up a casual vacancy. Mr. Gupte holds office up to the date of the ensuing Annual General Meeting of the Company. A notice in writing has been received from a member of the Company under Section 257 of the Companies Act, 1956, signifying his intention to propose Mr. Ninad D. Gupte as a candidate for the office of Director of the Company. Mr. Ninad D. Gupte is a science graduate holding a post graduate diploma in business management and has extensive experience and expertise in agrochemicals, chemicals and petrochemicals industries. Mr. Gupte is also the Vice-Chairman of a prestigious trade association representing the agrochemicals industry. It would be in the interest of the Company that the Board of Directors continue to avail of the benefit of Mr. Ninad D. Gupte's experience and expertise.

Mr. Sandeep Junnarkar, Mr. B. V. Bhargava and Dr. Mukul G. Asher, Directors, retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for re-appointment. The Board commends their re-appointment.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; and
- (d) they have prepared the annual accounts on a going concern basis.

16. CORPORATE GOVERNANCE

Your Company is committed to the principles of good Corporate Governance and the Board of Directors lays strong emphasis on transparency, accountability and integrity. Your Company has complied with all the requirements of the Code of Corporate Governance as per Clause 49 of the Listing Agreements with the Stock Exchanges and pursuant thereto, Management Discussion and Analysis, Corporate Governance Report and the Auditors' Certificate regarding compliance of the same are annexed as a part of this Annual Report.

17. PERSONNEL

The relations between the employees and the management continue to be cordial. Your Directors wish to place on record their appreciation of the sincere and devoted efforts of the employees and the management staff at all levels.

18. OTHER INFORMATION

The information required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, regarding employees and forming part of this Report is furnished in the Annexures to this Report.

19. AUDITORS

Messrs S. R. Batliboi & Company, whose term of office as the Auditors of the Company will expire at the conclusion of the ensuing Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment as Auditors of the Company.

20. CONSOLIDATED ACCOUNTS

The Auditors have commented in their Report on the Consolidated Accounts that the same have been prepared taking into account the unaudited financial statements for the year 2009-10 of Aimco Pesticides Limited and Kutch Crop Services Limited, associate companies. The financial statements of these companies are under preparation and audit and the differences, if any, between the audited and the unaudited financial statements shall be dealt with in the Consolidated Accounts in the next financial year.

21. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the wholehearted co-operation received from the Company's Shareholders, Bankers, various authorities of the Governments and business associates.

For and on behalf of the Board of Directors

A. C. SHROFF
Chairman

Mumbai, 26th May, 2010.

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and forming part of the Directors' Report for the year ended 31st March, 2010.

Sr. No.	Name of the Employee	Designation/ Nature of duties	Remu- neration (Rupees)	Qualifications	Experi- ence (Years)	Date of com- mencement of employment	Age (Years)	Particulars of last employment
								Employer, last post and period for which post held
1.	Dipesh K. Shroff	Managing Director	95,28,800	Dip. in Civil Engineering	29	01.09.2003	50	Excel Industries Limited Joint Managing Director (3 years)
2.	Prakash K. Shroff	Executive Director	69,15,600	Dip. in Electrical Engineering	41	01.09.2003	64	Excel Industries Limited President (Agri Business) (3 years)
3.	Ashok K. Jain	Sr. Vice Presi- dent (R & D and Operations)	26,71,839	B. Chem. Eng. (BUDCT)	35	01.09.2003	59	Excel Industries Limited Sr. Vice President – Business Devel- opment (Agri Business) (3 Years)
4.	K. Srinivasan	Sr. Vice Presi- dent (Finance & Accounts)	25,94,477	B.Com. (Hons.), FCA, FCS	36	01.09.2003	60	Excel Industries Limited Sr. Vice President – Finance and Accounts (2 Years)
5.	R. Hariharan	Vice President (International Business)	25,70,189	B.Sc., MBA (International Marketing)	23	01.09.2003	44	Excel Industries Limited General Manager (International Business) (1 Year)
6.	V. P. Rathod*	Vice President (Seeds Busi- ness)	9,04,243	B.Sc.	38	01.09.2003	61	Excel Industries Limited General Manager (West Zone) (3 Years)
7.	Anil Kadian*	General Manager	17,66,729	M.Sc. (Agri.) MBA (Marketing)	24	17.04.2006	50	Tata Chemicals Ltd. Operations Manager – Farm Management Services (2 Years)

- Notes:
1. Remuneration mentioned above includes salary, commission, allowances, value of perquisites, Company's contribution to Provident Fund and Superannuation Fund but does not include contribution/provision towards Gratuity Fund.
 2. The nature of employment is contractual in all the above cases.
 3. The employees are not relatives of any other Directors of the Company.
 4. Asterisk against the name indicates that the employee was in service only for a part of the year.

For and on behalf of the Board of Directors

A. C. SHROFF
Chairman

Mumbai, 26th May, 2010.

EXCEL CROP CARE LIMITED

ANNEXURE TO DIRECTORS' REPORT

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(A) CONSERVATION OF ENERGY

(a) *Energy Conservation Measures implemented in the recent past:*

- Installation of energy efficient FRP fan blades in cooling towers.
- Installation of auto control system to cut-off fan rotation during winter.
- Optimisation of instrument air pressure.
- Installation of solar water heating system to meet hot water requirement.

(b) *Additional investments and proposals, if any, being implemented for reduction in consumption of energy:*

- Introduction of energy efficient motors.
- Installation of 'Light Emitting Diode' lighting in place of conventional lamps to reduce energy consumption.
- Installation of auto control valves to meet hot water requirement.

(c) *Impact of Measures at (a) and (b):*

The above measures of energy conservation have resulted in savings of power and fuel during the year under review.

(d) *Total energy consumption and energy consumption per unit of production as per prescribed Form A:*

	Current Year (2009-10)	Previous Year (2008-09)
A. Power and Fuel Consumption		
1. Electricity		
(a) Purchased		
Unit ('000 Kwh)	18,796 *	18,013 *
Total Amount (Rs. in lacs)	11,69.28	10,95.00
Rate/Unit (Rs.)	6.22	6.08
(b) Own Generation		
(i) Through Diesel		
Generated Unit ('000 Kwh)	46	47
Units per Ltr. of Diesel Oil	2.48	3.42
Cost/Unit (Rs.)	15.01	10.57
(ii) Through Steam	Nil	Nil
(iii) Others (Through Windfarms)		
Generated Unit ('000 Kwh)	4,786	4,947
Total Cost (Rs. in lacs)**	1,32.08	1,38.42
Rate/Unit (Rs.)	2.76	2.80
2. Coal		
Qty. (MT)	4,449.48	3,217.50
Total Amount (Rs. in lacs)	2,10.30	1,96.33
Avg. Rate (Rs./Kg.)	4.73	6.10
3. Fuel		
Qty. (KL)	286	831
Total Amount (Rs. in lacs)	60.89	2,98.94
Avg. Rate (Rs./Ltr.)	21.29	35.99

	Current Year (2009-10)	Previous Year (2008-09)
4. Lignite		
Qty. (MT)	6,441	5,658
Total Amount (Rs. in lacs)	1,28.90	1,39.55
Avg. Rate (Rs./Kg.)	2.00	2.47
5. Bio Fuel		
Qty. (MT)	100	Nil
Total Amount (Rs. in lacs)	4.78	Nil
Avg. Rate (Rs./Kg.)	4.78	Nil
6. Steam Purchased	Nil	Nil

Notes: * Exclusive of Units generated by Windfarms.

** Expenses include salaries, wages, insurance, depreciation and interest.

B. Consumption per ton of production

	Current Year (2009-10)										Previous Year (2008-09)									
	Furnace Oil		Lignite		Coal		Bio Fuel		Electricity		Furnace Oil		Lignite		Coal		Bio Fuel		Electricity	
	Ltr.	Rs.	Kg.	Rs.	Kg.	Rs.	Kg.	Rs.	Unit	Rs.	Ltr.	Rs.	Kg.	Rs.	Kg.	Rs.	Kg.	Rs.	Unit	Rs.
1. Pesticides	8	173	138	275	98	467	2	10	349	2174	28	734	192	422	80	642	Nil	Nil	303	1847
2. Pesticide Intermediates	16	344	671	1343	441	2068	10	50	436	2727	65	1680	428	940	182	1460	Nil	Nil	2658	16205

(B) TECHNOLOGY ABSORPTION

Form 'B' for disclosure of particulars with respect to Technology Absorption.

RESEARCH & DEVELOPMENT (R&D)

1. Specific areas in which R&D carried out by the Company:

- Process development for new products.
- Continuation of process development activity for existing products to further improve yields, quality and reduce environmental load.
- Evolving new product processes which culminated in application for registration for three patents of which two patent registrations have been granted.
- Scientific data generation and field studies of new molecules and their formulations for registration in domestic and international markets.
- Screening of selective microbes for development of soil productivity enhancers.
- Soil and water analysis results being offered to farmers to evaluate their soil conditions and derive remedial solutions.
- Development of new eco-friendly pesticide formulations.

2. Benefits derived as a result of the above efforts:

- Expansion of product range for the Company.
- Soil health management initiative will help to improve soil and increase farm productivity.
- Cost effective, safer and convenient solutions to farmers through new product offerings.
- Environment-friendly products and waste treatment and thereby reduce adverse environmental impact.
- Improvement in quality, raw materials efficiency and waste reduction.
- Improvement in environment owing to emission reduction.

3. *Future Plan of Action:*

- (a) Introduction of new pesticides and bio-products as well as safer formulations to widen the product range.
- (b) Up-gradation of analytical facilities to meet global trends and obtaining NABL certification for Soil Health Research Laboratory.

4. *Expenditure on R&D for the year 2009-10:*

	(Rs. '000)
(a) Capital	40,29
(b) Recurring	620,93
(c) Total	661,22
(d) Total R & D expenditure as a percentage of total turnover	1.07%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. *Efforts in brief, made towards technology absorption, adaptation and innovation:*

Development of in-house indigenous technologies to meet global requirements and to provide eco-friendly products under Integrated Crop Management and Integrated Pest Management practices.

Creation of product efficacy evaluation and dosage optimisation facility comprising of micro spraying appliance and state of art climate controlled greenhouse.

2. *Benefits derived as a result of the above efforts:*

In-house indigenous technology development with an emphasis on cost competitiveness, quality and waste reduction as well as development of eco-friendly products under ICM & IPM practices has helped the Company to withstand domestic and global competition.

3. *Technology imported during the last five years:*

The Company has not imported any technology.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:

- The Company proposes to set up a Branch/Subsidiary in Africa to strengthen its initiatives of increasing business in the continent.
- The Company continues to focus its efforts to increase the share of branded formulation in its export turnover.
- Market development in new export markets in Asia, Africa and the CIS being pursued.
- The Company has obtained new product registrations in new markets in Asia and Africa which would help it expand business in these geographies.
- The Company continues to invest in data generation/acquisition for product registration in international markets.

(b) Total foreign exchange used and earned:

	(Rs. in crores)
Used	162.07
Earned	216.45

For and on behalf of the Board of Directors

A. C. SHROFF
Chairman

Mumbai, 26th May, 2010.

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Structure & Developments:

The Company is engaged in the business of agrochemicals comprising insecticides, weedicides, fungicides, fumigants and rodenticides. The Company's product basket also includes Soil Enricher, Bio-Pesticides and Plant Growth Promoters. During the year the Company transferred its seeds business to Excel Genetics Limited which is now a subsidiary company.

Among the agrochemicals, insecticides have dominated consumption pattern in India. However, its share is steadily declining year after year owing to introduction of genetically modified crops such as cotton and increasing consumption of weedicides and fungicides which are witnessing fast growth. Cotton crop used to be the single largest consumer of agrochemicals in India. However, with the advent of genetically modified cotton crop, the picture has drastically changed. Rice, wheat, soybean, pulses, plantation crops, fruits and vegetables have emerged as major consumers of agrochemicals. Food shortages and food price inflation seen across the world in past few years has brought focus on efficient and effective storage of food grains which can balance demand-supply gaps from year to year and provide for a stable price regime. This has brought about renewed focus on 'post-harvest crop protection products' like fumigants and rodenticides. These products are forging good growth in the past few years.

The fortunes of the agrochemicals industry are interwoven with the fortunes of agriculture. With the relatively slow pace of agricultural growth in India, the agrochemicals industry too is growing at a low rate.

The industry comprises of diverse players ranging from small and medium ones dealing in generic molecules to large multinationals with high-priced new generation molecules and patented products.

The industry has built up large capacities in India and has many manufacturers, especially in formulation business and has a fairly high level of competition. The seasonal nature of the business and the climatic uncertainties compel the industry to carry a large inventory for long periods. Domestic market has been attracting attention of multinationals who visualise good growth opportunity in the domestic market. The domestic industry has been witness to a steady increase in market share by new generation and patented molecules.

Supply of high quality products at competitive prices, development of new products/formulations and product registration are emerging as key success factors.

The domestic industry is continuously striving to increase exports by providing quality products at competitive prices with a view to ensure better utilisation of capacities as also to hedge against uncertain climatic conditions within the country. Over the years, India has emerged as a significant supplier of agrochemicals in the international market. Globally the agrochemicals business is stable and not growing much and this leads to intense competition, especially in generic molecules segment, which manifests in dropping prices and declining industry margins.

2. Opportunities and Threats:

Agriculture is the mainstay of rural economy and supports over two-thirds of the country's population. It continues to receive attention of the Central and State Governments through favourable agriculture policies, minimum support price for major produces, subsidies, developmental programmes and schemes and availability of credit and finance through various schemes.

With decent minimum support prices and attractive open market prices for several crops, the farmers are receiving remunerative price for their produce. With increasing purchasing power in hand, the farmers afford to spend on better farm inputs as well as for personal consumption. Private sector also visualises good growth potential for investment in agriculture and agro-based businesses. Rapidly developing food processing industry is helping in large measure the growth of the farming sector. Steady performance of the rural economy in the face of recent sluggishness in other segments of the country's economy is another factor attracting attention of the private sector to rural areas in general and to agriculture in particular.

With large food grain stocks being carried by the government organizations and the food processing industry, the demand for post-harvest crop protection chemicals is rising. Farmers have also acquired stock holding capacity and wait for right price in market. This also increases demand for such products.

All these factors point to reasonably good growth prospects for agriculture and, by logical extension, for the agrochemicals industry. Pesticides consumption in India is very low by the world consumption standard and there is scope for increasing the same by making their judicious use. Amongst the States also there are large variations in per acre pesticide consumption. All these factors underline untapped growth potential in the domestic market.

Genetically modified (GM) cotton crop now accounts for a large share of the cotton acreage in India. New varieties of GM cotton seeds are being introduced which further increase GM cotton crop acreage. GM cotton has adversely impacted consumption of some insecticides which target cotton-specific pests. However, GM cotton crop does need protection against other pests and this opens up opportunity for some different variety of insecticides. Also a GM crop needs good nurturing to make it economically viable and this has opened opportunity for growth of weedicides and soil nutrients products.

The Company, with its vast experience in pest control practices, wide product range and efficient and effective distribution network, has been taking various steps like launching new products and formulations, introduction of combi-products, improving processes to enhance yield and quality and reducing costs in order to maintain its lead in the industry and stay competitive. In the year under review, the Company introduced an acaricide molecule in the domestic market and a new fungicide in the international market. The Company continues to offer new and innovative products for weed control. The Company's weedicide product range is gaining new markets and customers and to meet with the increasing market demand the Company has plans to expand production capacity for weedicides and their formulations.

The Company's 'post-harvest crop protection products' are posting good growth in domestic and international markets. The Company has also been introducing new generation products and enlarging its product portfolio.

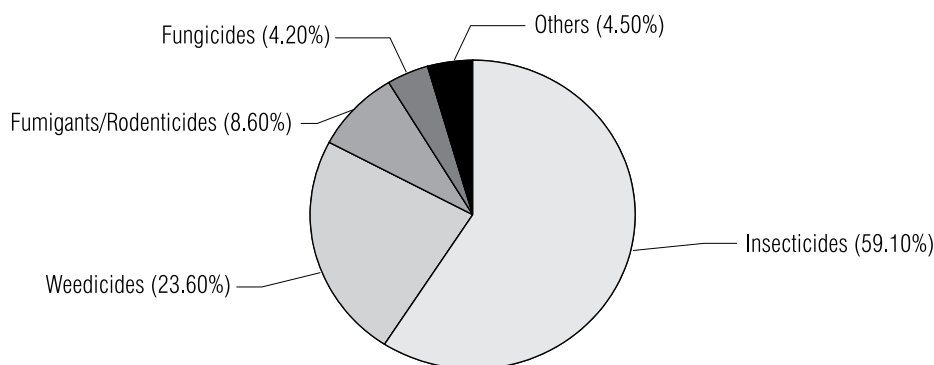
The Company strives at finding application of its products for the newer crops through field trials and thereby widen coverage for its existing products to more crops. The Company also markets bio technology products such as Soil Enricher, Bio-Pesticides and Plant Growth Promoters. These products, though small in market size, have niche market position and hold good growth potential. This product group is useful in the area of plant and soil nutrition, organic farming and soil health management – the areas of interest for your Company. The Company has a state-of-the-art soil health research laboratory to analyse soil composition and assess soil health and to develop products for soil rejuvenation and nutrition.

The export market continues to offer good growth opportunities to the Company. The Company has been strengthening its presence in the overseas market by exploring new markets, promoting existing and new products, especially branded products, protecting its existing product registrations and making investment in new product registrations. Product registration acts as an entry barrier in a new export market and it is vital to continue investing in new product registrations and protecting the existing ones. The Company continues to explore opportunity for its products in new geographies and makes concerted efforts for product registration in these countries with a view to entering new markets.

3. Segment-wise performance and outlook:

The Company's domestic sales increased from Rs. 391.55 crores in the previous year to Rs. 403.96 crores in the year under review. Exports however reduced from Rs. 293.55 crores in the previous year to Rs. 216.45 crores in the year under review.

Share of various product classes in the Company's sales turnover in 2009-10:



With increasing emphasis on agriculture in public policies, increasing purchasing power in the hands of farmers and near normal monsoon forecast, the current year outlook for the industry and the Company appears reasonably good.

A strong brand gives market depth and long term advantages in terms of strong and consolidated market position. Over the years, the Company has made sustained efforts at brand building. This has yielded good results and today branded products dominate the Company's sales turnover accounting for about two-thirds of the turnover. Branded products, however, require higher investment in inventories and book debt. The Company has a strong network of dedicated distributors and dealers many of whom have decades-long association with the Company. The Company has been quick in responding to changing demand for retail pack and has built up packaging facilities suitably.

The Company has been working closely with farmers, in India and several other countries, through its various programmes including 'Excel & Me' and 'Excel Kisan Mitra' and provides comprehensive package of products, services, knowledge and solutions to farmers. The Company has also set up phone helplines to provide help and advice to farmers on various farming subjects.

The initiatives taken by the Company in promoting Integrated Pest Management (IPM) and Integrated Crop Management (ICM) and its investment in brand promotion, developing closer ties with farmers and corporate image building are helping it in maintaining leading position in the industry. The Company's recent initiatives in soil health management are bringing it further closer to the farmers.

4. Risks and Concerns:

In the last two decades, Indian economy has posted spectacular growth. However, the growth of agriculture sector which supports about 70% of the population but accounts for less than 25% of the GDP, is sluggish. This consequently limits growth prospects of the agrochemicals industry.

The agrochemicals industry is directly affected by climatic conditions. Again, different climatic conditions throw up different and complex needs and requirements and the demand for different molecules and products changes accordingly. All these factors point to a high degree of uncertainties and complexities.

The financial year 2009-10 had erratic monsoon and adverse climatic conditions in India. This resulted in low farm production leading to food shortages and high food price inflation. High food prices continue to remain a general cause of concern. In spite of unfavourable climatic conditions, the pesticides consumption in India grew, albeit at a low rate. Prices of several agrochemical products were significantly lower than in the previous year. The Company registered higher sales volumes for its mainline products. However, owing to reduced price realisation, the overall value of sales turnover in the domestic market grew by about 3%.

The Company's exports registered a sharp fall in 2009-10. Several markets, where the Company operates, had unfavourable climatic conditions which adversely impacted farming. Another main reason for export fall was a sharp reduction in the sales of Glyphosate Technical. Globally, this product was under extreme short supply in 2008-09 which drove up pricing and resulted in opportunity sales for the Company in 2008-09. However, the situation dramatically reversed in 2009-10 with a major reduction in global demand and a steep increase in global capacities and a resultant fall in prices. Besides this, the use of Endosulfan was under review in Brazil which temporarily affected the imports of the product into Brazil. However, this situation was successfully addressed by the Brazilian and international stewardship and end-user groups and the usage and imports of the product resumed in the last quarter of the year 2009-10.

Some of the developing countries in Asia, Africa and South America offer good export opportunities with attractive returns. However, exports to these countries also lead to higher exposure to credit and political risks, especially in the present times of economic slowdown.

Large capacity built up in the domestic industry leading to skewed demand – supply position and significant imports are leading to high competition, ultimately leading to undercutting of prices and gradually falling margins, high credit periods and receivables and the attendant costs and risks.

Over the years the Company has established strong brand image of its products with farmers in India and several other countries. Strong brand has its own perils and gives rise to risk of counterfeiting. Counterfeiting has twin hazards – loss of sales and damage to the brand and the Company's image. Of late, the Company has come across several instances of

counterfeiting of its products and availability in market of products deceptively resembling the Company's branded products. The Company is taking necessary measures to safeguard its brand, image and interests in the market place.

Availability of cheap spurious products in the market and the negative image created in the public mind through misinformation campaign about the adverse impact of pesticides on food, water, environment and human health continues to be a cause of concern for the industry.

Similarly, there is a systematic misinformation campaign to malign some generic molecules. The idea is to bring about restriction or prohibition on use of these molecules so as to create room for new, high-priced patented molecules. Electronic and print media also are being manipulatively used in such campaign which is based on false, unfounded and unsubstantiated allegations by vested interests.

The Company's leading product Endosulfan is under pressure with the European Union seeking an inclusion of the product under the Stockholm and Rotterdam Conventions. However, the product continues to receive support at these Conventions from India and other agriculturally important countries where Endosulfan is used extensively.

The Company is taking necessary measures to safeguard the environment in its area of operations and in educating dealers, farmers and users, in safe and correct use of pesticides. The Company is also working closely with some voluntary agencies in addressing the issues relating to soil and water management which are of prime importance to the farmers and the nation.

5. Internal control systems and their adequacy:

The Company has proper and adequate system of internal controls which ensures that all the assets are safeguarded against loss from unauthorised use or disposition and that all transactions are authorised, recorded and reported correctly. The Company has assigned internal audit function to professional firms of Chartered Accountants. Regular internal audits and checks are carried out to ensure that the delegated responsibilities are discharged effectively and that adequate internal control systems are in place and functioning. All major findings and suggestions arising out of internal audit are reported to and reviewed by the Audit Committee. The Management ensures implementation of these suggestions and reviews them periodically. A strong internal audit system and an effective Audit Committee of the Board have led to the further strengthening of the internal controls within the organisation.

6. Financial Performance & Analysis:

The net sales reduced from Rs. 685.10 crores in the previous year to Rs. 620.41 crores in the year under review. The profit before tax however increased from Rs. 44.60 crores in the previous year to Rs. 57.19 crores in the year under review.

7. Human Resource Development/Industrial Relations:

The Company ensures that it has adequate human skills commensurate with its requirements. The Company continuously strives to upgrade skills and competence of its human resources. Measures for safety, training, welfare and development of employees receive top priority. Industrial relations continue to be cordial and harmonious.

The employee strength of the Company on 31st March, 2010 was 1,218.

8. Cautionary Statement:

Statements in this report on Management Discussion and Analysis relating to the Company's objectives, projections, estimates, expectations or prediction may be forward looking within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results might differ materially from those expressed or implied depending upon factors such as climatic conditions, global and domestic demand-supply conditions, finished goods prices, raw materials cost and availability, foreign exchange market movements, changes in Government regulations and tax structure, economic and political developments within India and the countries with which the Company has business and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

EXCEL CROP CARE LIMITED

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on the Code of Corporate Governance

Corporate Governance primarily involves transparency, full disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. The Corporate Governance Code has also been incorporated in Clause 49 of the Listing Agreements with the Stock Exchanges.

The Company endeavours not only to meet the statutory requirements in this regard but also to go well beyond them by instituting such systems and procedures as are in accordance with the latest global trends of making management completely transparent and institutionally sound.

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholder value. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important policy matters.

2. Board of Directors

The Board of Directors comprises one Managing Director, one Executive Director and ten Non-Executive Directors. The Company does not have any Nominee Director appointed by the Financial Institutions.

The Company has obtained the requisite disclosures from the Directors in respect of their directorship in other companies and membership/chairmanship in committees of other companies. The particulars of composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also the number of directorships/memberships of committees of other companies, are as under:

NAME	CATEGORY	NO. OF BOARD MEETINGS ATTENDED DURING 2009-10	ATTENDANCE AT LAST AGM	NO. OF OTHER DIRECTORSHIPS IN COMPANIES INCORPORATED IN INDIA	NO. OF OTHER BOARD COMMITTEE OF WHICH HE IS MEMBER/ CHAIRMAN
Mr. A. C. Shroff Chairman	Promoter- Non Executive	6	Yes	9	1
Mr. Dipesh K. Shroff Managing Director	Promoter- Executive	5	Yes	15	2
Mr. Prakash K. Shroff Executive Director	Non-Independent- Executive	6	Yes	4	2
Mr. J. R. Naik	Non-Independent- Non-Executive	6	Yes	10	1
Dr. Mukul G. Asher	Independent- Non-Executive	5	Yes	—	—
Mr. Sandeep Junnarkar	Independent- Non-Executive	2	Yes	11	11
Mr. B. V. Bhargava	Independent- Non-Executive	6	Yes	8	7

NAME	CATEGORY	NO. OF BOARD MEETINGS ATTENDED DURING 2009-10	ATTENDANCE AT LAST AGM	NO. OF OTHER DIRECTORSHIPS IN COMPANIES INCORPORATED IN INDIA	NO. OF OTHER BOARD COMMITTEE OF WHICH HE IS MEMBER/ CHAIRMAN
Mr. Kevin Martin	Non Independent-Non-Executive	3	No	–	–
Mr. Sharad L. Patel	Independent-Non-Executive	6	Yes	5	–
Mr. Vinayak B. Buch	Independent-Non-Executive	4	No	2	2
Mr. Deepak Bhimani	Independent-Non-Executive	6	Yes	4	1
Mr. Ninad D. Gupte	Non-Independent - Non-Executive	6	Yes	5	3
Mr. L. Rajagopalan (Alternate to Dr. Mukul G. Asher)	Independent - Non-Executive	1	Yes	2	5

The Company held 6 meetings of its Board of Directors during the year on the following dates:

3rd April, 2009	20th May, 2009	17th July, 2009
28th October, 2009	29th January, 2010	31st March, 2010

3. Particulars of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Sandeep Junnarkar
Date of Birth	02.07.1951
Date of Appointment	03.09.2003
Expertise in specific functional areas	Legal
Qualifications	B.Sc. (Hons), LL.B.
Other Public Companies in which Directorship held	<ol style="list-style-type: none"> 1. Everest Industries Ltd. 2. IL&FS Infrastructure Development Corp. Ltd. 3. Jai Corp. Ltd. 4. Jai Realty Ventures Limited 5. Reliance Industrial Infrastructure Ltd. 6. Reliance Industrial Investments & Holdings Ltd. 7. Reliance Ports and Terminals Ltd. 8. Sterlite Energy Ltd. 9. Sterlite Industries (India) Ltd. 10. Sunshield Chemicals Ltd. 11. The Bombay Incorporated Law Society

Other Public Companies in which membership of Committees of Directors held	<p>Member of Audit Committee:</p> <ol style="list-style-type: none"> 1. Everest Industries Ltd. 2. Reliance Industrial Infrastructure Ltd. 3. Sterlite Energy Ltd. 4. Sterlite Industries (India) Ltd. <p>Member of Shareholders'/Investors' Grievance Committee:</p> <ol style="list-style-type: none"> 1. Reliance Industrial Infrastructure Ltd. 2. Sterlite Energy Ltd. 3. Sterlite Industries (India) Ltd. (Chairman) <p>Member of Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Everest Industries Ltd. 2. IL&FS Infrastructure Development Corp. Ltd. 3. Reliance Industrial Infrastructure Ltd. 4. Sterlite Energy Ltd.
No. of shares held in the Company as on 31st March, 2010	Nil

Name of the Director	Mr. B. V. Bhargava
Date of Birth	16.04.1936
Date of Appointment	29.10.2003
Expertise in specific functional areas	Development Banking, Project Finance and Credit Rating
Qualifications	M.Com., LL.B.
Other Public Companies in which Directorship held	<ol style="list-style-type: none"> 1. CRISIL Ltd. 2. Grasim Industries Ltd. 3. ICICI Lombard General Insurance Company Ltd. 4. J. K. Lakshmi Cement Ltd. 5. Supreme Industries Ltd. 6. L & T Infrastructure Finance Company Ltd. 7. Grasim Bhiwani Textiles Ltd. 8. Lakshmi Precision Screws Ltd.
Other Public Companies in which membership of Committees of Directors held	<p>Member of Audit Committee:</p> <ol style="list-style-type: none"> 1. CRISIL Ltd. 2. J. K. Lakshmi Cement Ltd. (Chairman) 3. Grasim Industries Ltd. (Chairman) 4. Grasim Bhiwani Textiles Ltd. (Chairman) <p>Member of Shareholders'/Investors' Grievance Committee:</p> <ol style="list-style-type: none"> 1. CRISIL Ltd. (Chairman) <p>Member of Remuneration Committee:</p> <ol style="list-style-type: none"> 1. CRISIL Ltd. (Chairman) 2. Supreme Industries Ltd.
No. of shares held in the Company as on 31st March, 2010	Nil

Name of the Director	Dr. Mukul G. Asher
Date of Birth	17.12.1943
Date of Appointment	03.09.2003
Expertise in specific functional areas	Economics, Public Finance and Social Security
Qualifications	B.A. (Hons.), M.A., Ph.D.
Other Public Companies in which Directorship held	1. UTI International (Singapore) Pvt. Ltd. 2. Aditya Birla Sun Life Asset Management Company Pte. Ltd., Singapore. 3. Candor RE Management Company, Mauritius
Other Public Companies in which membership of Committees of Directors held	Nil
No. of shares held in the Company as on 31st March, 2010	Nil

Name of the Director	Mr. Ninad D. Gupte
Date of Birth	31.08.1953
Date of Appointment	03.12.2008
Expertise in specific functional areas	Commercial functions, Corporate Management and Indirect Taxes.
Qualifications	B.Sc., PGDBM (XLRI – Jamshedpur)
Other Public Companies in which Directorship held	1. Crop Care Federation of India 2. Transpek Industry Ltd. 3. Agrocet Industries Ltd. 4. TML Industries Ltd. 5. Excel Genetics Ltd. 6. Transpek Industry (Europe) Ltd.
Other Public Companies in which membership of Committees of Directors held	Member of Audit Committee: 1. Transpek Industry Ltd. 2. TML Industries Ltd. Member of Remuneration Committee: 1. Transpek Industry Ltd.
No. of shares held in the Company as on 31st March, 2010	120

4. Shareholding of Non-Executive Directors as on 31st March, 2010

Mr. A. C. Shroff holds 83,070 shares and Mr. Ninad D. Gupte holds 120 shares in the Company on 31st March, 2010. Other Non-Executive Directors do not hold shares in the Company as on 31st March, 2010.

5. Audit Committee

The role of the Audit Committee is to supervise the Company's reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors, Internal Auditors and Cost Auditors and fixation of their remuneration, to approve the appointment of the Chief Financial Officer, to review and discuss with the Auditors about the adequacy of internal control systems, the scope of Audit including the observations of the Auditors, major accounting policies, practices and entries, compliances with Accounting Standards and Listing Agreements with the Stock Exchanges and other legal requirements concerning financial statements and related party transactions, to review the Company's financial and risk management policies, Management Discussion and Analysis of financial condition and results of operations, the financial statements of the Company's Subsidiaries and discuss with Internal Auditors any significant findings for follow-up thereon and to review the Quarterly and Annual Financial Statements before they are submitted to the Board of Directors.

The Minutes of the Audit Committee Meetings are circulated to the Members of the Board, discussed and taken on record. The Company has complied with the requirements of Clause 49(II) (A) as regards the composition of the Audit Committee. The Audit Committee of the Company presently comprises the following four Directors:

Mr. B. V. Bhargava, Chairman	Independent, Non-Executive Director
Mr. J. R. Naik, Member	Non-Independent, Non-Executive Director
Dr. Mukul G. Asher, Member	Independent, Non-Executive Director
Mr. Sharad L. Patel, Member	Independent, Non-Executive Director

Mr. Pravin D. Desai, Vice President (Finance & Accounts) and Secretary of the Company, acts as the Secretary to the Committee.

The Audit Committee met on the following dates during the last financial year:

3rd April, 2009	20th May, 2009	17th July, 2009
28th October, 2009	29th January, 2010	

Attendance at the Audit Committee Meetings during the last financial year was as follows:

Name of Director	No. of Meetings held	No. of Meetings attended
Mr. B. V. Bhargava	5	5
Mr. J. R. Naik	5	5
Dr. Mukul G. Asher	5	4
Mr. Sharad L. Patel	5	5

Audit Committee Meetings are also attended by senior finance and accounts executives, when required. Statutory Auditors, Internal Auditors and Cost Auditors of the Company are also invited to the meetings.

6. Remuneration Committee

Terms of reference and composition:

The broad terms of reference of the Company's Remuneration Committee are to determine and recommend to the Board and the members, remuneration payable to the Managing Director and the Executive Director, to determine and advise the Board on the payment of annual increments and commission to the Managing Director and the Executive Director.

The Remuneration Committee presently comprises the following Independent Non-Executive Directors:

Mr. Sandeep Junnarkar, Chairman

Mr. B. V. Bhargava, Member

Mr. Sharad L. Patel, Member

A Meeting of the Remuneration Committee was held on 20th May, 2009. Attendance at the Remuneration Committee Meeting during the last financial year was as follows:

Name of Director	No. of Meeting held	No. of Meeting attended
Mr. Sandeep Junnarkar	1	—
Mr. B. V. Bhargava	1	1
Mr. Sharad L. Patel	1	1

Remuneration of Directors:

The Non-Executive Directors are paid sitting fees for meetings of Directors and Committees of Directors and commission as approved by the members.

The Company pays remuneration to its Managing Director and Executive Director by way of salary, commission, perquisites and allowances. Salary is paid within the range as approved by the Shareholders. The Board, on the recommendations of the Remuneration Committee, approves annual increments to the Managing Director and the Executive Director. Commission payable to the Managing Director and the Executive Director is range bound not exceeding 24 months' salary and is calculated having regard to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the Remuneration Committee, subject to the overall ceiling as stipulated in Sections 198 and 309 of the Companies Act, 1956. Non Whole-time Directors are paid a commission not exceeding in the aggregate 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 1956, in such proportion and manner as the Chairman may decide.

Given below are the details of remuneration of Directors for the financial year 2009-10.

Director	Sitting fees for Board/ Committee Meetings (Rupees)	Salaries and other perquisites (Rupees)	Other Remuneration (Rupees)	Commission (Rupees)	Total (Rupees)
Mr. A. C. Shroff	55,000	—	—	4,00,000	4,55,000
Mr. Dipesh K. Shroff	N. A.	48,48,800	—	46,80,000	95,28,800
Mr. Prakash K. Shroff	N. A.	35,55,600	—	33,60,000	69,15,600
Mr. J. R. Naik	80,000	—	25,75,000	16,50,000	43,05,000
Dr. Mukul G. Asher	45,000	—	—	3,25,000	3,70,000
Mr. Sandeep Junnarkar	10,000	—	—	1,25,000	1,35,000
Mr. B. V. Bhargava	60,000	—	—	3,75,000	4,35,000
Mr. Kevin Martin	—	—	—	—	—
Mr. Sharad L. Patel	85,000	—	—	2,50,000	3,35,000
Mr. Vinayak B. Buch	20,000	—	—	2,00,000	2,20,000
Mr. Deepak Bhimani	30,000	—	—	75,000	1,05,000
Mr. Ninad D. Gupte	30,000	—	—	2,25,000	2,55,000
Mr. L. Rajagopalan (Alternate to Dr. Mukul G. Asher)	5,000	—	—	1,75,000	1,80,000

Notes:

1. The employment of the Managing Director and the Executive Director is contractual for a period of five years and terminable by either party giving three months' notice.
2. Severance compensation is payable to the Managing Director and the Executive Director if their employment is terminated before the contractual period, subject to the provisions and limitations specified in Section 318 of the Companies Act, 1956.
3. Commission to Mr. Dipesh K. Shroff, Managing Director and Mr. Prakash K. Shroff, Executive Director pertains to the year 2009-10 and Commission to the Non-Executive Directors pertains to the year 2008-09 which has been paid in the year 2009-10.
4. Other remuneration to Mr. J. R. Naik represents his fees as Corporate Adviser. Mr. J. R. Naik's appointment as Corporate Adviser has been approved by the members of the Company by way of a Special Resolution.

7. Shareholders'/Investors' Grievance Committee

The Company has constituted Shareholders'/Investors' Grievance Committee to look into the investors' complaints and to redress the same expeditiously.

The Shareholders'/Investors' Grievance Committee of the Company consists of the following three Directors:

1. Mr. A. C. Shroff, Promoter, Non-Executive Director (Chairman)
2. Mr. J. R. Naik, Non-Independent, Non-Executive Director
3. Mr. Sharad L. Patel, Independent, Non-Executive Director

Mr. Pravin D. Desai, Vice President (Finance & Accounts) and Company Secretary, is designated as the Compliance Officer.

During the year, 30 complaints were received from investors, all of which were replied/resolved. There are no pending complaints as on 31st March, 2010.

8. General Meetings

Location and time of the last three Annual General Meetings:

Year	Location	Day/Date	Time	No. of Special Resolutions
2006-07	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.	Monday, 30th July, 2007	3.00 p.m.	1
2007-08	-do-	Wednesday, 16th July, 2008	3.00 p.m.	3
2008-09	-do-	Friday, 17th July, 2009	3.00 p.m.	—

Last year, there was no Special Resolution which was required to be put through postal ballot.

None of the resolutions proposed to be passed at the ensuing Annual General Meeting to be held on 28th July, 2010 is required or proposed to be put through postal ballot.

9. Disclosures

• Related Party Transactions:

Related Party Transactions under Clause 49 of the Listing Agreements are defined as the transactions of the Company of a material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

Among the related party transactions are the contracts or arrangements made by the Company from time to time with the companies in which the Directors are interested. All these contracts or arrangements are entered in the Register of Contracts under Section 301 of the Companies Act, 1956 and the register is placed before the Board from time to time. There were no material transactions with related parties during the year 2009-10 that are prejudicial to the interest of the Company.

• Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges/SEBI and Statutory Authorities on all matters related to Capital Markets during the last three years. There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authorities relating to the above.

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreements. The Company does not have Whistle Blower Policy. No employee of the Company has been denied access to the Audit Committee of the Company.

10. General Shareholder Information

- **Means of Communication:**

- The unaudited quarterly and summarised audited annual results of the Company are generally published in the dailies published from Mumbai viz. Economic Times (English) and Maharashtra Times (Marathi).
- The above financial results are also displayed on the Company's Website: <http://www.excelcropcare.com>
- Management Discussion and Analysis forms part of the Annual Report.

- **Annual General Meeting:**

Date and Time : Wednesday, the 28th July, 2010 at 3.00 p.m.
 Venue : Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

- **Financial Year**

: Year ending March 31

- **Dates of Book Closure**

: Saturday, the 17th July, 2010 to Wednesday, the 28th July, 2010 (both days inclusive)

- **Dividend payment date**

: On or after 2nd August, 2010.

- **Listing on Stock Exchanges**

: The Company's shares are listed on The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE).

- **Stock Codes (for shares):**

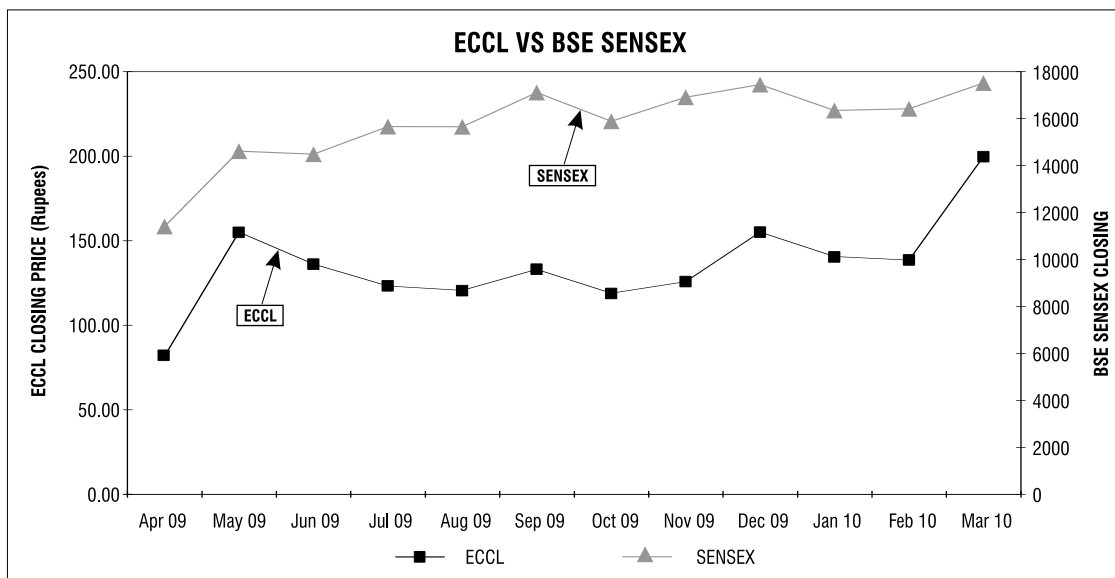
The Bombay Stock Exchange Limited (BSE)	532511
The National Stock Exchange of India Limited (NSE)	EXCELCROP
Demat ISIN Number in NSDL and CDSL	INE 223G01017

- **Market Price Data:**

	The Bombay Stock Exchange Limited	
	High	Low
April, 2009	89.00	65.50
May, 2009	169.40	75.05
June, 2009	159.40	127.00
July, 2009	136.90	112.95
August, 2009	134.90	106.20
September, 2009	146.50	115.50
October, 2009	135.50	117.50
November, 2009	140.00	111.55
December, 2009	160.85	125.10
January, 2010	174.30	135.85
February, 2010	149.30	134.10
March, 2010	202.00	138.00

- **Share Price Movements:**

Share Price Movement for the period April, 2009 to March, 2010 of Excel Crop Care Limited (ECCL) vs BSE Sensex.



- **Share Transfer System:** The share transfer function is carried out by the Registrars and Transfer Agents – Link Intime India Private Limited. Share transfers in physical form can be lodged at their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 (Tel.: 2596 3838/0320) or their Mumbai Office at 203, Davar House (Next to Central Camera Building), 197/199, D. N. Road, Fort, Mumbai - 400 001 (Tel.: 2269 4127).

Share transfers and other share related requests are considered for approval every fortnight by the Company's Officials who are authorised in this behalf.

- **Distribution of Shareholdings as on 31st March, 2010:**

CATEGORY	NO. OF SHAREHOLDERS	PERCENTAGE	NO. OF SHARES	PERCENTAGE
1-500	14,460	89.07	19,88,494	18.07
501-1000	957	5.89	7,06,005	6.41
1001-2000	411	2.53	5,92,914	5.39
2001-3000	140	0.86	3,49,131	3.17
3001-4000	83	0.51	2,93,109	2.66
4001-5000	40	0.25	1,86,520	1.70
5001-10000	65	0.40	4,60,149	4.18
Above 10000	80	0.49	64,29,308	58.42
Total	16,236	100.00	1,10,05,630	100.00

- **Categories of Shareholders as on 31st March, 2010:**

CATEGORY	NO. OF SHAREHOLDERS	VOTING STRENGTH %	NO. OF SHARES
Promoters	58	19.31	21,25,724
Insurance Companies	2	11.99	13,19,799
Foreign Company – Nufarm Limited, Australia	1	14.69	16,17,000
Indian Banks and Mutual Funds	17	0.52	56,840
Domestic Companies	325	3.96	4,36,254
Foreign Banks and Foreign Financial Institutions	15	1.34	1,47,930
Non Resident Individuals	149	0.64	70,275
Resident Individuals	15,669	47.55	52,31,808
Total	16,236	100.00	1,10,05,630

- **Dematerialisation of Shares and Liquidity:**

77.29% of the Company's share capital is held in dematerialised form as on 31st March, 2010. The Company's shares are regularly traded on The Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

- **Plant Locations:**

Factories:

- (a) 6/2, Ruvapari Road, Bhavnagar-364 005.
- (b) Plot No. 60, B Nanji Indl. Estate, Kharadpada, Silvassa-396230.
- (c) Kaira Gajod High Way, Gajod, Kutch.

Windmills:

- (a) Plot No. A/2, Village: Dhank, Taluka: Upleta, District: Rajkot.
- (b) Survey No. 160 Village: Navadra, Taluka: Kalyanpur, District: Jamnagar.
- (c) Survey No. 16/1 Village: Jodhapar, Taluka: Kalyanpur, District: Jamnagar.

- **Address for Correspondence:**

Registered Office:

Excel Crop Care Limited
184-87, Swami Vivekanand Road, Jogeshwari (West),
Mumbai-400 102.
Tel.: 022-6646 4200
Fax: 022-2678 3657

Corporate Office:

Excel Crop Care Limited
13 & 14, Aradhana Industrial Development Corporation,
Near Virwani Industrial Estate, Goregaon (East),
Mumbai-400 063.
Tel.: 022-4252 2200
Fax: 022-2871 3037

- **Address for Correspondence for share related work:**

M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai-400 078.
Tel.: 2596 3838/0320

- **Email-id of the Compliance Officer for communicating investor complaints:**

pravin@excelcropcare.com

11. Managing Director's Declaration on Code of Conduct and Ethics

The Board of Directors of the Company has laid down Code of Conduct and Ethics (the Code) for the Company's Directors and senior employees. All the Directors and the senior employees covered by the Code have affirmed compliance with the Code on an annual basis.

DIPESH K. SHROFF
Managing Director

*Mumbai,
26th May, 2010.*

COMPLIANCE CERTIFICATE FROM AUDITORS

To
The Members of Excel Crop Care Limited

We have examined the compliance of conditions of corporate governance by Excel Crop Care Limited, for the year ended on 31 March 2010, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.R. BATLIBOI & CO.
Firm registration number: 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership No.: 36738

Place: Mumbai
Date: 26 May 2010

EXCEL CROP CARE LIMITED

FINANCIAL HIGHLIGHTS

(Rupees in crores)

		2009-10	2008-09	2007-08	2006-07	2005-06	2004-05	2003-04	2002-03
I. CAPITAL ACCOUNTS									
A.	Share Capital	5.50	5.50	5.50	5.50	5.50	5.50	5.50	* 5.50
B.	Reserves	163.31	133.89	112.53	97.38	84.11	67.74	53.38	46.19
C.	Shareholders' Funds (A+B)	168.81	139.39	118.03	102.88	89.61	73.24	58.88	51.69
D.	Borrowings**	134.41	135.82	110.90	83.52	77.22	82.13	79.21	90.11
E.	Fixed Assets								
i.	Gross Block	172.73	157.09	137.38	121.18	112.84	101.22	96.05	86.50
ii.	Net Block	109.58	101.78	89.46	79.56	72.89	61.59	57.61	51.16
F.	Debt-Equity Ratio	0.80:1	0.97:1	0.94:1	0.81:1	0.86:1	1.12:1	1.35:1	1.74:1
II. REVENUE ACCOUNTS									
A.	Sales Turnover §								
i.	Domestic	403.96	391.55	309.44	258.28	262.43	252.07	193.85	189.31
ii.	Exports	216.45	293.55	176.49	146.68	119.38	129.27	96.32	67.68
	TOTAL	620.41	685.10	485.93	404.96	381.81	381.34	290.17	256.99
B.	Profit before taxes	57.19	44.60	37.64	29.50	34.10	34.19	16.11	6.26
C.	Return on Shareholders' Funds %	33.88	32.00	31.89	28.67	38.05	46.68	27.36	12.11
III. EQUITY SHAREHOLDERS' EARNINGS									
A.	Earning per Equity Share §§	Rs. 34.01	25.26	21.28	16.44	19.15	19.92	9.35	3.49
B.	Dividend per Equity Share §§	Rs. 6.25	5.00	5.00	3.75	3.75	3.75	2.50	1.50
C.	Dividend Payout Ratio %	21.43	23.16	27.49	26.68	22.32	21.49	30.17	48.55
D.	Net Worth per Equity Share §§	Rs. 153.38	126.65	107.25	93.48	81.42	66.55	53.50	46.97
E.	Market price of Share §§ as on 31st March	Rs. 199.80	68.25	95.65	86.55	170.65	162.50	102.85	# 112.40

* Includes Share Capital Suspense Account

** Borrowing is net of Cash and Bank balance

§ Sales Turnover for 2007-08 and subsequent years are after reducing volume based discounts/rebates

§§ Equity Share of Face Value of Rs. 5/-

As on 9th December, 2003 – the first day of listing of shares after demerger

EXCEL CROP CARE LIMITED

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANIES

1. Names of the subsidiary company	Excel Industries (Australia) Pty Limited	Excel Industries (Europe) N. V.	ECCL Investments and Finance Ltd.	Excel Genetics Limited
2. The financial year of the subsidiary company ended on	31st March, 2010	31st March, 2010	31st March, 2010	31st March, 2010
3. Date from which it became subsidiary	1st April, 2002*	1st April, 2002*	24th August, 2006	10th August, 2009
4. Shares of the subsidiary company held by Excel Crop Care Limited and its wholly owned subsidiary, at the end of the financial year of the subsidiary company —				
(a) Number and face value	25,000 Ordinary Shares of Aus. \$ 1/- each	100 Ordinary Shares of Euro 630/- each	50,000 Equity Shares of Rs. 10/- each	1,50,000 Equity Shares of Rs. 10/- each
(b) Extent of holding	100%	100%	100%	75%
5. Net aggregate profits/losses of the subsidiary company, so far as it concerns the members of Excel Crop Care Limited —				
(a) not dealt with in the accounts of Excel Crop Care Limited for the year ended 31st March, 2010, amounted to:				
(i) for the subsidiary company's financial year ended as in (2) above since it became subsidiary	Aus. \$ 15,166	Euro (-) 207.154,94	Rs. (-) 16,233	Rs. (-) 25,79,211
(ii) for previous financial years of the subsidiary company	Aus. \$ 1,43,113	Euro 1.820.672,33	Rs. (-) 65,354	N. A.
(b) dealt with in the accounts of Excel Crop Care Limited for the year ended 31st March, 2010, amounted to:				
(i) for the subsidiary company's financial year ended as in (2) above since it became subsidiary	NIL	NIL	NIL	NIL
(ii) for previous financial years of the subsidiary company	NIL	NIL	NIL	N. A.
6. The financial years of Excel Crop Care Limited and its Subsidiary Companies ended on 31st March, 2010 and hence no information pursuant to Section 212(5) is given.				
* Being the Date under the Scheme of Arrangement with Excel Industries Limited which became operative, from 1st September, 2003.				
Mumbai, 26 May 2010	A. C. SHROFF <i>Chairman</i>	PRAKASH K. SHROFF <i>Executive Director</i>	K. SRINIVASAN <i>Senior Vice President (Finance & Accounts)</i>	DIPESH K. SHROFF <i>Managing Director</i>
				J. R. NAIK <i>Director</i>
				PRAVIN D. DESAI <i>Vice President (Finance & Accounts) & Company Secretary</i>

EXCEL CROP CARE LIMITED

AUDITORS' REPORT

To

The Members of Excel Crop Care Limited

1. We have audited the attached balance sheet of Excel Crop Care Limited ('the Company') as at 31 March 2010 and also the profit and loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - v. On the basis of the written representations received from the directors, as on 31 March 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2010;
 - b) in the case of the profit and loss account, of the profit for the year ended on that date; and
 - c) in the case of cash flow statement, of the cash flows for the year ended on that date.

For S. R. BATLIBOI & CO.

Firm registration number: 301003E

Chartered Accountants

per Vijay Maniar

Partner

Membership No.: 36738

Place: Mumbai

Date: 26 May 2010

EXCEL CROP CARE LIMITED

Annexure referred to in paragraph 3 of our report of even date

Re: Excel Crop Care Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) As informed, the Company has not granted or taken any loans, secured or unsecured to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence clauses 4(iii)(b) to 4(iii)(g) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the Company.
- (v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time. However, in respect of certain transactions of purchases and sales of goods, materials or services and processing charges because of the unique and specialized nature of the items involved and absence of any comparable prices, we are unable to comment in respect thereof in the absence of similar transactions with other parties.
- (vi) In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

EXCEL CROP CARE LIMITED

- (c) According to the records of the Company, there are no dues outstanding on account of any dispute of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, except as follows:

Name of the statute	Nature of dues	Amount (Rs. in lacs)	Period to which amount pertains	Forum where dispute is pending
Income tax Act, 1961	Income-tax Demands	57.06	1993-1995	Gujarat High Court
Income tax Act, 1961	Income-tax Demands	0.01	2004-2005	Commissioner of Income Tax (Appeals), Mumbai
Income tax Act, 1961	Income-tax Demands	0.36	2007-2008	Commissioner of Income Tax (Appeals), Ahmedabad
Central Excise Act, 1944	Excise Duty Demands	2.77	1994-1994	Deputy Commissioner of Excise, Bhavnagar
Service Tax Rules	Service-tax Demands	32.68	2005-2006	Assistant Commissioner, Bhavnagar
Service Tax Rules	Service-tax Demands	1.77	2005-2006	Assistant Commissioner Service tax, Mumbai
Central Sales Tax Act, 1956	Sales-tax Demands	7.94	2008-2009	Joint Commissioner of Commercial Tax (Appeals), Lucknow

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money through public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For S. R. BATLIBOI & CO.
Firm registration number: 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership No.: 36738

Place: Mumbai
Date: 26 May 2010

EXCEL CROP CARE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS:				
(a) Share Capital	'A'	5,50.28		5,50.28
(b) Reserves and Surplus	'B'	<u>163,30.41</u>	168,80.69	<u>133,89.06</u>
				139,39.34
2. DEFERRED GOVERNMENT GRANTS			46.73	54.05
3. LOAN FUNDS:				
(a) Secured Loans	'C'	50,02.75		79,05.62
(b) Unsecured Loans	'D'	<u>95,31.82</u>	145,34.57	<u>68,91.83</u>
				147,97.45
4. DEFERRED TAX LIABILITY (NET) (Refer Note No. 8 in Schedule 'T')			13,76.80	13,77.53
TOTAL			<u>328,38.79</u>	<u>301,68.37</u>
APPLICATION OF FUNDS				
1. FIXED ASSETS:	'E'			
(a) Gross Block		170,35.72		155,52.49
(b) Less: Accumulated Depreciation		<u>63,15.62</u>		<u>55,31.19</u>
(c) Net Block		107,20.10		100,21.30
(d) Capital Work-in-Progress including capital advances		<u>2,37.45</u>	109,57.55	<u>1,56.95</u>
				101,78.25
2. INTANGIBLE ASSETS	'F'		77.91	1,08.59
3. INVESTMENTS	'G'		2,65.95	3,38.14
4. CURRENT ASSETS, LOANS AND ADVANCES:				
(a) Inventories	'H'	142,98.27		130,00.14
(b) Sundry Debtors	'I'	164,74.49		131,77.71
(c) Cash and Bank Balances	'J'	10,93.85		12,15.32
(d) Other Current Assets	'K'	5,89.13		8,00.06
(e) Loans and Advances	'L'	<u>41,22.67</u>		<u>38,71.73</u>
	(A)	<u>365,78.41</u>		<u>320,64.96</u>
LESS: CURRENT LIABILITIES AND PROVISIONS:				
(a) Liabilities	'M'	131,12.41		108,25.49
(b) Provisions	'N'	<u>19,28.62</u>		<u>16,96.08</u>
	(B)	<u>150,41.03</u>		<u>125,21.57</u>
NET CURRENT ASSETS (A – B)			215,37.38	195,43.39
TOTAL			<u>328,38.79</u>	<u>301,68.37</u>
NOTES TO ACCOUNTS	'T'			

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet.

As per our Report of even date.

For S. R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants.

per VIJAY MANIAR
Partner
Membership No.: 36738

Mumbai
26 May 2010

A. C. SHROFF
Chairman

PRAKASH K. SHROFF
Executive Director

K. SRINIVASAN
Senior Vice President
(Finance & Accounts)

Mumbai
26 May 2010

DIPESH K. SHROFF
Managing Director

J. R. NAIK
Director

PRAVIN D. DESAI
Vice President (Finance &
Accounts) & Company Secretary

EXCEL CROP CARE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	(Rs. in lacs)	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
INCOME				
Sale of Products (Gross)		650,82.89		730,43.29
Less: Excise Duty (Refer Note No. 9 of Schedule 'T')		30,42.16		45,33.32
			620,40.73	685,09.97
Other Income from Operations	'O'		22,75.00	28,77.58
Other Income	'P'		1,40.17	32.68
			644,55.90	714,20.23
EXPENDITURE				
Manufacturing and Other Expenses	'Q'	585,63.88		667,88.35
(Increase)/Decrease in Stocks	'R'	(16,96.77)		(22,58.70)
Depreciation		8,82.91		8,09.57
Amortisation of Intangible Assets		87.13		1,21.73
Interest	'S'	8,99.67		14,98.90
			587,36.82	669,59.85
PROFIT BEFORE TAXATION			57,19.08	44,60.38
Less: Provision for Taxation:				
Current Tax		19,77.00		14,50.00
Wealth Tax		9.00		6.00
Deferred Tax		(0.73)		1,32.08
Fringe Benefit Tax		—		86.00
			19,85.27	16,74.08
PROFIT AFTER TAXATION BUT BEFORE PRIOR PERIOD ADJUSTMENTS			37,33.81	27,86.30
Less: Prior Period Adjustments (Net)				
(a) Taxation		(52.93)		(2.58)
(b) Others		43.30		8.84
			(9.63)	6.26
NET PROFIT			37,43.44	27,80.04
Balance brought forward from previous year			10,76.60	9,40.36
PROFIT AVAILABLE FOR APPROPRIATION			48,20.04	37,20.40
Less: Appropriations:				
(a) Proposed Dividend		6,87.85		5,50.28
(b) Tax on Distributed Profits		1,14.24		93.52
(c) Transfer to General Reserve		30,00.00		20,00.00
			38,02.09	26,43.80
Surplus carried to Balance Sheet			10,17.95	10,76.60
			Rupees	Rupees
EARNINGS PER SHARE (Refer Note No. 15 in Schedule 'T')				
Basic and Diluted Earnings Per Share			34.01	25.26
Face Value per Share			5.00	5.00
NOTES TO ACCOUNTS 'T'				
The schedules referred to above and notes to accounts form an integral part of the Profit and Loss Account.				
As per our Report of even date.	A. C. SHROFF <i>Chairman</i>		DIPESH K. SHROFF <i>Managing Director</i>	
For S. R. BATLIBOI & CO. <i>Firm Registration Number: 301003E</i> <i>Chartered Accountants.</i>	PRAKASH K. SHROFF <i>Executive Director</i>		J. R. NAIK <i>Director</i>	
per VIJAY MANIAR <i>Partner</i> <i>Membership No.: 36738</i>	K. SRINIVASAN <i>Senior Vice President</i> <i>(Finance & Accounts)</i>		PRAVIN D. DESAI <i>Vice President (Finance & Accounts) & Company Secretary</i>	
<i>Mumbai</i> <i>26 May 2010</i>	<i>Mumbai</i> <i>26 May 2010</i>			

EXCEL CROP CARE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	For the year ended 31st March, 2010		For the year ended 31st March, 2009	
	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)	(Rs. in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax and Prior Period Adjustments		57,19.08		44,60.38
Adjustments for:				
Depreciation	8,82.91		8,09.57	
Amortisation of Intangible Assets	87.13		1,21.73	
Bad Debts/Sundry Debit Balances written off	1,34.35		3,06.01	
Provision for Doubtful Debts	1,67.95		77.74	
Sundry Credit Balances Written Back	(2,01.51)		(21.58)	
Loss/(Profit) on sale of Fixed Assets	5.27		3.56	
Assets written off	21.11		4.82	
Provision for Gratuity	4,09.60		3,68.43	
Provision for Employee Leave Benefits	1,90.30		1,57.85	
Provision for Diminution in value of long-term investments	87.21		2,13.44	
Loss on sale of Investment	—		(12.00)	
Interest received	(30.24)		(25.30)	
Dividend Received on other investments	(0.05)		(0.05)	
Interest paid	8,99.67		14,98.90	
Exchange Difference on loans taken	87.10		10,16.88	
Unrealised Exchange Difference on Bank Accounts (Net)	—		(1.72)	
Short/(Excess) Provision for Lease Rent	—		(5,22.82)	
Short/(Excess) Provision for other items (Net)	(8.73)		(2,16.44)	
Income in respect of Government Grant	(7.32)	27,24.75	(7.32)	37,71.70
Operating Profit before working capital changes		84,43.83		82,32.08
Adjustments for:				
Decrease/(Increase) in Sundry Debtors	(33,97.56)		(21,83.32)	
Decrease/(Increase) in Inventories	(12,98.13)		(36,86.25)	
Decrease/(Increase) in Other Current Assets	2,14.28		(74.29)	
Decrease/(Increase) in Loans and Advances	(2,35.24)		1,57.28	
Increase/(Decrease) in Current Liabilities & Provisions	20,77.22	(26,39.43)	17,94.96	(39,91.62)
Cash generated from Operations		58,04.40		42,40.46
Direct taxes paid		22,37.69		15,47.91
Cash flow before Prior Period Adjustments		35,66.71		26,92.55
Prior Period Adjustments		(43.30)		(8.84)
Net cash from Operating Activities	(A)	35,23.41		26,83.71

EXCEL CROP CARE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010 (Cont'd.)

	For the year ended 31st March, 2010	For the year ended 31st March, 2009
	(Rs. in lacs)	(Rs. in lacs)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(17,18.76)	(20,76.61)
Purchase of Intangible Assets	(56.45)	(1,06.71)
Sale of fixed assets	30.17	26.25
Purchase of Investments	(15.02)	(65.00)
Fixed Deposit (with maturity more than three months)	—	(1.00)
Sale of Investments	—	1,58.99
Sundry Loans given	(15.70)	0.72
Interest received	26.89	28.71
Dividend received	0.05	0.05
Net cash used in Investing Activities (B)	(17,48.82)	(20,34.60)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	236,58.62	265,17.10
Repayment of borrowings	(240,08.60)	(251,53.18)
Interest paid	(9,08.45)	(14,90.86)
Dividend Paid	(5,44.11)	(5,42.38)
Tax on distributed Profits	(93.52)	(93.52)
Net cash used for Financing Activities (C)	(18,96.06)	(7,62.84)
Net increase in cash and cash equivalents (A+B+C)	(1,21.47)	(1,13.73)
Cash and cash equivalents at the beginning of the year	12,14.32	13,26.37
Cash and cash equivalents at the end of the year	10,92.85	12,12.64
Components of Cash and Cash equivalents		
Cash on hand	5.04	6.52
With banks:		
(a) on current account	10,53.14	11,59.12
(b) on deposit account	1.00	21.24
(c) unpaid dividend accounts *	34.67	28.44
Sub Total	10,93.85	12,15.32
Less: Fixed Deposit not considered as cash equivalents	1.00	1.00
	10,92.85	12,14.32
Less: Effect of Exchange Differences on Cash & Cash Equivalents held in foreign currency	—	1.68
Cash & Cash Equivalents in Cash Flow Statement:	10,92.85	12,12.64
* These balances are not available for use by the Company as they represent corresponding unpaid dividend liabilities.		
<p>As per our Report of even date.</p> <p>For S. R. BATLIBOI & CO. Firm Registration Number: 301003E Chartered Accountants.</p> <p>per VIJAY MANIAR Partner Membership No.: 36738</p> <p>Mumbai 26 May 2010</p>	<p>A. C. SHROFF Chairman</p> <p>PRAKASH K. SHROFF Executive Director</p> <p>K. SRINIVASAN Senior Vice President (Finance & Accounts)</p> <p>Mumbai 26 May 2010</p>	<p>DIPESH K. SHROFF Managing Director</p> <p>J. R. NAIK Director</p> <p>PRAVIN D. DESAI Vice President (Finance & Accounts) & Company Secretary</p>

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
SCHEDULE 'A'		
SHARE CAPITAL		
AUTHORISED:		
1,20,00,000 (Previous Year: 1,20,00,000) Equity Shares of Rs. 5/- each	6,00.00	6,00.00
	6,00.00	6,00.00
ISSUED, SUBSCRIBED AND PAID-UP:		
1,10,05,630 (Previous Year: 1,10,05,630) Equity Shares of Rs. 5/- each fully paid-up	5,50.28	5,50.28
TOTAL	5,50.28	5,50.28
Note:		
Of the above,		
(a) 92,000 (Previous Year: 92,000) Equity Shares of Rs. 5/- each fully paid-up have been issued by way of Bonus Shares by capitalisation of the surplus in the Profit and Loss Account.		
(b) 1,09,05,630 (Previous Year: 1,09,05,630) Equity Shares of Rs. 5/- each fully paid-up have been issued pursuant to a Scheme of Arrangement, without payments being received in cash.		
SCHEDULE 'B'		
RESERVES AND SURPLUS	(Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
1. General Reserve:		
Balance as per last Balance Sheet	123,12.46	103,12.46
Add: Transferred from Profit and Loss Account	30,00.00	20,00.00
	153,12.46	123,12.46
2. Profit and Loss Account	10,17.95	10,76.60
TOTAL	163,30.41	133,89.06
SCHEDULE 'C'		
SECURED LOANS	(Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
1. From Banks:		
(a) On Working Capital Demand Loan/Term Loan Accounts	20,00.00	6,74.94
(b) On Cash Credit Accounts	28,89.73	70,25.17
(c) Under Vehicle Finance (Refer Note Nos. 1 and 2 given below)	16.75	86.36
	49,06.48	77,86.47
2. From Others under Vehicle Finance Scheme (Refer Note No. 2 given below)	96.27	1,19.15
TOTAL	50,02.75	79,05.62
Notes:		
1. Loans from Banks on Cash Credit and Working Capital Demand Loan/Term Loan Accounts are secured by way of hypothecation of all tangible movable assets, both present and future, including stock of raw materials, finished goods, goods-in-process, stores, book debts etc.		
2. Term Loans under Vehicle Finance from banks and from others for purchase of vehicles amounting to Rs. 16.75 lacs (Previous Year: Rs. 86.36 lacs) and Rs. 96.27 lacs (Previous Year: Rs. 1,19.15 lacs) respectively are secured by an exclusive charge by way of hypothecation of cars purchased under the said Schemes.		
SCHEDULE 'D'		
UNSECURED LOANS	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
Short Term Loans from Banks	95,31.82	68,91.83
TOTAL	95,31.82	68,91.83

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

SCHEDULE 'E'

FIXED ASSETS

(Rs. in lacs)

Sr. No.	Description of Assets	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK		
		As at 1st April, 2009	Additions during the year	Deductions during the year	As at 31st March, 2010	As at 1st April, 2009	Deductions/ Adjustments	Provided during the year	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009	
I.	LAND – FREEHOLD	7,72.05	31.70	—	8,03.75	—	—	—	—	8,03.75	7,72.05	
II.	LAND – LEASEHOLD	0.69	—	—	0.69	—	—	—	—	0.69	0.69	
III.	LEASEHOLD IMPROVEMENT'S	—	1,76.79	—	1,76.79	—	—	14.63	14.63	1,62.16	—	
IV.	BUILDINGS	13,93.74	1,24.46	—	15,18.20	2,28.27	—	34.95	2,63.22	12,54.98	11,65.47	
V.	PLANT AND MACHINERY	117,38.37	9,14.20	79.20	125,73.37	44,44.10	49.42	6,46.70	50,41.38	75,31.99	72,94.27	
VI.	ELECTRICAL INSTALLATIONS	3,30.35	9.88	—	3,40.23	1,46.29	—	15.65	1,61.94	1,78.29	1,84.06	
VII.	LABORATORY EQUIPMENTS	62.81	1.36	—	64.17	49.52	—	4.00	53.52	10.65	13.29	
VIII.	FURNITURE, FIXTURES AND OFFICE EQUIPMENTS	3,93.38	1,76.45	18.90	5,50.93	2,35.81	8.64	44.15	2,71.32	2,79.61	1,57.57	
IX.	VEHICLES	8,50.19	2,03.42	56.93	9,96.68	4,20.89	40.42	1,22.19	5,02.66	4,94.02	4,29.30	
X.	TECHNICAL BOOKS	10.91	—	—	10.91	6.31	—	0.64	6.95	3.96	4.60	
TOTAL		155,52.49	16,38.26	1,55.03	170,35.72	55,31.19	98.48	8,82.91	63,15.62	107,20.10	100,21.30	
PREVIOUS YEAR		136,40.47	20,16.88	1,04.86	155,52.49	47,91.85	70.23	8,09.57	55,31.19			
CAPITAL WORK-IN-PROGRESS (REFER NOTE BELOW)										2,37.45	1,56.95	
										TOTAL	109,57.55	101,78.25

NOTE:

Capital Work-in-Progress includes Advance for Capital Expenditure **Rs. 2,32.18 lacs** (Previous Year: Rs. 1,55.80 lacs)

SCHEDULE 'F'

INTANGIBLE ASSETS

(Rs. in lacs)

Description of Intangible Assets	GROSS AMOUNT				AMORTISATION				NET AMOUNT	
	As at 1st April, 2009	Additions during the year	Deductions during the year	As at 31st March, 2010	As at 1st April, 2009	Deductions/ Adjustments	Provided during the year	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009
Data Registration Expenses	6,75.05	—	—	6,75.05	5,66.46	—	73.02	6,39.48	35.57	1,08.59
Computer Software/ Licence Fees	—	56.45	—	56.45	—	—	14.11	14.11	42.34	—
TOTAL	6,75.05	56.45	—	7,31.50	5,66.46	—	87.13	6,53.59	77.91	1,08.59
Previous Year	5,68.33	1,06.72	—	6,75.05	4,44.73	—	1,21.73	5,66.46		

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

SCHEDULE 'G'	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
INVESTMENTS (at cost):			
LONG-TERM			
1. IN GOVERNMENT SECURITIES (Unquoted):			
National Saving Certificates		0.30	0.28
[Face value Rs. 0.30 lac (Previous Year: Rs. 0.28 lac)] (Deposited with Government Authorities)			
2. IN SUBSIDIARY COMPANIES (Trade Investments) (Unquoted):			
(a) 25,000 (Previous Year: 25,000) Equity Shares of Australian Dollar 1/- each fully paid-up in Excel Industries (Australia) Pty Limited	7.13		7.13
(b) 99 (Previous Year: 99) Equity Shares of Euro 630/- each fully paid-up in Excel Industries (Europe) N.V.	25.04		25.04
(c) 50,000 (Previous Year: 50,000) Equity Shares of Rs. 10/- each fully paid-up in ECCL Investments and Finance Limited	5.00		5.00
(d) 1,50,000 (Previous Year: Nil) Equity Shares of Rs. 10/- each fully paid-up in Excel Genetics Limited	15.00		—
		52.17	37.17
3. TRADE INVESTMENTS:			
Quoted:			
23,30,120 (Previous Year: 23,30,120) Equity Shares of Rs. 10/- each fully paid-up in Aimco Pesticides Limited	5,99.58		5,99.58
Unquoted:			
(a) 4,00,000 (Previous Year: 4,00,000) Equity Shares of Rs. 10/- each fully paid-up in Kutch Crop Services Limited	40.00		40.00
(b) 2,50,000 (Previous Year: 2,50,000) Equity Shares of Rs. 10/- each fully paid-up in Excel Bio Resources Limited	25.00		25.00
		6,64.58	6,64.58
4. INVESTMENT IN SHARES (Other than Trade):			
(a) 339 (Previous Year: 302) Equity Shares of Rs. 10/- each fully paid-up in Tata Steel Limited	0.44		0.22
(b) Nil (Previous Year: 226) Cumulative Convertible Preference Shares of Rs. 100/- each fully paid-up in Tata Steel Limited	—		0.22
		0.44	0.44
5. OTHERS:			
Capital contribution in M/s. Multichem Industries, a partnership firm in which the Company is a partner (Refer Note No. 3 below):		2.00	2.00
		7,19.49	7,04.47
Less: Provision for Diminution in long-term Investments		4,53.54	3,66.33
	TOTAL	2,65.95	3,38.14
Notes:			
1. Aggregate of Quoted Investments:			
Cost (Net of Provision for Diminution)		1,71.48	2,33.69
Market Value		1,96.71	1,03.15
2. Aggregate of Unquoted Investments:			
Cost		92.47	1,02.45
3. Details of investment in M/s. Multichem Industries, a partnership firm:			
Names of Partners	As at 31st March, 2010	As at 31st March, 2009	
	Capital	Share of Profit	
	(Rs. in lacs)	Capital	or Loss
	(Rs. in lacs)	(Rs. in lacs)	%
(a) Excel Crop Care Limited	2.00	2.00	50
(b) Kamalijot Investments Limited	2.00	2.00	50
	4.00	4.00	100
SCHEDULE 'H'			
INVENTORIES	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
(At cost or net realisable value, whichever is lower, except otherwise stated)			
1. Stores and Spares (including Fuel)		68.77	78.19
2. Containers		4,58.96	3,36.80
3. Stock-in-Trade:			
(a) Finished Products	69,89.98		61,12.30
(b) Semi-Finished Products	15,98.81		14,66.83
(c) Traded Products	13,78.60		6,91.49
(d) Raw Materials [Stock-in-Transit Rs. 2,73.31 lacs (Previous Year : Rs. 9,97.45 lacs)]	38,03.15		43,14.53
		137,70.54	125,85.15
	TOTAL	142,98.27	130,00.14

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
SCHEDULE 'I'			
SUNDRY DEBTORS			
Unsecured			
(a) Debts outstanding for a period exceeding six months:			
Considered Good	18,06.76		23,05.67
Considered Doubtful	2,86.24		1,18.29
	20,93.00		24,23.96
Less: Provision for Doubtful Debts	2,86.24		1,18.29
		18,06.76	23,05.67
(b) Other Debts:			
Considered Good		146,67.73	108,72.04
TOTAL		164,74.49	131,77.71
SCHEDULE 'J'			
CASH AND BANK BALANCES			
1. Cash on hand		5.04	6.52
2. Bank Balances:			
(a) With Scheduled Banks:			
(i) In Current Accounts	10,40.63		11,48.72
(ii) In Margin Money Account	—		20.24
(iii) In Unclaimed Dividend Account	34.67		28.44
(iv) In Fixed Deposit Account	1.00		1.00
		10,76.30	11,98.40
(b) Balance with Other Banks:			
In Current Account with Bank of China [Maximum outstanding amount during the year Rs. 16.13 lacs (Previous Year: Rs. 10.71 lacs)]		12.51	10.40
TOTAL		10,93.85	12,15.32
SCHEDULE 'K'			
OTHER CURRENT ASSETS			
1. Interest Receivable		7.97	4.62
2. Export Benefits Receivable		5,76.17	7,92.56
3. Unamortised Premium of Forward Contract (Refer Note No. 10 in Schedule 'T')		4.67	2.56
4. Current Account in M/s. Multichem Industries		0.32	0.32
TOTAL		5,89.13	8,00.06

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

SCHEDULE 'L'	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
LOANS AND ADVANCES		
Unsecured and Considered Good unless otherwise stated		
1. Loans to Subsidiary Companies (Refer Note No. 18 in Schedule 'T')	20.48	0.35
2. Advances recoverable in cash or in kind or for value to be received	32,21.74	29,63.08
3. Deposits with the Collectorate of Central Excise	3,79.03	4,53.24
4. Sundry Deposits	4,74.52	4,43.86
5. Sundry Loans	26.90	11.20
TOTAL	41,22.67	38,71.73
SCHEDULE 'M'		
LIABILITIES		
	(Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
1. Acceptances	7,00.91	2,27.62
2. Sundry Creditors (Refer Note No. 7 in Schedule 'T')	109,45.81	88,39.16
3. Other Liabilities	3,24.54	3,23.70
4. Advances against Orders	5,80.76	9,62.94
5. Investor Education and Protection Fund shall be credited by the following amounts (as and when due):		
(a) Unclaimed Dividend	34.47	28.30
(b) Unclaimed Matured Deposits	3.59	4.53
(c) Unclaimed Interest	0.89	0.89
	38.95	33.72
6. Sundry Deposits	4,97.02	4,05.15
7. Interest accrued but not due on Loans	24.42	33.20
TOTAL	131,12.41	108,25.49
SCHEDULE 'N'		
PROVISIONS		
1. Provision for Taxation [Net of Advance Tax Rs. 87,68.64 lacs (Previous Year: Rs. 65,33.91 lacs)]	37.47	3,42.09
2. Provision for Gratuity (Refer Note No. 16(l)(b) in Schedule 'T')	4,06.99	2,18.43
3. Provision for Employee Leave Benefits	6,82.07	4,91.76
4. Proposed Dividend on Equity Shares	6,87.85	5,50.28
5. Provision for Tax on Distributed Profits	1,14.24	93.52
TOTAL	19,28.62	16,96.08

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'O'	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
OTHER INCOME FROM OPERATIONS		
1. Incentives on Exports	15,31.89	16,36.47
2. Insurance Claims	24.10	19.01
3. Income in respect of Government Grants	7.32	7.32
4. Sales-tax/VAT Refund	7.70	10.36
5. Excess Provision for Lease Rent written back	—	5,22.82
6. Other Excess Provisions written back (Refer Note No. 13 in Schedule 'T')	8.73	2,16.44
7. Cash Discount	87.38	15.92
8. Bad Debts recovered	4.84	9.52
9. Exchange Difference (Net)	9.30	—
10. Manufacturing charges received	64.68	—
11. Royalty received [Tax deducted at source : Rs. 0.91 lac (Previous Year: Nil)]	10.60	—
12. Sundry Credit Balances written back	2,01.51	21.58
13. Miscellaneous Income	3,16.95	4,18.14
TOTAL	22,75.00	28,77.58
SCHEDULE 'P'		
OTHER INCOME		
1. Income from Long-Term Investments:	(Rs. in lacs)	Current Year (Rs. in lacs)
(a) Interest on Investments	—	Previous Year (Rs. in lacs)
(b) Dividend on other Investments (non trade)	0.05	1.65
	—	0.05
	0.05	1.70
2. Interest on Loans, Deposits, etc. (Gross) [Tax deducted at source : Rs. 2.24 lacs (Previous Year: Rs. 4.07 lacs)]	30.24	23.65
3. Rent Received [Tax deducted at source : Rs. 11.44 lacs (Previous Year: Rs. 0.69 lac)]	1,09.88	7.33
TOTAL	1,40.17	32.68
SCHEDULE 'Q'		
MANUFACTURING AND OTHER EXPENSES		
1. RAW MATERIALS CONSUMED:	(Rs. in lacs)	Current Year (Rs. in lacs)
Opening Stock	43,14.53	Previous Year (Rs. in lacs)
Add: Purchases	283,92.85	28,45.83
	327,07.38	397,50.48
Less: Closing Stock	38,03.15	425,96.31
	289,04.23	43,14.53
	69,47.35	382,81.78
2. PURCHASES OF TRADED GOODS	69,47.35	44,67.96
3. PERSONNEL EXPENSES:		
(a) Salaries, Wages, Bonus and Other Benefits	39,32.72	34,43.75
(b) Contribution to Provident Fund and Other Funds	2,96.91	2,93.21
(c) Provision for Gratuity (Refer Note No. 16(l) in Schedule 'T')	4,09.60	3,68.43
(d) Provision for Other Employee Benefits	1,90.30	1,57.85
(e) Welfare Expenses	2,96.23	2,36.35
	51,25.76	44,99.59

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'Q'	(Rs. in lacs)	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
MANUFACTURING AND OTHER EXPENSES (Contd.)			
4. OPERATING AND OTHER EXPENSES:			
(a) Stores and Spares Consumed	2,61.23		2,90.36
(b) Power and Fuel	13,07.14		13,91.25
(c) Repairs to Buildings	11.91		29.49
(d) Repairs to Machinery	6,74.27		6,39.00
(e) Other Repairs	2,80.15		1,72.69
(f) Processing Charges	18,12.85		17,50.38
(g) Rent/Lease Rent	3,72.27		2,66.26
(h) Rates and Taxes	2,95.48		2,67.17
(i) Insurance Charges	93.30		92.91
(j) Commission on Sales (other than sole selling agent)	4,82.40		5,20.97
(k) Other Discount	6,10.31		6,45.24
(l) Travelling and Conveyance	6,35.50		7,02.48
(m) Charity and Donations	1,25.55		1,55.05
(n) Bad Debts/Sundry Debit Balances written off	1,34.35		3,06.01
(o) Provision for Doubtful Debts (Net)	1,67.95		77.74
(p) Assets written off	21.11		4.82
(q) Excise Duty paid	1,50.06		33.19
(r) Exchange Difference (Net)	—		14,45.94
(s) Share in loss of Partnership Firm	0.01		0.04
(t) Diminution in value of Long-Term Investments	87.21		2,13.44
(u) Loss on sale of Fixed Assets	5.27		3.56
(v) Other Expenses	40,23.84		51,45.09
		115,52.16	141,53.08
5. CONTAINERS AND PACKING MATERIALS		42,35.43	35,76.64
6. TRANSPORT CHARGES		17,94.75	18,05.85
7. DIRECTORS' FEES		4.20	3.45
TOTAL		585,63.88	667,88.35
SCHEDULE 'R'			
(INCREASE)/DECREASE IN STOCKS			
(a) Closing Stocks:			
Finished Products	69,89.98		61,12.30
Semi-Finished Products	15,98.81		14,66.83
Traded Products	13,78.60		6,91.49
		99,67.39	82,70.62
(b) Less:			
Opening Stocks :			
Finished Products	61,12.30		42,65.40
Semi-Finished Products	14,66.83		10,42.38
Traded Products	6,91.49		7,04.14
		82,70.62	60,11.92
		(16,96.77)	(22,58.70)
SCHEDULE 'S'			
INTEREST			
1. On Fixed Loans		2,97.68	3,13.79
2. On Cash Credit/Working Capital Demand Loan Accounts		3,09.46	5,54.76
3. Others		2,92.53	6,30.35
TOTAL		8,99.67	14,98.90

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T'

NOTES TO ACCOUNTS

1. NATURE OF OPERATIONS:

Excel Crop Care Limited is a reputed Company in agro chemicals sector manufacturing technical grade and formulations of pesticides. The Company also markets agri inputs like soil enrichers, bio-pesticides and plant growth promoters. The Company has presence in both the domestic and international markets.

2. SIGNIFICANT ACCOUNTING POLICIES:

(a) Basis of Preparation:

The financial statements have been prepared to comply in all material respects with the Notified Accounting Standards by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(b) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

(d) Depreciation:

(i) In respect of Buildings, Plant and Machinery and Electrical Installations, on straight line basis in accordance with Section 205(2)(b) of the Companies Act, 1956, at the straight line rates specified in Schedule XIV to the Companies Act, 1956.

(ii) Leasehold Improvements are depreciated on straight line basis over the lease period.

(iii) In respect of additions to/deletions from the Fixed Assets, on pro-rata basis with reference to the date of addition/deletion of the assets except for assets costing Rs 5,000 or less which have been fully depreciated.

(iv) In respect of all other Fixed Assets, on written down value basis in accordance with Section 205(2)(a) of the Companies Act, 1956, at the rates specified in Schedule XIV to the Companies Act, 1956.

(e) Impairment:

(i) The carrying amounts of assets are reviewed for impairment at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(iii) A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

(f) Intangible Assets and Amortisation:

(i) Intangible assets are stated at cost less accumulated amortisation.

(ii) Amortisation:

Data Registration expenses (including registration fees) are amortised on a straight line basis over a period of three years and computer software/licence fees and data compensation charges are amortised on a straight line basis over a period of four years.

(iii) Research and Development Costs:

Research costs (other than cost of Fixed Assets acquired) are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of accounts. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project, not exceeding ten years.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

(g) Leased Assets:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss account on a straight line basis over the lease term.

(h) Government Grants and Subsidies:

When the grant or subsidy relates to an expense item, it is recognised as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

(i) Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

(j) Accounting for Derivatives:

Derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the income statement. Net gains are ignored.

(k) Inventories:

Raw materials, containers, stores and spares	Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a moving weighted average basis.
Finished goods and Work-in-progress	Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on standard costing basis.
Traded Goods	Lower of cost and net realizable value. Cost is determined on a moving weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

(l) Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods:

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Gross turnover includes Excise Duty but does not include Sales Tax and VAT.

Interest:

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends:

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from subsidiaries is recognised even if same are declared after the balance sheet date but pertains to period on or before the date of balance sheet as per the requirement of schedule VI of the Companies Act, 1956.

Royalty:

Revenue is recognised on an accrual basis in accordance with the terms of relevant agreement.

Other Income:

Certain items of income such as insurance claims, overdue interest from customers and other benefits are considered to the extent the amount is ascertainable/accepted by the parties.

(m) Foreign currency translations:

Foreign currency transactions

(i) Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion:

Foreign currency monetary items are reported using the closing exchange rate on the Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences:

Exchange differences arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise except those arising from investments in non-integral operations.

(iv) Forward Exchange Contracts:

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

(n) Retirement and other employee benefits:

(i) Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contribution to the fund accrues. There are no obligations other than the contribution payable to the Provident Fund Trust.

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

- (ii) Retirement benefits in the form of Superannuation Fund is a defined contribution scheme and the contribution is charged to the Profit and Loss account of the year when the contribution accrues. There are no obligations other than the contribution payable to the Superannuation Fund Trust.
- (iii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- (iv) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.
- (v) Actuarial gains/losses are recognised immediately to the profit and loss account and are not deferred.
- (vi) Payments made under the Voluntary Retirement Scheme are charged to the Profit and Loss account immediately.

(o) Tax Expense:

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(p) Earning Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(q) Provisions:

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(r) Cash and Cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(s) Segment Reporting:

Identification of segments:

The Company's operating businesses are organised and managed separately according to the nature of products and services with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

3. The Company transferred its Seeds business as a going concern to Excel Genetics Limited with effect from 1 July 2009. All the assets and liabilities of the Seeds business were transferred at book value. Services of all the employees of the Seeds business were also transferred to Excel Genetics Limited without break or interruption in service. On 10 August 2009, Excel Genetics Limited allotted 1,50,000 equity shares of Rs. 10 each at par to the Company and thereby it became the Company's Subsidiary in which 75% of the equity capital is held by the Company.

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
4. Contingent Liabilities:		
(a) Disputed Excise-duty liability	2.77	2.77
(b) Disputed Service-tax liability	34.45	34.45
(c) Disputed Income-tax liability	1,05.38	1,14.74
(d) Disputed Sales-tax liability	11.57	4.77
(e) Guarantees given by the Company's bankers on behalf of the Company to third parties	79.46	31.48
(f) Liability in respect of employee(s) disputes	Amount unascertainable	Amount unascertainable
(g) Claims against the Company not acknowledged as debts	19.86	3.55

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.) NOTES TO ACCOUNTS	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
5. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1,39.34	1,81.16
6. The Company has 50% ownership interest in M/s. Multichem Industries, a partnership firm registered in India. The proportionate interest of the Company in the said entity as per the latest Balance Sheet as at 31 March 2010 is as under:		
Assets	2.16	2.16
Liabilities	2.16	2.16
Income	—	—
Expense	0.01	0.04
7. Details of dues to Micro and Small Enterprises:	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" (MSMED Act, 2006) has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to the suppliers as defined in the MSMED Act, 2006 are as under:		
(a) The principal amount remaining unpaid to suppliers as at the end of accounting year	1,96.94	—
(b) The amount of interest due thereon remaining unpaid as at the end of the accounting year	0.03	—
(c) The amount of interest paid in terms of Section 16 along with amount of payment made to the suppliers beyond the appointed date during the year	—	—
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year but without adding interest specified under this Act)	9.30	—
(e) The amount of interest accrued during the year and remaining unpaid at the end of the accounting year	9.33	—
The previous year's figures are not given, as there were no reported Micro and Small Enterprises upto 31 March 2009		
	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
8. Break up of Deferred Tax Assets and Deferred Tax Liabilities:		
(a) Deferred Tax Assets:		
(i) Liabilities Allowable on Payment basis	2,06.76	1,18.09
(ii) Provision for Doubtful Debts	97.29	40.21
(iii) Others	—	60.71
	3,04.05	2,19.01
(b) Deferred Tax Liabilities :		
Depreciation	16,80.85	15,96.54
	16,80.85	15,96.54
9. Excise duty on sales amounting to Rs. 30,42.16 lacs (Previous Year: Rs. 45,33.32 lacs) has been reduced from sales in Profit & Loss Account and excise duty expense in Schedule 'Q' includes Rs. 1,50.06 lacs (Previous Year: Rs. 4,00.55 lacs) being excise duty on increase/decrease in stocks	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
10. The amount of exchange differences in respect of forward exchange contracts to be recognised as an income/ (expense) in the Profit and Loss Account of the subsequent year	(4.67)	(2.56)
11. (a) Research and Development costs, as certified by the Management, debited to the Profit and Loss Account are as under:		
(i) *Revenue Expenses	5,81.27	4,64.10
(ii) Depreciation	39.66	34.18
	6,20.93	4,98.28
*includes Rs. 3,22.10 lacs (Previous Year: Rs. 2,86.90 lacs) in respect of Research and Development unit at Bhavnagar approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology & Rs. 17.38 lacs (Previous Year: Rs. 7.22 lacs) in respect of Research and Development unit at Gajod for which application for approval is made to Department of Scientific & Industrial Research, Ministry of Science & Technology.		

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)		
NOTES TO ACCOUNTS		
	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
(b) Capital Expenditure incurred during the year on Research and Development [including capital expenditure on qualifying assets of Rs. 35.86 lacs (including Building) (Previous Year: Rs. 56.37 lacs) in respect of Research and Development Unit at Bhavnagar approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology] and Rs. 4.43 lacs (Previous Year: Rs. 13.03 lacs) is of Research and Development unit at Gajod for which application for approval is made to Department of Scientific & Industrial Research, Ministry of Science & Technology.	40.29	68.22
12. The Company had entered into Derivative Contracts for hedging its receivables/payables in the year 2008-09, some of which contracts extended upto June 2009. Loss/(Gain) on these Contracts is included under the head "Other Expenses" in Schedule 'Q'.	(21.01)	17,95.91
13. Excess/(Short) Provisions written back (Net) comprises of the following:		
(a) Raw Materials	(1.80)	—
(b) Export Incentives	9.72	42.96
(c) Purchase of Finished Goods	1.43	—
(d) Commission on Exports	0.36	6.51
(e) Personnel Expenses	2.73	26.82
(f) Discount on Sales	(10.79)	1,25.37
(g) Transport Charges	1.12	1.80
(h) Others	5.96	12.98
	8.73	2,16.44
14. Supplementary Statutory Information:		
14.1 Auditors' Remuneration:		
As an Auditor:		
(i) Audit fees	14.75	14.50
(ii) Limited Review	3.00	3.00
(iii) Tax audit fees	4.40	4.40
In other Capacity:		
(i) Fees for taxation matters	3.79	3.31
(ii) Fees for certification and other matters	4.18	0.99
(iii) Out of pocket expenses	0.38	0.15
14.2 (a) Managerial Remuneration:		
(1) To Managing Director and Executive Director		
(i) Salaries	38.70	32.85
(ii) Contribution to Provident and Other Funds	10.72	9.54
(iii) Perquisites	34.62	32.85
(iv) Commission	80.40	64.05
	1,64.44	1,39.29
Note: As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included in above.		
(2) To Other Directors:		
Commission (included in 'Other Expenses')	50.00	38.00
(b) Computation of Commission payable to Managing Director and Executive Director		
Profit for the Year	57,19.08	44,60.38
Add: Depreciation charged in Accounts	8,82.91	8,09.57
Managerial Remuneration	2,14.44	1,77.29
Directors' Fees	4.20	3.45
Prior Period Adjustments (Net)	(43.30)	(8.84)
Assets written off as per Accounts	21.11	4.82
Loss on sale of fixed assets as per Accounts	5.27	3.56
Diminution in value of Long-term Investments	87.21	2,13.44
	11,71.84	12,03.29

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
Less: Depreciation as per Section 350 of the Companies Act, 1956	8,82.91	8,09.57
Assets written off as per Section 350 of the Companies Act, 1956	21.11	4.82
Loss on Sale of Assets as per Section 350 of the Companies Act, 1956	5.27	3.97
	9,09.29	8,18.36
Net Profit as per Section 309(5) of the Companies Act, 1956	59,81.63	48,45.31
Commission to Managing/Executive Director in terms of Agreement	80.40	73.20
Restricted to	80.40	64.05
Commission to other Directors @ 1% thereof, Rs. 59.81 lacs (Previous Year: Rs. 48.45 lacs) which the Directors have agreed to restrict to	50.00	38.00

Additional information pursuant to the provision of Paragraph 3, 4, 4c and 4d of Part II of Schedule VI to the Companies Act, 1956.

14.3 Licensed Capacity, Installed Capacity and Production:

Product	Current Year			Previous Year		
	*Licensed Capacity (Tonnes)	Installed Capacity (Tonnes)	Production (Tonnes)	*Licensed Capacity (Tonnes)	Installed Capacity (Tonnes)	Production (Tonnes)
I. Pesticides	25,900	20,750	14,519	23,900	18,450	13,243
II. Pesticides Intermediates	*11,000	6,900	4,449	*11,000	6,900	4,448

Notes: (a) Installed Capacity is as certified by the Executive Director on which the Auditors have relied, being a technical matter.

(b) Production includes quantities produced for internal consumption and excludes reprocessed material.

* (c) Includes capacity as acknowledged by Directorate General of Technical Development/ Secretariat for Industrial Approvals, Capacity being intimated to Secretariat for Industrial Approvals, for acknowledgement.

(d) Production excludes formulations produced out of captive/bought out Technical grade material.

(e) Production is inclusive of subcontracted production.

14.4 Details of Opening and Closing Stocks of Finished Products:

Class of Products:	Unit	Current Year				Previous Year			
		OPENING STOCK		CLOSING STOCK		OPENING STOCK		CLOSING STOCK	
		Qty.	Amount (Rs. in lacs)	Qty.	Amount (Rs. in lacs)	Qty.	Amount (Rs. in lacs)	Qty.	Amount (Rs. in lacs)
I. Manufacturing Activity:									
1. Pesticides	Tonnes	993	32,67.35	1,415	27,43.43	801	20,77.54	993	32,67.35
	KL	1,433	22,58.61	2,220	32,47.15	1,212	19,18.95	1,433	22,58.61
2. Pesticides Intermediates	Tonnes	255	2,95.75	579	8,00.13	83	97.65	255	2,95.75
3. Others	Tonnes	792	1,92.29	483	1,28.44	723	1,71.26	792	1,92.29
	KL	56	98.00	59	69.95	—	—	56	98.00
	Nos. (in Thousands)	2	0.30	4	0.88	—	—	2	0.30
		61,12.30	69,89.98		61,12.30	42,65.40		61,12.30	

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)										
NOTES TO ACCOUNTS		Current Year				Previous Year				
		OPENING STOCK		CLOSING STOCK		OPENING STOCK		CLOSING STOCK		
		Qty.	Amount	Qty.	Amount	Qty.	Amount	Qty.	Amount	
		(Rs. in lacs)		(Rs. in lacs)		(Rs. in lacs)		(Rs. in lacs)		
Class of Products:	Unit									
II. Trading Activity:										
1.	Pesticides	Tonnes	250	2,32.51	317	5,16.73	279	3,62.03	250	2,32.51
		KL	69	3,53.02	170	5,82.76	43	2,46.16	69	3,53.02
2.	Pesticides Intermediates	Tonnes	—	—	110	1,45.90	—	—	—	—
3.	Others	Tonnes	452	56.42	741	91.00	1,004	69.53	452	56.42
		KL	9	17.85	7	12.89	12	21.69	9	17.85
		Nos. (in Thousands)	148	31.69	72	29.32	9	4.73	148	31.69
			<u>6,91.49</u>	<u>13,78.60</u>			<u>7,04.14</u>	<u>6,91.49</u>		
14.5 Turnover:										
		Current Year				Previous Year				
		Quantity		Amount		Quantity		Amount		
		(Rs. in lacs)		(Rs. in lacs)		(Rs. in lacs)		(Rs. in lacs)		
Class of Products:	Unit									
I. Manufacturing Activity:										
1.	Pesticides	Tonnes	7,836	211,58.49			9,087	293,32.13		
		KL	15,761	277,65.99			12,277	265,55.67		
2.	Pesticides Intermediates	Tonnes	1,861	40,18.27			2,460	53,61.14		
3.	Others	Tonnes	13,934	10,71.71			16,890	11,50.08		
		KL	270	4,60.32			203	3,26.19		
		Nos. (in Thousands)	96	23.88			8	2.37		
			<u>544,98.66</u>	<u>627,27.58</u>						
II. Trading Activity:										
1.	Pesticides – Technical	Tonnes	3,452	42,20.00			3,000	31,58.04		
		KL	578	22,15.37			349	16,93.27		
2.	Pesticides Intermediates	Tonnes	220	2,37.40			—	—		
3.	Others	Tonnes	10,103	6,85.08			10,935	7,24.31		
		KL	41	1,34.12			38	1,79.21		
		Nos. (in Thousands)	51	50.10			24	27.56		
			<u>75,42.07</u>	<u>57,82.39</u>						
TOTAL TURNOVER			<u>620,40.73</u>	<u>685,09.97</u>						

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)						
NOTES TO ACCOUNTS						
14.6 Raw Materials Consumed (excluding captively produced and consumed):						
			Current Year		Previous Year	
Sr. No.	Item	Unit	Quantity	Amount (Rs. in lacs)	Quantity	Amount (Rs. in lacs)
1.	Inorganic Chemicals:	Tonnes	13,855	36,78.47	12,542	45,30.48
2.	Organic Chemicals:					
	HCCP	Tonnes	5,805	70,37.00	6,808	69,04.14
	NPMIDA	Tonnes	5,443	55,81.10	4,764	127,11.98
	Others	Tonnes	20,460	112,03.46	18,541	126,72.08
3.	Metal and Metal Powder	Tonnes	660	7,03.72	530	6,90.05
4.	Others	Tonnes	3,735	7,00.48	4,834	7,73.05
			289,04.23	289,04.23	382,81.78	382,81.78
14.7 Purchases of Traded Goods:						
			Current Year		Previous Year	
	Class of Products:	Unit	Quantity	Amount (Rs. in lacs)	Quantity	Amount (Rs. in lacs)
	Pesticides	Tonnes	3,520	38,51.24	2,972	23,24.56
		KL	681	20,46.67	374	13,91.06
	Pesticides Intermediates	Tonnes	330	3,81.82	—	—
	Others	Tonnes	10,436	5,33.69	10,568	5,74.48
		KL	40	79.38	40	1,49.83
		Nos. (in Thousands)	113	54.55	23	28.03
			69,47.35	69,47.35	44,67.96	44,67.96
14.8 Consumption of Raw Materials, Components and Spare Parts:						
			Current Year		Previous Year	
			(Rs. in lacs)	Percentage	(Rs. in lacs)	Percentage
1.	Raw Materials:					
	Imported		156,49.90	54.14	250,50.54	65.44
	Indigenous		132,54.33	45.86	132,31.24	34.56
			289,04.23	100.00	382,81.78	100.00
2.	Components and Spares Parts		NIL	NIL	NIL	NIL
					Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
14.9 Value of Imports on C.I.F. basis:						
	Raw Materials				147,86.19	231,59.36
	Packing Materials				12.59	—
	Components and Spare Parts*				81.44	17.09
	Capital Goods				31.01	36.07
	Traded Goods				3,78.56	18.26
* In giving the above information, the Company has taken the view that Components and Spare Parts as referred to in Clause 4-D(a) of Part II of Schedule VI cover only such items as go directly into production and those used as spares for repairs and maintenance of Plant and Machinery.						

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.) NOTES TO ACCOUNTS	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
14.10 Expenditure in Foreign Currency (on cash basis):		
(a) Commission on Export Sales	2,92.54	1,45.53
(b) Foreign Travelling Expenses	21.56	1,10.01
(c) Advertisement and Sales Promotion Expenses	2,02.56	85.65
(d) Product Registration Fees	47.44	19.73
(e) Interest	1,09.26	2,00.44
(f) Professional Charges	22.08	2,61.50
(g) Rent	4.21	3.79
(h) Personnel Expenses	73.59	14.53
(i) Other Repairs	—	0.56
(j) Transport Charges	0.76	8.94
(k) Others	62.72	1,02.93
14.11 Earnings in Foreign Exchange (on accrual basis):		
Export of Goods on F.O.B. basis	209,43.56	287,62.42
Other Income (including interest)	46.95	0.02
14.12 Remittance in Foreign Currency on account of Dividend to non-resident shareholder:		
(a) Number of shareholder	1	1
(b) Number of Equity shares held by them	16,17,000	16,17,000
(c) (i) Amount of dividend paid (Rs. in lacs)	80.85	80.85
(ii) Year to which dividend relates	2008-09	2007-08
	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
15. Earnings Per Share:		
(1) Profit after Tax	37,33.81	27,86.30
Less: Prior Period Adjustments (Net)	43.30	8.84
Add: Excess provision for taxation for earlier years	52.93	2.58
Profit attributable to Equity Shareholders (A)	37,43.44	27,80.04
	Nos.	Nos.
(2) Weighted average number of Equity Shares outstanding (B)	1,10,05,630	1,10,05,630
	Rupees	Rupees
(3) Earnings Per Share: (A)/(B) (basic and diluted)	34.01	25.26
(4) Face Value of Equity Share	5.00	5.00
16. Details of Employee Benefits:		
I. Defined Benefit Plans – Gratuity (Funded):		
<p>The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days of last drawn salary for each completed year of service. If an employee completes more than 25 years of service then instead of 15 days, he/she will get gratuity on retirement at 22 days of last drawn salary. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The scheme is funded with an insurance company in the form of a qualifying insurance policy.</p>		

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

(a) The amounts recognised in the statement of Profit and Loss Account are as follows:

Defined Benefit Plan	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
Current Service cost	1,03.68	80.82
Interest cost on benefit obligation	1,26.36	87.71
Expected return on plan assets	(1,29.70)	(1,10.82)
Net actuarial (gain)/loss recognised during the year	3,09.26	3,10.72
Amount included under the head personnel expenses in Schedule 'Q' Manufacturing and Other Expenses.	4,09.60	3,68.43
Actual return on plan assets	1,45.00	1,17.09

(b) The amounts recognised in the Balance Sheet are as follows:

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
Present value of funded obligation	20,65.37	16,30.40
Less: Fair value of plan assets	16,58.38	14,11.97
Net Liability included under the head Provision for Gratuity, in Schedule 'N'-Provisions	4,06.99	2,18.43

(c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
Opening defined benefit obligation	16,30.40	12,53.03
Interest cost	1,26.36	87.71
Current service cost	1,03.69	80.82
Benefits paid	(1,62.69)	(1,08.15)
Actuarial (gains)/loss on obligation	3,67.61	3,16.99
Closing defined benefit obligation	20,65.37	16,30.40

(d) Changes in the fair value of plan assets are as follows:

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
Opening fair value of plan assets	14,11.97	11,67.78
Expected return	1,29.70	1,10.82
Contributions made by employer during the year	2,21.04	2,35.25
Benefits paid	(1,62.69)	(1,08.15)
Actuarial gains	58.36	6.27
Closing fair value of plan assets	16,58.38	14,11.97
	(Rs. in lacs)	(Rs. in lacs)
Expected contribution to defined benefit plan for the year	4,06.99	2,18.43

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

	Current Year	Previous Year
The major categories of plan assets as a percentage of fair value of total plan assets are as follows:		
Insurer Managed Funds (Life Insurance Corporation of India)	100.00%	100.00%
	100.00%	100.00%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

	Current Year	Previous Year
The principal actuarial assumptions at the Balance Sheet date:		
Discount rate	7.75%	7.00%
Expected rate of return on plan assets	9%	9%
Expected rate of salary increase	8%	5%
Mortality table	LIC (1994-96)	LIC (1994-96)
	Ultimate	Ultimate
Proportion of employees opting for early retirement	1% to 5%	1% to 5%

Notes:

- (i) The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
- (ii) The disclosure required under Para 120(n)(ii) of Accounting Standard 15 "Employee Benefits (Revised, 2003) pertaining to experience adjustments on plan assets and plan liabilities is not given on the ground that such information is not provided by the actuary.

II. Defined Contribution Plans:

- (i) Provident Fund is a defined contribution scheme established under a State Plan.
- (ii) Superannuation Fund is a defined contribution scheme. The scheme is funded with an insurance company in the form of a qualifying insurance policy.
- (iii) Defined Contribution Plan:

	Current Year (Rs. in lacs)	Previous Year (Rs. In lacs)
Current service cost included under the head Personnel Expenses in Schedule 'Q' Manufacturing and Other Expenses:		
Provident Fund and Family Pension Fund	1,83.07	1,74.39
Superannuation Fund	83.30	81.22

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

17. Related Party Disclosures as required by Accounting Standard (AS)-18 "Related Party Disclosures", notified by Companies (Accounting Standards) Rules, 2006 (as amended) are given below:

(A) **Relationships:**

(1) **Subsidiary Companies:**

Excel Industries (Australia) Pty Limited
Excel Industries (Europe) N.V.
ECCL Investments and Finance Limited
Excel Genetics Limited (formerly Harvest Inte-Agro Limited) (w.e.f. 10 August 2009)

(2) **Joint Venture:**

Multichem Industries (a partnership firm)

(3) **Associate Companies:**

Aimco Pesticides Limited
Excel Bio Resources Limited
Kutch Crop Services Limited

(4) **Enterprises over which key management personnel and their relatives have significant influence:**

Agrocel Industries Limited
Anshul Specialty Molecules Limited
C. C. Shroff Research Institute
C. C. Shroff Self Help Centre
Dipkanti Investments & Financing Private Limited
Divakar Chemicals Limited
Excel Industries Limited
Hyderabad Chemicals Limited
Hyderabad Chemical Products Limited
Parul Chemicals Limited
Pritami Investments Private Limited
Shroff Family Charitable Trust
Shroffs Foundation Trust
Shrujan
Shrodip Investments Private Limited
TML Industries Limited (Formerly Transmetal Limited)
Transpek Industry Limited
Transpek Industry (Europe) Limited
Utkarsh Chemicals Private Limited
Shree Vivekanand Research & Training Institute

(5) **Key Management Personnel:**

Mr. Ashwin C. Shroff
Mr. Dipesh K. Shroff
Mr. Prakash K. Shroff
Mr. Jagdish R. Naik

(6) **Relatives of Key Management Personnel:**

Mrs. Usha A. Shroff
Mr. Ravi A. Shroff
Mr. Hrishit A. Shroff
Mrs. Anshul Bhatia
Mr. Kantisen C. Shroff
Mrs. Chanda K. Shroff
Mrs. Preeti D. Shroff
Mrs. Priti P. Shroff
Mr. Kunal P. Shroff
Mr. Harish K. Shroff
Late Miss Ramila K. Shroff
Mrs. Tarla K. Rajda
Mr. Ramanlal M. Naik
Mrs. Tejal Jagdish Naik

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

(B) The following transactions were carried out with the related parties in the course of business:

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs)
						Total
1. INCOME						
(a) Sale of Goods (Net of rebate and discount)						
Excel Industries (Australia) Pty Ltd.	95.15 (1,57.38)	— (—)	— (—)	— (—)	— (—)	95.15 (1,57.38)
Excel Industries (Europe) N.V.	5,07.26 (36,18.45)	— (—)	— (—)	— (—)	— (—)	5,07.26 (36,18.45)
Excel Genetics Limited	24.31 (—)	— (—)	— (—)	— (—)	— (—)	24.31 (—)
Aimco Pesticides Limited	— (—)	29.36 (—)	— (—)	— (—)	— (—)	29.36 (—)
Agrocel Industries Limited	— (—)	— (—)	3,55.95 (1,50.70)	— (—)	— (—)	3,55.95 (1,50.70)
Hyderabad Chemicals Limited	— (—)	— (—)	4,87.03 (7,85.80)	— (—)	— (—)	4,87.03 (7,85.80)
Hyderabad Chemical Products Limited	— (—)	— (—)	1,54.05 (—)	— (—)	— (—)	1,54.05 (—)
Parul Chemicals Limited	— (—)	— (—)	82.76 (1,00.99)	— (—)	— (—)	82.76 (1,00.99)
Others	— (—)	— (29.47)	61.02 (2,72.28)	— (—)	— (—)	61.02 (3,01.75)
	6,26.72 (37,75.83)	29.36 (29.47)	11,40.81 (13,09.77)	— (—)	— (—)	17,96.89 (51,15.07)
(b) Interest						
Agrocel Industries Limited	— (—)	— (—)	3.90 (1.10)	— (—)	— (—)	3.90 (1.10)
Excel Genetics Limited	1.62 (—)	— (—)	— (—)	— (—)	— (—)	1.62 (—)
	1.62 (—)	— (—)	3.90 (1.10)	— (—)	— (—)	5.52 (1.10)
(c) Royalty						
TML Industries Limited	— (—)	— (—)	12.19 (—)	— (—)	— (—)	12.19 (—)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs)
						Total
(d) Rent						
Excel Industries Limited	—	—	22.10	—	—	22.10
	(—)	(—)	(—)	(—)	(—)	(—)
Agrocel Industries Limited	—	—	22.75	—	—	22.75
	(—)	(—)	(—)	(—)	(—)	(—)
Anshul Specialty Molecules Limited	—	—	20.84	—	—	20.84
	(—)	(—)	(—)	(—)	(—)	(—)
C. C. Shroff Research Institute	—	—	53.41	—	—	53.41
	(—)	(—)	(—)	(—)	(—)	(—)
Others	0.71	—	0.08	—	—	0.79
	(—)	(—)	(—)	(—)	(—)	(—)
	0.71	—	1,19.18	—	—	1,19.89
	(—)	(—)	(—)	(—)	(—)	(—)
(e) Processing Charges						
Hyderabad Chemicals Limited	—	—	64.68	—	—	64.68
	(—)	(—)	(—)	(—)	(—)	(—)
(f) Others (Reimbursement of expenses)						
Excel Industries (Europe) N. V.	—	—	—	—	—	—
	(20.52)	(—)	(—)	(—)	(—)	(20.52)
Aimco Pesticides Limited	—	—	—	—	—	—
	(—)	(16.45)	(—)	(—)	(—)	(16.45)
Agrocel Industries Limited	—	—	—	—	—	—
	(—)	(—)	(5.92)	(—)	(—)	(5.92)
Kutch Crop Services Limited	—	22.15	—	—	—	22.15
	(—)	(20.21)	(—)	(—)	(—)	(20.21)
Others	—	—	0.36	—	—	0.36
	(—)	(—)	(1.48)	(—)	(—)	(1.48)
	—	22.15	0.36	—	—	22.51
	(20.52)	(36.66)	(7.40)	(—)	(—)	(64.58)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs) Total
2. EXPENSES						
(a) Purchase of Goods						
Excel Industries Limited	—	—	28,72.89	—	—	28,72.89
	(—)	(—)	(29,45.30)	(—)	(—)	(29,45.30)
Parul Chemicals Limited	—	—	13,27.36	—	—	13,27.36
	(—)	(—)	(3,56.80)	(—)	(—)	(3,56.80)
TML Industries Limited	—	—	21,61.44	—	—	21,61.44
	(—)	(—)	(13,67.40)	(—)	(—)	(13,67.40)
Hyderabad Chemical Products Limited	—	—	10,80.96	—	—	10,80.96
	(—)	(—)	(6,84.45)	(—)	(—)	(6,84.45)
Aimco Pesticides Limited	—	28.84	—	—	—	28.84
	(—)	(—)	(—)	(—)	(—)	(—)
Others	—	—	9,50.23	—	—	9,50.23
	(59.02)	(87.18)	(16,50.08)	(—)	(—)	(17,96.28)
	—	28.84	83,92.88	—	—	84,21.72
	(59.02)	(87.18)	(70,04.03)	(—)	(—)	(71,50.23)
(b) Purchase of Services						
Agrocel Industries Limited	—	—	16.12	—	—	16.12
	(—)	(—)	(8.57)	(—)	(—)	(8.57)
C. C. Shroff Research Institute	—	—	9.92	—	—	9.92
	(—)	(—)	(—)	(—)	(—)	(—)
Excel Industries Limited	—	—	37.87	—	—	37.87
	(—)	(—)	(28.43)	(—)	(—)	(28.43)
Harvest Inte-Agro Limited	—	—	—	—	—	—
	(—)	(—)	(2.10)	(—)	(—)	(2.10)
Parul Chemicals Limited	—	—	—	—	—	—
	(—)	(—)	(12.27)	(—)	(—)	(12.27)
Others	—	—	—	—	—	—
	(—)	(—)	(0.35)	(—)	(—)	(0.35)
	—	—	63.91	—	—	63.91
	(—)	(—)	(51.72)	(—)	(—)	(51.72)
(c) Rent						
Excel Industries Limited	—	—	42.36	—	—	42.36
	(—)	(—)	(1,08.70)	(—)	(—)	(1,08.70)
Prakash K. Shroff	—	—	—	0.45	—	0.45
	(—)	(—)	(—)	(—)	(—)	(—)
	—	—	42.36	0.45	—	42.81
	(—)	(—)	(1,08.70)	(—)	(—)	(1,08.70)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs) Total
(d) Commission						
Divakar Chemicals Limited	—	—	7.32	—	—	7.32
	(—)	(—)	(21.62)	(—)	(—)	(21.62)
Aimco Pesticides Limited	—	—	—	—	—	—
	(—)	(0.81)	(—)	(—)	(—)	(0.81)
	—	—	7.32	—	—	7.32
	(—)	(0.81)	(21.62)	(—)	(—)	(22.43)
(e) Charity & Donation						
Shrujan	—	—	15.00	—	—	15.00
	(—)	(—)	(1,00.00)	(—)	(—)	(1,00.00)
Shroffs Foundation Trust	—	—	10.00	—	—	10.00
	(—)	(—)	(—)	(—)	(—)	(—)
Shroff Family Charitable Trust	—	—	10.00	—	—	10.00
	(—)	(—)	(—)	(—)	(—)	(—)
Shree Vivekanand Research & Training Institute	—	—	23.35	—	—	23.35
	(—)	(—)	(—)	(—)	(—)	(—)
	—	—	58.35	—	—	58.35
	(—)	(—)	(1,00.00)	(—)	(—)	(1,00.00)
(f) Processing Charges						
Excel Industries Limited	—	—	11,74.30	—	—	11,74.30
	(—)	(—)	(9,20.19)	(—)	(—)	(9,20.19)
Aimco Pesticides Limited	—	—	—	—	—	—
	(—)	(2,46.36)	(—)	(—)	(—)	(2,46.36)
TML Industries Limited	—	—	5,88.08	—	—	5,88.08
	(—)	(—)	(4,49.81)	(—)	(—)	(4,49.81)
Others	—	—	23.21	—	—	23.21
	(—)	(—)	(—)	(—)	(—)	(—)
	—	—	17,85.59	—	—	17,85.59
	(—)	(2,46.36)	(13,70.00)	(—)	(—)	(16,16.36)
(g) Research & Development Expenses						
C. C. Shroff Research Institute	—	—	1,32.36	—	—	1,32.36
	(—)	(—)	(1,32.36)	(—)	(—)	(1,32.36)
	—	—	1,32.36	—	—	1,32.36
	(—)	(—)	(1,32.36)	(—)	(—)	(1,32.36)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs)
						Total
(h) Royalty						
Excel Industries Limited	—	—	80.04	—	—	80.04
	(—)	(—)	(77.20)	(—)	(—)	(77.20)
	—	—	80.04	—	—	80.04
	(—)	(—)	(77.20)	(—)	(—)	(77.20)
(i) Remuneration						
Dipesh K. Shroff	—	—	—	95.28	—	95.28
	(—)	(—)	(—)	(79.72)	(—)	(79.72)
Prakash K. Shroff	—	—	—	69.15	—	69.15
	(—)	(—)	(—)	(59.57)	(—)	(59.57)
Others	—	—	—	—	5.73	5.73
	(—)	(—)	(—)	(—)	(5.85)	(5.85)
	—	—	—	1,64.43	5.73	1,70.16
	(—)	(—)	(—)	(1,39.29)	(5.85)	(1,45.14)
(j) Directors' Commission (Other than Managing Director and Executive Director) in respect of earlier year						
Ashwin C. Shroff	—	—	—	4.00	—	4.00
	(—)	(—)	(—)	(3.50)	(—)	(3.50)
J.R. Naik	—	—	—	16.50	—	16.50
	(—)	(—)	(—)	(14.00)	(—)	(14.00)
	—	—	—	20.50	—	20.50
	(—)	(—)	(—)	(17.50)	(—)	(17.50)
(k) Directors' Sitting Fees						
Ashwin C. Shroff	—	—	—	0.55	—	0.55
	(—)	(—)	(—)	(0.45)	(—)	(0.45)
J.R. Naik	—	—	—	0.80	—	0.80
	(—)	(—)	(—)	(0.65)	(—)	(0.65)
	—	—	—	1.35	—	1.35
	(—)	(—)	(—)	(1.10)	(—)	(1.10)
(l) Legal & Professional Charges						
J.R. Naik	—	—	—	28.40	—	28.40
	(—)	(—)	(—)	(23.55)	(—)	(23.55)
	—	—	—	28.40	—	28.40
	(—)	(—)	(—)	(23.55)	(—)	(23.55)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs) Total
(m) Share of loss in joint venture						
Agrocel Industries Limited	—	—	1.91	—	—	1.91
	(—)	(—)	(2.45)	(—)	(—)	(2.45)
	—	—	1.91	—	—	1.91
	(—)	(—)	(2.45)	(—)	(—)	(2.45)
(n) Others (Miscellaneous purchase/ reimbursement of expenses)						
Shrujan	—	—	6.52	—	—	6.52
	(—)	(—)	(4.45)	(—)	(—)	(4.45)
Shree Vivekanand Research and Training Institute	—	—	—	—	—	—
	(—)	(—)	(15.83)	(—)	(—)	(15.83)
C. C. Shroff Self Help Centre	—	—	6.60	—	—	6.60
	(—)	(—)	(2.32)	(—)	(—)	(2.32)
Agrocel Industries Limited	—	—	2.47	—	—	2.47
	(—)	(—)	(—)	(—)	(—)	(—)
Others	—	24.54	4.33	—	—	28.87
	(—)	(0.62)	(8.65)	(—)	(—)	(9.27)
	—	24.54	19.92	—	—	44.46
	(—)	(0.62)	(28.93)	(—)	(—)	(31.87)
3. FINANCE/OTHERS						
(a) Loans/Advance given						
Agrocel Industries Limited	—	—	2,11.00	—	—	2,11.00
	(—)	(—)	(55.00)	(—)	(—)	(55.00)
Excel Genetics Limited	20.00	—	—	—	—	20.00
	(—)	(—)	(80.00)	(—)	(—)	(80.00)
Others	0.13	—	—	—	—	0.13
	(0.35)	(—)	(—)	(—)	(—)	(0.35)
	20.13	—	2,11.00	—	—	2,31.13
	(0.35)	(—)	(1,35.00)	(—)	(—)	(1,35.35)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs)
						Total
(b) Dividend Paid						
Anshul Specialty Molecules Limited	—	—	19.49	—	—	19.49
	(—)	(—)	(19.49)	(—)	(—)	(19.49)
Utkarsh Chemicals Private Limited	—	—	23.64	—	—	23.64
	(—)	(—)	(23.56)	(—)	(—)	(23.56)
Others	—	—	30.40	5.08	11.90	47.38
	(—)	(—)	(30.73)	(5.23)	(11.92)	(47.88)
	—	—	73.53	5.08	11.90	90.51
	(—)	(—)	(73.78)	(5.23)	(11.92)	(90.93)
(c) Security Deposits Taken						
Agrocel Industries Limited	—	—	7.68	—	—	7.68
	(—)	(—)	(—)	(—)	(—)	(—)
Anshul Specialty Molecules Limited	—	—	10.31	—	—	10.31
	(—)	(—)	(—)	(—)	(—)	(—)
C. C. Shroff Research Institute	—	—	21.67	—	—	21.67
	(—)	(—)	(—)	(—)	(—)	(—)
Excel Industries Limited	—	—	10.93	—	—	10.93
	(—)	(—)	(—)	(—)	(—)	(—)
	—	—	50.59	—	—	50.59
	(—)	(—)	(—)	(—)	(—)	(—)
(d) Sale of Fixed Assets						
Agrocel Industries Limited	—	—	—	—	—	—
	(—)	(—)	(12.98)	(—)	(—)	(12.98)
(e) Purchase of Fixed Assets						
Agrocel Industries Limited	—	—	—	—	—	—
	(—)	(—)	(0.56)	(—)	(—)	(0.56)
Excel Industries Limited	—	—	3.78	—	—	3.78
	(—)	(—)	(3.00)	(—)	(—)	(3.00)
	—	—	3.78	—	—	3.78
	(—)	(—)	(3.56)	(—)	(—)	(3.56)
(f) Consideration for transfer of Seeds Business						
Excel Genetics Limited	—	—	55.13	—	—	55.13
	(—)	(—)	(—)	(—)	(—)	(—)
(g) Investment in shares						
Excel Genetics Limited	—	—	15.00	—	—	15.00
	(—)	(—)	(—)	(—)	(—)	(—)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

Nature of Transactions	Subsidiary Companies	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs) Total
4. OUTSTANDINGS AS AT THE BALANCE SHEET DATE						
(a) Amounts Receivable/Recoverable in kind (Net)						
Excel Industries (Australia) Pty Limited	23.14 (1,10.28)	— (—)	— (—)	— (—)	— (—)	23.14 (1,10.28)
Excel Industries (Europe) N. V.	2,12.91 (1,72.54)	— (—)	— (—)	— (—)	— (—)	2,12.91 (1,72.54)
Excel Genetics Limited	1,83.90 (—)	— (—)	— (80.00)	— (—)	— (—)	1,83.90 (80.00)
Aimco Pesticides Limited	— (—)	3,53.05 (2,97.54)	— (—)	— (—)	— (—)	3,53.05 (2,97.54)
Agrocel Industries Limited	— (—)	— (—)	2,74.96 (1,88.84)	— (—)	— (—)	2,74.96 (1,88.84)
Hyderabad Chemicals Limited	— (—)	— (—)	49.57 (94.66)	— (—)	— (—)	49.57 (94.66)
Hyderabad Chemical Products Limited	— (—)	— (—)	2,32.90 (—)	— (—)	— (—)	2,32.90 (—)
Kutch Crop Services Limited	— (—)	1,17.98 (—)	— (—)	— (—)	— (—)	1,17.98 (—)
Others	0.48 (0.35)	22.15 (60.52)	52.89 (15.50)	— (—)	— (—)	75.52 (76.37)
	4,20.43 (2,83.17)	4,93.18 (3,58.06)	6,10.32 (3,79.00)	— (—)	— (—)	15,23.93 (10,20.23)
(b) Amount Payable (Net)						
C. C. Shroff Research Institute	— (—)	— (—)	1,45.77 (1,17.90)	— (—)	— (—)	1,45.77 (1,17.90)
Excel Industries Limited	— (—)	— (—)	11,89.66 (7,68.03)	— (—)	— (—)	11,89.66 (7,68.03)
Hyderabad Chemical Products Limited	— (—)	— (—)	1,63.75 (—)	— (—)	— (—)	1,63.75 (—)
Parul Chemicals Limited	— (—)	— (—)	2,73.05 (—)	— (—)	— (—)	2,73.05 (—)
TML Industries Limited	— (—)	— (—)	2,24.25 (96.88)	— (—)	— (—)	2,24.25 (96.88)
Others	— (—)	— (—)	1,29.74 (1,38.94)	87.18 (77.94)	— (—)	2,16.92 (2,16.88)
	— (—)	— (—)	21,26.22 (11,21.75)	87.18 (77.94)	— (—)	22,13.40 (11,99.69)

(Figures in brackets relate to the Previous Year)

(Above figures are gross of tax)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
18. Disclosures pursuant to Clause 32 of the Listing Agreement:		
Loans to Subsidiary Companies		
Excel Genetics Limited		
Balance as at the balance sheet date	20.00	—
Maximum amount outstanding during the year Rs 20.00 lacs (Previous Year: Nil)		
Loan is repayable on demand		
ECCL Investments and Finance Limited		
Balance as at the balance sheet date	0.48	0.35
Maximum amount outstanding during the year Rs. 0.48 lac (Previous Year: Rs. 0.35 lac)		
Loan is repayable on demand		

19. Segment Information:

Primary Business Segment: The Company has only one business segment viz. Agro Chemicals.

Secondary Business Segment: Information in respect of geographical segments is as shown below:

	Current Year (Rs. in lacs)			Previous Year (Rs. in lacs)		
	Domestic	Export	Total	Domestic	Export	Total
Revenue	412,79.17	231,76.73	644,55.90	404,28.97	309,91.26	714,20.23
Carrying amount of Segment Assets	370,88.63	107,91.19	478,79.82	349,66.46	77,23.48	426,89.94
Additions to Fixed Assets	16,37.92	0.34	16,38.26	20,16.88	—	20,16.88

Note: Segment Revenue in the above segments considered for disclosure are as follows :

- (a) Revenue from Domestic Segment includes sales to customers located within India.
- (b) Revenue from Export Segment includes sales to customers located outside India and income on account of Export Incentives.

20. Operating Leases:

Office premises and other assets are obtained on operating leases for various tenors. None of the operating leases are renewable. There is no escalation clause in the lease agreements/arrangements. There are no restrictions imposed by lease agreements/arrangements. There are sub-leases entered into by the Company in respect of the office premises taken on lease.

	2009-10 (Rs. in lacs)	2008-09 (Rs. in lacs)
(i) Lease payments for the year	2,29.17	92.22
(ii) Sub-lease payments received during the year	1,09.88	7.33
(iii) Minimum lease payments as at 31st March		
(a) Not later than one year	2,50.00	2,45.81
(b) Later than one year but not later than five years	7,08.32	4,58.33
(c) Later than five years	Nil	Nil

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'T' — (Cont'd.)

NOTES TO ACCOUNTS

21. Foreign exchange derivatives and exposures outstanding as at the Balance Sheet date:

		As at 31st March, 2010 (in lacs)	As at 31st March, 2009 (in lacs)
(a)	Forward Contract for Hedging		
	(i) For US\$ – Buy	1,53.06	89.51
	(ii) For US\$ – Sell	1,50.75	95.44
	(iii) For Euro – Sell	—	0.62
(b)	Un-hedged Foreign Currency Exposure on:		
		Outstanding as at 31st March, 2010 (in lacs)	Outstanding as at 31st March, 2009 (in lacs)
	(i) Receivables		
		23.82	21.90
		0.61	0.48
	(ii) Payables	0.31	—
	(iii) Expenses	1.72	4.85
		0.21	—

22. Previous Year's figures have been regrouped/rearranged, wherever necessary to conform to this years classification.

As per our report of even date.

For S. R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants.

per VIJAY MANIAR
Partner
Membership No.: 36738

Mumbai
26 May 2010

A. C. SHROFF
Chairman

PRAKASH K. SHROFF
Executive Director

K. SRINIVASAN
Senior Vice President
(Finance & Accounts)

Mumbai
26 May 2010

DIPESH K. SHROFF
Managing Director

J. R. NAIK
Director

PRAVIN D. DESAI
Vice President
(Finance & Accounts) &
Company Secretary

EXCEL CROP CARE LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details:	
(a) Registration No.:	12878
(b) State Code:	11
(c) Balance Sheet Date:	31/3/2010

II. Capital Raised during the year:	(Rs. in Thousands)
Public Issue	NIL
Rights Issue	NIL
Bonus Issue	NIL
Private Placement	NIL

III. Position of Mobilisation and Deployment of Funds:	(Rs. in Thousands)
(a) Total Liabilities	3,283,879
(b) Total Assets	3,283,879
(c) Sources of Funds:	
(i) Paid-up Capital	55,028
(ii) Reserves and Surplus	1,633,041
(iii) Deferred Government Grants	4,673
(iv) Secured Loans	500,275
(v) Unsecured Loans	953,182
(vi) Deferred Tax Liability	137,680
(d) Application of Funds:	
(i) Net Fixed Assets	1,095,755
(ii) Intangible Assets	7,791
(iii) Investments	26,595
(iv) Net Current Assets	2,153,738
(v) Miscellaneous Expenditure	NIL
(vi) Accumulated Losses	NIL

IV. Performance of the Company:	
(a) Turnover (Gross Revenue)	6,445,590
(b) Total Expenditure	5,873,682
(c) Profit Before Tax	571,908
(d) Profit After Tax	373,381
(e) Earning Per Share (Rs.)	34.01
(f) Dividend Rate %	125%

V. Generic Names of Three Principal Products:

<u>ITC Code</u>	<u>Name of the product</u>
(i) 3808.91.31	ENDOSULFAN
(ii) 3808.93.50	GLYPHOSATE
(iii) 3808.91.99	CHLORPYRIPHOS TECHNICAL

A. C. SHROFF
Chairman

PRAKASH K. SHROFF
Executive Director

K. SRINIVASAN
*Senior Vice President
(Finance & Accounts)*

*Mumbai
26 May 2010*

DIPESH K. SHROFF
Managing Director

J. R. NAIK
Director

PRAVIN D. DESAI
*Vice President
(Finance & Accounts) &
Company Secretary*

EXCEL CROP CARE LIMITED

AUDITORS' REPORT

The Board of Directors Excel Crop Care Limited

1. We have audited the attached consolidated balance sheet of Excel Crop Care Limited ('the Company') and its subsidiaries, associates and the joint venture (together referred to as 'the Group'), as at 31 March 2010, and also the consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of Rs. 16,74.86 lacs as at 31 March 2010 and the total revenue of Rs. 11,80.60 lacs for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors.
4. *The accompanying consolidated financial statements include the share of the Group's losses in two associate companies, Aimco Pesticides Limited and Kutch Crop Services Limited, of Rs. 66.83 lacs (Previous Year: Rs. 1,00.11 lacs) and Rs. 18.70 lacs (Previous Year: Rs. 4.81 lacs) respectively, determined based on the unaudited financial statements of those entities as at and for the year ended 31 March 2010. We are unable to comment on the impact of adjustments, if any, that may have been required to be made to the accompanying consolidated financial statements, had the financial statements of those associate companies been audited. (Refer Note No.1(c) in Schedule 'U'). Our audit report on the consolidated financial statements for the year ended 31 March 2009 was modified in respect of the matter stated above.*
5. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards ('AS') 21, Consolidated Financial Statements, AS 23, Accounting for Investments in Associates in Consolidated Financial Statements and AS 27, Financial Reporting of Interests in Joint Ventures, notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended).
6. *Subject to the matters stated in paragraph 4 above, based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components, and to the best of our information*

EXCEL CROP CARE LIMITED

and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated balance sheet, of the state of affairs of the Group as at 31 March 2010;
- (b) in the case of the consolidated profit and loss account, of the profit for the year ended on that date; and
- (c) in the case of the consolidated cash flow statement, of the cash flows for the year ended on that date.

For S. R. BATLIBOI & CO.

Firm registration number: 301003E

Chartered Accountants

per Vijay Maniar

Partner

Membership No.: 36738

Place: Mumbai

Date: 26 May 2010

EXCEL CROP CARE LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS:				
(a) Share Capital	'A'	5,50.28		5,50.28
(b) Reserves and Surplus	'B'	<u>173,76.19</u>	179,26.47	<u>145,52.14</u>
				151,02.42
2. DEFERRED GOVERNMENT GRANTS			46.73	54.05
3. LOAN FUNDS:				
(a) Secured Loans	'C'	50,02.75		79,05.62
(b) Unsecured Loans	'D'	<u>95,55.82</u>	145,58.57	<u>68,91.83</u>
				147,97.45
4. DEFERRED TAX LIABILITY (Refer Note No. 6 in Schedule 'U')			13,76.80	13,77.53
TOTAL			<u>339,08.57</u>	<u>313,31.45</u>
APPLICATION OF FUNDS				
1. FIXED ASSETS:	'E'			
(a) Gross Block		170,46.57		155,58.79
(b) Less: Accumulated Depreciation		<u>63,19.19</u>		<u>55,34.14</u>
(c) Net Block		107,27.38		100,24.65
(d) Capital Work-in-Progress including capital advances		<u>2,37.45</u>	109,64.83	<u>1,56.95</u>
				101,81.60
2. INTANGIBLE ASSETS	'F'		1,66.51	1,08.59
3. DEFERRED TAX ASSET			0.42	3.14
4. INVESTMENTS	'G'		2,56.76	3,46.75
5. CURRENT ASSETS, LOANS AND ADVANCES:				
(a) Inventories	'H'	145,61.91		132,70.90
(b) Sundry Debtors	'I'	163,18.70		131,88.57
(c) Cash and Bank Balances	'J'	14,52.87		16,35.34
(d) Other Current Assets	'K'	5,89.93		8,00.27
(e) Loans and Advances	'L'	<u>48,13.87</u>		<u>44,70.41</u>
	(A)	<u>377,37.28</u>		<u>333,65.49</u>
LESS: CURRENT LIABILITIES AND PROVISIONS:				
(a) Liabilities	'M'	132,77.28		109,63.21
(b) Provisions	'N'	<u>19,45.50</u>		<u>17,11.92</u>
	(B)	<u>152,22.78</u>		<u>126,75.13</u>
NET CURRENT ASSETS (A - B)			225,14.50	206,90.36
6. MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)	'O'		5.55	1.01
TOTAL			<u>339,08.57</u>	<u>313,31.45</u>
NOTES TO ACCOUNTS	'U'			
<p>The schedules referred to above and notes to accounts form an integral part of the Consolidated Balance Sheet. As per our report of even date.</p> <p>For S. R. BATLIBOI & CO. Firm Registration Number: 301003E Chartered Accountants.</p> <p>per VIJAY MANIAR Partner Membership No.: 36738</p> <p style="text-align: left;">Mumbai 26 May 2010</p>				
<p style="text-align: center;">A. C. SHROFF Chairman</p> <p style="text-align: center;">PRAKASH K. SHROFF Executive Director</p> <p style="text-align: center;">K. SRINIVASAN Senior Vice President (Finance & Accounts)</p> <p style="text-align: left;">Mumbai 26 May 2010</p>				
<p style="text-align: right;">DIPESH K. SHROFF Managing Director</p> <p style="text-align: right;">J. R. NAIK Director</p> <p style="text-align: right;">PRAVIN D. DESAI Vice President (Finance & Accounts) & Company Secretary</p>				

EXCEL CROP CARE LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	(Rs in lacs)	Current Year (Rs in lacs)	Previous Year (Rs. in lacs)
INCOME				
Sale of Products		655,82.54		746,23.65
Less: Excise Duty (Refer Note No. 14 of Schedule 'U')		30,42.16		45,33.32
			625,40.38	700,90.33
Other Income from Operations	P'		23,23.69	29,48.18
Other Income	Q'		1,43.57	56.21
			650,07.64	730,94.72
EXPENDITURE				
Manufacturing and Other Expenses	R'	590,97.47		673,67.55
(Increase) / Decrease in Stocks	S'	(17,68.74)		(21,83.09)
Depreciation		8,83.90		8,09.61
Amortisation:				
Intangible Assets		1,02.43		1,21.81
Expenses		1.36		0.14
Interest	T'	9,00.52		14,99.19
			592,16.94	676,15.21
PROFIT BEFORE TAXATION			57,90.70	54,79.51
Less: Provision for Taxation				
Current Tax		19,79.72		17,22.42
Wealth Tax		9.00		6.00
Deferred Tax		2.30		1,37.43
Fringe Benefit Tax		—		86.00
			19,91.02	19,51.85
PROFIT AFTER TAXATION BUT BEFORE PRIOR PERIOD ADJUSTMENTS			37,99.68	35,27.66
Less: Prior Period Adjustments (Net)				
(a) Taxation		(52.93)		(2.58)
(b) Others		43.30		8.84
			(9.63)	6.26
			38,09.31	35,21.40
Add: Minority Interest			2.67	—
Less: Share of Loss in Associate Companies (Refer Note No. 1(c) in Schedule 'U')			(97.42)	(1,05.51)
NET PROFIT			37,14.56	34,15.89
Balance brought forward from previous year		21,37.94		13,60.00
Add: Addition on account of difference between unaudited results recognised and audited results for the previous year in respect of an Associate Company		7.03		5.85
			21,44.97	13,65.85
PROFIT AVAILABLE FOR APPROPRIATION			58,59.53	47,81.74
Less: Appropriations:				
(a) Proposed Dividend		6,87.85		5,50.28
(b) Tax on Distributed Profits		1,14.24		93.52
(c) Transfer to General Reserve		30,00.00		20,00.00
			38,02.09	26,43.80
Surplus carried to Balance Sheet			20,57.44	21,37.94
			Rupees	Rupees
CONSOLIDATED EARNINGS PER SHARE (Refer Note No. 9 in Schedule 'U')				
Basic and Diluted Earnings Per Share			33.75	31.04
Face Value Per Share			5.00	5.00
NOTES TO ACCOUNTS 'U'				
The schedules referred to above and notes to accounts form an integral part of the Consolidated Profit and Loss Account.				
As per our report of even date.	A. C. SHROFF <i>Chairman</i>		DIPESH K. SHROFF <i>Managing Director</i>	
For S. R. BATLIBOI & CO. Firm Registration Number: 301003E <i>Chartered Accountants.</i>	PRAKASH K. SHROFF <i>Executive Director</i>		J. R. NAIK <i>Director</i>	
per VIJAY MANIAR <i>Partner</i> Membership No.: 36738	K. SRINIVASAN <i>Senior Vice President</i> (Finance & Accounts)		PRAVIN D. DESAI <i>Vice President</i> (Finance & Accounts) & <i>Company Secretary</i>	
<i>Mumbai</i> 26 May 2010	<i>Mumbai</i> 26 May 2010			

EXCEL CROP CARE LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

		For the year ended 31st March, 2010 (Rs. in lacs)	For the year ended 31st March, 2009 (Rs. in lacs)
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax and Prior Period Adjustments	57,90.70	54,79.51
	Adjustments for:		
	Depreciation	8,83.90	8,09.61
	Amortisation of Intangible Assets	1,02.43	1,21.81
	Bad Debts / Sundry Debit Balances Written Off	1,34.35	3,14.13
	Provision for Doubtful Debts	1,67.95	77.74
	Sundry Credit Balances Written Back	(2,01.51)	(21.58)
	Loss / (Profit) on sale of Fixed Assets	5.27	3.56
	Fixed Assets written off	21.11	4.82
	Inventory written off	97.84	—
	Provision for Gratuity	4,09.93	3,68.43
	Provision for Employee Leave Benefits	1,93.28	1,57.85
	Loss on sale of Investment	—	(12.00)
	Interest received	(34.43)	(48.83)
	Dividend Received on other investments	(0.05)	(0.05)
	Interest paid	9,00.52	14,99.19
	Amortisation of expenses	1.36	0.14
	Exchange Difference on loans taken	87.10	10,16.88
	Unrealised Exchange Difference on Bank Accounts (Net)	—	(1.72)
	Minority Interests	2.67	—
	Short / (Excess) Provision for Lease Rent	—	(5,22.82)
	Short / (Excess) Provision for other items (Net)	(8.73)	(2,16.44)
	Income in respect of Government Grant	(7.32)	(7.32)
	Operating Profit before working capital changes	85,46.37	90,22.91
	Adjustments for:		
	Decrease / (Increase) in Sundry Debtors	(32,30.92)	(24,05.59)
	Decrease / (Increase) in Inventories	(13,88.85)	(36,10.64)
	Decrease / (Increase) in Other Current Assets	2,13.71	(74.02)
	Decrease / (Increase) in Loans and Advances	(3,27.76)	(3,08.36)
	Increase / (Decrease) in Current Liabilities & Provisions	21,04.73	17,15.63
		(26,29.09)	(46,82.98)
	Cash generated from Operations	59,17.28	43,39.93
	Direct taxes paid	22,43.34	18,89.24
	Cash flow before Prior Period Adjustments	36,73.94	24,50.69
	Prior Period Adjustments	(43.30)	(8.84)
	Net cash from Operating Activities (A)	36,30.64	24,41.85
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of fixed assets	(17,23.68)	(20,76.61)
	Purchase of Intangible Assets	(1,60.36)	(1,06.72)
	Miscellaneous Expenditure incurred	(5.90)	—
	Sale of fixed assets	30.17	26.25
	Purchase of Investments	(0.40)	(65.00)
	Fixed Deposit (with maturity more than three months)	(1.00)	(1.00)
	Sale of Investments	—	1,58.99
	Sundry Loans given	(15.70)	0.72
	Interest received	31.06	52.24
	Dividend received	0.05	0.05
	Net Cash used in Investing Activities (B)	(18,45.76)	(20,11.08)

EXCEL CROP CARE LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010 – (Contd.)

	For the year ended 31st March, 2010 (Rs. in lacs)	For the year ended 31st March, 2009 (Rs. in lacs)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	236,58.62	265,17.10
Repayment of borrowings	(239,84.60)	(251,53.18)
Interest paid	(9,09.30)	(14,91.15)
Dividend Paid	(5,44.11)	(5,42.38)
Tax on distributed Profits	(93.52)	(93.52)
Net cash used for Financing Activities (C)	(18,72.91)	(7,63.13)
D. Exchange Difference (Foreign Currency Translation Reserve) (D)	(95.44)	35.98
Net increase in cash and cash equivalents (A+B+C+D)	(1,83.47)	(2,96.38)
Cash and cash equivalents at the beginning of the year	16,35.34	19,29.04
Cash and cash equivalents at the end of the year	14,51.87	16,32.66
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on hand	19.58	10.68
With banks:		
(a) on current account	13,94.06	15,75.98
(b) on deposit account	4.56	20.24
(c) unpaid dividend accounts*	34.67	28.44
	14,52.87	16,35.34
Less: Fixed Deposit not considered as cash equivalents	(1.00)	(1.00)
Sub Total	14,51.87	16,34.34
Less: Effect of Exchange Differences on Cash & Cash Equivalents held in foreign currency	—	1.68
Cash & Cash Equivalents in Cash Flow Statement	14,51.87	16,32.66
*These balances are not available for use by the Company as they represent corresponding unpaid dividend liabilities.		

As per our report of even date.

For S. R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants.

per VIJAY MANIAR
Partner
Membership No.: 36738

Mumbai
26 May 2010

A. C. SHROFF
Chairman

PRAKASH K. SHROFF
Executive Director

K. SRINIVASAN
Senior Vice President
(Finance & Accounts)

Mumbai
26 May 2010

DIPESH K. SHROFF
Managing Director

J. R. NAIK
Director

PRAVIN D. DESAI
Vice President
(Finance & Accounts) &
Company Secretary

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
SCHEDULE 'A'		
SHARE CAPITAL		
AUTHORISED:		
1,20,00,000 (Previous Year: 1,20,00,000) Equity Shares of Rs. 5/- each	6,00.00	6,00.00
	6,00.00	6,00.00
ISSUED, SUBSCRIBED AND PAID-UP:		
1,10,05,630 (Previous Year: 1,10,05,630) Equity Shares of Rs. 5/- each fully paid-up	5,50.28	5,50.28
TOTAL	5,50.28	5,50.28
SCHEDULE 'B'		
RESERVES AND SURPLUS	(Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
1. General Reserve:		
Balance as per last Balance Sheet	123,15.81	103,15.81
Add: Transferred from Profit and Loss Account	30,00.00	20,00.00
	153,15.81	123,15.81
2. Foreign Currency Translation Reserve:		
Balance as per last Balance Sheet	98.39	62.41
Add/(Less): Exchange difference during the year on account of net investments in Non-integral operations	(95.45)	35.98
	2.94	98.39
3. Profit and Loss Account	20,57.44	21,37.94
TOTAL	173,76.19	145,52.14
SCHEDULE 'C'		
SECURED LOANS	(Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
1. From Banks:		
(a) On Working Capital Demand Loan / Term Loan Accounts	20,00.00	6,74.94
(b) On Cash Credit Accounts	28,89.73	70,25.17
(c) Under Vehicle Finance Schemes	16.75	86.36
(Refer Note Nos. 1 and 2 given below)	49,06.48	77,86.47
2. From Others under Vehicle Finance Scheme	96.27	1,19.15
(Refer Note No. 2 given below)		
TOTAL	50,02.75	79,05.62
Notes:		
1. Loans from Banks on Cash Credit and Working Capital Demand Loan / Term Loan Accounts are secured by way of hypothecation of all tangible movable assets, both present and future, including stock of raw materials, finished goods, goods-in-process, stores, book debts etc.		
2. Term Loans under Vehicle Finance from banks and from others for purchase of vehicles amounting to Rs. 16.75 lacs (Previous Year: Rs. 86.36 lacs) and Rs. 96.27 lacs (Previous Year: Rs. 1,19.15 lacs) respectively are secured by an exclusive charge by way of hypothecation of cars purchased under the said Schemes.		

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

SCHEDULE 'D'	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
UNSECURED LOANS	(Rs. in lacs)	
1. Short-term loans:		
(a) From Banks	95,31.82	68,91.83
(b) From Others	23.00	—
	95,54.82	68,91.83
2. Loan from Director	1.00	—
TOTAL	95,55.82	68,91.83

SCHEDULE 'E'		(Rs. in lacs)											
FIXED ASSETS		GROSS BLOCK (AT COST)					DEPRECIATION					NET BLOCK	
SR. NO.	DESCRIPTION OF ASSETS	As at 1st April, 2009	Additions during the year	Deduc- tions during the year	Foreign Exchange Adjust- ments	As at 31st March, 2010	As at 1st April, 2009	Deduc- tions/ Adjust- ments	Provided during the year	Foreign Exchange Adjust- ments	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009
I.	LAND – FREEHOLD	7,72.05	31.70	—	—	8,03.75	—	—	—	—	—	8,03.75	7,72.05
II.	LAND – LEASEHOLD (*)	2.69	—	—	—	2.69	—	—	—	—	—	2.69	2.69
III.	LEASEHOLD IMPROVEMENTS	—	1,76.79	—	—	1,76.79	—	14.63	—	14.63	1,62.16	—	
IV.	BUILDINGS	13,93.74	1,24.46	—	—	15,18.20	2,28.27	34.95	—	2,63.22	12,54.98	11,65.47	
V.	PLANT AND MACHINERY	117,44.12	9,15.92	79.20	(0.37)	125,80.47	44,49.44	49.42	6,46.93	(0.37)	50,46.58	75,33.89	72,94.68
VI.	ELECTRICAL INSTALLATIONS	3,30.35	9.88	—	—	3,40.23	1,46.29	15.65	—	1,61.94	1,78.29	1,84.06	
VII.	LABORATORY EQUIPMENTS	62.81	1.36	—	—	64.17	49.52	4.00	—	53.52	10.65	13.29	
VIII.	FURNITURE, FIXTURES AND OFFICE EQUIPMENTS	3,93.38	1,77.06	18.90	—	5,51.54	2,35.81	8.64	44.41	—	2,71.58	2,79.96	1,57.57
IX.	VEHICLES	8,48.74	2,06.01	56.93	—	9,97.82	4,18.50	40.42	1,22.69	—	5,00.77	4,97.05	4,30.24
X.	TECHNICAL BOOKS	10.91	—	—	—	10.91	6.31	0.64	—	6.95	3.96	4.60	
	TOTAL	155,58.79	16,43.18	1,55.03	(0.37)	170,46.57	55,34.14	98.48	8,83.90	(0.37)	63,19.19	107,27.38	100,24.65
	PREVIOUS YEAR	136,46.52	20,16.88	1,04.86	0.25	155,58.79	47,94.50	70.23	8,09.61	0.26	55,34.14	2,37.45	1,56.95
	CAPITAL WORK-IN-PROGRESS (REFER NOTE NO.1 BELOW)											2,37.45	1,56.95
	TOTAL											109,64.83	101,81.60

NOTES:

- Capital Work-in-Progress includes Advance for Capital Expenditure **Rs. 2,32.18 lacs** (Previous Year: Rs. 1,55.80 lacs)
- (*) Includes **Rs. 2 lacs** (Previous Year: Rs. 2 lacs) being 50% share of interest in Joint Venture.

SCHEDULE 'F'		(Rs. in lacs)											
INTANGIBLE ASSETS		GROSS AMOUNT					AMORTISATION					NET AMOUNT	
SR. NO.	DESCRIPTION OF INTANGIBLE ASSETS	As at 1st April, 2009	Additions during the year	Transferr- ed from Subsidiary on Acquisi- tion	Foreign Exchange Adjust- ments	As at 31st March, 2010	As at 1st April, 2009	Transferr- ed from Subsidiary on Acquisi- tion	Provided during the year	Foreign Exchange Adjust- ments	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009
1.	Data Registration Expenses	6,75.05	—	—	—	6,75.05	5,66.46	—	73.02	—	6,39.48	35.57	1,08.59
2.	Computer Software / Licence Fees	3.07	57.97	—	(0.32)	60.72	3.07	—	14.41	(0.31)	17.17	43.55	—
3.	Germ Plasm	—	—	1,00.50	—	1,00.50	—	5.10	15.00	—	20.10	80.40	—
4.	Goodwill	—	6.99	—	—	6.99	—	—	—	—	—	6.99	—
	TOTAL	6,78.12	64.96	1,00.50	(0.32)	8,43.26	5,69.53	5.10	1,02.43	(0.31)	6,76.75	1,66.51	1,08.59
	Previous Year	5,71.19	1,06.72	—	0.21	6,78.12	4,47.53	—	1,21.81	0.19	5,69.53		

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
SCHEDULE 'G'			
INVESTMENTS (AT COST)			
LONG-TERM			
1. Investment in Government Securities (Unquoted)		0.68	0.28
2. Investment in Shares of Associate Companies			
(a) Quoted (Includes Goodwill of Rs. 45.59 lacs)	2,26.71		2,86.43
(b) Unquoted (Includes Goodwill of Rs. 19.89 lacs)	28.93		59.60
		2,55.64	3,46.03
3. Other Investments in Shares (Quoted)		0.44	0.44
TOTAL		2,56.76	3,46.75
Notes:			
1. Aggregate of Quoted Investments:			
Cost (Net of Provision for Diminution)		2,27.15	2,86.87
Market Value		1,96.71	1,03.15
2. Aggregate of Unquoted Investments:			
Cost		29.61	59.88
SCHEDULE 'H'			
INVENTORIES			
(At cost or net realisable value, whichever is lower)			
1. Stores and Spares (including Fuel)		68.77	78.19
2. Containers		4,63.26	3,36.80
3. Stock-in-Trade:			
(a) Finished Products	72,22.65		63,83.06
(b) Semi-Finished Products	15,98.81		14,66.83
(c) Traded Products	13,78.60		6,91.49
(d) Raw Materials [Stock-in-Transit Rs. 2,73.31 lacs (Previous Year: Rs. 9,97.45 lacs)]	38,29.82		43,14.53
		140,29.88	128,55.91
TOTAL		145,61.91	132,70.90
SCHEDULE 'I'			
SUNDRY DEBTORS			
Unsecured			
(a) Debts outstanding for a period exceeding six months:			
Considered Good	18,07.89		23,05.67
Considered Doubtful	3,12.94		1,54.75
	21,20.83		24,60.42
Less: Provision for Doubtful Debts	3,12.94		1,54.75
		18,07.89	23,05.67
(b) Other Debts			
Considered Good		145,10.81	108,82.90
TOTAL		163,18.70	131,88.57

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

SCHEDULE 'J'	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
CASH AND BANK BALANCES			
1. Cash on hand		19.58	10.68
2. Bank Balances:			
(a) With Scheduled Banks:			
(i) In Current Accounts (*)	10,96.33		11,48.89
(ii) In Margin Money Account	—		20.24
(iii) In Fixed Deposit Accounts	4.56		4.56
(iv) In Unclaimed Dividend Accounts	34.67		28.44
		11,35.56	12,02.13
(b) Balance with Other Banks		2,97.73	4,22.53
TOTAL		14,52.87	16,35.34
(*) Includes Rs. 0.02 lac (Previous Year: Rs. 0.02 lac) being 50% share of interest in Joint Venture.			
SCHEDULE 'K'			
OTHER CURRENT ASSETS			
1. Interest Receivable		7.99	4.62
2. Export Benefits Receivable		5,76.17	7,92.56
3. Unamortised Premium of Forward Contracts (Refer Note No. 7 in Schedule 'U')		4.67	2.56
4. Miscellaneous Receivables		1.10	0.53
TOTAL		5,89.93	8,00.27
SCHEDULE 'L'			
LOANS AND ADVANCES			
Unsecured and Considered Good unless otherwise stated			
1. Advances recoverable in cash or in kind or for value to be received (*)		32,63.51	30,19.76
2. Deposits with the Collectorate of Central Excise		3,79.03	4,53.24
3. Sundry Deposits		11,44.43	9,86.21
4. Sundry Loans		26.90	11.20
TOTAL		48,13.87	44,70.41
(*) Includes Rs. 0.30 lac (Previous Year: Rs. 0.30 lac) being 50% share of interest in Joint Venture.			

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET

SCHEDULE 'M'	(Rs. in lacs)	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
LIABILITIES			
1. Acceptances		7,00.91	2,27.62
2. Sundry Creditors		110,49.46	89,76.88
3. Other Liabilities		3,27.25	3,23.70
4. Advances against Orders		6,21.76	9,62.94
5. Investor Education and Protection Fund shall be credited by the following amounts (as and when due):			
(a) Unclaimed Dividend	34.47		28.30
(b) Unclaimed Matured Deposits	3.59		4.53
(c) Unclaimed Interest	0.89		0.89
		38.95	33.72
6. Sundry Deposits		5,14.53	4,05.15
7. Interest accrued but not due on Loans		24.42	33.20
TOTAL		132,77.28	109,63.21
SCHEDULE 'N'			
PROVISIONS			
1. Provision for Taxation [Net of Advance Tax Rs. 87,69.14 lacs (Previous Year: Rs. 65,34.32 lacs)(*)]		50.69	3,57.93
2. Provision for Gratuity (Refer Note No. 10 in Schedule 'U')		4,07.68	2,18.43
3. Provision for Employee Leave Benefits		6,85.04	4,91.76
4. Proposed Dividend on Equity Shares		6,87.85	5,50.28
5. Provision for Tax on Distributed Profits		1,14.24	93.52
TOTAL		19,45.50	17,11.92
(*) Excludes Excel Industries (Europe) N.V. and Excel Industries (Australia) Pty Limited.			
SCHEDULE 'O'			
MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)			
Preliminary Expenses		5.55	1.01
TOTAL		5.55	1.01

EXCEL CROP CARE LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'P'	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
OTHER INCOME FROM OPERATIONS		
1. Incentives on Exports	15,31.89	16,36.47
2. Insurance Claims	24.10	19.01
3. Income in respect of Government Grants	7.32	7.32
4. Sales-tax / VAT Refund	7.70	10.36
5. Excess Provisions for Lease Rent written back	—	5,22.82
6. Other Excess Provisions written back	8.73	2,16.44
7. Cash Discount	87.38	15.92
8. Bad Debts recovered	11.25	56.29
9. Exchange Difference (Net)	38.46	—
10. Manufacturing charges received	64.68	—
11. Royalty received	10.60	—
[Tax deducted at source : Rs. 0.91 lac (Previous Year : Nil)]		
12. Sundry Credit Balances written back	2,01.51	21.58
13. Miscellaneous Income	3,30.07	4,41.97
TOTAL	<u>23,23.69</u>	<u>29,48.18</u>
SCHEDULE 'Q'		
OTHER INCOME		
1. Income from Long-Term Investments (Gross):	(Rs. in lacs)	Current Year (Rs. in lacs)
(a) Interest on Investments	0.02	Previous Year (Rs. in lacs)
(b) Dividend on Other Investments (non-trade)	0.05	1.65
	<u> </u>	<u>0.05</u>
		1.70
2. Interest on Loans, Deposits etc. (Gross)		34.41
[Tax deducted at source : Rs. 2.27 lacs (Previous Year : Rs. 4.13 lacs)]		47.18
3. Rent Received		1,09.09
[Tax deducted at source : Rs. 11.44 lacs (Previous Year : Rs. 0.69 lac)]		7.33
TOTAL		<u>1,43.57</u>
		<u>56.21</u>

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'R'	(Rs. in lacs)	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
MANUFACTURING AND OTHER EXPENSES			
1. RAW MATERIALS CONSUMED:			
Opening Stock	43,14.53		28,45.83
Add: Purchases	285,30.93		397,50.48
	328,45.46		425,96.31
Less: Closing Stock	38,29.82		43,14.53
		290,15.64	382,81.78
2. PURCHASES OF TRADED GOODS		70,83.48	47,75.08
3. PERSONNEL EXPENSES :			
(a) Salaries, Wages, Bonus and Other Benefits	39,63.47		34,43.89
(b) Contribution to Provident Fund and Other Funds	2,97.82		2,93.21
(c) Provision for Gratuity (Refer Note No. 10 in Schedule 'U')	4,09.93		3,68.43
(d) Provision for Other Employee Benefits	1,93.28		1,57.85
(e) Welfare Expenses	2,96.23		2,36.35
		51,60.73	44,99.73
4. OPERATING AND OTHER EXPENSES :			
(a) Stores and Spares Consumed	2,61.23		2,90.36
(b) Power and Fuel	13,07.20		13,91.25
(c) Repairs to Buildings	11.91		29.49
(d) Repairs to Machinery	6,74.27		6,39.00
(e) Other Repairs	2,80.17		1,72.69
(f) Processing Charges	18,16.39		17,50.38
(g) Rent / Lease Rent	3,85.23		2,75.65
(h) Rates and Taxes	2,95.56		2,67.25
(i) Insurance Charges	1,07.96		1,04.20
(j) Commission on Sales (other than sole selling agent)	4,82.40		5,20.97
(k) Other Discount	6,21.45		6,45.24
(l) Travelling and Conveyance	6,61.69		7,13.78
(m) Charity and Donations	1,25.55		1,55.05
(n) Bad Debts / Sundry Debit Balances written off	1,34.35		3,14.13
(o) Provision for Doubtful Debts (Net)	1,67.95		77.74
(p) Assets written off	1,18.95		4.82
(q) Excise Duty paid	1,50.06		33.19
(r) Exchange Difference (Net)	20.47		14,48.92
(s) Loss on sale of Fixed Assets	5.27		3.56
(t) Other Expenses	41,30.26		52,54.03
		117,58.32	140,91.70
5. CONTAINERS AND PACKING MATERIALS		42,41.72	35,76.64
6. TRANSPORT CHARGES		18,31.85	21,37.74
7. DIRECTORS' FEES		5.73	4.88
TOTAL		590,97.47	673,67.55

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U'

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Consolidation:

- (a) The consolidated financial statements comprise of the financial statements of Excel Crop Care Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, joint venture and associates (hereinafter together referred to as "the Group"). The list of subsidiary companies considered for consolidation together with proportion of share holding held by the Group is as follows:

Name of the Subsidiaries	Country of Incorporation	% of Group Holding
1. Excel Industries (Australia) Pty Limited	Australia	100
2. Excel Industries (Europe) N.V.	Belgium	100
3. ECCL Investments and Finance Limited	India	100
4. Excel Genetics Limited (w.e.f. 10 August 2009)	India	75

- (b) The Holding Company has 50% ownership interest in M/s Multichem Industries, a partnership firm registered in India. The proportionate interest in the said entity as per the latest available Balance Sheet as at 31 March 2010 has been considered for preparation of the aforesaid consolidated financial statements.

- (c) For the purpose of preparation of consolidated financial statements, the investment of the Group in its associate companies are accounted for using the Equity Method. The Group has considered the effect of investment in associate companies viz. Aimco Pesticides Limited and Kutch Crop Services Limited on the financial position and operating results of the Group on the basis of unaudited financial statements for the year ended 31 March 2010 of the said associates and in respect of investment of the Group in Excel Bio Resources Limited on the basis of audited financial statements for the year ended 31 March 2010.

The associate companies considered for consolidation together with proportion of share holding held by the Group is as under:

	Country of Incorporation	% of Group Holding
Aimco Pesticides Limited	India	25.23
Kutch Crop Services Limited	India	40.00
Excel Bio Resources Limited	India	49.02

- (d) For the purpose of consolidation, the financial statements of each of the subsidiary companies and associate companies drawn upto the same reporting period viz. year ended 31 March 2010 have been considered.

- (e) Consolidated financial statements have been prepared in the same format as adopted by the Holding Company, to the extent possible, as required by Accounting Standard AS - 21 'Consolidated Financial Statements' notified under the Companies (Accounting Standards) Rules, 2006 (as amended).

- (f) Changes have been made in the accounting policies followed by each of the subsidiaries and associates to the extent they were material and identifiable from their respective audited accounts to make them uniform with the accounting policies followed by the Holding Company.

Where it has not been practicable to use uniform accounting policies in preparing the consolidated financial statements, the different accounting policies followed by each of the Group companies are stated in Note No. 2 below, to the extent material.

- (g) Translation of the financial statements of foreign subsidiaries for incorporation in the consolidated financial statements have been done by using the following exchange rates:

- Assets and liabilities have been translated by using the rates prevailing as on the date of the balance sheet.
- Income and expense items have been translated by using the average rate of exchange.
- Exchange Difference arising on translation of financial statements as specified above is recognised as income or expense in the Foreign Currency Translation Reserve.

- (h) Goodwill arising on consolidation is tested for impairment as at Balance Sheet date.

2. Significant Accounting Policies:

The significant accounting policies followed by the Group in the consolidated financial statements are stated hereunder. In case the uniform accounting policy is not followed by each company in the Group, the same, as disclosed in the audited accounts of the said company, has been reproduced.

- (a) Basis of Preparation:

The consolidated financial statements have been prepared to comply in all material respects with the Notified Accounting Standards by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made. The accounting policies have been consistently applied by the Group and are consistent with those used in the previous year.

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(b) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

(d) Depreciation:

(i) In respect of Buildings, Plant and Machinery and Electrical Installations, on straight line basis in accordance with Section 205(2)(b) of the Companies Act, 1956, at the straight line rates specified in Schedule XIV to the Companies Act, 1956.

(ii) In respect of all other Fixed Assets, on written down value basis in accordance with Section 205(2)(a) of the Companies Act, 1956, at the rates specified in Schedule XIV to the Companies Act, 1956.

(iii) In respect of additions to/deletions from the Fixed Assets, on pro-rata basis with reference to the date of addition/deletion of the assets except for assets costing Rs.5,000 or less which have been fully depreciated.

(iv) Leasehold Improvements have been depreciated on straight line basis over the lease period.

(e) Impairment:

(i) The carrying amounts of assets are reviewed for impairment at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(iii) A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

(f) Intangible Assets and Amortisation:

(i) Intangible assets are stated at cost less accumulated amortisation.

(ii) Amortisation of Expenses:

Data Registration expenses (including registration fees) are amortised on a straight line basis over a period of three years, Computer Software / licence fees and Data compensation charges are amortised on a straight line basis over a period of four years and Germ Plasm and Preliminary Expenses are amortised on a straight line basis over a period of five years by Excel Genetics Limited and ten years by ECCL Investments and Finance Limited.

(iii) Research and Development Costs:

Research costs (other than cost of Fixed Assets acquired) are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of accounts. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project, not exceeding ten years.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

(g) Leased Assets:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss account on a straight line basis over the lease term.

(h) Government Grants and Subsidies:

Excel Crop Care Limited:

When the grant or subsidy relates to an expense item, it is recognised as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

(i) Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(j) Accounting for Derivatives:

Derivative contracts, other than those covered under AS-11, are marked to market on a portfolio basis, and the net loss after considering the offsetting effect on the underlying hedge item is charged to the income statement. Net gains are ignored.

(k) Inventories:

Raw materials, containers, stores and spares	Lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a moving weighted average basis.
--	---

Finished goods and Work-in-progress	Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Approximately 97% of the total finished goods inventory as on 31 March 2010 has been valued on standard cost basis.
-------------------------------------	---

Traded Goods	Lower of cost and net realisable value. Cost is determined on a moving weighted average basis.
--------------	--

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

(l) Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Sale of Goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Gross turnover includes Excise Duty but does not include Sales Tax and VAT.

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date.

Royalty

Revenue is recognised on an accrual basis in accordance with the terms of relevant agreement.

Other Income

Certain items of income such as insurance claims, overdue interest from customers and other benefits are considered to the extent the amount is ascertainable/accepted by the parties.

(m) Foreign currency translations:

Foreign currency transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing exchange rate on the Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise except those arising from investments in non-integral operations.

(iv) Forward Exchange Contracts

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

(n) Retirement and other employee benefits:

Excel Crop Care Limited

(i) Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contribution to the fund is due. There are no obligations other than the contribution payable to the Provident Fund Trust.

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- (ii) Retirement benefits in the form of Superannuation Fund is a defined contribution scheme and the contribution is charged to the Profit and Loss Account of the year when the contribution accrues. There are no obligations other than the contribution payable to the Superannuation Fund Trust.
- (iii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- (iv) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.
- (v) Actuarial gains / losses are recognised immediately to the Profit and Loss Account and are not deferred.
- (vi) Payments made under the Voluntary Retirement Scheme are charged to the Profit and Loss Account immediately.

Excel Genetics Limited

- (i) Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contribution to the fund is due. There are no obligations other than the contribution payable to the Provident Fund Authority.
 - (ii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
 - (iii) Compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.
 - (iv) Actuarial gains / losses are recognised immediately to the Profit and Loss Account and are not deferred.
- (o) Tax Expense:
- Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

- (p) Earnings Per Share:
- Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

- (q) Provisions:
- A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

- (r) Cash and Cash equivalents:
- Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

- (s) Segment Reporting:
- Identification of segments:
- The Group's operating businesses are organised and managed separately according to the nature of products and services with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operates.

Segment Policies:

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.) NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
3. Contingent Liabilities:		
(a) Disputed excise-duty liability	2.77	2.77
(b) Disputed service-tax liability	34.45	34.45
(c) Disputed Income-tax liability	1,05.38	1,14.74
(d) Disputed Sales-tax liability	11.57	4.77
(e) Guarantees given by the Holding Company's bankers on behalf of the Holding Company to third parties	79.46	31.48
(f) Liability in respect of employee(s) disputes	Amount unascertainable	Amount unascertainable
(g) Claims against the Group not acknowledged as debts	19.86	3.55
4. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1,39.34	1,81.16
5. The Holding Company had entered into Derivative Contracts for hedging its receivables/payables in the year 2008-09, some of which contracts extended upto June, 2009. Loss/(Gain) on these Contracts is included under the head "Other Expenses" in Schedule 'R'.	(21.01)	17,95.91
6. Break up of Deferred Tax Assets and Deferred Tax Liabilities :		
(a) Deferred Tax Assets :		
(i) Liabilities Allowable on Payment basis	2,06.76	1,18.09
(ii) Provision for Doubtful Debts	97.29	40.21
(iii) Others	0.42	63.85
	<u>3,04.47</u>	<u>2,22.15</u>
(b) Deferred Tax Liabilities :		
Depreciation	16,80.85	15,96.54
	<u>16,80.85</u>	<u>15,96.54</u>
7. The amount of exchange differences in respect of forward exchange contracts to be recognised as an income/ (expense) in the Profit and Loss Account of the subsequent year	(4.67)	(2.56)
8. (a) Research and Development costs of the Holding Company, as certified by the Management, debited to the Profit and Loss Account are as under:		
(i) * Revenue expenses	5,81.27	4,64.10
(ii) Depreciation	39.66	34.18
	<u>6,20.93</u>	<u>4,98.28</u>
*includes Rs. 3,22.10 lacs (Previous Year: Rs. 2,86.90 lacs) in respect of Research and Development unit at Bhavnagar approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology and Rs. 17.38 lacs (Previous Year: Rs. 7.22 lacs) is of Research and Development unit at Gajod for which application for approval is made to the Department of Scientific & Industrial Research, Ministry of Science & Technology.		
(b) Capital Expenditure incurred during the year on Research and Development [including capital expenditure on qualifying assets of Rs. 35.86 lacs (Previous Year: Rs. 56.37 lacs) in respect of Research and Development Unit at Bhavnagar approved by the Department of Scientific & Industrial Research, Ministry of Science & Technology and Rs. 4.43 lacs (Previous Year: Rs. 13.03 lacs) is of Research and Development unit at Gajod for which application for approval is made to the Department of Scientific & Industrial Research, Ministry of Science & Technology.	40.29	68.22
9. Consolidated Earnings Per Share:		
(1) Profit after tax	37,99.68	35,27.66
Less: Prior Period Adjustments (Net)	(9.63)	6.26
Add: Minority Interest	2.67	—
Less: Share of loss in Associate	97.42	1,05.51
Profit Attributable to Equity Shareholders (A)	<u>37,14.56</u>	34,15.89
(2) Number of Equity Shares outstanding during the year (B)	Nos. 1,10,05,630	Nos. 1,10,05,630
(3) Earnings per Share (A)/(B) (basic and diluted)	(Rupees) 33.75	(Rupees) 31.04
(4) Face Value of Equity Share	5.00	5.00

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Details of Employee Benefits :

i. Defined Benefit Plans – Gratuity:

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days of last drawn salary for each completed year of service. If an employee completes more than 25 years of service then instead of 15 days, he/she will get gratuity on retirement at 22 days of last drawn salary. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The scheme is funded with an insurance company in the form of a qualifying insurance policy in the case of Excel Crop Care Limited.

(a) The amounts recognised in the statement of Profit and Loss Account are as follows:

	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
Defined Benefit Plan		
Current Service cost	1,04.04	80.82
Interest cost on benefit obligation	1,26.38	87.71
Expected return on plan assets	(1,29.70)	(1,10.82)
Net actuarial (gain) / loss recognised during the year	3,09.21	3,10.72
Amount included under the head personnel expenses in Schedule 'R' Manufacturing and Other Expenses.	4,09.93	3,68.43
Actual return on plan assets	1,45.00	1,17.09

(b) The amounts recognised in the Balance Sheet are as follows:

	As at 31st March, 2010 Defined Benefit (Rs. in lacs)	As at 31st March, 2009 Defined Benefit (Rs. in lacs)
Present value of funded obligation	20,66.06	16,30.40
Less: Fair value of plan assets	16,58.38	14,11.97
Net Liability included under the head Provision for Gratuity, in Schedule 'N'-Provisions	4,07.68	2,18.43

(c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
Opening defined benefit obligation	16,30.76	12,53.03
Interest cost	1,26.38	87.71
Current service cost	1,04.04	80.82
Benefits paid	(1,62.69)	(1,08.15)
Actuarial (gains) / loss on obligation	3,67.58	3,16.99
Closing defined benefit obligation	20,66.07	16,30.40

(d) Changes in the fair value of plan assets are as follows:

	As at 31st March, 2010 (Rs. in lacs)	As at 31st March, 2009 (Rs. in lacs)
Opening fair value of plan assets	14,11.97	11,67.78
Expected return	1,29.70	1,10.82
Contributions made by employer during the year	2,21.04	2,35.25
Benefits paid	(1,62.69)	(1,08.15)
Actuarial gains	58.36	6.27
Closing fair value of plan assets	16,58.38	14,11.97

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)		
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS		
	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
(e) Expected contribution to defined benefit plan for the year	4,07.68	2,18.43
The major categories of plan assets as a percentage of fair value of total plan assets are as follows:		
Insurer Managed Funds (Life Insurance Corporation of India)	100.00%	100.00%
The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in the expected rate of return on assets due to the improved stock market scenario.		
(f) The principal actuarial assumptions at the Balance Sheet date:	Current Year	Previous Year
Excel Crop Care Limited		
Discount rate	7.75%	7.00%
Expected rate of return on plan assets	9%	9%
Expected rate of salary increase	8%	5%
Mortality table	LIC (1994-96)	LIC (1994-96)
	Ultimate	Ultimate
Proportion of employees opting for early retirement	1% to 5%	1% to 5%
Excel Genetics Limited		
Discount rate	8.25%	—
Expected rate of return on plan assets	—	—
Expected rate of salary increase	6%	—
Mortality table	LIC (1994-96)	—
	Ultimate	—
Proportion of employees opting for early retirement	1% to 5%	—
NOTES:		
(i) The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		
(ii) The disclosure required under Para 120(n)(ii) of Accounting Standard 15 "Employee Benefits" (Revised, 2003) pertaining to experience adjustments on plan assets and plan liabilities is not given on the ground that such information is not provided by the actuary.		
II. Defined Contribution Plans:		
(i) Provident Fund is a defined contribution scheme established under a State Plan.		
(ii) Superannuation Fund is a defined contribution scheme. The scheme is funded with an insurance company in the form of a qualifying insurance policy.		
(iii) Defined Contribution Plan		
Current service cost included under the head Personnel Expenses in Schedule 'R' Manufacturing and Other Expenses.:		
Provident Fund and Family Pension Fund	1,83.98	1,74.39
Superannuation Fund	83.30	81.22

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. Related Party Disclosures as required by Accounting Standard (AS)-18 "Related Party Disclosures", notified by Companies (Accounting Standards) Rules, 2006 (as amended) are given below:

Companies in the Group have entered into transactions with the following related parties as identified by the Group and relied upon by the Auditors.

(A) **Relationships:**

(1) **Associate Companies:**

Aimco Pesticides Limited
Kutch Crop Services Limited
Excel Bio Resources Limited

(2) **Enterprises over which key management personnel and their relatives have significant influence:**

Agrocel Industries Limited
Anshul Specialty Molecules Limited
C. C. Shroff Research Institute
C. C. Shroff Self Help Centre
Dipkanti Investments & Financing Pvt. Limited
Divakar Chemicals Limited
Excel Industries Limited
Harvest Inte-Agro Limited (till 09.08.2009)
Hyderabad Chemicals Limited
Hyderabad Chemical Products Limited
Mumukshu Finance & Services Limited
Parul Chemicals Limited
Pritami Investments Pvt. Limited
Shroff Family Charitable Trust
Shroffs Foundation Trust
Shrujan
Shrodip Investments Pvt. Limited
TML Industries Limited (Formerly Transmetal Limited)
Transpek Industry Limited
Transpek Industry (Europe) Limited
Utkarsh Chemicals Private Limited
Shree Vivekanand Research & Training Institute

(3) **Key Management Personnel:**

Mr. Ashwin C. Shroff
Mr. Dipesh K. Shroff
Mr. Prakash K. Shroff
Mr. Jagdish R. Naik

(4) **Relatives of Key Management Personnel:**

Mrs. Usha A. Shroff
Mr. Ravi A. Shroff
Mr. Hrishit A. Shroff
Mrs. Anshul Bhatia
Mr. Kantisen C. Shroff
Mrs. Chanda K. Shroff
Mrs. Preeti D. Shroff
Mrs. Priti P. Shroff
Mr. Kunal P. Shroff
Mr. Harish K. Shroff
Late Miss Ramila K. Shroff
Mrs. Tarla K. Rajda
Mr. Ramanlal M. Naik
Mrs. Tejal Jagdish Naik

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(B) The following transactions were carried out with the related parties in the course of business:

Nature of Transactions	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs)
					Total
1. INCOME					
(a) Sale of Goods (Net of rebate and discount)					
Aimco Pesticides Limited	29.36	—	—	—	29.36
	(—)	(—)	(—)	(—)	(—)
Agrocel Industries Limited	—	3,55.95	—	—	3,55.95
	(—)	(1,50.70)	(—)	(—)	(1,50.70)
Hyderabad Chemicals Limited	—	4,87.03	—	—	4,87.03
	(—)	(7,85.80)	(—)	(—)	(7,85.80)
Hyderabad Chemical Products Limited	—	1,54.05	—	—	1,54.05
	(—)	(—)	(—)	(—)	(—)
Parul Chemicals Limited	—	82.76	—	—	82.76
	(—)	(1,00.99)	(—)	(—)	(1,00.99)
Others	—	61.02	—	—	61.02
	(29.47)	(2,72.28)	(—)	(—)	(3,01.75)
	29.36	11,40.81	—	—	11,70.17
	(29.47)	(13,09.77)	(—)	(—)	(13,39.24)
(b) Interest					
Agrocel Industries Limited	—	3.90	—	—	3.90
	(—)	(1.10)	(—)	(—)	(1.10)
(c) Royalty					
TML Industries Limited	—	12.19	—	—	12.19
	(—)	(—)	(—)	(—)	(—)
(d) Rent					
Excel Industries Limited	—	22.10	—	—	22.10
	(—)	(—)	(—)	(—)	(—)
Agrocel Industries Limited	—	22.75	—	—	22.75
	(—)	(—)	(—)	(—)	(—)
Anshul Specialty Molecules Limited	—	20.84	—	—	20.84
	(—)	(—)	(—)	(—)	(—)
C. C. Shroff Research Institute	—	53.41	—	—	53.41
	(—)	(—)	(—)	(—)	(—)
Others	—	0.08	—	—	0.08
	(—)	(—)	(—)	(—)	(—)
	—	1,19.18	—	—	1,19.18
	(—)	(—)	(—)	(—)	(—)
(e) Processing Charges					
Hyderabad Chemicals Limited	—	64.68	—	—	64.68
	(—)	(—)	(—)	(—)	(—)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Nature of Transactions	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs) Total
(f) Others					
Aimco Pesticides Limited	—	—	—	—	—
	(16.45)	(—)	(—)	(—)	(16.45)
Agrocel Industries Limited	—	—	—	—	—
	(—)	(5.92)	(—)	(—)	(5.92)
Kutch Crop Services Limited	22.15	—	—	—	22.15
	(20.21)	(—)	(—)	(—)	(20.21)
Others	—	0.36	—	—	0.36
	(—)	(1.48)	(—)	(—)	(1.48)
	22.15	0.36	—	—	22.51
	(36.66)	(7.40)	(—)	(—)	(44.06)
2. EXPENSES					
(a) Purchase of Goods					
Excel Industries Limited	—	28,72.89	—	—	28,72.89
	(—)	(29,45.30)	(—)	(—)	(29,45.30)
Parul Chemicals Limited	—	13,27.36	—	—	13,27.36
	(—)	(3,56.80)	(—)	(—)	(3,56.80)
TML Industries Limited	—	21,61.44	—	—	21,61.44
	(—)	(13,67.40)	(—)	(—)	(13,67.40)
Hyderabad Chemical Products Limited	—	10,80.96	—	—	10,80.96
	(—)	(6,84.45)	(—)	(—)	(6,84.45)
Aimco Pesticides Limited	28.84	—	—	—	28.84
	(—)	(—)	(—)	(—)	(—)
Others	—	9,50.23	—	—	9,50.23
	(87.18)	(16,32.94)	(—)	(—)	(17,20.12)
	28.84	83,92.88	—	—	84,21.72
	(87.18)	(69,86.89)	(—)	(—)	(70,74.07)
(b) Purchase of Services					
Agrocel Industries Limited	—	16.12	—	—	16.12
	(—)	(8.57)	(—)	(—)	(8.57)
C. C. Shroff Research Institute	—	9.92	—	—	9.92
	(—)	(—)	(—)	(—)	(—)
Excel Industries Limited	—	37.87	—	—	37.87
	(—)	(28.43)	(—)	(—)	(28.43)
Harvest Inte-Agro Limited	—	—	—	—	—
	(—)	(2.10)	(—)	(—)	(2.10)
Parul Chemicals Limited	—	—	—	—	—
	(—)	(12.27)	(—)	(—)	(12.27)
Others	—	—	—	—	—
	(—)	(0.35)	(—)	(—)	(0.35)
	—	63.91	—	—	63.91
	(—)	(51.72)	(—)	(—)	(51.72)
(c) Rent					
Excel Industries Limited	—	42.36	—	—	42.36
	(—)	(1,08.70)	(—)	(—)	(1,08.70)
Prakash K. Shroff	—	—	0.45	—	0.45
	(—)	(—)	(—)	(—)	(—)
	—	42.36	0.45	—	42.81
	(—)	(1,08.70)	(—)	(—)	(1,08.70)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Nature of Transactions	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs) Total
(d) Commission					
Divakar Chemicals Limited	—	7.32	—	—	7.32
	(—)	(21.62)	(—)	(—)	(21.62)
Aimco Pesticides Limited	—	—	—	—	—
	(0.81)	(—)	(—)	(—)	(0.81)
	—	7.32	—	—	7.32
	(0.81)	(21.62)	(—)	(—)	(22.43)
(e) Charity & Donation					
Shrujan	—	15.00	—	—	15.00
	(—)	(1,00.00)	(—)	(—)	(1,00.00)
Shroffs Foundation Trust	—	10.00	—	—	10.00
	(—)	(—)	(—)	(—)	(—)
Shroff Family Charitable Trust	—	10.00	—	—	10.00
	(—)	(—)	(—)	(—)	(—)
Shree Vivekanand Research & Training Institute	—	23.35	—	—	23.35
	(—)	(—)	(—)	(—)	(—)
	—	58.35	—	—	58.35
	(—)	(1,00.00)	(—)	(—)	(1,00.00)
(f) Processing Charges					
Excel Industries Limited	—	11,74.30	—	—	11,74.30
	(—)	(9,20.19)	(—)	(—)	(9,20.19)
Aimco Pesticides Limited	—	—	—	—	—
	(2,46.36)	(—)	(—)	(—)	(2,46.36)
TML Industries Limited	—	5,88.08	—	—	5,88.08
	(—)	(4,49.81)	(—)	(—)	(4,49.81)
Others	—	23.21	—	—	23.21
	(—)	(—)	(—)	(—)	(—)
	—	17,85.59	—	—	17,85.59
	(2,46.36)	(13,70.00)	(—)	(—)	(16,16.36)
(g) Research & Development Expenses					
C. C. Shroff Research Institute	—	1,32.36	—	—	1,32.36
	(—)	(1,32.36)	(—)	(—)	(1,32.36)
(h) Royalty					
Excel Industries Limited	—	80.04	—	—	80.04
	(—)	(77.20)	(—)	(—)	(77.20)
(i) Remuneration					
Dipesh K. Shroff	—	—	95.28	—	95.28
	(—)	(—)	(79.72)	(—)	(79.72)
Prakash K. Shroff	—	—	69.15	—	69.15
	(—)	(—)	(59.57)	(—)	(59.57)
Others	—	—	—	5.73	5.73
	(—)	(—)	(—)	(5.85)	(5.85)
	—	—	1,64.43	5.73	1,70.16
	(—)	(—)	(1,39.29)	(5.85)	(1,45.14)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Nature of Transactions	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs) Total
(j) Directors' Commission (Other than Managing Director and Executive Director) in respect of earlier year					
Ashwin C. Shroff	— (—)	— (—)	4.00 (3.50)	— (—)	4.00 (3.50)
J.R. Naik	— (—)	— (—)	16.50 (14.00)	— (—)	16.50 (14.00)
	— (—)	— (—)	20.50 (17.50)	— (—)	20.50 (17.50)
(k) Directors' Sitting Fees					
Ashwin C. Shroff	— (—)	— (—)	0.55 (0.45)	— (—)	0.55 (0.45)
J.R. Naik	— (—)	— (—)	0.80 (0.65)	— (—)	0.80 (0.65)
	— (—)	— (—)	1.35 (1.10)	— (—)	1.35 (1.10)
(l) Legal & Professional Charges					
J.R. Naik	— (—)	— (—)	28.40 (23.55)	— (—)	28.40 (23.55)
(m) Share of loss in jointly controlled operations					
Agrocel Industries Limited	— (—)	1.91 (2.45)	— (—)	— (—)	1.91 (2.45)
(n) Sundry debit balance written off					
Others	— (—)	— (0.31)	— (—)	— (—)	— (0.31)
(o) Others (Miscellaneous purchase / reimbursement of expenses)					
Shrujan	— (—)	6.52 (4.45)	— (—)	— (—)	6.52 (4.45)
Shree Vivekanand Research and Training Institute	— (—)	— (15.83)	— (—)	— (—)	— (15.83)
C. C. Shroff Self Help Centre	— (—)	6.60 (2.32)	— (—)	— (—)	6.60 (2.32)
Agrocel Industries Limited	— (—)	2.47 (—)	— (—)	— (—)	2.47 (—)
Others	24.54 (0.62)	4.33 (8.65)	— (—)	— (—)	28.87 (9.27)
	24.54 (0.62)	19.92 (31.25)	— (—)	— (—)	44.46 (31.87)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Nature of Transactions	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	(Rs. in Lacs)
					Total
3. FINANCE / OTHERS					
(a) Loans / Advance given					
Agrocel Industries Limited	—	2,11.00	—	—	2,11.00
	(—)	(55.00)	(—)	(—)	(55.00)
Harvest Inte-Agro Limited	—	—	—	—	—
	(—)	(80.00)	(—)	(—)	(80.00)
	—	2,11.00	—	—	2,11.00
	(—)	(1,35.00)	(—)	(—)	(1,35.00)
(b) Dividend Paid					
Anshul Specialty Molecules Limited	—	19.49	—	—	19.49
	(—)	(19.49)	(—)	(—)	(19.49)
Utkarsh Chemicals Private Limited	—	23.64	—	—	23.64
	(—)	(23.56)	(—)	(—)	(23.56)
Others	—	30.40	5.08	11.90	47.38
	(—)	(30.73)	(5.23)	(11.92)	(47.88)
	—	73.53	5.08	11.90	90.51
	(—)	(73.78)	(5.23)	(11.92)	(90.93)
(c) Security Deposits Taken					
Agrocel Industries Limited	—	7.68	—	—	7.68
	(—)	(—)	(—)	(—)	(—)
Anshul Specialty Molecules Limited	—	10.31	—	—	10.31
	(—)	(—)	(—)	(—)	(—)
C. C. Shroff Research Institute	—	21.67	—	—	21.67
	(—)	(—)	(—)	(—)	(—)
Excel Industries Limited	—	10.93	—	—	10.93
	(—)	(—)	(—)	(—)	(—)
	—	50.59	—	—	50.59
	(—)	(—)	(—)	(—)	(—)
(d) Sale of Fixed Assets					
Agrocel Industries Limited	—	—	—	—	—
	(—)	(12.98)	(—)	(—)	(12.98)
(e) Purchase of Fixed Assets					
Agrocel Industries Limited	—	—	—	—	—
	(—)	(0.56)	(—)	(—)	(0.56)
Excel Industries Limited	—	3.78	—	—	3.78
	(—)	(3.00)	(—)	(—)	(3.00)
	—	3.78	—	—	3.78
	(—)	(3.56)	(—)	(—)	(3.56)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Nature of Transactions					(Rs. in Lacs)
	Associate Companies	Other Enterprises	Key Mgmt. Personnel	Relatives of Key Mgmt. Personnel	Total
(f) Consideration for transfer of Seeds Business					
Harvest Inte-Agro Limited	— (—)	55.13 (—)	— (—)	— (—)	55.13 (—)
4. OUTSTANDINGS AS AT THE BALANCE SHEET DATE					
(a) Amounts Receivable / Recoverable in kind (Net)					
Aimco Pesticides Limited	3,53.05 (2,97.54)	— (—)	— (—)	— (—)	3,53.05 (2,97.54)
Agrocel Industries Limited	— (—)	2,74.96 (1,88.84)	— (—)	— (—)	2,74.96 (1,88.84)
Hyderabad Chemicals Limited	— (—)	49.57 (94.66)	— (—)	— (—)	49.57 (94.66)
Hyderabad Chemical Products Limited	— (—)	2,32.90 (—)	— (—)	— (—)	2,32.90 (—)
Kutch Crop Services Limited	1,17.98 (—)	— (—)	— (—)	— (—)	1,17.98 (—)
Harvest Inte-Agro Limited	— (—)	— (80.00)	— (—)	— (—)	— (80.00)
Others	22.15 (60.52)	52.89 (15.50)	— (—)	— (—)	75.04 (76.02)
	4,93.18 (3,58.06)	6,10.32 (3,79.00)	— (—)	— (—)	11,03.50 (7,37.06)
(b) Amount Payable (Net)					
C. C. Shroff Research Institute	— (—)	1,45.77 (1,17.90)	— (—)	— (—)	1,45.77 (1,17.90)
Excel Industries Limited	— (—)	11,89.66 (7,68.03)	— (—)	— (—)	11,89.66 (7,68.03)
Hyderabad Chemical Products Limited	— (—)	1,63.75 (—)	— (—)	— (—)	1,63.75 (—)
Parul Chemicals Limited	— (—)	2,73.05 (—)	— (—)	— (—)	2,73.05 (—)
TML Industries Limited	— (—)	2,24.25 (96.88)	— (—)	— (—)	2,24.25 (96.88)
Others	— (—)	1,29.74 (1,38.94)	87.18 (77.94)	— (—)	2,16.92 (2,16.88)
	— (—)	21,26.22 (11,21.75)	87.18 (77.94)	— (—)	22,13.40 (11,99.69)

(Figures in brackets relate to the Previous Year)
(Above figures are gross of tax)

EXCEL CROP CARE LIMITED

SCHEDULE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 'U' (Contd.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. Segment Information:

Primary Business Segment: The Group has only one business segment viz. Agri Inputs.

Secondary Business Segment: Information in respect of geographical segments is as shown below:

	Current Year (Rs. in lacs)			Previous Year (Rs. in lacs)		
	Within India	Outside India	Total	Within India	Outside India	Total
Revenue	414,50.80	235,56.84	650,07.64	404,29.27	326,65.45	730,94.72
Carrying amount of Segment Assets	371,94.53	119,31.27	491,25.80	350,21.13	89,84.44	440,05.57
Additions to Fixed Assets	16,42.84	0.34	16,43.18	20,16.88	—	20,16.88

13. Operating Leases:

Office premises and other assets are obtained on operating leases for various tenors. None of the operating leases are renewable. There is no escalation clause in the lease agreements / arrangements. There are no restrictions imposed by lease agreements/arrangements. There are subleases entered into by the Holding Company in respect of the office premises taken on lease.

	2009-10 (Rs. in lacs)	2008-09 (Rs. in lacs)
(i) Lease payments for the year	2,29.17	92.22
(ii) Sub-lease payments received during the year	1,09.88	7.33
(iii) Minimum lease payments as at 31st March		
(a) Not later than one year	2,50.00	2,45.81
(b) Later than one year but not later than five years	7,08.32	4,58.33
(c) Later than five years	Nil	Nil

14. Excise duty on sales amounting to **Rs. 30,42.16 lacs** (Previous Year: Rs. 45,33.32 lacs) has been reduced from sales in Profit & Loss Account and excise duty expense in Schedule 'R' includes **Rs. 1,50.06 lacs** (Previous Year: Rs. 4,00.55 lacs) being excise duty on increase/decrease in stocks.

15. Previous Year's figures have been regrouped/rearranged, wherever necessary to conform to this years classification.

As per our report of even date.

For S. R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants.

per VIJAY MANIAR
Partner
Membership No.: 36738

Mumbai
26 May 2010

A. C. SHROFF
Chairman

PRAKASH K. SHROFF
Executive Director

K. SRINIVASAN
Senior Vice President
(Finance & Accounts)

Mumbai
26 May 2010

DIPESH K. SHROFF
Managing Director

J. R. NAIK
Director

PRAVIN D. DESAI
Vice President
(Finance & Accounts) &
Company Secretary

EXCEL GENETICS LIMITED

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors present the Third Annual Report and the Audited Statement of Accounts of the Company for the year ended 31st March, 2010.

1. FINANCIAL RESULTS AND OPERATIONS

During the year under review the Sales Turnover was Rs. 198.05 lacs as against Rs. 9.34 lacs in the previous period. During the year the Company incurred a loss of Rs. 54.77 lacs after providing for depreciation and amortisation of intangible assets aggregating Rs. 21.40 lacs. In the previous period the loss after prior period adjustments was Rs. 2.30 lacs.

In view of the losses no dividend is recommended.

The financial year 2009-10 was challenging for the seeds industry due to unfavourable climatic conditions which adversely impacted seeds production as well as sales offtake. Several new players have entered the seeds business and the industry is witnessing large investments.

Your Company is focussing mainly on vegetables segment. The Company expects to make investments in research and production facilities in the next couple of years which is expected to lead to increase in the scale of its business operations.

2. ACQUISITION OF SEEDS BUSINESS AND ALLOTMENT OF SHARES

The Company acquired seeds business of Excel Crop Care Limited as a going concern with effect from 1st July, 2009. Accordingly, various assets, liabilities, trade marks, copyrights, licences, registrations, contracts, etc. pertaining to the said business were transferred to the Company at book value. The services of the employees of the seeds business of Excel Crop Care Limited were also transferred to the Company. On 10th August, 2009, the Company allotted at par 1,50,000 equity shares of face value of Rs. 10/- each to Excel Crop Care Limited and thereby became its subsidiary.

3. DIRECTORS

The Board of Directors appointed Mr. Ninad D. Gupte and Mr. J. R. Naik as Additional Directors of the Company on 24th September, 2009.

Mr. Ninad D. Gupte and Mr. J. R. Naik hold office up to the date of the ensuing Annual General Meeting of the Company. Notices in writing have been received from a member of the Company under Section 257 of the Companies Act, 1956, signifying its intention to propose Mr. Ninad D. Gupte and Mr. J. R. Naik as candidates for the office of Directors of the Company.

Mr. Ninad D. Gupte is a science graduate and holds a PGDBM degree equivalent to MBA from a reputed Institute. He has over 33 years of business experience. It would be in the interest of the Company that the Board of Directors continue to avail of the benefit of Mr. Ninad D. Gupte's experience and expertise.

Mr. J. R. Naik is a Chartered Accountant and has wide experience and expertise in the areas of accounting, audit, finance, taxation and corporate laws. It would be in the interest of the Company that the Board of Directors continue to avail of the benefit of Mr. J. R. Naik's experience and expertise.

Mr. Sunil Saraiya and Mr. Praful Saraiya resigned as Directors of the Company with effect from 14th December, 2009. The Directors place on record their deep appreciation of the valuable services rendered by Mr. Sunil Saraiya and Mr. Praful Saraiya during their tenure as Directors of the Company.

Mr. Paresh Saraiya, Director, retires by rotation at the ensuing Annual General Meeting of the Company and is eligible for re-appointment. The Board commends his re-appointment.

4. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;

EXCEL GENETICS LIMITED

- (b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; and
- (d) they have prepared the annual accounts on a going concern basis.

5. OTHER INFORMATION

The Company has no employee specified in Section 217(2A) of the Companies Act, 1956.

The Company's business does not involve material energy consumption and hence it has no disclosure to be made in respect of conservation of energy.

The Company has not undertaken any major research and development and has not developed or acquired any technology and hence it has no disclosure to be made in respect of technology absorption.

Currently, the Company does not have any exports and also has no export plans for near future.

The total foreign exchange used and earned by the Company during the year are as follows:

Used – Rs. 0.41 lac

Earned – Nil

6. AUDITORS' REPORT

In Clause 17 of the Annexure to the Auditors' Report, the Auditors have reported that the short term funds have been used for long term investment. The Company is in the process of raising share capital in the financial year 2010-11 which would rectify this imbalance.

7. AUDITORS

Messers Parikh Shah Chotalia & Associates, whose term of office as the Auditors of the Company will expire at the conclusion of the ensuing Annual General Meeting of the Company have given to the Company a notice in writing of their unwillingness to be re-appointed.

Messers S. V. Ghatalia & Associates, Chartered Accountants, who have given a letter to the Company certifying that their proposed appointment as Auditors would be in accordance with the limits specified in Section 224(1B) of the Companies Act, 1956, are proposed to be appointed as the Auditors of the Company in place of Messers Parikh Shah Chotalia & Associates, the retiring Auditors of the Company.

Your Directors wish to place on record their appreciation of the wholehearted co-operation received from Messers Parikh Shah Chotalia & Associates, the outgoing Auditors.

For and on behalf of the Board of Directors

NINAD D. GUPTA
Director

J. R. NAIK
Director

Mumbai, 18th May, 2010.

EXCEL GENETICS LIMITED

AUDITORS' REPORT

To
**The Shareholders of Excel Genetics Limited,
Ahmedabad.**

1. We have audited the attached Balance Sheet of Excel Genetics Ltd., Ahmedabad, as at March 31, 2010 and also the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (ii) In our opinion, proper books of account, as required by law have been kept by the Company so far as appears from our examination of those books.
 - (iii) The Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; to the extent applicable.
 - (v) On the basis of written representation received from the Directors, as on March 31, 2010 and taken on the record by the Board of Directors, we report that none of the Directors of the Company is prima facie disqualified as on March 31, 2010 from being appointed as a Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us the said Financial Statements read together with Notes thereon and Schedules attached thereto give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the Accounting principles generally accepted in India.
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010;
 - (ii) In the case of the Profit and Loss Account, of the "Loss" for the year ended on that date; and
 - (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For PARIKH SHAH CHOTALIA & ASSOCIATES
Chartered Accountants

CA. Rahul Parikh
(Partner)
(Membership No. 105642)
(FRN: 118493W)

*Place : Vadodara
Date : 18 May, 2010*

EXCEL GENETICS LIMITED

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date to the Shareholders of Excel Genetics Ltd.,

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) All the Assets have not been physically verified by the Management during the year but there is a regular programme of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its Assets. No material discrepancies were noticed on such verification.
(c) In our opinion, the Company has not disposed of any substantial part of Fixed Assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
(a) As explained to us, inventories have been physically verified by the management at regular intervals during the year except stocks lying with third parties for which confirmations have been received. In our opinion, the frequency of verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of Inventories. As explained to us, there were no material discrepancies noticed on physical verification of Inventory as compared to the book records.
3. (a) According to information and explanations given to us,
(i) the Company has not taken any loans, Secured or Unsecured from the Companies, firms or other parties as listed in the register maintained under Section 301 of the Companies Act, 1956 except for deposits from 3 parties, wherein the maximum amount involved during the year is Rs. 24 lacs and at the year end outstanding balance is Rs. 24 lacs in aggregate;
(ii) The Company has also not granted any Secured or Unsecured Loans to Parties covered in the register maintained under Section 301 of the Act during the year.
(b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the Company.
(c) The Company is regular in repaying the principle amounts as stipulated and has been regular in the payment of interest.
(d) There is no overdue amount of loans taken from Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system, commensurate with the size of the Company and the nature of its business for the Purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
(a) in our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements that needed to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
(b) where each of such transaction is in excess of Rs. 5.00 lacs in respect of any party, transactions in pursuance of such contracts or arrangements are made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. According to the information and explanations given to us, the Company has not accepted deposits covered u/s 58A from public.
7. In our opinion, no comment is called for in respect of Clause (vii) of Para 4 of the said Order.

EXCEL GENETICS LIMITED

8. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the Company's business.
9. In respect of statutory dues:
 - (a) According to the information and explanations given to us and according to the records of the Company, undisputed Statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax & Custom Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2010 for a period of more than six months from the date of becoming payable.
 - (c) According to the information and explanations given to us, there were no dues of Sales Tax, Income Tax, Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess and other statutory dues, which have not been deposited on account of any dispute.
10. In our opinion, no comment is called for in respect of Clause (x) of Para 4 of the said Order, in view of the fact that the Company has been registered for a period less than 5 years.
11. According to the information and explanations given to us, we are of the opinion that Company has not availed any working capital facilities or Loan from any Banks or Financial Institutions or through Debentures.
12. As per the records verified by us, the Company has not granted loans and advances on the basis of security by way of pledge of Shares, Debentures and other securities.
13. In our opinion, the Company is not a Chit fund or a Nidhi/Mutual benefits fund society. Therefore, the Provisions of Clause 4(xiii) of the Companies (Auditor's Report) Order 2003, are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in Shares, Securities, Debentures and other Investments. Accordingly, the Provisions of Clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
15. According to the information & explanation given to us, there are no guarantees given by the Company for loans taken by others either from Banks or Financial Institutions.
16. According to the information & explanation given to us, the Company has not availed any Term Loan during the year under consideration.
17. According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company, *we are of the opinion that funds raised on short terms basis have been used for long term investment.*
18. According to the information and explanations given to us, the Company has not made any preferential allotment of Shares during the year to parties and companies covered in the Register maintained under Section 301 of the Act.
19. The Company has not issued any Debenture and hence no Securities are required to be created in respect thereof.
20. No money has been raised by way of Public issue by the Company during the Year under review.
21. As per the books examined by us and based on the explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For PARIKH SHAH CHOTALIA & ASSOCIATES
Chartered Accountants

CA. Rahul Parikh
(Partner)
(Membership No. 105642)
(FRN: 118493W)

Place : Vadodara
Date : 18 May, 2010

EXCEL GENETICS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	(Rupees)	As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUND:				
Capital	'A'		2,000,000	500,000
2. LOAN FUNDS:				
Unsecured Loan	'B'		4,400,000	2,400,000
TOTAL			<u>6,400,000</u>	<u>2,900,000</u>
APPLICATION OF FUNDS				
1. FIXED ASSETS:				
(a) Gross Block	'C'	492,114		—
(b) Less: Depreciation		99,231		—
(c) Net Block			392,883	—
2. INTANGIBLE ASSETS:				
(a) Gross Block	'D'	10,201,736		—
(b) Less: Amortisation		2,040,347		—
(c) Net Block			8,161,389	—
3. INVESTMENTS	'E'		38,000	—
4. CURRENT ASSETS, LOANS AND ADVANCES:				
(a) Inventories	'F'	5,726,806		—
(b) Sundry Debtors	'G'	2,396,646		227,015
(c) Cash and Bank Balances	'H'	5,562,777		2,092,182
(d) Other Current Assets	'I'	1,923		—
(e) Loans and Advances	'J'	2,516,084		8,571,630
	(A)		<u>16,204,236</u>	<u>10,890,827</u>
LESS: CURRENT LIABILITIES AND PROVISIONS:				
(a) Liabilities	'K'	24,203,983		8,277,064
(b) Provisions	'L'	366,100		—
	(B)		<u>24,570,083</u>	<u>8,277,064</u>
NET CURRENT ASSETS (A - B)			(8,365,847)	2,613,763
5. MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)	'M'		468,734	58,102
6. PROFIT AND LOSS ACCOUNT			5,704,841	228,135
TOTAL			<u>6,400,000</u>	<u>2,900,000</u>
NOTES ON ACCOUNTS	'R'			

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet.

As per our Report of even date.

For PARIKH SHAH CHOTALIA & ASSOCIATES

Chartered Accountants.

per RAHUL PARIKH

Partner

(Membership No.: 105642)

(FRN: 118493 W)

Vadodara,

18th May, 2010.

NINAD D. GUPTA

Director

J. R. NAIK

Director

Mumbai,

17th May, 2010.

EXCEL GENETICS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	(Rupees)	Current Year (Rupees)	Previous Period (Rupees)
INCOME				
Sale of Products		19,805,228		934,491
Other Income	'N'	1,923		7,500
			19,807,151	941,991
EXPENDITURE				
Production and Other Expenses	'O'	25,532,126		767,086
(Increase)/Decrease in Stocks	'P'	(2,629,908)		397,727
Depreciation		99,231		—
Interest	'Q'	242,061		—
Amortisation of Intangible Assets		2,040,347		—
			25,283,857	1,164,813
PROFIT/(LOSS) BEFORE TAXATION AND PRIOR PERIOD ADJUSTMENTS			(5,476,706)	(222,822)
<i>Less: Provision for Taxation</i>			—	—
<i>(Refer Note No. 5 in Schedule 'R')</i>				
PROFIT/(LOSS) AFTER TAXATION			(5,476,706)	(222,822)
<i>Less: Prior Period Adjustment (Net)</i>				
Taxation			—	9,500
Others			—	(17,083)
NET PROFIT/(LOSS)			(5,476,706)	(230,405)
Balance brought forward from Previous Year			(228,135)	2,270
LOSS CARRIED TO BALANCE SHEET			(5,704,841)	(228,135)
			Rupees	Rupees
EARNING PER SHARE (Refer Note No. 7 in Schedule 'R')				
Basic and Diluted Earning Per Share			(41.05)	(4.61)
Face Value per Share			10	10
NOTES ON ACCOUNTS				
'R'				

The schedules referred to above and notes to accounts form an integral part of the Profit and Loss Account.

As per our Report of even date.

For PARIKH SHAH CHOTALIA & ASSOCIATES

Chartered Accountants.

per RAHUL PARIKH

Partner

(Membership No.: 105642)

(FRN: 118493 W)

Vadodara,

18th May, 2010.

NINAD D. GUPTA

Director

J. R. NAIK

Director

Mumbai,

17th May, 2010.

EXCEL GENETICS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	For the year ended 31st March, 2010		For the period ended 31st March, 2009	
	(Rupees)	(Rupees)	(Rupees)	(Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax and Prior Period Adjustments		(5,476,706)		(222,822)
Adjustments for:				
Depreciation	99,231		—	
Amortisation of Intangible Assets	2,040,347		—	
Preliminary Expenses written off	126,867		19,367	
Interest received	1,923		—	
Interest paid	242,061	2,510,429	—	19,367
Operating Profit/(Loss) before working capital changes		(2,966,277)		(203,455)
Adjustments for:				
Decrease/(Increase) in Sundry Debtors	(2,169,629)		(65,952)	
Decrease/(Increase) in Inventories	(5,726,806)		397,727	
Decrease/(Increase) in Other Current Assets	(1,923)		—	
Decrease/(Increase) in Loans and Advances	6,055,545		(8,571,630)	
Increase/(Decrease) in Current Liabilities & Provisions	16,293,020		7,961,219	
		14,450,207		(278,636)
Cash generated from Operations		11,483,930		(482,091)
Direct taxes paid		—		9,500
Cash flow before Prior Period Adjustments		11,483,930		(472,591)
Prior Period Adjustments		—		(17,083)
Net Cash from/(used in) Operating Activities (A)		11,483,930		(489,674)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets		(492,114)		—
Purchase of Intangible Assets		(10,201,737)		—
Deferred Expenses		(537,500)		—
Purchase of Investments		(38,000)		—
Interest received		(1,923)		—
Share Capital Received		1,500,000		—
Net Cash used in Investing Activities (B)		(9,771,274)		—
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Borrowings		2,000,000		2,100,000
Interest paid		(242,061)		—
Net cash from Financing Activities (C)		1,757,939		2,100,000
Net increase in Cash and Cash Equivalents (A+B+C)		3,470,595		1,610,326
Cash and Cash Equivalents at the beginning of the year		2,092,182		481,856
Cash and Cash Equivalents at the end of the year		5,562,777		2,092,182
Components of Cash and Cash Equivalents				
Cash on hand		—		54,532
With Banks in Current Accounts		5,562,777		2,037,650
Cash & Cash Equivalents in Cash Flow Statement:		5,562,777		2,092,182

As per our Report of even date.
For PARIKH SHAH CHOTALIA & ASSOCIATES
Chartered Accountants.

per RAHUL PARIKH
Partner
(Membership No.: 105642)
(FRN: 118493 W)
Vadodara,
18th May, 2010.

NINAD D. GUPTA
Director
J. R. NAIK
Director

Mumbai,
17th May, 2010.

EXCEL GENETICS LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

<p>SCHEDULE 'A'</p> <p>CAPITAL</p> <p>AUTHORISED:</p> <p>50,00,000 (Previous Year: 2,50,000) Equity Shares of Rs. 10/- each</p> <p>ISSUED, SUBSCRIBED AND PAID-UP:</p> <p>2,00,000 (Previous Year: 50,000) Equity Shares of Rs. 10/- each fully paid-up</p> <p style="text-align: right;">TOTAL</p> <p>Note:</p> <p>Of the above, 1,50,000 (Previous Year: Nil) Equity Shares are held by the Holding Company, Excel Crop Care Limited</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>50,00,000</p> <p>50,00,000</p> <p>2,00,000</p> <p>2,00,000</p>	<p>As at 31st March, 2009 (Rupees)</p> <p>2,50,000</p> <p>2,50,000</p> <p>500,000</p> <p>500,000</p>																																																																																		
<p>SCHEDULE 'B'</p> <p>UNSECURED LOANS:</p> <p>From Excel Crop Care Limited, the Holding Company</p> <p>From Directors</p> <p>From Others</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>2,00,000</p> <p>100,000</p> <p>2,300,000</p> <p>4,400,000</p>	<p>As at 31st March, 2009 (Rupees)</p> <p>—</p> <p>300,000</p> <p>2,100,000</p> <p>2,400,000</p>																																																																																		
<p>SCHEDULE 'C'</p> <p>FIXED ASSETS</p> <p style="text-align: right;">(Rupees)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Sr. No.</th> <th rowspan="2">Description of Assets</th> <th colspan="4">GROSS BLOCK (AT COST)</th> <th colspan="3">DEPRECIATION</th> <th colspan="3">NET BLOCK</th> </tr> <tr> <th>As at 1st April, 2009</th> <th>Additions during the year</th> <th>Deductions during the year</th> <th>As at 31st March, 2010</th> <th>As at 1st April, 2009</th> <th>Deductions/ Adjustments</th> <th>Provided during the year</th> <th>As at 31st March, 2010</th> <th>As at 31st March, 2010</th> <th>As at 31st March, 2009</th> </tr> </thead> <tbody> <tr> <td>I.</td> <td>Plant And Machinery</td> <td style="text-align: center;">—</td> <td style="text-align: right;">171,454</td> <td style="text-align: center;">—</td> <td style="text-align: right;">171,454</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: right;">23,219</td> <td style="text-align: right;">23,219</td> <td style="text-align: right;">148,235</td> <td style="text-align: center;">—</td> </tr> <tr> <td>II.</td> <td>Furniture, Fixtures and Office Equipments</td> <td style="text-align: center;">—</td> <td style="text-align: right;">61,446</td> <td style="text-align: center;">—</td> <td style="text-align: right;">61,446</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: right;">25,633</td> <td style="text-align: right;">25,633</td> <td style="text-align: right;">35,813</td> <td style="text-align: center;">—</td> </tr> <tr> <td>III.</td> <td>Vehicles</td> <td style="text-align: center;">—</td> <td style="text-align: right;">259,214</td> <td style="text-align: center;">—</td> <td style="text-align: right;">259,214</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: right;">50,379</td> <td style="text-align: right;">50,379</td> <td style="text-align: right;">208,835</td> <td style="text-align: center;">—</td> </tr> <tr> <td></td> <td>TOTAL</td> <td style="text-align: center;">—</td> <td style="text-align: right;">492,114</td> <td style="text-align: center;">—</td> <td style="text-align: right;">492,114</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: right;">99,231</td> <td style="text-align: right;">99,231</td> <td style="text-align: right;">392,883</td> <td style="text-align: center;">—</td> </tr> <tr> <td></td> <td>Previous Year</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> </tr> </tbody> </table>			Sr. No.	Description of Assets	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK			As at 1st April, 2009	Additions during the year	Deductions during the year	As at 31st March, 2010	As at 1st April, 2009	Deductions/ Adjustments	Provided during the year	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009	I.	Plant And Machinery	—	171,454	—	171,454	—	—	23,219	23,219	148,235	—	II.	Furniture, Fixtures and Office Equipments	—	61,446	—	61,446	—	—	25,633	25,633	35,813	—	III.	Vehicles	—	259,214	—	259,214	—	—	50,379	50,379	208,835	—		TOTAL	—	492,114	—	492,114	—	—	99,231	99,231	392,883	—		Previous Year	—	—	—	—	—	—	—	—	—	—
Sr. No.	Description of Assets	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK																																																																											
		As at 1st April, 2009	Additions during the year	Deductions during the year	As at 31st March, 2010	As at 1st April, 2009	Deductions/ Adjustments	Provided during the year	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009																																																																									
I.	Plant And Machinery	—	171,454	—	171,454	—	—	23,219	23,219	148,235	—																																																																									
II.	Furniture, Fixtures and Office Equipments	—	61,446	—	61,446	—	—	25,633	25,633	35,813	—																																																																									
III.	Vehicles	—	259,214	—	259,214	—	—	50,379	50,379	208,835	—																																																																									
	TOTAL	—	492,114	—	492,114	—	—	99,231	99,231	392,883	—																																																																									
	Previous Year	—	—	—	—	—	—	—	—	—	—																																																																									
<p>SCHEDULE 'D'</p> <p>INTANGIBLE ASSETS</p> <p style="text-align: right;">(Rupees)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Description of Intangible Assets</th> <th colspan="4">GROSS AMOUNT</th> <th colspan="3">AMORTISATION</th> <th colspan="3">NET AMOUNT</th> </tr> <tr> <th>As at 1st April, 2009</th> <th>Additions during the year</th> <th>Deductions during the year</th> <th>As at 31st March, 2010</th> <th>As at 1st April, 2009</th> <th>Deductions/ Adjustments</th> <th>Provided during the year</th> <th>As at 31st March, 2010</th> <th>As at 31st March, 2010</th> <th>As at 31st March, 2009</th> </tr> </thead> <tbody> <tr> <td>Germ Plasm</td> <td style="text-align: center;">—</td> <td style="text-align: right;">10,050,000</td> <td style="text-align: center;">—</td> <td style="text-align: right;">10,050,000</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: right;">2,010,000</td> <td style="text-align: right;">2,010,000</td> <td style="text-align: right;">8,040,000</td> <td style="text-align: center;">—</td> </tr> <tr> <td>Computer Softwares</td> <td style="text-align: center;">—</td> <td style="text-align: right;">151,736</td> <td style="text-align: center;">—</td> <td style="text-align: right;">151,736</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: right;">30,347</td> <td style="text-align: right;">30,347</td> <td style="text-align: right;">121,389</td> <td style="text-align: center;">—</td> </tr> <tr> <td>TOTAL</td> <td style="text-align: center;">—</td> <td style="text-align: right;">10,201,736</td> <td style="text-align: center;">—</td> <td style="text-align: right;">10,201,736</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: right;">2,040,347</td> <td style="text-align: right;">2,040,347</td> <td style="text-align: right;">8,161,389</td> <td style="text-align: center;">—</td> </tr> <tr> <td>Previous Year</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> <td style="text-align: center;">—</td> </tr> </tbody> </table>			Description of Intangible Assets	GROSS AMOUNT				AMORTISATION			NET AMOUNT			As at 1st April, 2009	Additions during the year	Deductions during the year	As at 31st March, 2010	As at 1st April, 2009	Deductions/ Adjustments	Provided during the year	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009	Germ Plasm	—	10,050,000	—	10,050,000	—	—	2,010,000	2,010,000	8,040,000	—	Computer Softwares	—	151,736	—	151,736	—	—	30,347	30,347	121,389	—	TOTAL	—	10,201,736	—	10,201,736	—	—	2,040,347	2,040,347	8,161,389	—	Previous Year	—	—	—	—	—	—	—	—	—	—																	
Description of Intangible Assets	GROSS AMOUNT				AMORTISATION			NET AMOUNT																																																																												
	As at 1st April, 2009	Additions during the year	Deductions during the year	As at 31st March, 2010	As at 1st April, 2009	Deductions/ Adjustments	Provided during the year	As at 31st March, 2010	As at 31st March, 2010	As at 31st March, 2009																																																																										
Germ Plasm	—	10,050,000	—	10,050,000	—	—	2,010,000	2,010,000	8,040,000	—																																																																										
Computer Softwares	—	151,736	—	151,736	—	—	30,347	30,347	121,389	—																																																																										
TOTAL	—	10,201,736	—	10,201,736	—	—	2,040,347	2,040,347	8,161,389	—																																																																										
Previous Year	—	—	—	—	—	—	—	—	—	—																																																																										

EXCEL GENETICS LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

<p>SCHEDULE 'E'</p> <p>INVESTMENTS (At Cost)</p> <p>LONG-TERM</p> <p>IN GOVERNMENT SECURITIES (Unquoted) :</p> <p>National Saving Certificates</p> <p>[Face value Rs. 38,000 (Previous Year: Nil)]</p> <p>(Deposited with Government Authorities)</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>38,000</p> <hr style="border: 0.5px solid black;"/> <p>38,000</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>—</p> <hr style="border: 0.5px solid black;"/> <p>—</p> <hr style="border: 0.5px solid black;"/>
<p>SCHEDULE 'F'</p> <p>INVENTORIES</p> <p>(At cost or net realisable value, whichever is lower, except otherwise stated)</p> <p>1. Packing Materials</p> <p>2. Stock-in-Trade:</p> <p style="padding-left: 20px;">(a) Finished Products</p> <p style="padding-left: 20px;">(b) Raw Materials</p> <p style="text-align: right;">TOTAL</p>	<p>(Rupees)</p> <p>430,325</p> <p>2,629,908</p> <p>2,666,573</p> <hr style="border: 0.5px solid black;"/> <p>5,296,481</p> <hr style="border: 0.5px solid black;"/> <p>5,726,806</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>—</p> <p>—</p> <p>—</p> <hr style="border: 0.5px solid black;"/> <p>—</p> <hr style="border: 0.5px solid black;"/>
<p>SCHEDULE 'G'</p> <p>SUNDRY DEBTORS</p> <p>Unsecured</p> <p>(a) Debts outstanding for a period exceeding six months :</p> <p style="padding-left: 20px;">Considered Good</p> <p>(b) Other Debtors:</p> <p style="padding-left: 20px;">Considered Good</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>112,685</p> <p>2,283,961</p> <hr style="border: 0.5px solid black;"/> <p>2,396,646</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>—</p> <p>227,015</p> <hr style="border: 0.5px solid black;"/> <p>227,015</p> <hr style="border: 0.5px solid black;"/>
<p>SCHEDULE 'H'</p> <p>CASH AND BANK BALANCES</p> <p>1. Cash on hand</p> <p>2. Bank Balances (With Scheduled Banks in Current Accounts)</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>—</p> <p>5,562,777</p> <hr style="border: 0.5px solid black;"/> <p>5,562,777</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>54,532</p> <p>2,037,650</p> <hr style="border: 0.5px solid black;"/> <p>2,092,182</p> <hr style="border: 0.5px solid black;"/>
<p>SCHEDULE 'I'</p> <p>OTHER CURRENT ASSETS</p> <p>Interest Receivable on National Saving Certificates</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>1,923</p> <hr style="border: 0.5px solid black;"/> <p>1,923</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>—</p> <hr style="border: 0.5px solid black;"/> <p>—</p> <hr style="border: 0.5px solid black;"/>

EXCEL GENETICS LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

<p>SCHEDULE 'J'</p> <p>LOANS AND ADVANCES</p> <p>Unsecured and Considered Good</p> <p>1. Advances recoverable in cash or in kind or for value to be received</p> <p>2. Sundry Deposits</p> <p>3. Income Tax</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>2,459,454</p> <p>35,000</p> <p>21,630</p> <hr style="border: 0.5px solid black;"/> <p>2,516,084</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>8,550,000</p> <p>—</p> <p>21,630</p> <hr style="border: 0.5px solid black;"/> <p>8,571,630</p> <hr style="border: 0.5px solid black;"/>
<p>SCHEDULE 'K'</p> <p>LIABILITIES</p> <p>1. Amount due to Holding Company, Excel Crop Care Limited</p> <p>2. Sundry Creditors</p> <p>[Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises]</p> <p>3. Other Liabilities</p> <p>4. Advances against Orders</p> <p>5. Sundry Deposits</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>16,390,072</p> <p>1,691,231</p> <p>271,449</p> <p>4,099,766</p> <p>1,751,465</p> <hr style="border: 0.5px solid black;"/> <p>24,203,983</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>—</p> <p>277,064</p> <p>—</p> <p>8,000,000</p> <p>—</p> <hr style="border: 0.5px solid black;"/> <p>8,277,064</p> <hr style="border: 0.5px solid black;"/>
<p>SCHEDULE 'L'</p> <p>PROVISIONS</p> <p>1. Provision for Gratuity (Refer Note No. 8 in Schedule 'R')</p> <p>2. Provision for Employee Leave Benefits (Refer Note No. 9 in Schedule 'R')</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>68,800</p> <p>297,300</p> <hr style="border: 0.5px solid black;"/> <p>366,100</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>—</p> <p>—</p> <hr style="border: 0.5px solid black;"/> <p>—</p> <hr style="border: 0.5px solid black;"/>
<p>SCHEDULE 'M'</p> <p>MISCELLANEOUS EXPENDITURE</p> <p>(To the extent not written off or adjusted)</p> <p>Preliminary Expenses</p> <p style="text-align: right;">TOTAL</p>	<p>As at 31st March, 2010 (Rupees)</p> <p>468,734</p> <hr style="border: 0.5px solid black;"/> <p>468,734</p> <hr style="border: 0.5px solid black;"/>	<p>As at 31st March, 2009 (Rupees)</p> <p>58,102</p> <hr style="border: 0.5px solid black;"/> <p>58,102</p> <hr style="border: 0.5px solid black;"/>

EXCEL GENETICS LIMITED

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'N'	Current Year (Rupees)	Previous Period (Rupees)
OTHER INCOME		
Income from Long-Term Investments (Gross) :	1,923	7,500
Interest on Investments	<u>1,923</u>	<u>7,500</u>
TOTAL	<u><u>1,923</u></u>	<u><u>7,500</u></u>
<hr/>		
SCHEDULE 'O'	Current Year (Rupees)	Previous Period (Rupees)
PRODUCTION AND OTHER EXPENSES	(Rupees)	
1. RAW MATERIALS CONSUMED :		
Opening Stock	—	650,348
Add : Purchases	<u>13,807,546</u>	—
	<u>13,807,546</u>	650,348
Less : Closing Stock	<u>2,666,573</u>	—
	11,140,973	650,348
2. PURCHASES OF TRADED GOODS	2,926,548	—
3. PERSONNEL EXPENSES:		
(a) Salaries, Wages, Bonus and Other Benefits	3,169,214	—
(b) Contribution to Provident Fund and Other Funds	91,139	—
(c) Provision for Gratuity (Refer Note No. 8 in Schedule 'R')	33,271	—
(d) Provision for Other Employee Benefits	<u>204,280</u>	—
	3,497,904	—
4. OPERATING AND OTHER EXPENSES :		
(a) Electricity Expenses	6,334	—
(b) Other Repairs	2,483	—
(c) Insurance Charges	57,635	—
(d) Rent	260,116	—
(e) Rates & Taxes	2,400	—
(f) Discount	1,114,228	—
(g) C&F Service Charges	838,577	—
(h) Processing Expenses	353,795	—
(i) Legal & Professional Expenses	781,085	13,000
(j) Sales Promotional Expenses	814,164	—
(k) Travelling and Conveyance	1,891,430	—
(l) Preliminary Expenses written off	126,867	19,367
(m) Auditors' Remuneration (Refer Note No. 6.1 in Schedule 'R')	30,000	10,000
(n) Other Expenses	<u>704,614</u>	74,371
	6,983,728	116,738
5. CONTAINERS AND PACKING MATERIALS	629,451	—
6. TRANSPORT CHARGES	353,522	—
TOTAL	<u><u>25,532,126</u></u>	<u><u>767,086</u></u>
<hr/>		
SCHEDULE 'P'	Current Year (Rupees)	Previous Period (Rupees)
(INCREASE)/DECREASE IN STOCKS		
(a) Closing Stocks : Finished Goods	2,629,908	—
(b) Less: Opening Stock : Finished Goods	—	397,727
TOTAL	<u><u>(2,629,908)</u></u>	<u><u>397,727</u></u>
<hr/>		
SCHEDULE 'Q'	Current Year (Rupees)	Previous Period (Rupees)
INTEREST		
1. On Loan from Holding Company	162,658	—
2. Others	79,403	—
TOTAL	<u><u>242,061</u></u>	<u><u>—</u></u>

EXCEL GENETICS LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'R'

NOTES ON ACCOUNTS

1. NATURE OF OPERATIONS:

Excel Genetics Limited is engaged in the business of production, procurement and distribution of seeds.

2. SIGNIFICANT ACCOUNTING POLICIES:

(a) Basis of Preparation:

The financial statements have been prepared to comply in all material respects with the Notified Accounting Standards by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(b) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

(d) Depreciation:

(i) In respect of Plant and Machinery, on straight line basis in accordance with Section 205(2)(b) of the Companies Act, 1956, at the rates specified in Schedule XIV to the Companies Act, 1956.

(ii) In respect of all other Fixed Assets, on written down value basis in accordance with Section 205(2)(a) of the Companies Act, 1956, at the rates specified in Schedule XIV to the Companies Act, 1956.

(iii) In respect of additions to/deletions from the Fixed Assets, on pro-rata basis with reference to the date of addition/deletion of the assets except for assets costing Rs. 5,000/- or less which have been fully depreciated.

(e) Impairment:

(i) The carrying amounts of assets are reviewed for impairment at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(iii) A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

(f) Intangible Assets and Amortisation:

(i) Intangible assets are stated at cost less accumulated amortisation.

(ii) Amortisation:

Intangible Assets are amortised on a straight line basis over a period of five years.

(iii) Preliminary Expenses are amortised on straight line basis over a period of five years.

(g) Leased Assets:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss account on a straight line basis over the lease term.

(h) Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

(i) Inventories:

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in, First out (FIFO) basis.

(j) Revenue recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

EXCEL GENETICS LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'R' — (Cont'd.)

NOTES ON ACCOUNTS

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(k) Foreign currency translations:

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing exchange rate on the Balance Sheet date.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

(iv) Forward Exchange Contracts

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

(l) Retirement and other employee benefits:

(i) Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contribution to the fund is due. There are no obligations other than the contribution payable to the Provident Fund Authority.

(ii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

(iii) Compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

(iv) Actuarial gains/losses are recognised immediately to the profit and loss account and are not deferred.

(m) Tax Expense:

Tax expense comprises of current and deferred tax. Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961 and Wealth Tax Act, 1957.

The deferred tax is measured based on the tax rates and tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liability are offset, if a legally enforceable right exists to set off current tax assets against current tax liability and deferred tax assets and deferred tax liability relates to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situation where the company has unabsorbed depreciation and carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidences that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(n) Earning Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(o) Provisions:

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(p) Cash and Cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(q) Segment Reporting:

The Company's operating businesses are organised and managed separately according to the nature of products and services with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

EXCEL GENETICS LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

	As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
SCHEDULE 'R' — (Cont'd.)		
NOTES ON ACCOUNTS		
3. The Company has acquired seeds business of Excel Crop Care Limited as a going concern with effect from 1st July, 2009. Accordingly, all the assets, liabilities, copyrights, registration, contracts etc. pertaining to the said seeds business have been transferred to the Company at book value. The services of the employees of the said business also stand transferred to the Company from 1st July, 2009, without any break or interruption of service.		
4. Based on the information available with the Company, no amount is due to any supplier who is registered as micro or small enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006". No interest is due or payable or paid or accrued and remaining unpaid to such supplier.		
5. Break up of Deferred Tax Assets:		
In accordance with Accounting Standard No. 22 "Accounting For Taxes on Income" (AS 22) issued by ICAI, the Company has accounted for Deferred Tax Liability (Net) during the year as on 31st March, 2010. Following are the major Component of Deferred Tax Liability (Net):		
(a) Deferred Tax Liability:		
Difference between Income Tax and Book Depreciation	166,340	—
	<u>166,340</u>	<u>—</u>
(b) Deferred Tax (Assets):		
(i) Unabsorbed Business Losses	1,749,029	—
(ii) Items covered u/s 43B of Income Tax Act	73,404	—
(iii) Others	8,976	—
	<u>1,831,409</u>	<u>—</u>
Net Deferred Tax Assets	<u>1,665,069</u>	<u>—</u>
(c) As a matter of prudence, deferred tax assets are recognised only to the extent of Deferred Tax Liabilities provided in the Books of Accounts. Hence, as at 31st March, 2010 Deferred Tax (Assets)/Liabilities in the Books of Accounts are "NIL".		
	Current Year (Rupees)	Previous Period (Rupees)
6. Supplementary Statutory Information:		
6.1 Auditors' Remuneration:		
As an Auditor:		
(i) Audit fees	20,000	7,500
(ii) Tax audit fees	10,000	—
In other Capacity:		
Fee for Taxation Matters	—	2,500
	<u>30,000</u>	<u>10,000</u>
6.2 Licensed Capacity, Installed Capacity	Not Applicable	Not Applicable
6.3 Production (in Kgs.)		
Product:	Current Year	Previous Period
Seeds	332,073	64,352

EXCEL GENETICS LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'R' — (Cont'd.)					
NOTES ON ACCOUNTS					
6.4 Details of Turnover & Stock of Finished Goods – Seeds:					
		Current Year		Previous Period	
Particulars	KGS	Amount (Rupees)	KGS	Amount (Rupees)	
1. Turnover	334,648	19,805,228	64,352	934,491	
2. Purchases	12,771	2,926,548	—	—	
3. Opening Stock	—	—	—	—	
4. Closing Stock	10,196	2,629,908	—	—	
6.5 Raw Materials Consumed:					
		Current Year		Previous Period	
	Quantity	Amount (Rupees)	Quantity	Amount (Rupees)	
Raw Seeds	336,366	11,140,973	68,352	650,348	
6.6 Consumption of Raw Materials, Components and Spare Parts:					
		Current Year		Previous Period	
		(Rupees)	Percentage	(Rupees)	Percentage
1. Raw Materials:					
Imported		—	—	—	—
Indigenous		11,140,973	100	650,348	100
		11,140,973	100	650,348	100
2. Components and Spares Parts *					
* In giving the above information, the Company has taken the view that Components and Spare Parts as referred to in Clause 4-D(a) of Part II of Schedule VI cover only such items as go directly into production and not those used as spares for repairs and maintenance of Plant and Machinery.					
		Current Year (Rupees)	Previous Period (Rupees)		
6.7 Value of Imports on C.I.F. basis		—	—		
6.8 Expenditure in Foreign Currency (on cash basis):					
Foreign Travelling Expenses		41,356	—		
6.9 Earnings in Foreign Exchange:					
Export of Goods on F.O.B. basis		—	—		
		Current Year (Rupees)	Previous Period (Rupees)		
7. Earning Per Share:					
(1) Profit after Tax		(5,476,706)	(222,822)		
Less : Prior Period Adjustments (Net)		—	(17,083)		
Add: Excess provision for taxation for earlier years		—	9,500		
Profit attributable to Equity Shareholders (A)		(5,476,706)	(230,405)		

EXCEL GENETICS LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'R' — (Cont'd.) NOTES ON ACCOUNTS		Current Year	Previous Period
		Nos.	Nos.
(2)	Weighted average number of Equity Shares outstanding (B)	133,425	50,000
		(Rupees)	(Rupees)
(3)	Earning Per Share: (A)/(B)	(41.05)	(4.61)
(4)	Nominal Value of Equity Share	10	10
8. Details of Employee Benefits:			
I. Defined Benefit Plans – Gratuity:			
The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days of last drawn salary for each completed year of service. If an employee completes more than 25 years of service then instead of 15 days, he/she will get gratuity on retirement at 22 days of last drawn salary. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The scheme is not funded.			
(a) The amounts recognised in the statement of Profit and Loss Account are as follows: Defined Benefit Plan		Current Year (Rupees)	Previous Period (Rupees)
	Current Service cost	35,406	—
	Interest cost on benefit obligation	2,198	—
	Net actuarial (gain)/loss recognised during the year	(4,333)	—
	Amount included under the head personnel expenses in Schedule 'O' Production and Other Expenses	33,271	—
(b) The amounts recognised in the Balance Sheet are as follows:		As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
	Liability included under the head Provision for Gratuity, in Schedule 'L'-Provisions	68,800	—
(c) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:		As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
	Defined benefit obligation acquired during the year	35,529	—
	Interest cost	2,198	—
	Current service cost	35,406	—
	Benefits paid	—	—
	Actuarial (gains)/loss on obligation	(4,333)	—
	Closing defined benefit obligation	68,800	—
		Current Year	Previous Period
The principal actuarial assumptions at the Balance Sheet date:			
	Discount rate	8.25%	—
	Expected rate of return on plan assets	—	—
	Expected rate of salary increase	6.00%	—
	Mortality table	LIC (1994-1996) Ultimate	—
	Proportion of employees opting for early retirement	1% to 5%	—

EXCEL GENETICS LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'R' — (Cont'd.)			
NOTES ON ACCOUNTS			
Notes:			
(i)	The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		
(ii)	The disclosure in respect of status of defined benefit obligation of the previous three years has not been provided as the Company has adopted revised AS-15 in the current financial year.		
II. Defined Contribution Plans:			
(i)	Provident Fund is a defined contribution scheme established under a State Plan.		
		Current Year (Rupees)	Previous Period (Rupees)
(ii)	Defined Contribution Plan		
	Current service cost included under the head Personnel Expenses in Schedule 'O' Production and Other Expenses.		
	Provident Fund and Family Pension Fund	91,139	—
9.	Provision : Leave Liability		
	Details of provisions and movements in each class of provisions as required by the Accounting Standards		
		As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
		Leave Liability	Leave Liability
(i)	Carrying amount at the beginning of the year	—	—
(ii)	Additional provision made during the year (including liability acquired from Excel Crop Care Limited)	297,300	—
(iii)	Carrying amount at the end of the year	297,300	—
10.	Related Party Disclosures:		
(A)	Relationships:		
(1)	Holding Company: Excel Crop Care Limited		
(2)	Fellow Subsidiary Companies: Excel Industries (Australia) Pty Limited Excel Industries (Europe) N.V. ECCL Investments and Finance Limited		
(3)	Joint Venture: Multichem Industries (a partnership firm)		
(4)	Key Management Personnel: Virendra Rathod Abhay S. Saraiya		
(B)	The following transactions were carried out with the related parties in the course of business:		
		Current Year (Rupees)	Previous Period (Rupees)
	Nature of Transactions		
1.	EXPENSES		
(a)	Consideration to Excel Crop Care Limited for acquisition of their Seeds Business	5,513,396	—
(b)	Purchase of Goods Excel Crop Care Limited	2,430,769	—

EXCEL GENETICS LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'R' — (Cont'd.) NOTES ON ACCOUNTS		Current Year (Rupees)	Previous Period (Rupees)
Nature of Transactions			
(c) Subscription to the Share Capital of the Company			
Excel Crop Care Limited	1,500,000	—	
(d) Interest on Loan			
Excel Crop Care Limited	162,658	—	
(e) Rent			
Excel Crop Care Limited	79,416	—	
(f) Legal & Professional Expenses			
Abhay S. Saraiya	425,323	—	
(g) Remuneration			
Virendra Rathod	991,112	—	
Abhay S. Saraiya	156,934	—	
(h) Others			
Excel Crop Care Limited	236,370	—	
2. FINANCE			
Loans/Advance Taken:			
Excel Crop Care Limited	2,000,000	8,000,000	
	As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)	
3. OUTSTANDINGS AS AT THE BALANCE SHEET DATE			
Amount Payable (Net)			
Excel Crop Care Limited	18,390,072	8,000,000	
Abhay S. Saraiya	2,525,323	2,100,000	
11. Segment Information :			
Primary Business Segment	: The Company has only one business segment viz. Seed Business.		
Secondary Business Segment	: Information in respect of geographical segment is not given as the segment information is not significant.		
12. Previous period comprised of fifteen months. The figures for the current year are, therefore, not comparable to the previous period's figures. The previous period's figures have been regrouped/rearranged, wherever necessary.			
Signatures to Schedules 'A' to 'R' As per our Report of even date. For PARIKH SHAH CHOTALIA & ASSOCIATES <i>Chartered Accountants.</i>		NINAD D. GUPTE <i>Director</i>	
per RAHUL PARIKH <i>Partner</i> (Membership No. 105642) (FRN: 118493 W) Vadodara, 18th May, 2010.		J. R. NAIK <i>Director</i>	
		Mumbai, 17th May, 2010.	

EXCEL GENETICS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details:	
(a) Registration No.:	49495
(b) State Code:	04
(c) Balance Sheet Date:	31/3/2010
II. Capital Raised during the year: (Rs. in Thousands)	
Public Issue	NIL
Rights Issue	NIL
Bonus Issue	NIL
Private Placement	1,500
III. Position of Mobilisation and Deployment of Funds: (Rs. in Thousands)	
(a) Total Liabilities	6,400
(b) Total Assets	6,400
(c) Sources of Funds:	
(i) Paid-up Capital	2,000
(ii) Reserves and Surplus	NIL
(iii) Secured Loans	NIL
(iv) Unsecured Loans	4,400
(d) Application of Funds:	
(i) Net Fixed Assets	393
(ii) Intangible Assets	8,161
(iii) Investments	38
(iv) Net Current Assets	(8,366)
(v) Deferred Tax Assets	NIL
(vi) Miscellaneous Expenditure	469
(vii) Accumulated Losses	5,705
IV. Performance of the Company:	
(a) Turnover	19,807
(b) Total Expenditure	25,284
(c) Loss Before Tax	5,477
(d) Loss After Tax	5,477
(e) Earning Per Share (Rs.)	(41.05)
(f) Dividend Rate %	NIL
V. Generic Names of Three Principal Products:	
<u>ITC Code</u>	<u>Name of the product</u>
(i) 12.09.9190	CHILLY SEEDS
(ii) 12.09.9190	GOURD SEEDS
(iii) 10.01.9010	WHEAT SEEDS

NINAD D. GUPTA
Director

J. R. NAIK
Director

*Mumbai,
17th May, 2010.*

ANNUAL REPORT OF THE BOARD OF DIRECTORS AT THE ORDINARY GENERAL MEETING

Dear Shareholders,

We have the honour of reporting the activities of the Company and our policy during the past financial year, ended March 31, 2010, in accordance with the Companies Code.

Comments on the annual accounts

These comments are based on the Balance Sheet after appropriation and are consequently valid under reservation of approval of the proposed appropriation by the ordinary general meeting.

The draft of the annual accounts has been drawn up in accordance with the provisions of the Royal Decree of 30 January, 2001 concerning the implementation of the Companies Code, and more in particular book II, title I, concerning the annual accounts of companies and in accordance with the special legal and regulatory provisions applying to the Company.

Comments on the activities

During the past financial year, the Company realized a loss of 207.154,94 EUR, compared to a profit for an amount of 839.045,98 EUR at the end of the previous financial year.

The Company realized a turnover of 1.149.766,06 EUR during the past financial year, and other operating income of 20.000,00 EUR and closes the financial year with a balance sheet total of 2.162.708,52 EUR.

The total operating income amounts to 1.169.766,06 EUR. After taking into account the operating charges amounting to 1.387.480,30 EUR, the operating loss amounts to 217.714,24 EUR.

The financial income and the financial charges respectively amount to 54.531,81 EUR and 46.135,66 EUR, so the loss on ordinary activities before taxes amounts to 209.318,09 EUR.

The income taxes (regularisation) amount to -2.163,15 EUR, resulting in a final loss for the period amounting to 207.154,94 EUR.

Comments on the annual accounts (in EUR)

The annual accounts reflect the following situation:

Balance Sheet total	2.162.708,52
Turnover	1.149.766,06
Profit to be appropriated	1.607.517,39
Loss for the period available for appropriation	207.154,94
Profit of the previous financial year brought forward	1.814.672,33
Profit to be carried forward	1.607.517,39

Appropriation of the results

We propose the following appropriation of the results (in units EUR):

Profit to be appropriated:	1.607.517,39
Composed of:	
— Loss for the period available for appropriation	207.154,94
— Profit brought forward	1.814.672,33
Profit to be carried forward	1.607.517,39

Main risks and uncertainties

Except for the ordinary business risks, the Board of Directors holds the opinion that there are no specific risks or uncertainties.

Conflict of interests of a patrimonial nature of a director

We report that during the financial year, no transactions or decisions have occurred which fall within the scope of article 523 of the Companies Code.

EXCEL INDUSTRIES (EUROPE) N. V.

Important events during the financial year

During the financial year, ending on March 31, 2010, no special events have occurred that may significantly influence the results or the financial situation of the Company.

Important events after the closing of the financial year

Since the closing of the financial year ending on March 31, 2010, no special events have occurred that may significantly influence the results or the financial situation of the Company.

Information about the circumstances that could have a considerable impact on the development of the Company

We do not expect any circumstances that could have a considerable impact on the evolution of our Company.

Research and development

In the field of research and development, no activities have been carried out during the past financial year.

Additional activities of the statutory auditor

The fees of the statutory auditor and the companies with which he has a professional relationship, for the performance of additional services are included in the comments to the annual accounts as provided for by article 134 of the Companies Code.

Capital increases and issue of convertible bonds and warrants decided on by the Board of Directors during the financial year

No capital increases have taken place during the financial year, nor were there any convertible bonds or warrants issued by means of a decision of the Board of Directors.

Branches

The Company does not have any branch offices.

Acquisition of own shares

Not applicable.

Financial instruments

The Company does not use any financial instruments that could be important for the evaluation of its assets, liabilities, financial situation or its results.

Conclusion

We request your approval of the annual accounts and to release these to us for the execution of the mandate carried out during the past financial year.

Finally, we would like to thank those who dedicated themselves to the functioning of the Company during the past financial year.

For the Board of Directors, April 15, 2010.

Prakash Keshavji Shroff *Managing Director*

Usha Ashwin Shroff
Dipesh Kantisen Shroff
Jagdish Ramanlal Naik
Hariharan Raghunathan

} *Directors*

**STATUTORY AUDITOR'S REPORT FOR THE YEAR
ENDED MARCH 31, 2010
TO THE SHAREHOLDERS' MEETING OF THE COMPANY**

To the Shareholders,

As required by law and the Company's articles of association, we are pleased to report to you on the audit assignment which you have entrusted to us.

We have examined the financial statements of Excel Industries (Europe) N.V. for the year ended March 31, 2010 which show total assets of 2.162.708,52 Euro and an income statement resulting in a loss for the year of 207.154,94 Euro. We have also performed those specific additional audit procedures required by the Companies Code.

The Board of Directors of the Company is responsible for the preparation of the financial statements and the directors' report in accordance with the legal and regulatory requirements applicable in Belgium, and for the assessment of the information that should be included in the directors' report.

We conducted our audit in accordance with the standards of the "Institute des Reviseurs d'Entreprises/Instituut der Bedrijfsrevisoren".

Unqualified audit opinion on the financial statements

The audit standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement taking into account the legal and regulatory requirements applicable to financial statements in Belgium.

In accordance with these standards we have taken into account the administrative and accounting organization of your Company as well as its internal control processes. The responsible officers of the Company have replied clearly to all our requests for explanations and information. We have examined, on a test basis, the evidence supporting the amounts included in the financial statements. We have assessed the accounting policies used, the significant accounting estimates made by the Company and the presentation of the financial statements, taken as a whole. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, taking account of the applicable legal and regulatory requirements, the financial statements give a fair and true view of the Company's assets, liabilities and financial position as of March 31, 2010, and of the results of its operations for the year then ended, and the information given in the notes to the financial statements is adequate.

Additional attestations

We supplement our report with the following attestations which do not change the scope of our audit opinion on the financial statements:

- The Directors' report, received today, contains the information required by the Companies Code and is consistent with the financial statements. However, we are not in a position to render an opinion as to whether the description of the major risks and uncertainties that the Company is facing included in the directors' report is complete.
- Without prejudice to certain formal aspects of minor importance, the accounting records are maintained and the financial statements have been prepared in accordance with the legal and regulatory requirements applicable in Belgium.
- No transactions have been undertaken or decisions taken in violation of the Company's articles or the Companies Code such as we would be obliged to report to you. The appropriation of the results proposed to the General Meeting is in accordance with the requirements of the law and the Company's articles.

Zandhoven, April 15, 2010

The Statutory Auditor,
MERTENS, DEWAELE, ACHTEN & C^o
Certified Public Accountants BV ufo BVBA
Represented by DIRK ACHTEN

EXCEL INDUSTRIES (EUROPE) N. V.

BALANCE SHEET AS AT 31ST MARCH, 2010

BALANCE SHEET AFTER APPROPRIATION		Discl.	Codes	31-03-2010	31-03-2009
				€	€
1. BALANCE SHEET					
ASSETS					
FIXED ASSETS			20/28	3.300,00	3.300,00
I. Formation expenses	5.1		20	—	—
II. Intangible fixed assets	5.2		21	—	—
III. Tangible fixed assets	5.3		22/27	—	—
A. Land and buildings			22	—	—
B. Plant, machinery and equipment			23	—	—
C. Furniture and vehicles			24	—	—
D. Leasing and similar rights			25	—	—
E. Other tangible fixed assets			26	—	—
F. Assets under construction and advance payments			27	—	—
IV. Financial fixed assets	5.4/5.5.1		28	3.300,00	3.300,00
A. Affiliated enterprises	5.14		280/1	—	—
1. Participating interests			280	—	—
2. Amounts receivable			281	—	—
B. Other enterprises linked by participating interests	5.14		282/3	—	—
1. Participating interests			282	—	—
2. Amounts receivable			283	—	—
C. Other financial assets			284/8	3.300,00	3.300,00
1. Shares			284	—	—
2. Amounts receivable and cash guarantees			285/8	3.300,00	3.300,00
CURRENT ASSETS			29/58	2.159.408,52	2.377.351,58
V. Amounts receivable after more than one year			29	—	—
A. Trade debtors			290	—	—
B. Other amounts receivable			291	—	—
VI. Stocks and contracts in progress			3	358.095,35	593.740,82
A. Stocks			30/36	358.095,35	593.740,82
1. Raw materials and consumables			30/31	—	—
2. Work in progress			32	—	—
3. Finished goods			33	—	—
4. Goods purchased for resale			34	358.095,35	593.740,82
5. Immovable property intended for sale			35	—	—
6. Advance payments			36	—	—
B. Contracts in progress			37	—	—
VII. Amounts receivable within one year			40/41	320.637,19	422.229,90
A. Trade debtors			40	306.198,65	344.721,46
B. Other amounts receivable			41	14.438,54	77.508,44
VIII. Current Investments	5.5.1/5.6		50/53	1.100.000,00	800.000,00
A. Own shares			50	—	—
B. Other investments			51/53	1.100.000,00	800.000,00
IX. Cash at bank and in hand			54/58	366.823,84	554.943,63
X. Deferred charges and accrued income	5.6		490/1	13.852,14	6.437,23
TOTAL ASSETS			20/58	2.162.708,52	2.380.651,58

EXCEL INDUSTRIES (EUROPE) N. V.

BALANCE SHEET AS AT 31ST MARCH, 2010 (Cont'd.)

	Discl.	Codes	31-03-2010 €	31-03-2009 €
EQUITY AND LIABILITIES				
EQUITY (+)/(-)		10/15	1.676.817,39	1.883.972,33
I. Capital	5.7	10	63.000,00	63.000,00
A. Issued capital		100	63.000,00	63.000,00
B. Uncalled capital		101	—	—
II. Share premium account		11	—	—
III. Revaluation surpluses		12	—	—
IV. Reserves		13	6.300,00	6.300,00
A. Legal reserve		130	6.300,00	6.300,00
B. Reserves not available		131	—	—
1. In respect of own shares held		1310	—	—
2. Other		1311	—	—
C. Untaxed reserves		132	—	—
D. Available reserves		133	—	—
V. Accumulated profits/(losses) (+)/(-)		14	1.607.517,39	1.814.672,33
VI. Investment grants		15	—	—
Advance to associates on the sharing out of the assets		19	—	—
PROVISIONS AND DEFERRED TAXES		16	—	—
VII. A. Provisions for liabilities and charges		160/5	—	—
1. Pensions and similar obligations		160	—	—
2. Taxation		161	—	—
3. Major repairs and maintenance		162	—	—
4. Other liabilities and charges	5.8	163/5	—	—
B. Deferred Taxes		168	—	—
AMOUNTS PAYABLE		17/49	485.891,13	496.679,25
VIII. Amounts payable after more than one year	5.9	17	—	—
A. Financial debts		170/4	—	—
1. Subordinated loans		170	—	—
2. Unsubordinated debentures		171	—	—
3. Leasing and similar obligations		172	—	—
4. Credit institutions		173	—	—
5. Other loans		174	—	—
B. Trade debts		175	—	—
1. Suppliers		1750	—	—
2. Bills of exchange payable		1751	—	—
C. Advances received on contracts in progress		176	—	—
D. Other amounts payable		178/9	—	—
IX. Amounts payable within one year		42/48	445.955,26	477.525,96
A. Current portion of amounts payable after more than one year falling due within one year	5.9	42	—	—
B. Financial debts		43	—	—
1. Credit institutions		430/8	—	—
2. Other loans		439	—	—
C. Trade debts		44	430.955,26	454.025,96
1. Suppliers		440/4	430.955,26	454.025,96
2. Bills of exchange payable		441	—	—
D. Advances received on contracts in progress		46	—	—
E. Taxes, remuneration and social security	5.9	45	15.000,00	23.500,00
1. Taxes		450/3	15.000,00	23.500,00
2. Remuneration and social security		454/9	—	—
F. Other amounts payable		47/48	—	—
X. Accruals and deferred income	5.9	492/3	39.935,87	19.153,29
TOTAL LIABILITIES		10/49	2.162.708,52	2.380.651,58

EXCEL INDUSTRIES (EUROPE) N. V.

INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	Discl.	Codes	31-03-2010 €	31-03-2009 €
2. INCOME STATEMENT				
I. Operating Income		70/74	1.169.766,06	8.109.892,11
A. Turnover	5.10	70	1.149.766,06	8.087.979,78
B. Stocks of finished goods and work and contracts in progress: increase/(decrease) (+)/(-)		71	—	—
C. Own work capitalised		72	—	—
D. Other operating income	5.10	74	20.000,00	21.912,33
II. Operating charges (+)/(-)		60/64	1.387.480,30	6.902.271,51
A. Raw materials, consumables		60	1.044.371,28	6.263.824,20
1. Purchases		600/8	961.367,41	6.130.421,02
2. Stocks: decrease/(increase) (+)/(-)		609	83.003,87	133.403,18
B. Services and other goods		61	199.274,92	636.613,65
C. Remuneration, social security costs and pensions (+)/(-)	5.10	62	—	208,53
Depreciation of and other amounts written off on formation expenses, intangible and tangible fixed assets		630	—	174,68
Amounts written off on stocks, contracts in progress and trade debtors: Appropriations (write-backs) (+)/(-)		631/4	142.641,60	-59.243,25
Provisions for liability and charges: Appropriations (uses and write-backs) (+)/(-)	5.10	635/7	—	—
Other operating charges	5.10	640/8	1.192,50	60.693,70
Operating charges carried to assets as restructuring costs (-)		649	—	—
III. Operating Profit/(Loss) (+)/(-)		9901	-217.714,24	1.207.620,60
IV. Financial income		75	54.531,81	92.139,23
A. Income from financial fixed assets		750	—	—
B. Income from current assets		751	9.043,88	35.956,86
C. Other financial income	5.11	752/9	45.487,93	56.182,37
V. Financial charges (+)/(-)		5.11 65	46.135,66	57.382,65
A. Debt charges		650	100,41	438,40
B. Amounts written off on current assets except stocks, contracts in progress and trade debtors: appropriations (write-backs) (+)/(-)		651	—	—
C. Other financial charges (+)/(-)		652/9	46.035,25	56.944,25
VI. Gain/(loss) on ordinary activities before taxes (+)/(-)		9902	-209.318,09	1.242.377,18
VII. Extraordinary Income		76	—	14.157,00
A. Write-back of depreciation and of amounts written off intangible and tangible fixed assets		760	—	—
B. Write-back of amounts written down financial on fixed assets		761	—	—
C. Write-back provisions for extraordinary liabilities and charges		762	—	—
D. Capital Gain on disposal of fixed assets		763	—	—
E. Other extraordinary income	5.11	764/9	—	14.157,00

EXCEL INDUSTRIES (EUROPE) N. V.

INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010 (Cont'd.)

	Discl.	Codes	31-03-2010 €	31-03-2009 €
VIII. Extraordinary Charges (+)/(-)		66	—	—
A. Extraordinary depreciation of and extraordinary amounts written off on formation expenses, intangible and tangible fixed assets		660	—	—
B. Amounts written off on financial fixed assets		661	—	—
C. Provisions for extraordinary liabilities and charges: appropriations (uses) (+)/(-)		662	—	—
D. Capital Losses on disposal of fixed assets		663	—	—
E. Other extraordinary charges	5.11	664/8	—	—
F. Extraordinary charges carried to assets as restructuring costs (-)		669	—	—
IX. Gain/Loss for the period before taxes (+)/(-)		9903	-209.318,09	1.256.534,18
Transfer from deferred taxes		780	—	—
Transfer to deferred taxes		680	—	—
X. Income taxes (+)/(-)	5.12	67/77	-2.163,15	417.488,20
Income taxes		670/3	—	425.514,95
Adjustments of income taxes and write-back of tax provisions		77	2.163,15	8.026,75
XI. Gain/(Loss) of the period (+)/(-)		9904	-207.154,94	839.045,98
XII. Transfer from untaxed reserves		789	—	—
Transfer to untaxed reserves		689	—	—
XIII. Gain/(Loss) of the period available for appropriation (+)/(-)		9905	-207.154,94	839.045,98
APPROPRIATION ACCOUNT				
		Codes	31-03-2010 €	31-03-2009 €
A. Profit/(Loss) to be appropriated (+)/(-)		9906	1.607.517,39	1.814.672,33
1. Gain/(Loss) of the period available for appropriation (+)/(-)		(9905)	-207.154,94	839.045,98
2. Profit/(Loss) brought forward (+)/(-)		14P	1.814.672,33	975.626,35
B. Withdrawals from capital and reserves		791/2	—	—
1. From capital and share premium account		791	—	—
2. From reserves		792	—	—
C. Transfers to capital and reserves		691/2	—	—
1. To capital and share premium account		691	—	—
2. To the legal reserve		6920	—	—
3. To other reserves		6921	—	—
D. Profit/(Loss) to be carried forward (+)/(-)		(14)	1.607.517,39	1.814.672,33
E. Owners' contribution in respect of losses		794	—	—
F. Profit to be distributed		694/6	—	—
1. Dividends		694	—	—
2. Directors' or managers' entitlements		695	—	—
3. Other beneficiaries		696	—	—

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

DIRECTORS' REPORT

Your directors present this report on the Company for the financial year ended 31 March, 2010.

Directors

The names of each person who has been a director during the year end to the date of this report are:

ASHWIN C. SHROFF

DIPESH K. SHROFF

JAGDISH R. NAIK

RODNEY C. GROSVENOR

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Principal Activities

The principal activities of the Company during the financial year were importing and trading of chemical products.

No significant changes in the nature of these activities occurred during the year.

Operating Results

The profit of the Company for the financial year after providing for income tax amounted to A\$15,166 (2009: A\$67,305).

Review of Operations

A review of the operations of the Company during the financial year and the results of those operations show that during the year, the Company continued to engage in its principal activities, the results of which are disclosed in the attached financial statements. There was a decrease in revenue due to severely adverse foreign exchange movements.

Dividends Paid or Recommended

No dividends were paid or declared since the start of the financial year. No recommendation for dividends has been made.

Options

No options over issued shares or interests in the Company were granted during or since the end of the financial year and there were no options outstanding at the date of this report.

After Balance Date Events

No matters or circumstances have arisen since the end of the financial year which significantly affect or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

Indemnifying Officer or Auditor

The Company has not, during or since the financial year, in respect of any person who is or has been an officer or auditor of the Company or of a related body corporate:

- indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer or auditor, including costs and expenses in successfully defending legal proceedings; or
- paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer or auditor for the costs or expenses to defend legal proceedings.

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

Future Developments

The likely developments in the operations of the Company and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Company.

Environmental Issues

The Company's operations are not regulated by any significant environmental regulation under a law of Commonwealth or of a State or Territory.

Court Proceedings

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under Section 307C of the Corporations Act, 2001 is set out on page 20.

Signed in accordance with a resolution of the Board of Directors:

DIPESH K. SHROFF
Director

RODNEY C. GROSVENOR
Director

Dated this 17th day of May, 2010, at Sydney

DIRECTORS' DECLARATION

The directors have determined that the Company is not a reporting entity and that these special purpose financial statements should be prepared in accordance with the accounting policies described in Note 1 to the financial statements.

The directors of the Company declare that:

1. The financial statements and notes, as set out on pages 6 to 16 are in accordance with the Corporations Act, 2001 and:
 - (a) comply with Accounting Standards as described in Note 1 to the financial statements; and
 - (b) give a true and fair view of the Company's financial position as at 31 March, 2010 and of its performance for the year ended on that date in accordance with the accounting policies described in Note 1 to the financial statements.
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

DIPESH K. SHROFF
Director

RODNEY C. GROSVENOR
Director

Dated this 17th day of May, 2010

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

Report on the Special Purpose Financial Statements

I have audited the accompanying financial statements, being special purpose financial statements of Excel Industries (Australia) Pty Ltd. which comprise the statement of financial position as at 31 March, 2010, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, a summary of significant accounting policies, other explanatory notes and the directors' declaration.

Directors' Responsibility for the Financial Statements

The directors of the company are responsible for the preparation and fair presentation of the financial statements and have determined that the accounting policies described in Note 1 to the financial statements, which form part of the financial statements, are appropriate to meet the requirements of the Corporations Act, 2001 and are appropriate to meet the needs of the member. The directors' responsibility also includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

My responsibility is to express an opinion on the financial statements based on my audit. No opinion is expressed as to whether the accounting policies used, as described in Note 1, are appropriate to meet the needs of the member. I conducted an audit in accordance with Australian Auditing Standards. These Auditing Standards require that I comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

The special purpose financial statements have been prepared for distribution to the member for the purpose of fulfilling the directors' financial reporting requirements under the Corporations Act, 2001. I disclaim any assumption of responsibility for any reliance on this report or on the financial statements to which it relates to any person other than the member, or for any purpose other than that for which it was prepared.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Independence

In conducting my audit, I have complied with the independence requirements of the Corporations Act, 2001. I confirm that the independence declaration required by the Corporations Act, 2001, provided to the directors of Excel Industries (Australia) Pty Ltd., set out on page 20, would be in the same terms if provided to the directors as at the date of this auditor's report.

Auditor's Opinion

In my opinion the financial statements of Excel Industries (Australia) Pty Limited are in accordance with the Corporations Act, 2001, including:

- (i) giving a true and fair view of the Company's financial position as at 31 March, 2010 and of its performance for the year ended on that date in accordance with the accounting policies described in Note 1; and
- (ii) complying with Australian Accounting Standards to the extent describe in Note 1 and complying with the Corporations Regulations 2001.

Dated this 18th day of May, 2010.
309A Homer Street, Earlwood, NSW, 2206

P N MARKOULLI,
Registered Company Auditor: 159374.

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31ST MARCH, 2010

	NOTE	2010 A\$	2009 A\$
Revenue	2	501,815	395,690
Cost of Sales	3	(390,833)	(299,599)
Gross Profit		110,982	96,091
Foreign Exchange gain/(loss)		(39,082)	22,674
Other Expenses		(38,258)	(36,521)
Profit before Income Tax Expense		33,642	82,244
Income Tax Expense	4	(18,476)	(14,939)
Profit for the year		15,166	67,305
Total comprehensive income attributable to the member		15,166	67,305

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION AS AT 31ST MARCH, 2010			
	NOTE	2010 A\$	2009 A\$
ASSETS			
CURRENT ASSETS			
Cash and Cash Equivalents	5	187,262	118,710
Trade and other receivables	8	71,086	209,371
Inventories	7	—	159,772
Other assets	6	1,165	665
TOTAL CURRENT ASSETS		259,513	488,518
NON-CURRENT ASSETS			
Financial Assets	9	1,058	1,058
Deferred Tax Assets	10	1,016	8,957
TOTAL NON-CURRENT ASSETS		2,074	10,015
TOTAL ASSETS		261,587	498,533
LIABILITIES			
CURRENT LIABILITIES			
Trade and Other Payables	11	67,773	330,420
Current tax Liabilities		10,535	—
TOTAL CURRENT LIABILITIES		78,308	330,420
TOTAL LIABILITIES		78,308	330,420
NET ASSETS		183,279	168,113
EQUITY			
Issued capital	12	25,000	25,000
Retained earnings		158,279	143,113
TOTAL EQUITY		183,279	168,113

The accompanying notes form part of these financial statements.

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2010

	NOTE	2010 A\$	2009 A\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		640,100	189,449
Payment to suppliers and employees		(532,466)	(181,262)
Interest received		—	232
Exchange gain/(loss)		(39,082)	22,674
Net cash provided by operating activities	13(b)	68,552	31,093
Net increase in cash held		68,552	31,093
Cash and cash equivalents at beginning of the financial year		118,710	87,617
Cash and cash equivalents at the end of the financial year	13(a)	187,262	118,710
The accompanying notes form part of these financial statements.			
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2010			
EQUITY			
CONTRIBUTED EQUITY			
25,000 (2009: 25,000) ordinary shares fully paid		25,000	25,000
RETAINED EARNINGS			
Retained earnings at the beginning of the financial year		143,113	75,808
Net profit attributable to the member of the company		15,166	67,305
Retained earnings at the end of the financial year		158,279	143,113
TOTAL EQUITY		183,279	168,113
The Statement of Changes in Equity is to be read in conjunction with the attached notes to the financial statements.			

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2010

NOTE 1 – STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The directors have prepared the financial statements on the basis that the Company is a non-reporting entity because there are no users who are dependent on its general purpose financial statements. These financial statements are therefore special purpose financial statements that have been prepared in order to meet the requirements of the Corporations Act, 2001.

The financial statements covers Excel Industries (Australia) Pty Ltd. Excel Industries (Australia) Pty Ltd. is a Company limited by shares, incorporated and domiciled in Australia.

The financial statements have been prepared in accordance with the mandatory Accounting Standards applicable to entities reporting to the Australian Securities and Investments Commission under the Corporations Act, 2001 and the significant accounting policies disclosed below, which the directors have determined are appropriate to meet the needs of the member. Such accounting policies are consistent with the previous year unless stated otherwise.

The financial statements have been prepared in accordance with the following applicable Australian Accounting Standards:

AASB 101	:	Presentation of Financial Statements;
AASB 107	:	Statement of Cash Flows;
AASB 108	:	Accounting Policies, Changes in Accounting Estimates and Errors;
AASB 110	:	Events after the Reporting Period;
AASB 1031	:	Materiality;
AASB 1048	:	Interpretation and Application of Standards.

No other Accounting Standards, Urgent Issues Group Interpretations or other authoritative pronouncements of the Australian Accounting Standards Board have been applied.

Reporting Basis and Conventions

The financial statements have been prepared on an accrual basis and are based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The accounting policies that have been adopted in the preparation of this report are as follows:

Accounting Policies

Income tax

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for the current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit.

Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, branches, associates and joint ventures except where the consolidated entity is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the consolidated entity expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Foreign Currency Transactions and Balances

Foreign currency transactions during the period are converted to Australian currency at the rates of exchange applicable at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are converted to the rates of exchange ruling at that date.

The gains and losses from conversion of assets and liabilities, whether realised or unrealised, are included in profit from ordinary activities as they arise. The assets and liabilities of overseas controlled entities, which are self-sustaining, are translated at year-end rates and operating results are translated at rates ruling at the end of each month. Gains and losses arising on translation are taken directly to the foreign currency translation reserve.

Inventories

Inventories are measured at the lower of cost and net realisable value. Inventories are supplied to the Company by its parent Company in India at normal "arm's length rates" inclusive of shipping costs and on-sold to the sole customer of the Company in Australia at "mark-up" rates. The Company only orders inventories

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2010

NOTE 1 — STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES — (Contd.)

from its parent whenever there is an order from its sole customer in Australia. The Company does not hold or carry any inventories other than the inventories shipped from India and in transit for direct shipment to the customer in Australia. All risks for the inventories in transit and on-route to an Australian port are with the parent entity that supplies the inventories.

Cash and cash equivalents

For the purposes of the Cash Flow Statement, cash includes cash on hand, at banks and on deposit.

Revenue

Revenue from the sale of goods is recognised (net of returns, discounts and allowances) when control of the goods passes to the customer. Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets. All revenue is stated net of the amount of goods and services tax (GST).

Going Concern

The financial statements have been prepared on a going concern basis. Should the Company not make profits it would need to request additional financial support from shareholders or seek additional capital. The directors consider it appropriate to continue to prepare financial statements on a going concern basis as the Parent Company has agreed to provide financial support and there are reasonable grounds to believe the Company will be in a position to pay its debts.

Comparative Figures

Where necessary to facilitate comparison, comparative figures have been adjusted in some instances to comply with the current year's disclosure.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of the GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO).

In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the financial statement of the financial position.

Cash flows are included in the Cash Flow Statement on a gross basis. The GST components of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the ATO are classified as operating cash flows.

Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

Key Estimates

(a) Impairment

The Company assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Company that may be indicative of impairment triggers.

Adoption of New and Revised Accounting Standards

During the current year the Company adopted some of the new and revised Australian Accounting Standards and Interpretations applicable to its operations, which became mandatory.

The adoption of these standards has impacted the recognition, measurement and disclosure of certain transactions. The following is an explanation of the impact the adoption of these standards and interpretations has had on the financial statements of Excel Industries (Australia) Pty Ltd.

AASB 101: Presentation of Financial Statements

In September, 2007 the Australian Accounting Standards Board revised AASB 101 and as a result, there have been changes to the presentation and disclosure of certain information within the financial statements. Below is an overview of the key changes and the impact on the Company's financial statements.

Disclosure impact

Terminology changes – The revised version of AASB 101 contains a number of terminology changes, including the amendment of names of the primary financial statements.

Reporting changes in equity – The revised AASB 101 requires all changes in equity arising from transactions with owners, in their capacity as owners, to be presented separately from non-owner changes in equity. Owner changes in equity are to be presented in the statement of changes in equity, with non-owner changes in equity presented in the statement of comprehensive income. The previous version of AASB 101 required that owner changes in equity and other comprehensive income be presented in the statement of changes in equity.

Statement of comprehensive income – The revised AASB 101 requires all income and expenses to be presented in either one statement, the statement of comprehensive income, or two statements, a separate income statement and a statement of comprehensive income. The previous version of AASB 101 required only the presentation of a single income statement.

The Company's financial statements now contain a statement of comprehensive income. Other comprehensive income – The revised version of AASB 101 introduces the concept of 'other comprehensive income' which comprises of income and expenses that are not recognised in profit or loss as required by other Australian Accounting Standards. Items of other comprehensive income are to be disclosed in the statement of comprehensive income. Entities are required to disclose the income tax relating to each component of other comprehensive income. The previous version of AASB 101 did not contain an equivalent concept.

Segment Reporting

The Company operates in Australia, but it is controlled by a foreign public company domiciled in India. The principal activity of the Company is the import and distribution of chemical products around Australia.

The Financial Report is authorised for issue on 4 May, 2010 by the Board of Directors.

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2010

	2010 A\$	2009 A\$
NOTE 2 — REVENUE OTHER INCOME		
Sales revenue		
Sale of Goods	501,815	395,458
Other revenue		
Interest	—	232
TOTAL REVENUE	<u>501,815</u>	<u>395,690</u>
NOTE 3 — PROFIT FROM ORDINARY ACTIVITIES		
Profit from ordinary activities before income tax expense has been determined after:		
Expenses		
Cost of Sales	390,833	299,599
Remuneration of Auditor		
Audit or Review	5,000	4,500
Net foreign exchange (losses)/gain	(39,082)	22,674
NOTE 4 — INCOME TAX EXPENSE		
(a) Tax expense comprises:		
Current year tax expense	(10,535)	—
Deferred tax	(7,941)	(14,939)
Total income tax expense	<u>(18,476)</u>	<u>(14,939)</u>
(b) The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax expense as follows:		
Profit from continuing operation	33,642	82,244
Prima facie tax payable on profit from ordinary activities before income tax @ 30% (2009: 30%)	(10,093)	24,674
Tax effect of:		
Over provision for of income tax in prior year	(5,073)	(9,735)
Income tax expense attributable to the Company	<u>(18,476)</u>	<u>14,939</u>
NOTE 5 — CASH AND CASH EQUIVALENTS		
Cash at Bank	35,290	11,867
Excel (Aust) USD Account	151,972	106,843
	<u>187,262</u>	<u>118,710</u>
NOTE 6 — OTHER ASSETS		
Current		
GST Receivable	1,165	665
	<u>1,165</u>	<u>665</u>
NOTE 7 — INVENTORIES		
Current		
Inventories in transit — at cost	—	159,772
	<u>—</u>	<u>159,772</u>
NOTE 8 — TRADE AND OTHER RECEIVABLES		
Trade receivables	71,086	209,371
	<u>71,086</u>	<u>209,371</u>
NOTE 9 — FINANCIAL ASSETS		
Non-Current		
Shares in related companies — at cost	1,058	1,058
	<u>1,058</u>	<u>1,058</u>

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2010

	2010 A\$	2009 A\$
NOTE 10 — DEFERRED TAX ASSETS		
Non-Current		
Deferred Tax Asset	1,016	8,957
	<u>1,016</u>	<u>8,957</u>
NOTE 11 — TRADE AND OTHER PAYABLES		
Current		
Trade Payables	13,092	11,815
Trade Payables (Parent Entity)	54,681	318,605
	<u>67,773</u>	<u>330,420</u>
NOTE 12 — ISSUED CAPITAL		
25,000 (2009: 25,000) Fully paid ordinary shares	25,000	25,000
Fully Paid Ordinary Shares		
Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. Ordinary shares are entitled to on vote when a poll is called.		
NOTE 13 — CASH FLOW INFORMATION		
a) Reconciliation of Cash		
Cash at the end of the financial year as shown in the Statement of Cash Flow is reconciled to related items in the Statement of Financial Position as follows:		
Cash and cash equivalents	187,262	118,710
	<u>187,262</u>	<u>118,710</u>
(b) Reconciliation of Cash Flow from Operations with the Profit after Income Tax		
Profit from ordinary activities after income tax	15,166	67,305
Add/(less) non-cash flows in profit		
Unrealised foreign exchange (gain)/loss	(1,615)	(21,727)
Changes in Assets and Liabilities		
(Increase)/Decrease in debtors	137,785	(187,644)
(Increase)/Decrease in inventories	159,772	(159,772)
(Increase)/Decrease in taxes benefits	7,941	14,939
Increase/(Decrease) in trade creditors	(250,497)	317,992
Cash flows from operations	<u>68,552</u>	<u>31,093</u>
NOTE 14 — RELATED PARTIES		
Directors		
The names of each person holding the position of Director of Excel Industries (Australia) Pty Ltd. during the financial year are as follows:		
Ashwin C. Shroff		
Dipesh K. Shroff		
Jagdish R. Naik		
Rodney C. Grosvenor		
The Company is a wholly owned subsidiary of Excel Crop Care Limited in India.		
The Company imports chemical products from Excel Crop Care Limited.		
Rod Grosvenor, a director of the Company is a principal of Grosvenor Business Advisers Chartered Accountants. Grosvenor Business Advisers Chartered Accountants provided accounting services to Excel Industries (Australia) Pty Ltd. during the year, which amounted to A\$ 25,500. (2009: A\$ 25,500).		

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED

ABN 87 086 044 831

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2010

	2010 A\$	2009 A\$		
NOTE 15 — AUDITORS' REMUNERATION				
Fees received and/or receivable for:				
Audit fees	5,000	4,500		
	<u>5,000</u>	<u>4,500</u>		
The Auditors received no other benefits.				
NOTE 16 — KEY MANAGEMENT PERSONNEL COMPENSATION				
Total Compensation – Directors fees	4,000	4,000		
	<u>4,000</u>	<u>4,000</u>		
NOTE 17 — FINANCIAL INSTRUMENTS				
(a) Interest rate risk				
The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on those financial assets and financial liabilities, is as follows:				
	Weighted Average Effective Interest Rate		Floating Interest Rate	
Financial Assets	2010	2009	2010	2009
	%	%	A\$	A\$
Cash and Cash Equivalents	0.04	0.03	187,262	118,710
Trade and other Receivables	—	—	71,086	209,371
Total Financial Assets	<u>—</u>	<u>—</u>	<u>258,348</u>	<u>328,081</u>
Financial Liabilities				
Trade and other Payables	—	—	67,773	330,420
Total Financial Liabilities	<u>—</u>	<u>—</u>	<u>67,773</u>	<u>330,420</u>
(b) Credit risk				
The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount of those assets, net of any provisions for doubtful debts, as disclosed in the statement of the financial position and the notes to the financial statements.				
The Company does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the economic entity.				
(c) Net fair value of financial assets and liabilities				
The carrying amount of financial assets and liabilities equals the net fair value due to their short term maturity.				
The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the statement of financial position and in the notes to the financial statements.				
NOTE 18 — ECONOMIC DEPENDENCY				
Excel had predominantly one customer and one supplier during the financial year ended 31 March, 2010.				
NOTE 19 — COMPANY DETAILS				
The registered office and principal place of business of the Company is: Level 2 – 333 George Street, Sydney NSW 2000.				

ECCL INVESTMENTS AND FINANCE LIMITED

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Fourth Annual Report and Audited Statement of Accounts for the year ended 31st March, 2010.

1. FINANCIAL RESULTS

The Company did not have any commercial activities during the year under review. During the year under report, the Company incurred a loss of Rs. 16,233/- (after providing for income tax) – accumulated loss at the end of the year being Rs. 81,587/-. Owing to the losses, no dividend is recommended.

2. DIRECTORS

Mr. J. R. Naik retires by rotation at the ensuing Annual General Meeting of the Company and is eligible for re-appointment. The Board commends his re-appointment.

3. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (ii) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; and
- (iv) they have prepared the annual accounts on a going concern basis.

4. OTHER INFORMATION

The Company has no employee specified in Section 217(2A) of the Companies Act, 1956. The provisions of Section 217(1)(e) of the Companies Act, 1956, are not applicable to the Company as the Company has not carried on any commercial activity during the year.

5. AUDITORS

Messrs S. R. Batliboi & Co. whose term of office as the Auditors of the Company will expire at the conclusion of the ensuing Annual General Meeting of the Company, being eligible, have offered themselves for re-appointment as Auditors of the Company.

For and on behalf of the Board of Directors

A. C. SHROFF
Chairman

*Mumbai,
17th May, 2010.*

ECCL INVESTMENTS AND FINANCE LIMITED

AUDITORS' REPORT

To

The Members of ECCL Investments and Finance Limited

1. We have audited the attached Balance Sheet of ECCL Investments and Finance Limited ('the Company') as at 31 March 2010 and also the Profit and Loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - v. On the basis of the written representations received from the directors, as on 31 March 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2010;
 - b) in the case of the profit and loss account, of the loss for the year ended on that date; and
 - c) in the case of cash flow statement, of the cash flows for the year ended on that date.

For S.R. BATLIBOI & CO.

Firm registration number: 301003E

Chartered Accountants

per VIJAY MANIAR

Partner

Membership No.: 36738

Place: Mumbai

Date: 17 May 2010

ECCL INVESTMENTS AND FINANCE LIMITED

Annexure referred to in paragraph 3 of our report of even date

Re: ECCL Investments and Finance Limited ('the Company')

- (i) The Company does not have any fixed assets. Accordingly, provisions of clauses 4(i)(a), 4(i)(b) and 4(i)(c) of the Companies (Auditor's Report) Order, 2003 (as amended) in respect of maintenance of fixed assets register, physical verification of fixed assets and if a substantial part of the fixed assets have been disposed off during the year and whether it has affected the going concern are not applicable to the Company.
- (ii) The Company did not have any inventory during the year. Accordingly, provisions of clauses 4(ii)(a), 4(ii)(b) and 4(ii)(c) of the Companies (Auditor's Report) Order, 2003 (as amended) in respect of physical verification of inventory, procedure of physical verification followed by the Company and maintenance of proper records of inventory are not applicable to the Company.
- (iii)
 - (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence clauses 4(iii)(b), 4(iii)(c) and 4(iii)(d) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
 - (b) As informed, the Company has not taken any loans from parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence clauses 4(iii)(f) and 4(iii)(g) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (iv) There were no transactions for purchases of inventory and fixed assets and the sale of goods and services during the year and hence, the question of reporting on the adequacy of the internal control system with regards to the purchase or sale of the aforesaid items does not arise. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v)
 - (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
 - (b) None of the transactions made in pursuance of such contracts or arrangements exceed the value of Rupees five lakh in respect of any one such party in the financial year.
- (vi) The Company has not accepted any deposits from the public.
- (vii) The provisions relating to internal audit are not applicable to the Company.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- (ix)
 - (a) Undisputed statutory dues including income-tax and other material statutory dues applicable to it, have generally been regularly deposited with the appropriate authorities. As per the records of the Company and according to the information and explanations given to us there are no dues of provident fund, employee's state insurance, investor education and protection fund, wealth-tax, custom duty, sales-tax, service tax, excise duty and cess applicable to the Company.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

ECCL INVESTMENTS AND FINANCE LIMITED

- (c) According to the information and explanation given to us, there are no dues of income-tax, which have not been deposited on account of any dispute.
- (x) The Company has been registered for a period of less than five years and hence we are not required to comment on whether or not the accumulated losses at the end of the financial year is fifty per cent or more of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money through public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For S.R. BATLIBOI & CO.

Firm registration number: 301003E

Chartered Accountants

per VIJAY MANIAR

Partner

Membership No.: 36738

Place: Mumbai

Date: 17 May 2010

ECCL INVESTMENTS AND FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	(Rupees)	As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
SOURCES OF FUNDS				
1. SHAREHOLDERS' FUNDS:				
Share Capital	'A'		500,000	500,000
2. LOAN FUNDS				
Unsecured Loans	'B'		47,570	34,520
TOTAL			<u>547,570</u>	<u>534,520</u>
APPLICATION OF FUNDS				
1. CURRENT ASSETS, LOANS AND ADVANCES:				
(a) Cash and Bank Balances	'C'	360,656		370,367
(b) Other Current Assets	'D'	30,618		316
(c) Loans and Advances	'E'	—		3,220
		<u>391,274</u>		<u>373,903</u>
<i>Less:</i> CURRENT LIABILITIES AND PROVISIONS:				
(a) Current Liabilities	'F'	11,582		5,515
(b) Provisions	'G'	90		—
		<u>11,672</u>		<u>5,515</u>
NET CURRENT ASSETS			379,602	368,388
2. MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)	'H'		86,381	100,778
3. PROFIT AND LOSS ACCOUNT			81,587	65,354
TOTAL			<u>547,570</u>	<u>534,520</u>
NOTES TO ACCOUNTS	'I'			

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet.

As per our Report of even date.

For S. R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants.

per VIJAY MANIAR
Partner
Membership No.: 36738

Mumbai,
17th May, 2010.

A. C. SHROFF
Chairman

PRAKASH K. SHROFF
Director

J. R. NAIK
Director

Mumbai,
17th May, 2010.

ECCL INVESTMENTS AND FINANCE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	Current Year (Rupees)	Previous Year (Rupees)
INCOME			
Interest on Fixed Deposit (Gross)		30,303	30,306
[Tax deducted at source: Rs. 3,040 (Previous Year: Rs. 6,240)]			
		<u>30,303</u>	<u>30,306</u>
EXPENDITURE			
Audit fees		11,030	5,515
Legal and Professional expenses		4,810	—
Rates and taxes		6,300	4,100
Amortisation of Preliminary expenses		14,397	14,397
Miscellaneous expenses		599	3,285
		<u>37,136</u>	<u>27,297</u>
PROFIT/(LOSS) FOR THE YEAR		(6,833)	3,009
Less: Provision for taxation – Current Tax		9,400	9,400
LOSS AFTER TAXATION		<u>(16,233)</u>	<u>(6,391)</u>
Balance brought forward from Previous Year		(65,354)	(58,963)
LOSS CARRIED TO BALANCE SHEET		<u>(81,587)</u>	<u>(65,354)</u>
		(Rupees)	(Rupees)
EARNINGS PER SHARE (Refer Note No. 3 in Schedule 'I')			
Basic and Diluted Earnings Per Share		(0.32)	(0.13)
Face Value Per Share		10.00	10.00
NOTES TO ACCOUNTS	‘I’		
<p>The schedules referred to above and notes to accounts form an integral part of the Profit and Loss Account. As per our Report of even date.</p> <p>For S. R. BATLIBOI & CO. Firm Registration Number: 301003E <i>Chartered Accountants.</i></p> <p>per VIJAY MANIAR <i>Partner</i> Membership No.: 36738</p> <p><i>Mumbai, 17th May, 2010.</i></p>			
<p>A. C. SHROFF <i>Chairman</i></p> <p>PRAKASH K. SHROFF <i>Director</i></p> <p>J. R. NAIK <i>Director</i></p> <p><i>Mumbai, 17th May, 2010.</i></p>			

ECCL INVESTMENTS AND FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	For the year ended 31st March, 2010		For the year ended 31st March, 2009	
	(Rupees)	(Rupees)	(Rupees)	(Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax and Extraordinary Items		(6,833)		3,009
Adjustments for :				
Interest received	(30,303)		(30,306)	
Amortisation of expenses	14,397		14,397	
		(15,906)		(15,909)
Operating Profit/(Loss) before working capital changes		(22,739)		(12,900)
Adjustments for :				
Increase/(Decrease) in Current Liabilities		6,067		(103)
Cash generated from/(used in) Operations		(16,672)		(13,003)
Direct taxes paid (Net)		6,090		15,760
Net cash from/(used in) Operating Activities (A)		(22,762)		(28,763)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Interest received		—		55,820
Fixed Deposits matured during the year		—		300,000
Fixed Deposit (with maturity more than three months)		—		(355,820)
Net cash from Investing Activities (B)		—		—
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from borrowings		13,050		34,520
Net cash from/(used in) Financing Activities (C)		13,050		34,520
Net increase in cash and cash equivalents [A+ B + C]		(9,711)		5,757
Cash and cash equivalents at the beginning of the year		14,547		8,790
Cash and cash equivalents at the end of the year		4,836		14,547
Components of Cash and Cash equivalents				
With banks :				
a) in Current Account		4,836		14,547
b) in Fixed Deposit Account		355,820		355,820
Cash & Bank Balances as per Schedule 'C'		360,656		370,367
Less: Fixed Deposit not considered as cash equivalents		355,820		355,820
Cash and cash equivalents at the end of the year		4,836		14,547

As per our Report of even date.

For S. R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants.

per VIJAY MANIAR
Partner

Membership No.: 36738

Mumbai,
17th May, 2010.

A. C. SHROFF
Chairman

PRAKASH K. SHROFF
Director

J. R. NAIK
Director

Mumbai,
17th May, 2010.

ECCL INVESTMENTS AND FINANCE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
SCHEDULE 'A'		
SHARE CAPITAL		
AUTHORISED:		
5,00,000 (Previous Year: 5,00,000) Equity Shares of Rs. 10/- each	5,00,000	5,00,000
	<u>5,00,000</u>	<u>5,00,000</u>
ISSUED, SUBSCRIBED AND PAID-UP:		
50,000 (Previous Year: 50,000) Equity Shares of Rs. 10/- each, fully paid-up (The entire equity share capital is held by the Holding Company, Excel Crop Care Limited and its nominees.)	500,000	500,000
TOTAL	<u>500,000</u>	<u>500,000</u>
SCHEDULE 'B'		
UNSECURED LOANS		
From Excel Crop Care Limited, the Holding Company [Repayable within one year Rs. 47,570 (Previous Year: Rs. 34,520)]	47,570	34,520
TOTAL	<u>47,570</u>	<u>34,520</u>
SCHEDULE 'C'		
CASH AND BANK BALANCES		
Bank Balance with a Scheduled Bank:		
In Current Account	4,836	14,547
In Fixed Deposit Account	355,820	355,820
TOTAL	<u>360,656</u>	<u>370,367</u>
SCHEDULE 'D'		
OTHER CURRENT ASSETS		
Interest Receivable	30,618	316
TOTAL	<u>30,618</u>	<u>316</u>
SCHEDULE 'E'		
LOANS AND ADVANCES		
Unsecured and considered good		
Income Tax [Net of provision for tax Nil (Previous Year: Rs. 18,200)]	—	3,220
TOTAL	<u>—</u>	<u>3,220</u>
SCHEDULE 'F'		
CURRENT LIABILITIES		
Sundry Creditors (Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises) (Refer Note No. 7 in Schedule 'I')	11,582	5,515
TOTAL	<u>11,582</u>	<u>5,515</u>
SCHEDULE 'G'		
PROVISIONS		
Provision for Taxation [Net of Advance tax Rs. 27,510 (Previous Year: Nil)]	90	—
TOTAL	<u>90</u>	<u>—</u>

ECCL INVESTMENTS AND FINANCE LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'H'	As at 31st March, 2010 (Rupees)	As at 31st March, 2009 (Rupees)
<p>MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)</p> <p>Preliminary Expenses</p>	<p>86,381</p> <hr style="width: 100%;"/> <p>86,381</p> <hr style="width: 100%;"/>	<p>100,778</p> <hr style="width: 100%;"/> <p>100,778</p> <hr style="width: 100%;"/>
TOTAL		
<p>SCHEDULE 'I'</p> <p>NOTES TO ACCOUNTS</p> <p>1. NATURE OF OPERATIONS:</p> <p>ECCL Investments and Finance Limited is established with the object of carrying on the business of Investment Company and financing activities. It has, however, not commenced commercial activities.</p> <p>2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:</p> <p>(a) Basis of Preparation:</p> <p>The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.</p> <p>(b) Use of estimates:</p> <p>The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.</p> <p>(c) Revenue recognition:</p> <p>Interest</p> <p>Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.</p> <p>(d) Amortisation:</p> <p>Preliminary Expenses incurred in connection with incorporation of the Company are amortised on a straight line basis over a period of ten years.</p> <p>(e) Earnings per Share:</p> <p>Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.</p> <p>For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.</p> <p>(f) Tax Expense:</p> <p>Income-tax expense comprises of current tax and deferred tax charge or credit.</p> <p>Current Income-tax is measured at the amount expected to be paid to the tax authority in accordance with the Income-tax Act, 1961, enacted in India. Deferred Income-tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years.</p> <p>Deferred tax is measured based on the tax rate and the tax laws enacted or substantively enacted at the Balance Sheet date. The deferred tax charge or credit is recognised using current tax rates. Deferred Tax asset is recognised only if there is sufficient evidence that future taxable income will be available.</p> <p>(g) Provisions:</p> <p>A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.</p>		

ECCL INVESTMENTS AND FINANCE LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'I' (Cont'd.) NOTES TO ACCOUNTS		Current Year (Rupees)	Previous Year (Rupees)	
3.	Earnings Per Share:			
	(1) Loss after tax:			
	Profit/(Loss) attributable to Equity Shareholders (A)	(16,233)		(6,391)
	(2) Weighted average number of Equity Shares outstanding (B)	50,000		50,000
	(3) Earning per Share (A)/(B)	(0.32)		(0.13)
	(4) Nominal Value of Equity Share	10.00		10.00
4.	Auditors' Remuneration:			
	Audit fees	11,030		5,515
5.	Related Party disclosures as required by Accounting Standard (AS)-18 "Related Party Disclosures", notified by the Companies (Accounting Standards) Rules, 2006 are given below :			
	(a) Relationships:			
	1. Holding Company:			
	Excel Crop Care Limited			
	2. Fellow Subsidiary Companies:			
	Excel Industries (Australia) Pty Ltd.			
	Excel Industries (Europe) N.V.			
	Excel Genetics Limited			
	(b) The following transactions were carried out with the related parties in the ordinary course of business:			
		Current Year (Rupees)	Previous Year (Rupees)	
	Nature of Transactions	Holding Company	Holding	Company
	1. Finance			
	Loan Taken	13,050		34,520
	2. Outstanding at the Balance Sheet Date			
	Loan Taken	47,570		34,520
	(Also Refer note below)			
		Current Year (Rupees)	Previous Year (Rupees)	
		Amount Outstanding at the year end	Maximum amount outstanding during the year	Amount Outstanding at the year end
				Maximum amount outstanding during the year
	Note : Loans and advances in the nature of loans			
	Holding Company			
	Loan Taken :			
	Excel Crop Care Limited	47,570	47,570	34,520
6.	The Directors have waived the sitting fees for meetings attended by them during the year.			
7.	Based on the information available with the Company, there are no suppliers who are registered as micro or small enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006", as at 31st March, 2010.			
8.	Previous year's figures have been regrouped/rearranged, wherever necessary to conform to this year's classification.			
As per our Report of even date. For S. R. BATLIBOI & CO. Firm Registration Number: 301003E Chartered Accountants. per VIJAY MANIAR Partner Membership No.: 36738 Mumbai, 17th May, 2010.		A. C. SHROFF Chairman PRAKASH K. SHROFF Director J. R. NAIK Director Mumbai, 17th May, 2010.		

ECCL INVESTMENTS AND FINANCE LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details:	
(a) Registration No.	U65993MH2006PLC164038
(b) State Code	11
(c) Balance Sheet Date	31st March, 2010
(Rs. in Thousands)	
II. Capital Raised during the year:	
(a) Public Issue	NIL
(b) Rights Issue	NIL
(c) Bonus Issue	NIL
(d) Private Placement	NIL
(Rs. in Thousands)	
III. Position of Mobilisation and Deployment of Funds:	
(a) Total Liabilities	548
(b) Total Assets	548
(c) Sources of Funds:	
(i) Paid-up Capital	500
(ii) Reserves and Surplus	NIL
(iii) Secured Loans	NIL
(iv) Unsecured Loans	48
(v) Deferred Tax Liabilities	NIL
(d) Application of Funds:	
(i) Net Fixed Assets	NIL
(ii) Investments	NIL
(iii) Net Current Assets	380
(iv) Miscellaneous Expenditure	86
(v) Accumulated Losses	82
(Rs. in Thousands)	
IV. Performance of the Company:	
(a) Turnover (Gross Receipts)	30
(b) Total Expenditure	37
(c) Profit/(Loss) Before Tax	(7)
(d) Profit/(Loss) After Tax	(16)
(e) Earning Per Share (Rs.)	(0.32)
(f) Dividend Rate %	NIL
V. Generic Names of Three Principal Products/Services of Company: The Company has no commercial activities.	
<p>A. C. SHROFF <i>Chairman</i></p> <p>PRAKASH K. SHROFF <i>Director</i></p> <p>J. R. NAIK <i>Director</i></p>	
<p><i>Mumbai,</i> <i>17th May, 2010.</i></p>	

EXCEL CROP CARE LIMITED

Registered Office:

184-87, SWAMI VIVEKANAND ROAD, JOGESHWARI (W), MUMBAI-400 102.

PROXY FORM

DP ID*	
Client ID*	

Registered Folio No.	
----------------------	--

I/We.....
of..... in the district of
..... being a member/members of the abovenamed Company hereby appoint
..... of in the district of
..... or failing him/her of
..... in the district of
as my/our proxy to vote for me/us on my/our behalf at the FORTY-SIXTH ANNUAL GENERAL MEETING of the Company to be held on Wednesday, the 28th July, 2010, and at any adjournment thereof.

Signed this day of 2010.

Signature

Affix
Revenue
Stamp

* Applicable for investors holding shares in electronic form.

N.B.: This proxy must be deposited at the Registered Office of the Company at 184-87, Swami Vivekanand Road, Jogeshwari (W), Mumbai-400 102, not less than 48 hours before the time of the meeting.

TEAR HERE

EXCEL CROP CARE LIMITED

Registered Office:

184-87, SWAMI VIVEKANAND ROAD, JOGESHWARI (W), MUMBAI-400 102.

ATTENDANCE SLIP

46th Annual General Meeting on Wednesday, 28th July, 2010

DP ID*	
Client ID*	

Registered Folio No.	
----------------------	--

Mr./Mrs./Miss.....

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the FORTY-SIXTH ANNUAL GENERAL MEETING of the Company held at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020 on Wednesday, the 28th July, 2010 at 3.00 p.m.

.....
Proxy's name in BLOCK letters

.....
Member's/Proxy's Signature

* Applicable for investors holding shares in electronic form.

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.