



Excel Crop Care Limited
Beyond crop protection. Behind every farmer

ANNUAL REPORT 2013-14
Subsidiaries of Excel Crop Care Limited

**EXCEL CROP CARE LIMITED
SUBSIDIARY COMPANIES
2013-14**

C O N T E N T S

EXCEL GENETICS LIMITED	1-24
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EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

REPORT OF THE BOARD OF DIRECTORS

TO THE MEMBERS,

Your Directors present the Seventh Annual Report and the Audited Financial Statements of the Company for the year ended 31st March, 2014.

1. FINANCIAL RESULTS AND OPERATIONS

During the year under review, the Sales Turnover was ₹ 1079.96 lacs as against ₹ 931.05 lacs in the previous year. The Company incurred a loss of ₹ 79.33 Lacs (previous year Profit: ₹ 0.80 Lacs) after providing for depreciation and amortisation of intangible assets aggregating to ₹ 24.25 Lacs.

The Company has not recommended any dividend in view of the loss.

The Indian seed industry continues to face difficulties owing to adverse impact of the changing climatic conditions.

Your Company continues to introduce new crops and hybrids for strengthening its product portfolio. The Company continues to receive guidance and expertise in the areas of strategic relationship and overall business perspective. The Company's focus continues to remain on hybrid vegetables. At the same time the Company has also initiated introduction and development of important field crops such as maize and cotton. Through the above and other initiatives, the Company expects to make significant progress towards business growth and stability.

2. DIRECTORS

Mr. J. R. Naik, 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.

3. DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the financial statements, 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 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 financial statements on a going concern basis.

4. 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 information relating to technology absorption 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 is furnished in the Annexure to this Report.

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

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

Used — ₹ 4.80 lacs

Earned — Nil

5. AUDITORS

Messrs S. V. Ghatalia & Associates LLP 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.

Messrs SRBC & Co. LLP, Chartered Accountants, who have given a letter to the Company giving consent for their proposed appointment as Auditors and have given a Certificate stating that their proposed appointment shall be in accordance with the provisions of Sections 139(1) and 141 of the Companies Act, 2013, are proposed to be appointed as the Auditors of the Company till the conclusion of the next Annual General Meeting in place of Messrs S. V. Ghatalia & Associates LLP, the retiring Auditors of the Company.

As regards the comments in clauses (x) and (xvii) of the Annexure to the Auditors' Report, it may be noted that the Seed Industry normally has a long gestation period. The Company has initiated efforts to increase the product range through alliances and R&D efforts which would help in improving the profitability.

For and on behalf of the Board of Directors

*Mumbai,
9th May, 2014*

NINAD D. GUPTA
Chairman

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

ANNEXURE TO REPORT OF THE BOARD OF DIRECTORS

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

(A) 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:*

During the year under review, the Company continued planned research & development activities at the R&D Center in Junnsandra Village, Bangalore District, Karnataka. The R&D focus of the Company is on development of vegetable hybrid seeds.

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

- (a) Create better understanding of crops.
- (b) Timely introduction of new and better hybrid seeds.

3. *Future Plan of Action:*

- (a) Strengthening R&D infrastructure
- (b) New hybrids will be taken up for research in line with market demand.
- (c) Acquisition /collection of newer lines of Germ Plasm for research.

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

	(₹ '000)
(a) Capital	99
(b) Recurring	6132
(c) Total	6231
(d) Total R&D expenditure as a percentage of total turnover	5.77%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Not applicable

For and on behalf of the Board of Directors

Mumbai,
9th May, 2014

NINAD D. GUPTA
Chairman

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

Corporate Identity No. : U02412GJ2006PLC049495

Authorised Capital : ₹ 500,00,000/-

COMPLIANCE CERTIFICATE

To,
The Members
Excel Genetics Limited

I/We have examined the registers, records, books and papers of Excel Genetics Limited (the Company) as required to be maintained under the Companies Act, 1956, (hereinafter referred to as "the Act", the term which includes provisions under corresponding sections of the Companies Act, 2013, which are notified upto 31st March, 2014) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year from **1st April, 2013 to 31st March, 2014**. In my/our opinion and to the best of my/our information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met 4 times on 07/05/2013, 26/08/2013, 30/12/2013, and 31/01/2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company was not required to close its Register of members during the financial year.
6. The annual general meeting for the financial year ended on 31/03/2013 was held on 03/06/2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. During the financial year the Company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295.
9. The Company has duly complied with the provision of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 during the financial year, the Company was not required to obtain any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company
 - (i) was not required to deliver the certificates of securities on lodgement thereof for transfer or any other purpose in accordance with the provisions of the Act as there was no allotment/transfer/transmission of securities during the financial year;
 - (ii) was not required to deposit any amount in separate Bank Account as no dividend was declared during the financial year;
 - (iii) was not required to post warrant to any member of the Company as no dividend was declared during the financial year;
 - (iv) was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund;
 - (v) has complied with the requirements of Section 217 of the Act.

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14. The Board of Directors of the Company is duly constituted. There was no appointment of additional director, alternate director and director to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares or securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company is not having preference shares/debentures and question of redemption of preference shares/debentures during the year does not arise.
22. There was no transaction necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company during the financial year ending 31/03/2014 is within the borrowing limits of the Company and that necessary resolution as per Section 293(1)(d) of the Act have been passed in duly convened Extra-ordinary General Meeting.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year under certification.
33. The Company has not constituted its own Provident Fund. Hence, the provision of Section 418 of Companies Act, 1956 is not applicable to the Company.

NIKUNJ N. RAVAL
Company Secretary
C. P.No.: 2333

*Place : Ahmedabad,
Date : 9th May, 2014.*

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

Annexure A

Registers as maintained by the Company

Statutory Register

1. Register of charges u/s 143 of the Act.
2. Register of Member u/s 150 and Index of Member u/s 151 of the Act.
3. Register and Returns u/s 163 of the Act.
4. Minutes Book of the Meetings of Board of Directors u/s 193 of the Act.
5. Minutes Book of the General Meetings of the members of the Company u/s 193 of the Act.
6. Books of Accounts u/s 209 of the Act.
7. Register of particulars of contracts in which Directors are interested u/s 301 of the Act.
8. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Act.
9. Register of Directors' Shareholdings u/s 307 of the Act.
10. Register of Transfers.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the year from 1st April, 2013 to 31st March, 2014.

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing (Receipt No.)	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid
1	66	383A	Secretarial Compliance Certificate for the year 2012-13	06/06/2013 (Q08943961)	Yes	N.A.
2	20B	159	Annual Return as on 03/06/2013	25/06/2013 (Q09202201)	Yes	N.A.
3	23AC XBRL and 23ACA XBRL	220	Balance-sheet as on 31/03/2013 and Profit and Loss Account for the year ended on that date.	01/07/2013 (Q09300518)	Yes	N.A.

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

INDEPENDENT AUDITORS' REPORT

To

The Members of Excel Genetics Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Excel Genetics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956, read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 control relevant to the Company'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 the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Act, 1956 ("the Act") 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 March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) 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;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow statement comply with the Accounting Standards notified under the Companies Act, 1956, read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs;

EXCEL GENETICS LIMITED

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- (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S. V. GHATALIA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 103162W

per Santosh Aggarwal

Partner

Membership Number: 093669

Place of Signature : Ahmedabad

Date : May 9, 2014

ANNEXURE TO AUDITORS' REPORT

(Referred to in our report of even Date to Members of Excel Genetics Limited as at and for the year ended March 31, 2014.)

- 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. No material discrepancies were noticed on such verification.
 - (c) There was no disposal of a substantial part of fixed assets during the year.
- ii.
 - (a) The management has conducted physical verification of inventory at the end of 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.
 - (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. Accordingly, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the Company and hence not commented upon.
 - (b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(e) to (g) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us and having regard to the explanation that purchases of items of inventories are of proprietary nature for which alternative sources are not available to obtain comparable quotations, 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. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas. The operations of the Company do not include sale of services.
- 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) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the 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.
- vi. The Company has not accepted any deposits from the public.

EXCEL GENETICS LIMITED

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- vii. In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
- viii. To the best of our knowledge and as explained, the maintenance of cost records prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956, are not applicable to the Company.
- ix. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, customs duty, cess and other statutory dues applicable to it. The provisions relating to employees' state insurance, investor education and protection fund, sales tax, excise duty, service tax, and wealth tax are not applicable to Company.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, customs 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.
(c) According to the information and explanations given to us, there are no dues of income tax, customs duty, and cess which have not been deposited on account of any dispute.
- x. *The Company's accumulated losses at the end of the financial year are more than fifty per cent of its net worth. The Company has incurred cash losses during the year. However, in the immediately preceding financial year, the Company has not incurred cash losses.*
- xi. According to the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company has neither issued debentures nor has it taken any loan from any financial institution during the year.
- xii. According to the information and explanations given to us and based on the documents and records produced before 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 does 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 in view of Company's negative net worth at year end, funds to the extent of ₹ 1,549,942 raised on short term basis in the form of cash credit facility from banks have been used for long-term investment representing acquisition of fixed assets, repayment of long-term loan and funding of losses.*
- 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 a 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 year.

For S. V. GHATALIA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 103162W

per Santosh Aggarwal
Partner

Membership Number: 093669

Place of Signature : Ahmedabad
Date : May 9, 2014

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

BALANCE SHEET AS AT 31ST MARCH, 2014

	Notes	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	3	30,000,000	30,000,000
(b) Reserves and Surplus	4	(31,113,643)	(23,180,701)
		(1,113,643)	6,819,299
(2) NON-CURRENT LIABILITIES			
(a) Long-term borrowings	5	—	—
(b) Long-term provisions	6	1,682,300	1,182,000
		1,682,300	1,182,000
(3) CURRENT LIABILITIES			
(a) Short-term borrowings	7	17,422,375	11,557,294
(b) Trade payables	8	35,910,617	16,047,631
(c) Other current liabilities	9	7,080,412	5,594,789
(d) Current provisions	10	107,100	70,800
		60,520,504	33,270,514
	TOTAL	61,089,161	41,271,813
II. ASSETS			
(1) NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	11	1,934,842	1,891,161
(ii) Intangible assets	12	—	2,040,348
(iii) Capital work-in-progress	11	—	49,450
		1,934,842	3,980,959
(b) Non-current investments	13	38,000	38,000
(c) Loans and advances	14	129,102	318,610
(d) Other non-current assets	15	16,655	12,531
		2,118,599	4,350,100
(2) CURRENT ASSETS			
(a) Inventories	16	14,539,230	15,411,630
(b) Trade receivables	17	42,130,004	18,986,427
(c) Cash and Bank Balance	18	876,432	1,366,063
(d) Loans and advances	19	1,424,896	1,157,593
		58,970,562	36,921,713
	TOTAL	61,089,161	41,271,813
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES			
	2		

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date.

For S.V. GHATALIA & ASSOCIATES LLP

ICAI Firm Registration No. 103162W

Chartered Accountants

Per SANTOSH AGGARWAL

Partner

(Membership No.: 093669)

Place : Ahmedabad

Date : 9 May, 2014

NINAD D. GUPTA

Chairman

J. R. NAIK

Director

Mumbai,

9th May, 2014

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Notes	Year ended 31st March 2014 (₹)	Year ended 31st March 2013 (₹)
INCOME			
Revenue from operations (Net)	20	107,996,232	94,235,863
Other Income	21	40,881	168,270
TOTAL REVENUE		<u>108,037,113</u>	<u>94,404,133</u>
EXPENSES			
(a) Cost of Raw Materials Consumed	22	59,481,806	49,391,715
(b) Decrease in Inventories of Finished Goods	23	1,816,677	623,402
(c) Employee Benefit Expense	24	14,134,726	10,976,645
(d) Financial Costs	25	1,948,122	1,394,522
(e) Depreciation and Amortization	26	2,425,062	2,470,569
(f) Other Expenses	27	36,163,662	29,467,479
TOTAL EXPENSES		<u>115,970,055</u>	<u>94,324,332</u>
(LOSS)/PROFIT BEFORE TAXATION		(7,932,942)	79,801
LESS: PROVISION FOR TAXATION		—	—
(LOSS)/PROFIT FOR THE YEAR		<u>(7,932,942)</u>	<u>79,801</u>
EARNING PER EQUITY SHARE (Face Value of ₹ 10/- each)			
	33		
– Basic		(2.64)	0.03
– Diluted		(2.64)	0.03
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	2		

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date.

For S.V. GHATALIA & ASSOCIATES LLP

ICAI Firm Registration No. 103162W

Chartered Accountants

Per SANTOSH AGGARWAL

Partner

(Membership No.: 093669)

Place : Ahmedabad

Date : 9 May, 2014

NINAD D. GUPTA

Chairman

J. R. NAIK

Director

Mumbai,

9th May, 2014

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	For the year ended 31st March 2014		For the year ended 31st March 2013	
	(₹)	(₹)	(₹)	(₹)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net (Loss) / Profit before Taxation		(7,932,942)		79,801
Non-Cash Adjustments:				
Depreciation on Tangible Assets	384,715		430,222	
Amortisation on Intangible Assets	2,040,347		2,040,347	
Provision for Doubtful Receivable	891,178		—	
Unspent Liabilities, Excess Provisions no longer required written back	—		(164,457)	
Interest Income	(4,124)		(3,813)	
Interest Expenses	1,925,650	5,237,766	1,229,072	3,531,371
Operating (Loss)/Profit before Working Capital changes		(2,695,176)		3,611,172
Movement in Working Capital:				
Increase in Trade Payables	19,862,987		7,951,608	
Increase in Current Provisions	36,300		14,090	
Increase / (Decrease) in Non Current Provisions	500,300		(109,490)	
Increase / (Decrease) in Other Current Liabilities	1,485,623		(388,126)	
(Increase) in Trade Receivables	(24,034,755)		(14,669,001)	
Decrease / (Increase) in Inventories	872,400		(1,585,113)	
Decrease in Non Current Loans and Advances	189,508		250,458	
(Increase) / Decrease in Current Loans and Advances	(267,303)	(1,354,940)	1,232,148	(7,303,426)
Net Cash Flow used in Operating Activities (A)		(4,050,116)		(3,692,254)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets		(378,946)		(217,049)
Proceed from Sale of Fixed Assets		—		102,250
Net Cash used in Investing Activities (B)		(378,946)		(114,799)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase in Bank Overdraft borrowing		5,865,081		4,767,428
Repayment of Long-term borrowings		—		(193,327)
Interest paid		(1,925,650)		(1,229,072)
Net Cash from Financing Activities (C)		3,939,431		3,345,029
Net increase in Cash and Cash Equivalents (A+B+C)		(489,631)		(462,024)
Cash and Cash Equivalents at the beginning of the year		1,366,063		1,828,087
Cash and Cash Equivalents at the end of the year		876,432		1,366,063
Components of Cash and Cash Equivalents				
Cash on hand		—		—
Bank Balance (With Scheduled Bank in Current Accounts)		876,432		1,366,063
Cash & Cash Equivalents in Cash Flow Statement		876,432		1,366,063

As per our Report of even date.
For S.V. GHATALIA & ASSOCIATES LLP
ICAI Firm Registration No. 103162W
Chartered Accountants
Per SANTOSH AGGARWAL
Partner
(Membership No.: 093669)
Place : Ahmedabad
Date : 9 May, 2014

NINAD D. GUPTA
Chairman
J. R. NAIK
Director

Mumbai,
9th May, 2014

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

1. CORPORATE INFORMATION:

Excel Genetics Limited is subsidiary of Excel Crop Care Limited and is engaged in the business of Production, Procurement, Processing and Distribution of seeds.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 and Companies Act, 2013 (as applicable). The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Change in Accounting policy:

Valuation of Inventory

During the current year, there has been changed basis of identification of cost of inventory from First In First Out basis (FIFO) to moving weighted average basis. The impact of this change in basis of cost formula on the inventory valuation is not material.

(b) Use of estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(c) 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. The following specific recognition criteria must also be met before revenue is recognised.

Sale of Goods:

Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have passed to the buyer, usually on ex-works basis.

Interest:

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of Profit & Loss Account.

(d) Tangible Fixed Assets and Intangible Assets:

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing cost 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.

Intangible Assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible Assets are carried at acquisition cost less accumulated amortization and accumulated impairments losses, if any.

(e) Depreciation and Amortisation:

(i) Depreciation on Plant and Machinery and Computer Equipments is provided, on straight line method 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) Leasehold improvements are depreciated on straight line basis over the lease period of 5 years.

(iii) Depreciation on all other fixed Assets is provided, on written down value method in accordance with Section 205(2)(a) of the Companies Act, 1956 at the rates specified in Schedule XIV to the Companies Act, 1956.

(iv) In respect of additions to/deletion from the Fixed Assets, it is on pro-rata basis with reference to the date of addition/deletion of the assets except for assets costing ₹ 5000/- or less which have been fully depreciated.

(v) Intangible Assets consisting of Germ Plasm and computers software are amortised on a straight line method over the estimated useful economic life of 5 years.

(f) Impairment:

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

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

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

- (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 statement of Profit and Loss on a straight-line basis over the lease term.
- (h) **Government Grants and Subsidies:**
Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant / subsidy will be received.
When the grant or subsidy is related to revenue, it is adjusted against the related costs, which they are intended to compensate, in the statement of Profit and Loss. Where the grant is related to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.
- (i) **Investments:**
Investments that are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investments 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 investments.
- (j) **Inventories:**
Inventories are valued as follows:
Raw Materials and Packing Materials
Valued at lower of cost and net realizable 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 of raw material is determined on a moving weighted average basis and include all cost incurred in bringing the inventories to their present locations and conditions.
Finished Goods
Valued at lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a 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.
Obsolete, slow moving and defective inventories are identified at the time of physical verification of inventories and whenever necessary provision is made for such inventories.
- (k) **Foreign currency translation:**
Foreign currency transactions and balances
(a) **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 foreign currency at the date of the transaction.
(b) **Conversion**
Foreign currency monetary items are retranslated using the exchange rates prevailing at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in the foreign currency are reported using the exchange rate at the date of transaction.
(c) **Exchange Differences**
Exchange Difference arising on monetary items or on reporting monetary items of the 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.
- (l) **Retirements and other Employee benefits:**
(i) Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the statement of Profit and Loss of the year when the employee rendered the related services. There are no other obligations other than the contribution payable to the Provident Fund Authorities.
(ii) Gratuity liability is a defined benefit obligation and the cost of providing benefits under the plan is determined on basis of an actuarial valuation at each year end. Actuarial valuation is carried out for the plan using the projected unit credit method.
(iii) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefits. Short-term absences are provided on the basis of estimates. The Company treats accumulated leave expected to be carried forward beyond 12 months, as Long-term employee benefits. Long-term absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method made at the end of each financial year.
(iv) Actuarial gains/losses are recognized immediately to the statement of Profit and Loss and are not deferred.

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(m) Income Tax:

Tax expense comprises current and deferred tax. Current income-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. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences 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 realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset 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 realized.

(n) Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders 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 effect of all dilutive potential equity shares.

(o) Cash and Cash equivalents:

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three month or less.

(p) Segment Reporting:

The Company's operating businesses are organised and managed separately according to the nature of products and services provided with each segment representing a strategic business unit that offer different product and serves different markets. The analysis of geographical segments is based on the geographical location of the customers.

(q) Provision:

A provision is recognised when the company has present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are not discounted to their present value and are determined based on best management estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current management best estimates.

	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
3. SHARE CAPITAL		
AUTHORISED:		
50,00,000 (Previous Year: 50,00,000) Equity Shares of ₹ 10/- each	50,00,000	50,00,000
TOTAL	50,00,000	50,00,000
ISSUED, SUBSCRIBED AND PAID-UP:		
30,00,000 (Previous Year: 30,00,000) Equity Shares of ₹ 10/- each fully paid up	30,00,000	30,00,000
TOTAL	30,00,000	30,00,000
a. Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period	As at 31st March, 2014 No. of Shares	As at 31st March, 2013 No. of Shares
At the beginning of the year	3,00,000	3,00,000
Issued during the year	—	—
Outstanding at the end of the year	3,00,000	3,00,000

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

3. SHARE CAPITAL (Contd.)	As at 31st March, 2014 No. of Shares	As at 31st March, 2013 No. of Shares
b. Term/Rights attached to equity shares		
The Company has only one class of equity shares having a par value of ₹ 10/- per equity share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
c. Shares held by the Holding Company	As at 31st March, 2014 No. of Shares	As at 31st March, 2013 No. of Shares
Out of equity shares issued by the Company, shares held by its holding company is as below:		
Excel Crop Care Limited	2,250,000	2,250,000
d. Detail of shareholders holding more than 5% shares in the Company	As at 31st March, 2014 No. of Shares	As at 31st March, 2013 No. of Shares
	(% of Holding)	(% of Holding)
Excel Crop Care Limited, the Holding Company	2,250,000	2,250,000
	(75%)	(75%)
Harvest Agribusiness Private Limited	700,000	700,000
	(23.33%)	(23.33%)
4. RESERVES AND SURPLUS	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
DEFICIT IN THE STATEMENT OF PROFIT & LOSS		
Balance as per last Financial Statements	(23,180,701)	(23,260,502)
Net (Loss)/Profit for the year	(7,932,942)	79,801
TOTAL	(31,113,643)	(23,180,701)
5. LONG-TERM BORROWING	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
	Non-current	Current
i. From a Bank under Vehicle Finance Scheme (Secured)	—	—
ii. Amount disclosed under 'Other Current Liabilities' (Refer Note 9)	—	—
TOTAL	—	—
Vehicle Loan was taken from a bank and carries interest @10% p.a.. The loan is secured by an exclusive charge by hypothecation of the vehicle purchased against the loan. Loan is repayable in monthly instalment for a period of 36 months from the date of borrowing.		193,327
		(193,327)

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

6. PROVISIONS	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
	Non-current		Current	
Provision for Employees Benefits				
i. Provision for Gratuity (Refer Note No. 34)	521,100	369,400	19,300	10,300
ii. Provision for Leave Benefits	1,161,200	812,600	87,800	60,500
Amount disclosed under Current Provisions for employee benefits (Refer Note No. 10)	—	—	(107,100)	(70,800)
	1,682,300	1,182,000	—	—
7. SHORT-TERM BORROWINGS			As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
From a Bank under Overdraft Facilities (Secured)			17,422,375	11,557,294
TOTAL			17,422,375	11,557,294
The Overdraft Facility from the Bank is repayable on demand and carries interest @ 12% p.a. The loan is secured against hypothecation of Inventory & trade receivables and is further secured by the corporate guarantee of Excel Crop Care Limited, the Holding Company.				
8. TRADE PAYABLES			As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
i. Trade Payables – Other than Micro and Small Enterprises (Refer Note 28)			35,694,881	15,939,763
ii. Amount due to Holding Company, Excel Crop Care Limited			215,736	107,868
TOTAL			35,910,617	16,047,631
9. OTHER CURRENT LIABILITIES			As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
i. Current maturities of Long-Term borrowing (Refer note 5)			—	193,327
ii. Others				
a. Security Deposit received from the Customers			3,281,465	2,501,465
b. Other Liabilities – Statutory dues			730,228	266,212
c. Advances from Customers			3,068,719	2,633,785
TOTAL			7,080,412	5,594,789
10. CURRENT PROVISIONS			As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
Short-term portion of Provision for Employees Benefits (Refer Note 6)			107,100	70,800
TOTAL			107,100	70,800

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

11. FIXED ASSETS – TANGIBLE ASSETS

(Amount in ₹)

Sr. No.	Description of Assets	GROSS BLOCK (AT COST)				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at 1st April, 2013	Additions during the year	Deductions during the year	As at 31st March, 2014	As at 1st April, 2013	Deductions/ Adjustments	Provided during the year	As at 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
1	Leasehold Improvements	561,964	—	—	561,964	266,682	—	112,393	379,075	182,889	295,282
2	Plant and Machinery	1,117,843	204,557	—	1,322,400	213,244	—	87,271	300,515	1,021,885	904,599
3	Furniture & Fixtures	251,597	92,017	—	343,614	127,152	—	22,771	149,923	193,691	124,445
4	Office Equipments	51,856	131,822	—	183,678	20,153	—	23,734	43,887	139,791	31,703
5	Vehicles	1,037,629	—	—	1,037,629	502,497	—	138,546	641,043	396,586	535,132
	TOTAL	3,020,889	428,396	—	3,449,285	1,129,728	—	384,715	1,514,443	1,934,842	1,891,161
	Previous Year	3,112,503	167,599	259,213	3,020,889	856,469	156,963	430,222	1,129,728	—	—
	Capital Work-in-Progress									—	49,450
	TOTAL									1,934,842	1,940,611

Plant and Machinery includes Computer Equipments of ₹ 220,631 (Previous Year ₹ 212,881), accumulated Depreciation ₹ 143, 389 (Previous Year ₹ 110,806)

12. FIXED ASSETS – INTANGIBLE ASSETS

(Amount in ₹)

Sr. No.	Description of Intangible Assets	GROSS BLOCK (AT COST)				ACCUMULATED AMORTISATION				NET AMOUNT	
		As at 1st April, 2013	Additions during the year	Deductions during the year	As at 31st March, 2014	As at 1st April, 2013	Deductions/ Adjustments	Provided during the year	As at 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
i	Germ Plasm	10,050,000	—	—	10,050,000	8,040,000	—	2,010,000	10,050,000	—	2,010,000
ii	Computer Softwares	151,735	—	—	151,735	121,388	—	30,347	151,735	—	30,348
	TOTAL	10,201,735	—	—	10,201,735	8,161,388	—	2,040,347	10,201,735	—	2,040,348
	Previous Year	10,201,736	—	—	10,201,736	6,121,041	—	2,040,347	8,161,388	2,040,348	

13. NON-CURRENT INVESTMENTS

As at 31st March, 2014 (₹) As at 31st March, 2013 (₹)

UNQUOTED (AT COST)

IN GOVERNMENT SECURITIES

National Saving Certificates

(Deposited with Government Authorities)

Non-current

38,000 38,000

TOTAL

38,000 38,000

14. LOANS AND ADVANCES

As at 31st March, 2014 (₹) As at 31st March, 2013 (₹)

Non-current

As at 31st March, 2014 (₹) As at 31st March, 2013 (₹)

Current

UNSECURED – CONSIDERED GOOD

i. Sundry Deposits

129,102 318,610

411,508 60,008

ii. Tax Deduction at Source

— —

21,630 21,630

Amount disclosed under Current loans and advances

— —

(433,138) (81,638)

(Refer Note 19)

TOTAL

129,102 318,610

— **—**

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
15. OTHER NON-CURRENT ASSETS		
Interest accrued on National Saving Certificates	16,655	12,531
TOTAL	16,655	12,531
Non-current		
	16,655	12,531
16. INVENTORIES	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
(At cost or net realisable value, whichever is lower)		
i. Raw Materials	9,988,400	9,859,039
ii. Packing Materials	1,853,973	1,039,057
iii. Finished Goods	2,696,857	4,513,534
TOTAL	14,539,230	15,411,630
17. TRADE RECEIVABLES	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
Current		
i. Outstanding for a period exceeding six months from the date they are due for payment		
Secured, Considered Good	6,149,518	189,588
Doubtful	891,178	—
	7,040,696	189,588
Provision for Doubtful receivables	891,178	—
	6,149,518	189,588
ii. Other Trade Receivables	35,980,486	18,796,839
TOTAL	42,130,004	18,986,427
18. CASH AND BANK BALANCE	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
i. Cash on hand	—	—
ii. Bank Balance (With Scheduled Bank in Current Accounts)	876,432	1,366,063
TOTAL	876,432	1,366,063
19. CURRENT LOANS AND ADVANCES	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
UNSECURED – CONSIDERED GOOD		
Current portion of Loan & Advances (Refer Note 14)	433,138	81,638
Advance recoverable in Cash or in Kind or for value to be received	991,758	1,075,955
TOTAL	1,424,896	1,157,593

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

<p>20. REVENUE FROM OPERATIONS</p> <p>i. Sale of Finished Goods - Seeds (net of sales return)</p> <p>ii. Other Operating Revenue - Scrap Sales</p> <p style="text-align: right;">TOTAL</p>	<p>Year ended 31st March 2014 (₹)</p> <p>107,996,232</p> <p style="text-align: center;">—</p> <p>107,996,232</p>	<p>Year ended 31st March 2013 (₹)</p> <p>93,104,503</p> <p>1,131,360</p> <p style="text-align: center;">94,235,863</p>
<p>21. OTHER INCOME</p> <p>i. Interest Income from Long-Term Investments (Other than Trade) (Gross)</p> <p>ii. Unspent Liabilities, excess provision no longer required written back</p> <p>iii. Miscellaneous Income</p> <p style="text-align: right;">TOTAL</p>	<p>Year ended 31st March 2014 (₹)</p> <p>4,124</p> <p style="text-align: center;">—</p> <p>36,757</p> <p>40,881</p>	<p>Year ended 31st March 2013 (₹)</p> <p>3,813</p> <p>164,457</p> <p style="text-align: center;">—</p> <p style="text-align: center;">168,270</p>
<p>22. COST OF RAW MATERIALS CONSUMED – RAW SEEDS</p> <p>Opening Stock</p> <p>Add: Purchases</p> <p style="text-align: right;">Less: Closing Stock</p> <p style="text-align: right;">TOTAL</p>	<p>Year ended 31st March 2014 (₹)</p> <p>9,859,039</p> <p>59,611,167</p> <p>69,470,206</p> <p>9,988,400</p> <p>59,481,806</p>	<p>Year ended 31st March 2013 (₹)</p> <p>7,904,361</p> <p>51,346,393</p> <p style="text-align: center;">59,250,754</p> <p style="text-align: center;">9,859,039</p> <p style="text-align: center;">49,391,715</p>
<p>23. DECREASE IN INVENTORIES</p> <p>Closing Stock: Finished Goods</p> <p>Less: Opening Stock: Finished Goods</p> <p>NET DECREASE IN INVENTORIES</p>	<p>Year ended 31st March 2014 (₹)</p> <p>2,696,857</p> <p>4,513,534</p> <p>1,816,677</p>	<p>Year ended 31st March 2013 (₹)</p> <p>4,513,534</p> <p>5,136,936</p> <p style="text-align: center;">623,402</p>
<p>24. EMPLOYEES BENEFITS EXPENSE</p> <p>i. Salary, Wages, Bonus and other Benefits</p> <p>ii. Contribution to Provident Fund and Other Funds</p> <p>iii. Gratuity (Refer Note no. 34)</p> <p>iv. Employees' Leave Benefits</p> <p style="text-align: right;">TOTAL</p>	<p>Year ended 31st March 2014 (₹)</p> <p>12,926,057</p> <p>568,623</p> <p>160,700</p> <p>479,346</p> <p>14,134,726</p>	<p>Year ended 31st March 2013 (₹)</p> <p>10,186,458</p> <p>415,587</p> <p>121,800</p> <p>252,800</p> <p style="text-align: center;">10,976,645</p>
<p>25. FINANCE COSTS</p> <p>i. Interest</p> <p>ii. Bank Charges</p> <p style="text-align: right;">TOTAL</p>	<p>Year ended 31st March 2014 (₹)</p> <p>1,925,650</p> <p>22,472</p> <p>1,948,122</p>	<p>Year ended 31st March 2013 (₹)</p> <p>1,229,072</p> <p>165,450</p> <p style="text-align: center;">1,394,522</p>
<p>26. DEPRECIATION AND AMORTIZATION EXPENSES</p> <p>i. Depreciation of Tangible Assets</p> <p>ii. Amortisation of Intangible Assets</p> <p style="text-align: right;">TOTAL</p>	<p>Year ended 31st March 2014 (₹)</p> <p>384,715</p> <p>2,040,347</p> <p>2,425,062</p>	<p>Year ended 31st March 2013 (₹)</p> <p>430,222</p> <p>2,040,347</p> <p style="text-align: center;">2,470,569</p>

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	Year ended 31st March 2014 (₹)	Year ended 31st March 2013 (₹)
27. OTHER EXPENSES		
i. Rent	1,390,875	1,469,437
ii. Cash Discounts, Special Discounts etc.	8,183,299	7,301,085
iii. Freight & Forwarding Expenses	1,936,977	1,819,505
iv. Processing Expenses	2,002,609	1,279,411
v. Carrying & Forwarding Agent's Service Charges	1,704,138	1,554,254
vi. Professional and Consultancy Expenses	4,125,660	3,614,836
vii. Sales Promotion and Distribution Expenses	4,863,947	3,737,093
viii. Traveling & Conveyance	6,467,026	4,584,414
ix. Repair & Maintenance - Others	82,709	89,130
x. Electricity Expenses	42,347	57,764
xi. Insurance Charges	250,526	211,521
xii. Provision for Doubtful Receivables	891,178	—
xiii. Rates & Taxes	7,400	7,400
xiv. Auditors' Remuneration (Refer Note no. 30)	308,990	337,080
xv. Other Expenses	1,320,699	1,077,976
TOTAL A	33,578,380	27,140,906
xvi. COST OF PACKING MATERIAL CONSUMED		
Opening Stock	1,039,057	785,220
Add: Purchases	3,400,198	2,580,410
	4,439,255	3,365,630
Less: Closing Stock	1,853,973	1,039,057
TOTAL B	2,585,282	2,326,573
TOTAL (A + B)	36,163,662	29,467,479
28. DETAIL OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006		
Based on the information available with the Company, there are no suppliers who are covered as micro & small enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006". Hence no disclosure is made as per act.		
29. BREAK-UP OF DEFERRED TAX ASSETS:	As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)
In accordance with Accounting Standard 22, "Accounting for Taxes on Income", following are the major Components of Deferred Tax:		
Deferred Tax Assets:		
(i) Unabsorbed Business Losses	8,036,145	6,007,220
(ii) Difference in Depreciation and other differences in the block of fixed assets as per tax books and financial books.	769,048	404,946
(iii) Expenditure Disallowed under sections 43B of Income Tax Act	222,135	115,751
(iv) Other Expenditures	8,977	11,969
TOTAL	9,036,305	6,539,886
Deferred Tax Assets (Net)	9,036,305	6,539,886
As a matter of prudence, deferred tax assets (DTA) have not been recognised and accordingly, as at 31st March, 2014 and 31st March, 2013. Deferred tax assets in the books of accounts is nil.		
30. AUDITORS' REMUNERATION	Year ended 31st March, 2014 (₹)	Year ended 31st March, 2013 (₹)
As an Auditor:		
(i) Audit fees (Including Service Tax)	252,810	252,810
(ii) Tax audit and other audit fee (Including Service Tax)	56,180	84,270
	308,990	337,080

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

<p>31. CONSUMPTION OF RAW MATERIALS</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 40%;"></th> <th style="text-align: center; width: 15%;">Year ended 31st March, 2014 (₹)</th> <th style="text-align: center; width: 15%;">Percentage</th> <th style="text-align: center; width: 15%;">Year ended 31st March, 2013 (₹)</th> <th style="text-align: center; width: 15%;">Percentage</th> </tr> </thead> <tbody> <tr> <td>Imported</td> <td style="text-align: right;">341,555</td> <td style="text-align: right;">0.57</td> <td style="text-align: right;">1,419,261</td> <td style="text-align: right;">2.87</td> </tr> <tr> <td>Indigenous</td> <td style="text-align: right;">59,140,251</td> <td style="text-align: right;">99.43</td> <td style="text-align: right;">47,972,454</td> <td style="text-align: right;">97.13</td> </tr> <tr> <td></td> <td style="text-align: right; border-top: 1px solid black;">59,481,806</td> <td style="text-align: right; border-top: 1px solid black;">100.00</td> <td style="text-align: right; border-top: 1px solid black;">49,391,715</td> <td style="text-align: right; border-top: 1px solid black;">100.00</td> </tr> </tbody> </table>		Year ended 31st March, 2014 (₹)	Percentage	Year ended 31st March, 2013 (₹)	Percentage	Imported	341,555	0.57	1,419,261	2.87	Indigenous	59,140,251	99.43	47,972,454	97.13		59,481,806	100.00	49,391,715	100.00																								
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<p>34. DETAILS OF EMPLOYEE BENEFITS</p> <p>Defined Benefits Plans (Gratuity):</p> <p>The Company has defined benefits gratuity plan. Every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. If an employee completes more than 25 years of service than instead of 15 days he/she will get gratuity on departure 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.</p> <p>The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.</p> <p>(i) The amounts recognised in the statement of Profit and Loss are as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: center; width: 20%;">Year ended 31st March, 2014 (₹)</th> <th style="text-align: center; width: 20%;">Year ended 31st March, 2013 (₹)</th> </tr> </thead> <tbody> <tr> <td>Current Service cost</td> <td style="text-align: right;">151,269</td> <td style="text-align: right;">123,897</td> </tr> <tr> <td>Interest cost on benefit obligation</td> <td style="text-align: right;">31,138</td> <td style="text-align: right;">21,922</td> </tr> <tr> <td>Net actuarial (gain)/loss recognised during the year</td> <td style="text-align: right; border-top: 1px solid black;">(21,707)</td> <td style="text-align: right; border-top: 1px solid black;">(24,019)</td> </tr> <tr> <td>Amount included under the head personnel expenses in Note no. '25' Employees Benefits Expenses</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">160,700</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">121,800</td> </tr> </tbody> </table> <p>(ii) The amounts recognised in the Balance Sheet are as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: center; width: 20%;">As at 31st March, 2014 (₹)</th> <th style="text-align: center; width: 20%;">As at 31st March, 2013 (₹)</th> </tr> </thead> <tbody> <tr> <td>Liability included under the head Provision for Gratuity, in Note no. '6' Provisions</td> <td style="text-align: right;">540,400</td> <td style="text-align: right;">379,700</td> </tr> </tbody> </table> <p>(iii) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: center; width: 20%;">As at 31st March, 2014 (₹)</th> <th style="text-align: center; width: 20%;">As at 31st March, 2013 (₹)</th> </tr> </thead> <tbody> <tr> <td>Defined benefit obligation opening balance</td> <td style="text-align: right;">379,700</td> <td style="text-align: right;">257,900</td> </tr> <tr> <td>Interest cost</td> <td style="text-align: right;">31,138</td> <td style="text-align: right;">21,922</td> </tr> <tr> <td>Current service cost</td> <td style="text-align: right;">151,269</td> <td style="text-align: right;">123,897</td> </tr> <tr> <td>Benefits paid</td> <td style="text-align: right;">—</td> <td style="text-align: right;">—</td> </tr> <tr> <td>Actuarial (gains)/loss on obligation</td> <td style="text-align: right; border-top: 1px solid black;">(21,707)</td> <td style="text-align: right; border-top: 1px solid black;">(24,019)</td> </tr> <tr> <td>Closing defined benefit obligation</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">540,400</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">379,700</td> </tr> </tbody> </table>				Year ended 31st March, 2014 (₹)	Year ended 31st March, 2013 (₹)	Current Service cost	151,269	123,897	Interest cost on benefit obligation	31,138	21,922	Net actuarial (gain)/loss recognised during the year	(21,707)	(24,019)	Amount included under the head personnel expenses in Note no. '25' Employees Benefits Expenses	160,700	121,800		As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)	Liability included under the head Provision for Gratuity, in Note no. '6' Provisions	540,400	379,700		As at 31st March, 2014 (₹)	As at 31st March, 2013 (₹)	Defined benefit obligation opening balance	379,700	257,900	Interest cost	31,138	21,922	Current service cost	151,269	123,897	Benefits paid	—	—	Actuarial (gains)/loss on obligation	(21,707)	(24,019)	Closing defined benefit obligation	540,400	379,700
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EXCEL GENETICS LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

34. GRATUITY (Contd.)

(iv) The principal actuarial assumptions used in determining gratuity obligation are shown below:

	31st March, 2014	31st March, 2013
Discount rate	9.10%	8.20%
Expected rate of salary increase	6.00%	6.00%
Mortality table	Indian Assured Lives Mortality (2006-08)	LIC (1994-1996)
	Ultimate	Ultimate
Proportion of employees opting for early retirement	1% to 5%	1% to 5%

Notes:

The estimate 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.

(v) Amount for the current and previous four years are as follows:

	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010
	(₹)	(₹)	(₹)	(₹)	(₹)
Defined Benefit Obligation	540,400	379,700	257,900	144,200	68,800
Plan assets	—	—	—	—	—
Surplus/(deficit)	—	—	—	—	—
Experience adjustments on plan liabilities	51,782	(40,511)	(3,113)	(5,829)	—
Experience adjustments on plan assets	—	—	—	—	—

Defined Contribution Plans:

(i) Provident Fund is a defined contribution scheme established under the State Plan.

**Year ended
31st March, 2014**
(₹)

Year ended
31st March, 2013
(₹)

(ii) Defined Contribution Plan

Current service cost included under the head Personnel Expenses in Note no. 25

Provident Fund and Family Pension Fund

568,623

415,587

35. RELATED PARTY DISCLOSURE

(a) **Relationships:**

Holding Company – Excel Crop Care Limited

Key Management Personnel:

Abhay S. Saraiya, Chief Executive Officer (since 01.09.2013) Vice President - Marketing (up to 30.08.2013)

(b) **Aggregated Related Party Disclosure:**

	Holding Company		Key Management Personnel	
	Transaction Value	Balance Outstanding as on 31.03.2014	Transaction Value	Balance Outstanding as on 31.03.2014
(i) EXPENSES				
Rent				
Excel Crop Care Limited	107,868	215,736	—	—
	(107,868)	(107,868)	(—)	(—)
(ii) REMUNERATION				
Abhay Saraiya	—	—	1,937,751	391,051
	(—)	(—)	(1,418,792)	(497,596)

(a) The Company has availed overdraft facilities from a bank [outstanding borrowing at year end is ₹ 17,422,375/- (Previous year ₹ 11,557,294/-)]. Such facility is secured by corporate guarantee of Excel Crop Care Limited, the Holding Company to the extent of ₹ 20,000,000.

(b) Figures in brackets relate to the Previous Year.

EXCEL GENETICS LIMITED

CIN: U02412GJ2006PLC049495

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

36. 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 Company operates in single geographical segment.

37. OPERATING LEASES

Premises and farm land are obtained on operating leases for period ranging from 1-5 years. There are no restrictions imposed by Lease agreement/ arrangements. There are no sub-leases and the lease is cancellable. The amount of Lease amount of ₹ 1,390,875/- (Previous year ₹ 1,469,437/-) is included under note 27.

38. The Company has accumulated losses of ₹ 31,113,643/- (Previous year ₹ 23,180,701/-) as at the balance sheet date, which have resulted in erosion of the Company's net worth. Additionally, as at the balance sheet date March 31, 2014, the financial statements disclose a net position of current liabilities of ₹ 1,549,942/-. The Company has no intention of curtailing the scale of its operations and has plan to increase distribution of its products. Further, the Company has been able to meet its obligations in the ordinary course of the business through sale of seeds complimented by the continuing financial support offered from Excel Crop Care Limited (the Holding Company). The Company has received financial support letter from its holding Company as at March 31, 2014 as a commitment to support the Company. Accordingly, these financial statements have been prepared assuming that the Company will continue as a going concern.

39. RESEARCH & DEVELOPMENT EXPENSES

As per the management, the aggregate amount of expenditure incurred on research & development activities included in the respective head of account are as follows:

	Year ended 31st March, 2014 (₹)	Year ended 31st March, 2013 (₹)
(a) Salary, Wages and Other Benefits	3,141,551	2,380,875
(b) Electricity Expenses	14,525	10,826
(c) Repairs and Maintenance – Others	50,197	49,001
(d) Insurance Charges	15,679	20,585
(e) Rent	367,692	361,632
(f) Professional and Consultancy services	553,565	—
(g) Contract Labour Charges and Consumable	1,174,560	915,621
(h) Travelling and Conveyance	124,415	200,016
(i) Other Expenses	689,650	520,926
	6,131,834	4,459,482

40. ADDITIONAL INFORMATION UNDER BROAD HEADS

The Company has only one class of products viz. 'Seeds'. Therefore the information pursuant to the provision of paragraph 5(ii) and 5 (iii) of Part II of revised Schedule VI to the Companies Act, 1956 is not given

41. PREVIOUS YEAR FIGURES

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.V. GHATALIA & ASSOCIATES LLP

ICAI Firm Registration No. 103162W

Chartered Accountants.

Per SANTOSH AGGARWAL

Partner

(Membership No.: 093669)

NINAD D. GUPTA

Chairman

J. R. NAIK

Director

Place : Ahmedabad

Date : 9 May, 2014

Mumbai,

9th May, 2014

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting the Eighth Annual Report and the Audited Financial Statements of the Company for the year ended 31st March, 2014.

1. FINANCIAL RESULTS

During the year under review, the Company incurred a loss of ₹ 5,370/- as it did not have any commercial activities – this explains the Auditors' comments in clause (x) of the Annexure to their Report. The accumulated losses at the end of the year are ₹ 1,84,344/-. Owing to the losses, no dividend is recommended.

2. DIRECTORS

Mr. A. C. Shroff and Mr. Prakash K. Shroff, Directors resigned from the Company's Board with effect from 26th September, 2013. The Board places on record its appreciation of the services rendered by Mr. A. C. Shroff and Mr. Prakash K. Shroff as Directors of the Company. The Board of Directors appointed Mr. Dipesh K. Shroff and Mr. Pravin D. Desai as Additional Directors of the Company on 26th September, 2013. Mr. Dipesh K. Shroff and Mr. Pravin D. Desai 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 160(1) of the Companies Act, 2013, signifying intention to propose Mr. Dipesh K. Shroff and Mr. Pravin D. Desai as candidates for the office of Directors of the Company.

Mr. Dipesh K. Shroff, Managing Director of Excel Crop Care Limited, the holding company, has a diploma in civil engineering and is an industrialist with vast experience in Chemicals and Agrochemicals Industry. He is also a director in several other companies. It would be in the interest of the Company that the Board of Directors continue to avail of the benefit of experience and expertise of Mr. Dipesh K. Shroff.

Mr. Pravin D. Desai is B.Com and a Member of The Institute of Chartered Accountants of India (ICAI) and The Institute of Company Secretaries of India (ICSI) and has vast experience in the field of accounts, finance and secretarial functions. It would be in the interest of the Company that the Board of Directors continue to avail of the benefit of experience and expertise of Mr. Pravin D. Desai.

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, the Directors confirm that:

- (a) in the preparation of the financial statements, 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 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 financial statements 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 Diwan Gosalia & 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 and being eligible, have offered themselves for re-appointment as Auditors of the Company.

For and on behalf of the Board of Directors

Mumbai,
14th May, 2014.

DIPESH K. SHROFF
Chairman

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

INDEPENDENT AUDITORS' REPORT

To

The Members of ECCL Investments and Finance Limited

Report on the Financial Statements

We have audited the accompanying financial statements of ECCL Investments and Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September, 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 control relevant to the Company'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 the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Act, 1956 ('the Act') 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 March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

2. As required by Section 227(3) of the Act, we report that:
- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) 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;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September, 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013;
 - (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For DIWAN GOSALIA & ASSOCIATES
Firm Registration Number: 111881W
Chartered Accountants

Per HITESH DIWAN
Partner
Membership No.: 035079

Place: Mumbai
Date: 14th May, 2014.

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

Annexure referred to in paragraph 1 of audit report on Other Legal and Regulatory Requirements of even date

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

- (i) The Company did not have any fixed assets. Accordingly, provisions of clauses 4(i)(a), 4(i)(b) and 4(i)(c) of the Order 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 and not commented upon.
- (ii) The Company did not have any inventory during the year. Accordingly, provisions of clauses 4(ii)(a) and 4(ii)(b) of the Order 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 and hence not commented upon.
- (iii) (a) According to the information and explanations given to us, 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. Accordingly, the provisions of clause 4(iii) (a) to (d) of the Order are not applicable to the Company and hence not commented upon.
- (b) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii) (e) to (g) of the Order are not applicable to the Company and hence not commented upon.
- (iv) According to the information and explanations given to us, there were no transactions for purchase of inventory and fixed assets and the sale of goods and services during the year. Accordingly, the question of reporting on the adequacy of the internal control system with regards to the purchase and sale of the aforesaid items does not arise and hence not commented upon. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) According to the information and explanations provided by the management, we are of the opinion that there were no 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. Accordingly, clause 4(v)(b) of the Order is not applicable and hence not commented upon.
- (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) According to the information and explanations given to us, the Company has not traded in any goods or services during the year. Accordingly, the provisions of clause 4(viii) of the Order are not applicable to the Company and hence not commented upon.
- (ix) (a) According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues of income-tax. The provisions relating to provident fund, investor education and protection fund, employees' state insurance, sales-tax, wealth-tax, service tax, customs duty, excise duty, and cess are not applicable to the Company and hence not commented upon.
- (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.
- (c) According to the records of the Company, the dues outstanding of income-tax on account of any dispute, are as follows:

Name of Statute	Nature of Dues	Amount (₹)	Period to which amount relates	Forum where dispute is pending
Income Tax Act	Tax, Interest and Penalty	6,140/-	2007 to 2009	Income Tax Office, Mumbai.

ECCL INVESTMENTS AND FINANCE LIMITED

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- (x) The Company's accumulated losses at the end of the financial year are less than fifty percent of its' net worth, but, it has incurred cash losses in the current and immediately preceding financial year.
- (xi) According to the information and explanations given to us, the Company has not taken any loan from a financial institution, bank or debenture holders. Accordingly, provisions of clause 4(xi) of the Order, in respect of default in repayment of dues to a financial institution, bank or debenture holders are not applicable to the Company and hence not commented upon.
- (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 Order 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 Order 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 and cash flow statement 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 during the year to parties or companies covered in the register maintained under Section 301 of the Act.
- (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) To the best of our knowledge, and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For DIWAN GOSALIA & ASSOCIATES
Firm Registration Number: 111881W
Chartered Accountants

Per HITESH DIWAN
Partner
Membership No.: 035079

Place: Mumbai
Date: 14th May, 2014.

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

BALANCE SHEET AS AT 31ST MARCH, 2014

	Notes	As at 31st March, 2014 ₹	As at 31st March, 2013 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS:			
Share Capital	3	500,000	500,000
Reserves and Surplus	4	(184,344)	(178,974)
		<u>315,656</u>	<u>321,026</u>
CURRENT LIABILITIES			
Other Current Liabilities	5	14,045	14,045
		<u>14,045</u>	<u>14,045</u>
TOTAL		<u>329,701</u>	<u>335,071</u>
ASSETS			
CURRENT ASSETS			
Cash and Bank Balances	6	311,894	321,690
Short-term Loans and Advances	7	11,315	9,735
Other Current Assets	8	6,492	3,646
		<u>329,701</u>	<u>335,071</u>
TOTAL		<u>329,701</u>	<u>335,071</u>
Summary of Significant Accounting Policies	2.1		
<p>The accompanying notes are an integral part of the financial statements.</p> <p>As per our report of even date.</p> <p>For DIWAN GOSALIA & ASSOCIATES Firm Registration Number : 111881W Chartered Accountants</p> <p>Per HITESH DIWAN Partner Membership No. : 035079</p> <p style="text-align: right;">DIPESH K. SHROFF Chairman</p> <p style="text-align: right;">J. R. NAIK Director</p> <p style="text-align: right;">PRAVIN D. DESAI Director</p> <p>Mumbai, 14th May, 2014</p> <p style="text-align: right;">Mumbai, 14th May, 2014</p>			

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Notes	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
INCOME			
Other Income	9	25,663	20,927
Total Revenue		25,663	20,927
EXPENSES			
Other expenses	10	31,033	24,401
Total		31,033	24,401
Profit/(Loss) before tax		(5,370)	(3,474)
Loss for the year		(5,370)	(3,474)
Earnings per equity share [nominal value of share ₹ 10/- (Previous Year: ₹ 10/-)]			
Basic and Diluted (in ₹) computed on the basis of loss for the year	11	(0.11)	(0.07)
Face value per share		10.00	10.00
Summary of Significant Accounting Policies	2.1		
<p>The accompanying notes are an integral part of the financial statements.</p> <p>As per our report of even date.</p> <p>For DIWAN GOSALIA & ASSOCIATES Firm Registration Number : 111881W Chartered Accountants</p> <p>Per HITESH DIWAN Partner Membership No. : 035079</p> <p>Mumbai, 14th May, 2014</p>			
			<p>DIPESH K. SHROFF Chairman</p> <p>J. R. NAIK Director</p> <p>PRAVIN D. DESAI Director</p> <p>Mumbai, 14th May, 2014</p>

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	For the year ended 31st March, 2014 (₹)	For the year ended 31st March, 2013 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax	(5,370)	(3,474)
Adjustments for:		
Sundry Balance written off	—	452
Operating Profit before working capital changes	<u>(5,370)</u>	<u>(3,022)</u>
Adjustments for:		
Decrease/(Increase) in Current and Non-current Loans and Advances	<u>(1,856)</u>	<u>93,601</u>
Cash generated from Operations	<u>(7,226)</u>	<u>90,579</u>
Direct taxes paid (Net)	<u>2,570</u>	<u>2,095</u>
Net cash from/(used in) Operating Activities (A)	<u>(9,796)</u>	<u>88,484</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Deposit (with maturity more than three months)	(50,000)	105,820
Adjustments for Sundry Balance Written off	—	(452)
Net cash from Investing Activities (B)	<u>(50,000)</u>	<u>105,368</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	—	(160,370)
Net cash from/(used in) Financing Activities (C)	<u>—</u>	<u>(160,370)</u>
Net increase in cash and cash equivalents [A+ B+C]	<u>(59,796)</u>	<u>33,482</u>
Cash and cash equivalents at the beginning of the year	<u>71,690</u>	<u>38,208</u>
Cash and cash equivalents at the end of the year	<u>11,894</u>	<u>71,690</u>
Total Cash & Cash Equivalents (as per note 6)		
Balances with banks:		
In current accounts	<u>11,894</u>	<u>71,690</u>
Summary of Significant Accounting Policies	2.1	
As per our report of even date.		
For DIWAN GOSALIA & ASSOCIATES Firm Registration Number : 111881W Chartered Accountants		DIPESH K. SHROFF Chairman
Per HITESH DIWAN Partner Membership No. : 035079		J. R. NAIK Director
		PRAVIN D. DESAI Director
Mumbai, 14th May, 2014		Mumbai, 14th May, 2014

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

1 CORPORATE INFORMATION

ECCL Investments and Finance Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is established with the object of carrying on the business of Core Investment Company and financing activities. It has, however, not yet commenced commercial activities.

2 BASIS OF PREPARATION

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.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) 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 revenue, expenses, assets and liabilities and the 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.

(b) Revenue recognition:

Interest

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

(c) Earnings per Share:

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.

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.

(d) Tax Expense:

Income-tax expense comprises of current tax and deferred tax charge or credit.

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.

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.

(e) 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 estimate.

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

<p>3. SHARE CAPITAL</p> <p style="text-align: right;">As at 31st March, 2014</p> <p style="text-align: right;">₹</p> <p>AUTHORISED SHARES:</p> <p>5,00,000 (Previous Year: 5,00,000) Equity Shares of ₹ 10/- each</p> <p style="text-align: right;">5,00,000</p> <p>ISSUED, SUBSCRIBED AND FULLY PAID-UP SHARES:</p> <p>50,000 (Previous Year: 50,000) Equity Shares of ₹ 10/- each</p> <p style="text-align: right;">50,000</p> <p>(a) There is no change in the Share Capital during the current and preceding year.</p> <p>(b) The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity share carries one vote and is entitled to dividend that may be declared by the Board of Directors, which is subject to the approval of the shareholders in the Annual General Meeting.</p> <p>In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p> <p>(c) Shares held by Holding Company and details of shareholders holding more than 5% shares in the Company:</p> <p>Out of equity shares issued by the Company, shares held by its Holding Company are as below:</p>	<p style="text-align: right;">As at 31st March, 2014</p> <p style="text-align: right;">₹</p> <p style="text-align: right;">5,00,000</p> <p style="text-align: right;">50,000</p>	<p style="text-align: right;">As at 31st March, 2013</p> <p style="text-align: right;">₹</p> <p style="text-align: right;">5,00,000</p> <p style="text-align: right;">50,000</p>																				
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of the shareholder</th> <th colspan="2" style="text-align: center;">As at 31st March, 2014</th> <th colspan="2" style="text-align: center;">As at 31st March, 2013</th> </tr> <tr> <th></th> <th style="text-align: center;">No. of Shares</th> <th style="text-align: center;">% holding in the class</th> <th style="text-align: center;">No. of Shares</th> <th style="text-align: center;">% holding in the class</th> </tr> </thead> <tbody> <tr> <td>Excel Crop Care Limited, the Holding Company</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>50,000 (Previous Year: 50,000) equity shares of ₹ 10/- each fully paid</td> <td style="text-align: center;">50,000</td> <td style="text-align: center;">100%</td> <td style="text-align: center;">50,000</td> <td style="text-align: center;">100%</td> </tr> </tbody> </table>			Name of the shareholder	As at 31st March, 2014		As at 31st March, 2013			No. of Shares	% holding in the class	No. of Shares	% holding in the class	Excel Crop Care Limited, the Holding Company					50,000 (Previous Year: 50,000) equity shares of ₹ 10/- each fully paid	50,000	100%	50,000	100%
Name of the shareholder	As at 31st March, 2014		As at 31st March, 2013																			
	No. of Shares	% holding in the class	No. of Shares	% holding in the class																		
Excel Crop Care Limited, the Holding Company																						
50,000 (Previous Year: 50,000) equity shares of ₹ 10/- each fully paid	50,000	100%	50,000	100%																		
<p>4. RESERVES AND SURPLUS</p> <p>Deficit in the statement of profit and loss</p> <p>Balance as per last financial statements</p> <p>Add: Loss for the year</p> <p>Net deficit in the statement of profit and loss</p>	<p style="text-align: right;">As at 31st March, 2014</p> <p style="text-align: right;">₹</p> <p style="text-align: right;">(178,974)</p> <p style="text-align: right;">(5,370)</p> <p style="text-align: right;">(184,344)</p>	<p style="text-align: right;">As at 31st March, 2013</p> <p style="text-align: right;">₹</p> <p style="text-align: right;">(175,500)</p> <p style="text-align: right;">(3,474)</p> <p style="text-align: right;">(178,974)</p>																				
<p>5. OTHER CURRENT LIABILITIES</p> <p>Audit Fees Payable</p>	<p style="text-align: right;">As at 31st March, 2014</p> <p style="text-align: right;">₹</p> <p style="text-align: right;">14,045</p>	<p style="text-align: right;">As at 31st March, 2013</p> <p style="text-align: right;">₹</p> <p style="text-align: right;">14,045</p>																				

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

<p>6. CASH AND BANK BALANCES</p>	<p style="text-align: right;">Current</p> <p style="text-align: center;">As at 31st March, 2014</p> <p style="text-align: center;">₹</p>	<p style="text-align: right;">As at 31st March, 2013</p> <p style="text-align: center;">₹</p>
<p>Cash and cash equivalents</p> <p>Balances with banks:</p> <p style="padding-left: 20px;">In current accounts</p> <p style="padding-left: 20px;">Other bank balances:</p> <p style="padding-left: 40px;">Deposits with original maturity of more than 12 months</p>	<p>11,894</p> <p>300,000</p> <hr style="border: 0.5px solid black;"/> <p>311,894</p> <hr style="border: 0.5px solid black;"/>	<p>71,690</p> <p>250,000</p> <hr style="border: 0.5px solid black;"/> <p>321,690</p> <hr style="border: 0.5px solid black;"/>
<p>7. LOANS AND ADVANCES</p>	<p style="text-align: right;">Short-term</p> <p style="text-align: center;">As at 31st March, 2014</p> <p style="text-align: center;">₹</p>	<p style="text-align: right;">As at 31st March, 2013</p> <p style="text-align: center;">₹</p>
<p>Advance income tax [net of provision for tax ₹ Nil (Previous Year: ₹ Nil)]</p> <p>Prepaid Expenses</p>	<p>10,325</p> <p>990</p> <hr style="border: 0.5px solid black;"/> <p>11,315</p> <hr style="border: 0.5px solid black;"/>	<p>7,755</p> <p>1,980</p> <hr style="border: 0.5px solid black;"/> <p>9,735</p> <hr style="border: 0.5px solid black;"/>
<p>8. OTHER ASSETS</p>	<p style="text-align: right;">Current</p> <p style="text-align: center;">As at 31st March, 2014</p> <p style="text-align: center;">₹</p>	<p style="text-align: right;">As at 31st March, 2013</p> <p style="text-align: center;">₹</p>
<p>Others</p> <p>Interest Receivable</p>	<p>6,492</p> <hr style="border: 0.5px solid black;"/>	<p>3,646</p> <hr style="border: 0.5px solid black;"/>
<p>9. OTHER INCOME</p>	<p style="text-align: right;">For the year ended 31st March, 2014</p> <p style="text-align: center;">₹</p>	<p style="text-align: right;">For the year</p> <p style="text-align: right;">ended 31st</p> <p style="text-align: right;">March, 2013</p> <p style="text-align: center;">₹</p>
<p>Interest income on</p> <p style="padding-left: 20px;">Bank deposits</p>	<p>25,663</p> <hr style="border: 0.5px solid black;"/>	<p>20,927</p> <hr style="border: 0.5px solid black;"/>
<p>10. OTHER EXPENSES</p>	<p style="text-align: right;">For the year ended 31st March, 2014</p> <p style="text-align: center;">₹</p>	<p style="text-align: right;">For the year</p> <p style="text-align: right;">ended 31st</p> <p style="text-align: right;">March, 2013</p> <p style="text-align: center;">₹</p>
<p>Rates and Taxes</p> <p>Payment to Auditor - Audit Fees</p> <p>Legal and Professional Fees</p> <p>Sundry Balance Written off</p> <p>Miscellaneous Expenses</p>	<p>2,500</p> <p>14,045</p> <p>10,114</p> <p>—</p> <p>4,374</p> <hr style="border: 0.5px solid black;"/> <p>31,033</p> <hr style="border: 0.5px solid black;"/>	<p>2,500</p> <p>14,045</p> <p>4,214</p> <p>452</p> <p>3,190</p> <hr style="border: 0.5px solid black;"/> <p>24,401</p> <hr style="border: 0.5px solid black;"/>

ECCL INVESTMENTS AND FINANCE LIMITED

CIN: U65993MH2006PLC164038

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

<p>11. EARNINGS PER SHARE (EPS)</p>	<p>For the year ended 31st March, 2014 ₹</p>	<p>For the year ended 31st March, 2013 ₹</p>
<p>Loss after tax as per statement of profit and loss (A)</p>	<p>(5,370)</p>	<p>(3,474)</p>
<p>Weighted average number of equity shares outstanding (B)</p>	<p>Nos. 50,000 ₹</p>	<p>Nos. 50,000 ₹</p>
<p>Earnings per share: (A)/(B) [Basic and Diluted]</p>	<p>(0.11)</p>	<p>(0.07)</p>
<p>Face value of equity share</p>	<p>10.00</p>	<p>10.00</p>

<p>12. Related Party disclosures as required by Accounting Standard (AS)-18 "Related Party Disclosures", notified by the Companies (Accounting Standard) Rules, 2006, are given below:</p>		
<p>(a) Relationships: Holding Company: Excel Crop Care Limited</p>		
<p>(b) The following transactions were carried out with the related parties in the ordinary course of business:</p>		
<p>Nature of Transactions</p>	<p>Current Year ₹ Holding Company</p>	<p>Previous Year ₹ Holding Company</p>
<p>(1) Finance: Loan taken</p>	<p>—</p>	<p>—</p>
<p>(2) Outstanding at the Balance Sheet Date : Loan taken (The said loan is interest free and repayable on demand. Also refer Note below)</p>	<p>—</p>	<p>—</p>

	<p>Current Year ₹</p> <p>Amount Outstanding at the year end</p>	<p>Maximum Amount Outstanding during the year</p>	<p>Previous Year ₹</p> <p>Amount Outstanding at the year end</p>	<p>Maximum Amount Outstanding during the year</p>
<p>Loan Taken: Excel Crop Care Limited</p>	<p>—</p>	<p>—</p>	<p>—</p>	<p>160,370</p>

13. The Directors have waived the sitting fees for meetings attended by them during the year.

14. 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, 2014.

15. Segment Reporting
On applying the definition under 'Accounting Standard 17' for business segment and geographical segment; the Company has not identified more than one 'business segment' or 'geographical segment'.

16. Previous year figures
Previous year's figures have been regrouped/rearranged, wherever necessary to conform to this year's classification.

<p>As per our Report of even date. For DIWAN GOSALIA & ASSOCIATES Firm Registration Number : 111881W <i>Chartered Accountants.</i></p> <p>Per HITESH DIWAN <i>Partner</i> Membership No : 035079</p> <p><i>Mumbai,</i> <i>14th May, 2014</i></p>	<p>DIPESH K. SHROFF <i>Chairman</i></p> <p>J. R. NAIK <i>Director</i></p> <p>PRAVIN D. DESAI <i>Director</i></p> <p><i>Mumbai,</i> <i>14th May, 2014</i></p>
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EXCEL CROP CARE (AFRICA) LIMITED

REPORT OF THE DIRECTORS

FOR THE PERIOD ENDED 31 MARCH 2014

The Directors present their report together with the audited financial statements for the year ended 31 March 2014, which disclose the state of affairs of the Company as at 31 March 2014 and the results of operation for the year ended on that date.

1. INCORPORATION AND NATURE OF BUSINESS

The Company was incorporated on 15 June 2010. The main activities of the Company are principally to sell agricultural chemicals. The Company obtained all the licences and permissions to start and carry on business in Tanzania. The Company commenced its business operations in the financial year 2011-2012.

2. DIRECTORS

The directors of the Company at the date of this report who, except as otherwise stated, served throughout the year are:

Name of Director	Category	Nationality
1. Mukul Chandra Asher (Chairman)	Non-Executive	Indian
2. Dipesh Kantisen Shroff	Non-Executive	Indian
3. Srinivasan Krishnan	Non-Executive	Indian
4. Ravi Sursinh Bhatia	Non-Executive	Indian

3. CORPORATE GOVERNANCE

The Board of directors consists of four Directors. The Board takes overall responsibility for the Company, including responsibility for identifying key risk areas, considering and monitoring investment decisions, considering material financial matters, and reviewing the performance of management business plans and budgets. The Board is also responsible for ensuring that a comprehensive system of internal control policies and procedures is operative, and for compliance with sound corporate governance principles.

The Board delegates the day to day management of the business to Regional Manager. The Regional Manager is invited to attend board meetings and facilitates the effective control of all the Company's operational activities, acting as a medium of communication and coordination between all the various business units.

The Company is committed to the principles of effective corporate governance. The directors also recognize the importance of integrity, transparency and accountability.

4. SHAREHOLDERS

The shareholders of the Company as at 31 March 2014 were:

Name of the Shareholder	Number of Shares held	Nominal value TShs
Excel Crop Care Limited (India)	1,699	169,900,000
Excel Crop Care (Australia) Pty Limited	1	100,000
Total	<u>1,700</u>	<u>170,000,000</u>

5. PERFORMANCE FOR THE YEAR

The Company's financial performance for the year is set out on Page 7 of these financial statements.

6. DIVIDENDS

The directors have not proposed or declared any dividend to shareholder during the year.

7. SOLVENCY

The state of affairs of the Company as at 31 March 2014 is set out on page 6 of these financial statements.

The directors consider the Company to be solvent within the meaning ascribed by the Companies Act 2002. No matters have come to the attention of the directors to indicate that the Company will not remain a going concern for the next 12 months from the date of this report.

EXCEL CROP CARE (AFRICA) LIMITED

The holding Company and other related Companies will provide the necessary financial support to enable the Company to continue its future operations. The Board of Directors confirms that applicable accounting standards have been followed and are of opinion that the Company will be a going concern in years ahead. Accordingly, the financial statements have been prepared on a going concern basis.

8. EMPLOYEES WELFARE

(i) Management and employee relationship

The relationship between management and employees of the Company during the year was good and cordial.

(ii) Medical facilities

The Company meets the medical expenses for each employee and his/her immediate family members.

9. RELATED PARTY TRANSACTIONS

Details of transactions with related parties are disclosed in Note 20 to these financial statements.

10. DISABLED PERSONS

The Company's policy is to continue with engagement of employees who become disabled while in the services of the Company.

11. STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Tanzanian Companies Act, 2002 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the operating results of the Company for that year. It also requires the directors to ensure the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company. They are also responsible for safeguarding the assets of the Company.

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the provisions of the Tanzanian Companies Act. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of 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.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards and in the manner required by the Companies Act, 2002. The directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its operating results. The directors further accept responsibility for the maintenance of accounting records which may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of the directors to indicate that the Company will not remain a going concern for at least the next twelve months from the date of this statement. In addition, the directors confirm the shareholders' commitment to continue providing the financial support that may be required to enable the Company continue operating and meet its obligations as they fall due. On this basis, the directors consider it appropriate to prepare the financial statements on the going concern basis.

12. AUDITORS

The auditors MEKONSULT have expressed their willingness to continue in office and are eligible for re-appointment. A resolution proposing the re-appointment as auditor of the Company for the year 2014/2015 will be put to the Annual General Meeting.

Approved by the board of directors on 9th May, 2014 and signed on its behalf by:

By Order of the Board

Dipesh K. Shroff
Director

K. Srinivasan
Director

Ravi S. Bhatia
Director

9th May, 2014

EXCEL CROP CARE (AFRICA) LIMITED

REPORT OF INDEPENDENT AUDITORS

To

The Members of Excel Crop Care (Africa) Limited

We have audited the accounting financial statements of Excel Crop Care (Africa) Limited which comprise the statement of financial position as at 31 March 2014, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibilities for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the Tanzanian Companies Act, 2002. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of 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

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements 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 judgements, 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 control 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 management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements presents fairly, in all material respects, the financial position of Excel Crop Care (Africa) Limited as at 31 March 2014, and of its financial performance and cash flows for the period then ended in accordance with the International Financial Reporting Standards and complies with the Companies Act, 2002.

Report on Other Legal and Regulatory Requirements

In our opinion, proper accounting records have been kept by the Company and the financial statements referred to in the preceding paragraph are in agreement with the accounting records.

Elinisaidie K. Msuri
Partner

MEKONSULT
Certified Public Accountants

Dar es Salaam
9th May, 2014

EXCEL CROP CARE (AFRICA) LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2014

	NOTES	2014 TShs	2013 TShs
ASSETS			
Non-current assets			
Property, Plant & Equipment	5	10,312,500	16,500,000
Advances & Prepayments Bonds		—	12,198,000
Deferred tax assets	6	1,886,864	1,350,103
		12,199,364	30,048,103
Current assets			
Inventory	7	2,132,082	1,200,000
Trade and other receivables	8	2,023,252,344	2,359,071,645
Prepaid Tax	9	—	12,192,411
Cash and bank balances	10	923,291,331	405,380,278
		2,948,675,757	2,777,844,334
Total assets		2,960,875,121	2,807,892,437
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	11	170,000,000	170,000,000
Retained earnings		368,095,028	187,076,753
Shareholders' interests		538,095,028	357,076,753
Current liabilities			
Trade and other payables	12	2,417,495,483	2,450,815,684
Tax Payable	9	5,284,610	—
		2,422,780,093	2,450,815,684
Total equity and liabilities		2,960,875,121	2,807,892,437

The financial statements have been approved for issue by the Board of Directors on 9th May, 2014

Dipesh K. Shroff
K. Srinivasan
Ravi S. Bhatia
Directors

9th May, 2014

The notes on pages 10 to 17 form an integral part of the financial statements.
Report of the Auditors – Page 5

EXCEL CROP CARE (AFRICA) LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2014

	NOTES	2014 TShs	2013 TShs
Revenue		8,422,382,600	6,683,999,811
Cost of sales	13	(7,654,705,636)	(5,962,798,803)
Gross profit		767,676,964	721,201,008
Other income	14	31,877,535	(56,499,662)
		799,554,499	664,701,346
Operating Costs			
Staff costs	15	(153,923,654)	(143,185,125)
Administration Expenses	16	(156,776,133)	(264,498,275)
Other expenses	17	(131,632,823)	—
		(442,332,610)	(407,683,400)
Profit/(Loss) before finance costs		357,221,889	257,017,946
Finance costs	18	(98,624,354)	(63,692,991)
Profit before taxation		258,597,535	193,324,955
Provision for taxation	19	(77,579,260)	(57,997,486)
Profit for the year after taxation		181,018,275	135,327,469

The notes on pages 10 to 17 form an integral part of the financial statements.
Report of the Auditors – Page 5

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2014

	Share Capital TShs	Retained Earnings TShs	Total TShs
Balance at 1 April 2012	170,000,000	53,112,751	223,112,751
Profit for the period	—	135,327,469	135,327,469
Net effect of prior year adjustments	—	(1,363,467)	(1,363,467)
Balance at 31 March 2013	170,000,000	187,076,753	357,076,753
Balance at 1 April 2013	170,000,000	187,076,753	357,076,753
Profit for the year	—	181,018,275	181,018,275
Net effect of prior year adjustments	—	—	—
Balance at 31 March 2014	170,000,000	368,095,028	538,095,028

The notes on pages 10 to 17 form an integral part of the financial statements.
Report of the Auditors – Page 5

EXCEL CROP CARE (AFRICA) LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2014

	NOTES	2014 TShs	2013 TShs
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before taxation		258,597,535	193,324,955
Adjustments for:			
Prior year adjustments		—	(1,363,467)
Depreciation		6,187,500	7,500,000
Operating gain before working capital		264,785,035	199,461,488
Changes in working capital:			
— Increase in trade and other receivables		335,819,301	(1,702,001,751)
— Increase in trade and other payables		(33,320,201)	1,661,070,556
— Increase in Inventory		(932,082)	600,000
Cash generated in operations		566,352,053	159,130,293
Income tax paid		(60,639,000)	(73,793,647)
Net cash generated from operations		505,713,053	85,336,646
Cash flows from investing activities			
Purchase/sale of Motor vehicle/Bond		12,198,000	(36,198,000)
Net cash used in investing activities		12,198,000	(36,198,000)
Increase in cash and cash equivalents		517,911,053	49,138,646
Cash and Cash equivalent at beginning of the year		405,380,278	356,241,632
Cash and Cash equivalent at end of the year		923,291,331	405,380,278

The notes on pages 10 to 17 form an integral part of the financial statements.

Report of the Auditors- Page 5

EXCEL CROP CARE (AFRICA) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

1. GENERAL INFORMATION

Excel Crop Care (Africa) Limited is a limited liability Company incorporated and domiciled in the United Republic of Tanzania.

These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of shareholders of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

(a) Basis of preparation

The financial statements of Excel Crop Care (Africa) Limited comply with the Tanzanian Companies Act 2002 and have been prepared in accordance with International Financial Reporting Standards (IFRS). Where necessary, comparative figures have been amended to confirm with changes in presentation in the current year. The financial statements are prepared under the historical cost convention.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

(b) Financial instruments

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company has become a party to the contractual provisions of the instrument. The accounting policies in respect of the main financial instruments are set out below:

(i) Cash and cash equivalents

Cash and cash equivalents comprise, balances with banks, cash on hand, demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

(ii) Trade debtors and other receivables

Trade debtors and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade debtors and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of provision is recognised in the income statement.

Bad debts are written off after all steps to recover them have failed.

(iii) Financial liabilities and trade payables

Financial liabilities are recognised initially at fair value, net of transaction costs incurred. Financial liabilities are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the financial liability using the effective interest method.

Trade payables are initially measured at cost, which is the fair value of the amount payable in future, and are subsequently measured at amortised cost, using the effective interest rate method.

(iv) Fair values

Except where stated elsewhere, the carrying amounts of the financial instruments approximate their fair values because they carry market rates of interest.

(c) Foreign currencies

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using Tanzanian Shillings, the currency of the primary economic environment in which the entity operates ("functional currency").

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. They are measured at fair value in a foreign currency are translated using the exchange rates at the date the fair value was determined.

(d) Deferred income taxes

Income tax expense is the aggregate of the charge to the income statement in respect of current income tax and deferred income tax. Current income tax is the amount of income tax payable on the taxable profit for the year determined in accordance with Tanzania Income Tax Act 2004.

Deferred income tax is provided in full using the liability method on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Under this method the Company is required to make provision for deferred income taxes on the revaluation of certain non-current assets and, in relation to an acquisition, on the difference between the fair values of the net assets acquired and their tax base.

The principal temporary differences arise from depreciation on property, plant and equipment, and tax losses carried forward.

EXCEL CROP CARE (AFRICA) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deferred income tax is determined using tax rates (and laws) that have been enacted or subsequently enacted to the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is recognised as income tax benefit or expense in the year in which it arises.

(e) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Where the contract outcome cannot be measured reliably, revenue is recognized only to the extent of the expenses incurred that are recoverable.

(f) Provisions

Provisions are recognised when the Company has a present or constructive obligation as a result of past events; it is probable that an outflow of resources, that can be reliably estimated, will be required to settle the obligation.

(g) Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party making financial or operational decisions.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profits will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax asset that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

(ii) Assets useful lives

The useful lives of plant and equipment have been estimated to be in line with the rate at which they are depreciated.

(iii) Provision for impairment of trade receivables

Provision for impairment of trade receivables have been estimated based on the probability of future recoverability of these receivables.

4. FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities comprise inter-Company and trade payables. The main purpose of these financial liabilities is to raise finance for the operations of the Company. The Company has various financial assets such as trade receivables and cash and cash equivalents which arise directly from its operations.

The Company's activities expose it to a variety of financial risks, including:

- market risk - foreign currency risk;
- liquidity risk; and
- credit risk.

A description of the significant risk factors is given below together with the risk management policies applicable.

(i) Market risk - foreign currency risk

The Company operates wholly in Tanzania and its assets and liabilities are reported in Tanzanian Shillings. The Company receives significant part of its revenue in Euro and US Dollar currencies and also pays part of its expenses in foreign currency. It is exposed to foreign exchange risk arising from currency exposures primarily with respect to US Dollars and Euros.

Exposure to foreign currency risk is not hedged but the Company maintains bank accounts in Tanzanian Shillings, US Dollars and Euros to which payments obligations are designated.

(ii) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and availability of funding through an adequate amount of committed credit facilities.

The Company minimises liquidity risks by maintaining adequate current assets that cover all current liabilities.

(iii) Credit risk

Potential concentration of credit risk consists partially of trade debtors. Trade debtors are presented net of provision for impairment. Accordingly, the Company has no significant credit risk which has not been adequately provided for. The Company maintains proper credit vetting and credit controls and the terms of sales on credit are with customers who have proven credit worthiness.

EXCEL CROP CARE (AFRICA) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

Details	Motor Vehicle TShs	Total TShs
5. PROPERTY, PLANT & EQUIPMENT		
Cost		
At 1st April, 2013	24,000,000	24,000,000
Additions:	—	—
At 31st March, 2014	24,000,000	24,000,000
Depreciation		
At 1st April, 2013	7,500,000	7,500,000
Charge for the year	6,187,500	6,187,500
At 31st March, 2014	13,687,500	13,687,500
Net book value		
At 31st March, 2014	10,312,500	10,312,500
At 31st March, 2013	16,500,000	16,500,000
	2014	2013
	TShs	TShs
6. DEFERRED TAX ASSET		
Balance brought forward	1,350,103	—
Credit/(charge) for the year ended 2014	536,761	1,350,103
Closing balance	1,886,864	1,350,103
Deferred tax asset arises from:		
Unrealised exchange loss	1,789,203	4,500,343
Total giving rise to deferred tax asset	1,789,203	4,500,343
Deferred tax assets thereon at 30%	536,761	1,350,103
7. INVENTORY		
Closing Stocks	2,132,082	1,200,000
	2,132,082	1,200,000
8. TRADE AND OTHER RECEIVABLES		
Sundry debtors	2,016,329,471	2,357,879,145
Prepayments	6,922,873	1,192,500
	2,023,252,344	2,359,071,645

EXCEL CROP CARE (AFRICA) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

	2014 TShs	2013 TShs
9. PREPAID TAX		
Balance at 1 April	12,192,411	(2,253,647)
Payment made during the year	60,639,000	73,793,647
Charge to Income Statement	(78,116,021)	(59,347,589)
Balance at 31st March,	<u>(5,284,610)</u>	<u>12,192,411</u>
10. CASH AND BANK BALANCES		
Cash in hand	4,816,853	1,570,989
Bank balances	918,474,478	403,809,289
	<u>923,291,331</u>	<u>405,380,278</u>
11. SHARE CAPITAL		
Authorised, Issued and fully paid 1,700 ordinary shares of TShs 100,000 each	<u>170,000,000</u>	<u>170,000,000</u>
12. TRADE AND OTHER PAYABLES		
Sundry Creditors	2,375,214,645	2,406,518,292
Accruals & provisions	42,280,838	44,297,392
	<u>2,417,495,483</u>	<u>2,450,815,684</u>
13. COST OF SALES		
Opening stock	1,200,000	1,800,000
Purchases	7,638,192,743	5,917,031,548
Clearing & Forwarding Charges	12,220,530	9,827,123
Environmental Protection Expenses - Direct	—	35,340,132
Import permit Fees	5,224,445	—
Closing stocks	(2,132,082)	(1,200,000)
	<u>7,654,705,636</u>	<u>5,962,798,803</u>
14. OTHER INCOME		
Interest Received	823,109	—
Exchange difference USD - TShs	(28,673,335)	(6,288,291)
Exchange difference Euro - Dollar	—	2,407,416
Exchange difference Euro - TShs	22,383,789	(619,469)
Realised loss/gain Dollar - TShs	15,084,108	(33,937,518)
Realised gain/loss Euro - TShs	23,585,719	1,415,138
Realised loss USD - Euro	—	(19,484,940)
Round Off	(1,325,855)	8,002
	<u>31,877,535</u>	<u>(56,499,662)</u>

EXCEL CROP CARE (AFRICA) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

	2014 TShs	2013 TShs
15. STAFF COSTS		
Salaries and wages	118,040,000	109,440,000
PPF Contribution	11,754,004	10,944,000
Skills & Development	—	547,200
Staff LTA	7,241,600	6,828,300
Staff Medical	2,392,500	1,185,625
School Fees	—	4,713,000
Permit and Visa Fees	6,156,750	—
Driver's Salary	—	7,119,000
Other Allowance	8,338,800	2,408,000
	<u>153,923,654</u>	<u>143,185,125</u>
16. ADMINISTRATION EXPENSES		
Travelling Expenses	9,275,181	9,923,531
Office Rent	33,989,400	34,023,600
Insurance	—	565,334
Professional Fees	10,926,769	21,168,335
Bio efficacy trial fee	—	2,000,000
Staff welfare	—	1,640,154
Management Service Charges	—	6,720,000
Transport Charges	—	15,104,000
Repair and Maintenance	2,702,500	1,962,205
Clearing & Forwarding charges	—	363,802
Courier, Internet, Phone and Postal Charges	5,192,489	4,428,513
Printing & Stationery	3,969,400	1,333,195
City Service Levy	25,189,626	29,620,155
Motor Vehicle Running Expenses	5,473,813	3,357,964
Newspaper and Periodicals	373,800	351,300
Registration and licence fees	18,770,201	5,764,000
Accommodation Charges	3,317,570	4,227,483
Electricity Expense	2,790,265	2,417,011
Depreciation	6,187,500	7,500,000
Other expenses	250,300	—
Audit Fees	9,782,019	—
Food & Drinks	1,587,800	—
Promotional Expenses	16,997,500	112,027,693
	<u>156,776,133</u>	<u>264,498,275</u>

EXCEL CROP CARE (AFRICA) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

	2014 TShs	2013 TShs
17. OTHER EXPENSES		
Commission Expenses	123,710,263	—
Detention/Demurrage Charges	6,160,000	—
Service and Maintenance Charges on Rent	1,440,000	—
Stamp Duty on Rent	322,560	—
	<u>131,632,823</u>	<u>—</u>
18. FINANCE COSTS		
Bank Charges	88,343,329	63,692,991
Excise Duty	9,951,077	—
Interest	8	—
TISS Fee	329,956	—
	<u>98,624,354</u>	<u>63,692,991</u>
19. PROVISION FOR TAXATION		
Current income tax	78,116,021	59,347,589
Deferred tax	(536,761)	(1,350,103)
	<u>77,579,260</u>	<u>57,997,486</u>
Tax Rate Reconciliation	%	%
Standard rate of Income tax	30	30
Effective tax rate	30	30
	2014	2013
	TShs	TShs
20. RELATED PARTY TRANSACTION		
The following were the related party transactions in year ended 31 March 2014:		
Goods purchases from related parties		
Purchase from Excel Crop Care Limited (India)	7,515,499,787	5,510,012,560
	<u>7,515,499,787</u>	<u>5,510,012,560</u>
Key management personnel's remuneration		
The remuneration paid to key management personnel is stated in note 15 to the financial statements.		

EXCEL CROP CARE (EUROPE) N. V.

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, 2014, 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 87.879,65 EUR, compared to a loss for an amount of 28.063,54 EUR at the end of the previous financial year.

The company realized a turnover of 2.971.558,80 EUR during the past financial year and other operating income amounting to 28.800,00 and closes the financial year with a balance sheet total of 2.627.527,91 EUR.

After taking into account the operating charges amounting to 3.069.445,33 EUR, the operating loss amounts to 69.086,53 EUR.

The financial income and the financial charges respectively amount to 55.834,06 EUR and 89.627,18 EUR, so the loss on ordinary activities before taxes amounts to 102.879,65 EUR. The adjustments of income taxes and write back of tax provisions amounts to 15.000,00 EUR so the final loss of the financial year amounts to 87.879,65 EUR.

Comments on the annual accounts (in EUR)

The annual accounts reflect the following situation:

Balance sheet total	2.627.527,91
Turnover	2.971.558,80
Profit to be appropriated	1.450.691,10
Loss for the period available for appropriation	87.879,65
Profit of the previous financial year brought forward	1.538.570,75
Profit to be carried forward	1.450.691,10

Appropriation of the results

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

Profit to be appropriated:	1.450.691,10
composed of:	
— Loss for the period available for appropriation	87.879,65
— Profit brought forward	1.538.570,75
Profit to be carried forward	1.450.691,10

Justification of the application of the valuation rules in the assumption of continuity

In accordance with article 96, 6° of the Companies Code, the annual report has to include a justification of the application of the valuation rules in the assumption of continuity. The continuity is not endangered, as the company has sufficient funds available in order to pay the short term debts as mentioned in post 42/48 of the annual accounts closed on March 31, 2014.

EXCEL CROP CARE (EUROPE) N. V.

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 interest 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.

Important events during of the financial year

During the financial year ending on March 31, 2014, 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, 2014, 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.

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 25, 2014

Dipesh Kantisen Shroff	}	Director
Ninad D. Gupte		Director
Jagdish Ramanlal Naik		Director
MBM Consult SPRL		Director Perm. repr. by M. Preti
Usha Ashwin Shroff		Director

**STATUTORY AUDITOR'S REPORT FOR THE YEAR
ENDED MARCH 31, 2014
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 Crop Care (Europe) NV for the year ended March 31, 2014 which show total assets of 2.627.527,91 EUR and an income statement resulting in a loss for the year of 87.879,65 EUR. 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 with an emphasis of matter paragraph

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, 2014, 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.

Notwithstanding the loss of the financial year influences the financial position of the Company, the annual accounts are issued in the assumption of continuity of the Company's activities. This assumption is only justified to the extent that the company can rely further on the financial support of the shareholders or can make an appeal on other financial resources. Without changing the basis of our unqualified opinion mentioned above, we draw the attention to the report of the Board of Directors, which, in accordance with the legal requirements in Belgium, justifies the application of the valuation rules in the assumption of continuity. The annual accounts have not been adjusted with respect to the valuation and classification of certain balance sheet items that could turn out to be necessary if the Company would not be able to continue its activities.

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 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, May 19 2014

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

EXCEL CROP CARE (EUROPE) N. V.

BALANCE SHEET AS AT 31ST MARCH, 2014

BALANCE SHEET AFTER APPROPRIATION		Discl.	Codes	31-03-2014 €	31-03-2013 €
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	2.624.227,91	3.212.199,12
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	502.865,47	263.455,71
A. Stocks			30/36	502.865,47	263.455,71
1. Raw materials and consumables			30/31	—	—
2. Work in progress			32	—	—
3. Finished goods			33	—	—
4. Goods purchased for resale			34	502.865,47	263.455,71
5. Immovable property intended for sale			35	—	—
6. Advance payments			36	—	—
B. Contracts in progress			37	—	—
VII. Amounts receivable within one year			40/41	1.831.751,68	2.272.472,77
A. Trade debtors			40	1.817.571,77	2.261.605,00
B. Other amounts receivable			41	14.179,91	10.867,77
VIII. Current Investments		5.5.1/5.6	50/53	—	—
A. Own shares			50	—	—
B. Other investments			51/53	—	—
IX. Cash at bank and in hand			54/58	288.401,32	672.820,64
X. Deferred charges and accrued income		5.6	490/1	1.209,44	3.450,00
TOTAL ASSETS			20/58	2.627.527,91	3.215.499,12

EXCEL CROP CARE (EUROPE) N. V.

BALANCE SHEET AS AT 31ST MARCH, 2014 (Cont'd.)

	Discl.	Codes	31-03-2014 €	31-03-2013 €
EQUITY AND LIABILITIES				
EQUITY (+)/(-)		10/15	1.519.991,10	1.607.870,75
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	1.450.691,10	1.538.570,75
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	1.107.536,81	1.607.628,37
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 other 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	1.087.438,86	1.509.178,88
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	1.087.438,86	1.494.178,88
1. Suppliers		440/4	1.087.438,86	1.494.178,88
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
1. Taxes		450/3	—	15.000,00
2. Remuneration and social security		454/9	—	—
F. Other amounts payable		47/48	—	—
X. Accruals and deferred income	5.9	492/3	20.097,95	98.449,49
TOTAL LIABILITIES		10/49	2.627.527,91	3.215.499,12

EXCEL CROP CARE (EUROPE) N. V.

INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	Discl.	Codes	31-03-2014 €	31-03-2013 €
2. INCOME STATEMENT				
I. Operating Income		70/74	3.000.358,80	3.612.877,69
A. Turnover	5.10	70	2.971.558,80	3.580.928,89
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	28.800,00	31.948,80
II. Operating charges (+)/(-)		60/64	3.069.445,33	3.611.072,90
A. Raw materials, consumables		60	2.805.019,15	3.421.464,04
1. Purchases		600/8	3.050.508,56	3.469.337,13
2. Stocks: decrease/(increase) (+)/(-)		609	-245.489,41	-47.873,09
B. Services and other goods		61	263.268,18	189.491,86
C. Remuneration, social security costs and pensions (+)/(-)	5.10	62	—	—
Depreciation of and other amounts written off formation expenses, intangible and tangible fixed assets		630	—	—
Amounts written off stocks, contracts in progress and trade debtors: Appropriations (write-backs) (+)/(-)		631/4	—	-1.100,00
Provisions for liabilities and charges: Appropriations (uses and write-backs) (+)/(-)	5.10	635/7	—	—
Other operating charges	5.10	640/8	1.158,00	1.217,00
Operating charges carried to assets as restructuring costs (-)		649	—	—
III. Operating Profit/(Loss) (+)/(-)		9901	-69.086,53	1.804,79
IV. Financial income		75	55.834,06	75.262,81
A. Income from financial fixed assets		750	—	—
B. Income from current assets		751	—	1.909,02
C. Other financial income	5.11	752/9	55.834,06	73.353,79
V. Financial charges (+)/(-)	5.11	65	89.627,18	105.131,14
A. Debt charges		650	—	—
B. Amounts written off current assets except stocks, contracts in progress and trade debtors: appropriations (write-backs) (+)/(-)		651	—	—
C. Other financial charges (+)/(-)		652/9	89.627,18	105.131,14
VI. Gain/(Loss) on ordinary activities before taxes (+)/(-)		9902	-102.879,65	-28.063,54
VII. Extraordinary Income		76	—	—
A. Write-back of depreciation and of amounts written off intangible and tangible fixed assets		760	—	—
B. Write-back of amounts written down financial fixed assets		761	—	—
C. Write-back of provisions for extraordinary liabilities and charges		762	—	—
D. Capital gains on disposal of fixed assets		763	—	—
E. Other extraordinary income	5.11	764/9	—	—

EXCEL CROP CARE (EUROPE) N. V.

INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014 (Cont'd.)

	Discl.	Codes	31-03-2014	31-03-2013
			€	€
VIII. Extraordinary Charges (+)/(-)		66	—	—
A. Extraordinary depreciation of and extraordinary amounts written off formation expenses, intangible and tangible fixed assets		660	—	—
B. Amounts written off 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	-102.879,65	-28.063,54
Transfer from deferred taxes		780	—	—
Transfer to deferred taxes		680	—	—
X. Income taxes (+)/(-)	5.12	67/77	15.000,00	—
Taxes		670/3	—	—
Adjustment of income taxes and write-back of tax provisions		77	15.000,00	—
XI. Gain/(Loss) of the period (+)/(-)		9904	-87.879,65	-28.063,54
XII. Transfer from untaxed reserves		789	—	—
Transfer to untaxed reserves		689	—	—
XIII. Gain/(Loss) of the period available for appropriation (+)/(-)		9905	-87.879,65	-28.063,54
APPROPRIATION ACCOUNT				
		Codes	31-03-2014	31-03-2013
			€	€
A. Profit/(Loss) to be appropriated (+)/(-)		9906	1.450.691,10	1.538.570,75
1. Gain/(Loss) of the period available for appropriation (+)/(-)		(9905)	-87.879,65	-28.063,54
2. Profit/(Loss) brought forward (+)/(-)		14P	1.538.570,75	1.566.634,29
B. Withdrawals from capital and reserves		791/2	—	—
1. From capital and share premium account		791	—	—
2. From reserves		792	—	—
C. Transfer to capital and reserves		691/2	—	—
1. To capital and share premium account		691	—	—
2. To legal reserve		6920	—	—
3. To other reserves		6921	—	—
D. Profit/(Loss) to be carried forward (+)/(-)		(14)	1.450.691,10	1.538.570,75
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 CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

DIRECTORS' REPORT

Your directors present their report on the company for the financial year ended 31 March 2014.

Directors

The names of the directors in office at any time or since the end of the year are:

ASHWIN C. SHROFF (RESIGNED ON 24 SEPTEMBER 2013)

DIPESH K. SHROFF

JAGDISH R. NAIK

RODNEY C. GROSVENOR

NINAD D. GUPTA (APPOINTED ON 24 SEPTEMBER 2013)

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.

There was no trading activity during the year.

Operating Results

The loss of the company for the financial year after providing for income tax amounted to \$46,246. (2013: loss of \$58,673)

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. However, there was no revenue due to no trading activity during the year.

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.

Events arising since the end of the reporting period

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.

Indemnities given or insurance premiums paid to officers and auditors

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 CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

Future Development

The likely developments in the operations of the company and the expected results of 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 the Commonwealth or of a state or territory of Australia.

Proceedings on behalf of Company

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 22 and forms part of this Directors' Report.

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

DIPESH K. SHROFF
Director

RODNEY C. GROSVENOR
Director

Dated this 9th day of May, 2014

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 in page 7 to 21 are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Accounting Standards; and
 - (b) give a true and fair view of the company financial position as at 31 March 2014 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 9th day of May, 2014

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

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

Report on the Special Purpose Financial Statements

I have audited the accompanying financial statements, being special purpose financial statements of Excel Crop Care (Australia) Pty Ltd which comprise the statement of financial position as at 31 March 2014, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and 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 that give a true and fair view 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 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. I conducted my audit in accordance with Australian Auditing Standards. Those 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 is 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 control 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 director's 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 was prepared.

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

Electronic Presentation of Audited Financial Statements

The auditor's report relates to the financial statements of Excel Crop Care (Australia) Pty Ltd for the year ended 31 March 2014 that may be included on Excel Crop Care (Australia) Pty Ltd's web site. The Company's Directors are responsible for the integrity of Excel Crop Care (Australia) Pty Ltd's web site. I have not been engaged to report on the integrity of Excel Crop Care (Australia) Pty Ltd's web site. The auditor's report refers only to the statements named above. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the audited financial statements to confirm the information included in the audited financial statements presented on the Company's website.

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 Crop Care (Australia) Pty Ltd set out on page 22, would be in the same terms if provided to the directors as at the date of this auditor's report.

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

Auditor's Opinion

In my opinion, the financial statements of Excel Crop Care (Australia) Pty Ltd 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 2014 and of its performance for the year ended on that date; and
- (ii) complying with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Regulations 2001;

Emphasis of Matter- Material Uncertainty Regarding Continuation as a Going Concern

Without qualifying my opinion expressed above, I draw attention to Note 1(k) "Going Concern" in the financial statements which indicates that there is significant uncertainty whether the Company will be able to continue as going concern and therefore whether it will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of the recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the company not continue as going concern

P N MARKOULLI,
Registered Company Auditor: 159374.

Dated this 15th day of May, 2014
Suite 206/13A Montgomery Street Kogarah NSW 2217

Liability limited by a scheme approved under Professional Standards Legislation

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2014

	NOTE	2014 \$	2013 \$
Revenue	2	—	—
Cost of Sales	3	—	—
Gross Profit		—	—
Foreign Exchange gain/(loss)		4,210	(86)
Other Expenses		(50,456)	(39,079)
Profit/(Loss) before Income Tax		(46,246)	(39,165)
Income Tax (expense)/revenue	4	—	(19,508)
Profit/(Loss) for the year		(46,246)	(58,673)
Other comprehensive income		—	—
Total comprehensive income for the year		—	—
Total comprehensive income/(expense) attributable to the member		(46,246)	(58,673)

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH, 2014

	NOTE	2014 \$	2013 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	5	45,804	91,690
Other current assets	6	701	665
TOTAL CURRENT ASSETS		46,505	92,355
NON-CURRENT ASSETS			
Financial Assets	7	1,135	1,135
Deferred Tax Assets	8	—	—
TOTAL NON-CURRENT ASSETS		1,135	1,135
TOTAL ASSETS		47,640	93,490
LIABILITIES			
CURRENT LIABILITIES			
Trade and Other Payables	9	12,711	12,315
TOTAL CURRENT LIABILITIES		12,711	12,315
TOTAL LIABILITIES		12,711	12,315
NET ASSETS		34,929	81,175
EQUITY			
Issued capital	10	25,000	25,000
Retained earnings		9,929	56,175
TOTAL EQUITY		34,929	81,175

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2014

	NOTE	2014 \$	2013 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		—	—
Payments to suppliers and employees		(50,096)	(39,076)
Exchange gain/(loss)		4,210	(86)
Income Tax (paid)/received		—	—
Net cash provided by operating activities	11	(45,886)	(39,162)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of investments		—	—
Net cash used in investing activities		—	—
Net (decrease)/increase in cash & cash equivalents		(45,886)	(39,162)
Cash and cash equivalents at beginning of financial year		91,690	130,852
Cash and cash equivalents at end of financial year	5	45,804	91,690

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2014

	NOTE	Share Capital Ordinary Shares \$	Retained Earnings (Accumulated Losses) \$	Total \$
EQUITY				
Balance as at 1 April 2012	10	25,000	114,848	139,848
Total comprehensive income for the year		—	(58,673)	(58,673)
Balance as at 31 March 2013		25,000	56,175	81,175
Balance as at 1 April 2013	10	25,000	56,175	81,175
Total comprehensive income for the year		—	(46,246)	(46,246)
Balance as at 31 March 2014		25,000	9,929	34,929

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2014

NOTE 1 – STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report covers Excel Crop Care (Australia) Pty Ltd. Excel Crop Care (Australia) Pty Ltd is a Company limited by shares and domiciled in Australia.

Reporting Basis and Conventions

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 a 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 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 on accrual basis and are based on historical costs unless otherwise stated in the notes. The amounts presented in the financial statements have been rounded to the nearest dollar.

The material accounting policies that have been adopted in the preparation of these statements are as follows:

Accounting Policies

a. Income tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income). Current and deferred income tax expense (income) is charged or credited directly to other comprehensive income instead of the profit or loss when the tax relates to items that are credited or charged directly to other comprehensive income.

Current tax

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

Deferred tax

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

b. 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 statements of comprehensive income.

c. Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

d. Financial Instruments

Initial recognition and measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument.

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED

ABN 87 068 044 831

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2014

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

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instrument classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

Effective interest rate method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets, or, where appropriate, a shorter period.

Income is recognised on an effective interest rate basis for debt instruments other than those financial assets 'at fair value through profit or loss'.

The Company does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

Classification and subsequent measurement

(i) Financial assets at fair value through profit or loss

Financial assets are classified at 'fair value through profit or loss' when they are held for trading for the purpose of short-term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period, which will be classified as non-current assets.

(ii) Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

e. Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

All revenue is stated net of the amount of Goods and Services Tax (GST).

f. Comparative Figures

Comparative figures have been adjusted to conform to changes in presentation for the current financial year where required by Accounting Standards or as a result to changes in accounting policy.

g. 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 the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

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

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

h. 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

Impairment

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

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2014

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

(i) Adoption of New and Revised Accounting Standards

The significant impact(s) arising from the adoption of standards during the reporting period are shown below:

Standard name	Impact
AASB 2012-2 Amendments to Australian Accounting Standards - Disclosures - Offsetting Financial Assets and Financial Liabilities	The adoption of AASB 2012-2 has required the Company to disclose the effect or potential effect of netting arrangements, including rights of set-off associated with the Company's recognised financial assets and recognised financial liabilities, on the entity's financial position, when all the offsetting criteria of AASB 132 are not met.

(j) New Accounting Standards for Application in Future Periods

The AASB has issued new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. The Company has decided against early adoption of these Standards. The following table summarises those future requirements, and their impact on the Company:

Standard name	Effective date for entity	Requirements	Impact
AASB 1053: Application of Tiers of Australian Accounting Standards	1 April 2014	This standard allows certain entities to reduce disclosures.	Excel Crop Care (Australia) Pty Ltd is not able to apply this standard or the impact of this standard has not yet been determined as the entity has a choice on whether to apply.
AASB 2011-4: Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements [AASB 124]	1 April 2014	This amendment deletes from AASB 124 individual key management personnel disclosure requirements for disclosing entities that are not Companies. It also removes the individual KMP disclosure requirements for all disclosing entities in relation to equity holdings, loans and other related party transactions.	This Standard is not expected to significantly impact the Company's financial report as a whole because it is anticipated that such disclosure will be contained in the Directors' Report.
AASB 2012-3: Amendments to Australian Accounting Standards - Offsetting Financial Assets and Financial Liabilities	1 April 2014	AASB 2012-3 adds application guidance to AASB 132 Financial Instruments: Presentation to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of "currently has a legally enforceable right of set-off" and that some gross settlement systems may be considered equivalent to net settlement.	This standard is not expected to significantly impact the Company's financial statements.
AASB 2013-3: Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets	1 April 2014	AASB 2013-3 amends the disclosure requirements in AASB 136 Impairment of Assets. The amendments include the requirement to disclose additional information about the fair value measurement when the recoverable amount of impaired assets is based on fair value less costs of disposal.	This standard is not expected to impact the Company's financial statements.

k. Going Concern

The financial statements have been prepared on a going concern basis. In the year ended 31 March 2014 the Company has incurred losses of \$46, 246 (2013: Loss of \$58,673). The Company's ability to continue as a going concern is dependent on generating sufficient income to cover costs and the continuing support from its holding Company - Excel Crop Care Limited in India. Refer to Note 18 "Events After the Reporting Period" where the directors of the Holding Company have pledged continuing support. However, should the losses continue and the Holding Company does not provide financial support the Company may not be able to continue as going concern.

l. 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 30 April 2014 by the Board of Directors.

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED
ABN 87 068 044 831

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2014

	2014 \$	2013 \$
NOTE 2 — REVENUE AND OTHER INCOME		
Sales revenue:		
— Sale of Goods	—	—
Total revenue	<u>—</u>	<u>—</u>
NOTE 3 — PROFIT/(LOSS) FROM ORDINARY ACTIVITIES		
Profit/(Loss) from ordinary activities before income tax expense has been determined after:		
Expenses		
Cost of Sales	—	—
Remuneration of Auditor		
Audit or Review	5,000	5,000
Net foreign exchange gains/(losses)	4,210	(86)
NOTE 4 — INCOME TAX EXPENSE		
(a) Income tax recognised in profit or loss		
Tax expense comprises:		
Current year tax expense	—	(31,257)
Deferred tax	—	11,749
Total income tax expense	<u>—</u>	<u>(19,508)</u>
(b) The prima facie tax payable on profit/(loss) from ordinary activities before income tax is reconciled to the income tax expense as follows:		
Profit/(loss) from continuing operation	(46,246)	(39,165)
Income tax expense calculated at 30%	13,874	11,749
Reversal of total deferred tax assets	(13,874)	(31,257)
Income tax expense attributable to profit/(loss) from continuing operation	<u>—</u>	<u>(19,508)</u>
NOTE 5 — CASH AND CASH EQUIVALENTS		
Cash at Bank	9,146	1,590
Excel (Aust) USD Account	36,658	90,100
	<u>45,804</u>	<u>91,690</u>
NOTE 6 — OTHER CURRENT ASSETS		
Current		
GST Receivable	701	665
	<u>701</u>	<u>665</u>
NOTE 7 — FINANCIAL ASSETS		
Non-Current		
Shares in related companies – at cost	1,135	1,135
	<u>1,135</u>	<u>1,135</u>
NOTE 8 — TAX		
Assets		
Non-Current		
Deferred Tax Asset	—	—
	<u>—</u>	<u>—</u>

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED

ABN 87 068 044 831

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2014

	2014 \$	2013 \$
NOTE 9 — TRADE AND OTHER PAYABLES		
Current		
Trade Payables	12,711	12,315
	<u>12,711</u>	<u>12,315</u>
 NOTE 10 — ISSUED CAPITAL		
25,000 (2013: 25,000) Fully paid ordinary shares		
Fully Paid Ordinary Shares		
Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number shares held. Ordinary shares are entitled to one vote when a poll is called.		
	<u>25,000</u>	<u>25,000</u>
 NOTE 11 — CASH FLOW INFORMATION		
Reconciliation of Cash Flow from Operations with Profit/(Loss) after Income Tax		
Profit after Income tax	(46,246)	(58,673)
Add/(Less) Non cash flows in profit:		
– Unrealised foreign exchange gain/(loss)	2,480	(9,456)
Changes in assets and liabilities		
– (Increase)/Decrease in receivables	(36)	—
– (Increase)/Decrease in deferred tax payables	—	19,508
– Increase/(Decrease) in payables	(2,084)	9,459
Net cash provided by operating activities	<u>(45,886)</u>	<u>(39,162)</u>
 NOTE 12 — RELATED PARTIES		
Directors		
The names of each person holding the position of Director of Excel Crop Care (Australia) Pty Limited during the financial year are as follows:-		
Ashwin C. Shroff (Resigned on 24 September 2013)		
Dipesh K. Shroff		
Jagdish R. Naik		
Rodney C. Grosvenor		
Ninad D. Gupte (Appointed on 24 September 2013)		
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 Crop Care (Australia) Pty Limited during the year which amounted to \$25,500. (2013: \$25,500)		

EXCEL CROP CARE (AUSTRALIA) PTY LIMITED

ABN 87 068 044 831

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2014

	2014 \$	2013 \$
NOTE 13— AUDITORS' REMUNERATION		
Fees received and/or receivable for:		
Audit fees	5,000	5,000
	<u>5,000</u>	<u>5,000</u>
The Auditor received no other benefits.		
NOTE 14— KEY MANAGEMENT PERSONNEL COMPENSATION		
Total Compensation – Directors fees	4,000	4,000
	<u>4,000</u>	<u>4,000</u>

NOTE 15— ECONOMIC DEPENDENCY

The company usually has one customer and one supplier. However there was no trading activity for the year ended 31 March 2014.

NOTE 16— FINANCIAL RISK MANAGEMENT

Specific Financial Risk Exposure and Management

Foreign exchange rate risk

The company's exposure to foreign exchange rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in foreign exchange rates on a continuous basis. The Company has to pay its future supplier in USD and therefore it maintains a bank account in US dollars. Nevertheless, the cash and cash equivalents are deposited with well reputable bank in Australia.

NOTE 17— COMPANY DETAILS

The registered office and principal place of business of the Company is:
Level 8, 76-80 Clarence Street Sydney NSW 2000.

NOTE 18— EVENTS AFTER THE REPORTING PERIOD

The directors have received in writing an undertaking by the directors of the Holding Company Excel Crop Care Limited in India that they will continue to provide funding to its Australian wholly owned subsidiary for as long as required so that it can continue as a going concern and meet all its commitments as and when they fall due.

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF EXCEL CROP CARE (AUSTRALIA) PTY LIMITED

I declare that, to the best of my knowledge and belief, during the year ended 31 March 2014 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

Dated this 15th day of May, 2014.
Suite 206/13A Montgomery Street Kogarah NSW 2217

P. N. MARKOULLI,
Registered Company Auditor: 159374.

Liability limited by a scheme approved under Professional Standards Legislation



Excel Crop Care Limited

Beyond crop protection. Behind every farmer

www.excelcropcare.com

Registered Office:
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184/87 S.V. Road, Jogeshwari West, Mumbai - 400102
Tel.: 91 22 66464200

Corporate Office:
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13/14 Aradhana Industrial Devp. Corp., Near Virwani Industrial Estate,
Goregaon East, Mumbai - 400063 | Tel.: 91 22 42522200