PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1), REGULATION 4, REGULATION 13, REGULATION 14 AND REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF EXCEL CROP CARE LIMITED

OPEN OFFER FOR ACQUISITION OF UP TO 33,01,689 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 5 EACH (THE "EQUITY SHARES") OF EXCEL CROP CARE LIMITED (THE "TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY SUMITOMO CHEMICAL INDIA PRIVATE LIMITED (THE "ACQUIRER") TOGETHER WITH SUMITOMO CHEMICAL COMPANY, LIMITED, AS THE PERSON ACTING IN CONCERT (THE "PAC") WITH THE ACQUIRER (THE "OFFER" / "OPEN OFFER").

This public announcement (the "**PA**" / "**Public Announcement**") is being issued by ICICI Securities Limited (the "**Manager to the Offer**"), for and on behalf of the Acquirer and the PAC, to the Public Shareholders (as defined below) of the Target Company pursuant to and in compliance with Regulation 3(1), Regulation 4, Regulation 13, Regulation 14 and Regulation 15(1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto (the "**SEBI Takeover Regulations**").

For the purpose of this Public Announcement, "**Public Shareholders**" shall mean all public shareholders of the Target Company excluding the parties to the Share Purchase Agreement (as defined hereinafter) triggering this Offer, and the persons acting in concert or deemed to be acting in concert with the Acquirer, including the PAC.

1. <u>Offer Details</u>

1.1 **Offer Size:** The Acquirer and the PAC make this Offer to the Public Shareholders to acquire up to **33,01,689** Equity Shares constituting **30.00%** of the fully diluted voting equity share capital (being the total paid-up share capital of the Target Company as of the 10th working day from the date of closure of the tendering period for the Offer, hereinafter referred to as the "**Voting Share Capital**"), at a price of **INR 1,259.36** per Equity Share (the "**Offer Price**") aggregating to **INR 415,80,15,059.04**, subject to the terms and conditions mentioned in this Public Announcement, the detailed public statement that will be published in connection to the Offer (the "**Detailed Public Statement**") and the letter of offer that is proposed to be issued in accordance with the SEBI Takeover Regulations.

1.2 **Offer Price / Consideration:** The Offer Price of **INR 1,259.36** payable per Equity Share is calculated in accordance with Regulations 8(1) and 8(2) of the SEBI Takeover Regulations. Assuming full acceptance, the total consideration payable by the Acquirer and / or the PAC (subject to applicable laws), at the Offer Price in accordance with SEBI Takeover Regulations, shall be **INR 415,80,15,059.04**.

1.3 **Mode of Payment:** The Offer Price is payable in cash, in accordance with Regulation 9(1) (a) of the SEBI Takeover Regulations.

1.4 **Type of Offer**: The Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI Takeover Regulations.

2. Transaction which has triggered the Open Offer obligations (the "Underlying Transaction")

Details of the Underlying Transaction

Type of Transaction (direct / indirect)	Mode of Transaction (Agreement / Allotment / market purchase)	Equity Shares / Voting rights acquired / proposed to be acquired		Total Consideration for Equity Shares / Voting Rights Acquired (INR in lakhs)	Mode of payment (Cash / securities)	Regulations which have been triggered
		Number	% vis-à-vis total equity / voting capital			
The Underlying Transaction involves a direct acquisition of 49,50,501 Equity Shares (44.98% of the Voting Share Capital) at a price of INR 1,259.36 per Equity Share as follows: • 27,20,501 Equity Shares (24.72% of the Voting Share Capital) from the Promoter and Promoter Group of the Target Company (the "**Selling Shareholder 1**")*; • 22,30,000 Equity Shares (20.26% of the Voting Share Capital) from certain public shareholders comprising the Ratnabali group of companies and Aditya Goenka (the "**Selling Shareholder 2**" and together with the Selling Shareholders 1, **the Selling Shareholders**)*.	In respect of acquisition of 49,50,501 Equity Shares (44.98% of the Voting Share Capital), the Acquirer has entered into a Share Purchase Agreement dated June 5, 2016 with the Selling Shareholders (the "**Share Purchase Agreement**").	49,50,501	44.98	62,344.63	Cash	3(1) and 4

** Further details of the Selling Shareholders is set out in point 4.*

3. Acquirer / PAC

Details	Acquirer	PAC	Total
Name of Acquirer/ PAC	Sumitomo Chemical India Private Limited	Sumitomo Chemical Company, Limited	Not applicable
Address	Moti Mahal. 7th Floor, 195, Jamshedji Tata Road, Churchgate, Mumbai 400020, Maharashtra, India	27-1, Shinkawa 2-chome, Chuo-ku, Tokyo, Japan	Not applicable
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/ PAC are companies	The Acquirer is a subsidiary of the PAC	The PAC is a professionally managed company, listed on the Tokyo Stock Exchange, and is controlled by its board of directors; and accordingly, no one or group of identifiable shareholders control the PAC.	Not applicable
Name of the Group, if any, to which the Acquirer/ PAC belongs to	Sumitomo Chemical	Sumitomo Chemical	Not applicable
Pre Transaction shareholding • Number • % of total Voting Share Capital	• Nil • 0%	• Nil • 0%	• Nil • 0%
Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer (not taking into account the Equity Shares validly accepted in the Open Offer, if any)	• NIL • 0%	• 49,50,501 Equity Shares • 44.98%	• 49,50,501 Equity Shares • 44.98%
Any other interest in the Target Company	The PAC holds 6,02,10,136 shares amounting to 22.72% shareholding in Nufarm Limited, which in turn holds 16,17,000 Equity Shares (14.69% of the Voting Share Capital) in the Target Company. Under a Shareholder Deed, PAC is entitled to appoint one nominee director on the board of directors of Nufarm Limited.		

4. Details of the Selling Shareholders

No.	Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of Equity Shares/ voting rights held by the Selling Shareholders			
			Pre-transaction		Post-transaction	
			Number	%	Number	%
1.	Ashwin Champraj Shroff (Jointly held with Usha Ashwin Shroff)	Yes	72,270	0.66	Nil	0
2.	Atul Govindji Shroff (Jointly held with Shruti Atul Shroff)	Yes	1,303	0.01	Nil	0
3.	Atul Govindji Shroff	Yes	39,806	0.36	Nil	0
4.	Kantisen Chaturbhuj Shroff (Jointly held with Chanda Kantisen Shroff)	Yes	51,546	0.46	Nil	0
5.	Ravi Ashwin Shroff (Jointly held with Usha Ashwin Shroff and Ashwin C. Shroff)	Yes	47,820	0.43	Nil	0
6.	Hrishit Ashwin Shroff (Jointly held with Ashwin C. Shroff and Usha Ashwin Shroff)	Yes	47,819	0.43	Nil	0
7.	Anshul Amrish Bhatia (Jointly held with Amrish S.Bhatia and Usha Ashwin Shroff)	Yes	21,616	0.19	Nil	0
8.	Ashwin Champraj Shroff (Jointly held with Usha Ashwin Shroff and Ravi Shroff)	Yes	10,800	0.10	Nil	0
9.	Shruti Atul Shroff (Jointly held with Atul Govindji Shroff)	Yes	13,957	0.13	Nil	0
10.	Shruti Atul Shroff (Jointly held with Dipesh Kantisen Shroff)	Yes	1,810	0.02	Nil	0
11.	Abhay Sunil Saraiya	Yes	750	0.01	Nil	0
12.	Kantisen C. Shroff HUF	Yes	5,494	0.05	Nil	0
13.	Praful Manilal Saraiya	Yes	1,000	0.01	Nil	0
14.	Tushar Charandas Dayal	Yes	1,310	0.01	Nil	0
15.	Praful Manilal Saraiya (Jointly held with Chetna P. Saraiya)	Yes	114	0.01	Nil	0
16.	Hiral Tushar Dayal	Yes	10,960	0.10	Nil	0

No.	Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of Equity Shares/ voting rights held by the Selling Shareholders			
			Pre-transaction		Post-transaction	
			Number	%	Number	%
17.	Chetna P Saraiya	Yes	11,510	0.10	Nil	0
18.	Dipesh Kantisen Shroff	Yes	7,061	0.06	Nil	0
19.	Dipesh Kantisen Shroff (Jointly held with Preeti Dipesh Shroff)	Yes	8,419	0.08	Nil	0
20.	Usha Ashwin Shroff (Jointly held with Ashwin C. Shroff)	Yes	6,497	0.06	Nil	0
21.	Preeti Dipesh Shroff (Jointly held with Dipesh Kantisen Shroff)	Yes	14,110	0.13	Nil	0
22.	Dilipsinh G Bhatia (Jointly held with Ashwin C. Shroff)	Yes	21,853	0.20	Nil	0
23.	Dilipsinh G Bhatia	Yes	59,977	0.55	Nil	0
24.	Atul Govindji Shroff HUF	Yes	18,675	0.17	Nil	0
25.	Ami Kantisen Shroff	Yes	31,882	0.29	Nil	0
26.	Shrodip Investments Private Limited	Yes	29,350	0.26	Nil	0
27.	Hyderabad Chemical Products Private Limited	Yes	46,833	0.43	Nil	0
28.	Pritami Investments Private Limited	Yes	79,862	0.73	Nil	0
29.	Dipkanti Investments and Financing Private Limited	Yes	92,472	0.84	Nil	0
30.	Vibrant Greentech India Private Limited	Yes	1,97,791	1.80	Nil	0
31.	Kamaljyot Investments Limited	Yes	2,18,510	1.99	Nil	0
32.	Excel Industries Limited	Yes	2,45,760	2.23	Nil	0
33.	Agrocel Industries Private Limited	Yes	4,37,311	3.97	Nil	0
34.	Utkarsh Global Holdings Private Limited	Yes	8,64,253	7.85	Nil	0
	Selling Shareholder 1 (Total)		**27,20,501**	**24.72**	**Nil**	**0**
35.	Ratnabali Capital Markets Limited	No	16,50,000	14.99	Nil	0
36.	Ratnabali Investments Private Limited	No	5,30,000	4.82	Nil	0
37.	Aditya Goenka	No	50,000	0.45	Nil	0
	Selling Shareholder 2 (Total)		**22,30,000**	**20.26**	**Nil**	**0**
	Total		**49,50,501**	**44.98**	**Nil**	**0**

Note: As per the terms of the Share Purchase Agreement, one or more of the Selling Shareholder 2 may undertake inter-se transfers amongst themselves within seven business days from June 05, 2016 (i.e. the date of execution of the Share Purchase Agreement) or such other extended period as may be mutually agreed in writing between the Acquirer, PAC and the Selling Shareholder 2. However the total number of shares to be acquired from the Selling Shareholder 2 (i.e. 20.26% of the Voting Share Capital) shall remain the same.

5. Target Company

Name	Excel Crop Care Limited
Corporate Identification Number (CIN)	L74999MH1964PLC012878
Registered Office	184-87, Swami Vivekanand Road, Jogeshwari (west), Mumbai 400 012, Maharashtra, India
Exchanges where listed	Equity Shares of the Target Company are listed on BSE Limited (Scrip ID: EXCELCROP, Scrip Code: 532511, ISIN: INE223G01017) and National Stock Exchange of India Limited (Symbol: EXCELCROP, ISIN: INE223G01017)

6. Other Details

6.1 In terms of Regulation 13(1) of the SEBI Takeover Regulations, this PA is being made on the same day as the date on which the Acquirer has agreed to acquire the Equity Shares of the Target Company as set out above.

6.2 The detailed public statement pursuant to this Public Announcement to be issued in terms of Regulation 13(4) of the SEBI Takeover Regulations, containing further information pertaining to the Open Offer including, *inter alia*, the background to the Open Offer, detailed information on the Offer Price, the Acquirer and PAC, the Target Company, statutory approvals required for the completion of the Open Offer and other terms and conditions of the Open Offer shall be published in newspapers within 5 (Five) working days from the date of this PA in accordance with Regulation 14(3)of the SEBI Takeover Regulations.

6.3 The completion of the Open Offer is subject to receipt of statutory approvals as detailed in Detailed Public Statement to be published and the Letter of Offer.

6.4 The Acquirer and the PAC jointly and severally undertake that they are aware of and will comply with their obligations under the SEBI Takeover Regulations and the Acquirer undertakes that it has adequate financial resources to meet its obligations under the SEBI Takeover Regulations. The shares tendered in the Offer shall be acquired by the Acquirer and/or PAC, subject to applicable laws.

6.5 The Open Offer is not conditional upon any minimum level of acceptance as per Regulations 19(1) of the SEBI Takeover Regulations.

6.6 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations.

6.7 All information in relation to the Target Company contained in this PA is based on publicly available information.

ISSUED BY THE MANAGER TO THE OFFER

ICICI Securities Limited
ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020, India
Tel: (+91 22) 2288 2460; Fax: (+91 22) 2282 6580;
Email: eccl.offer@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Ayush Jain / Ujjaval Kumar
SEBI Registration Number: INM000011179

For and on behalf of

Acquirer	PAC
Sumitomo Chemical India Private Limited	Sumitomo Chemical Company, Limited

Place: Mumbai
Date: June 5, 2016