PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF:

EXCEL CROP CARE LIMITED

Registered Office: 184-87, Swami Vivekanand Road, Jogeshwari (West), Mumbai - 400 102, Maharashtra, India
Tel.: +91 22 4252 2200/6612 2200; Fax: +91 22 4252 2380/2871 2523

OPEN OFFER FOR ACQUISITION OF UP TO 33,01,689 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 5 (INDIAN RUPEES FIVE) EACH, CONSTITUTING 30.00% OF THE VOTING EQUITY CAPITAL OF EXCEL CROP CARE LIMITED ("EQUITY SHARES"/"SHARES") FROM THE PUBLIC SHAREHOLDERS OF EXCEL CROP CARE LIMITED (THE "TARGET COMPANY") BY SUMITOMO CHEMICAL INDIA PRIVATE LIMITED (THE "ACQUIRER") ALONG WITH SUMITOMO CHEMICAL COMPANY, LIMITED (THE "PAC") AS THE PERSON ACTING IN CONCERT WITH THE ACQUIRER (THE "OFFER"/"OPEN OFFER")

This advertisement ("**Pre-Offer Advertisement**") is being issued by ICICI Securities Limited (hereinafter referred to as "**Manager to the Offer**") on behalf of the Acquirer along with the PAC in respect of the Offer to the Public Shareholders of the Target Company pursuant to and in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI Takeover Regulations**").

This Pre-Offer Advertisement should be read in continuation of, and in conjunction with the Public Announcement dated June 05, 2016 (the "**PA**'), the detailed public statement dated June 09, 2016 (the "**DPS**"), the draft letter of offer dated June 17, 2016 (the "**DLoF**") and the letter of offer dated August 16, 2016 dispatched to the Public Shareholders of the Target Company (the "**LoF**").

The DPS was published on June 10, 2016 in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All editions
Jansatta	Hindi	All editions
Navshakti	Marathi	Mumbai edition

This Pre-Offer Advertisement is being issued in all the newspapers in which the DPS was published. Terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the PA, the DPS, DLoF and the LoF.

1. **Offer Price**: The Offer is being made at a price of INR 1,259.36 per Equity Share ("**Offer Price**") payable in cash. There has been no revision in the Offer Price. The maximum consideration payable under this Offer (assuming full acceptance) is INR 415,80,15,059.04.
2. **Recommendations of the Committee of Independent Directors**: A Committee of Independent Directors of the Target Company (the "**IDC**") published its recommendation on the Offer on August 22, 2016 in Financial Express (English-All Editions), Jansatta (Hindi-All Editions) and Navshakti (Marathi - Mumbai Edition). A summary of the relevant extracts of the IDC's recommendations are below:

Members of the IDC	1. Mr. Sandeep Junnarkar - Chairman of IDC 2. Dr. Mukul G. Asher, Member 3. Mr. B. V. Bhargava, Member 4. Mr. Vinayak B. Buch, Member
Recommendation on the Open Offer, as to whether the offer is fair and reasonable	The IDC is of the opinion that the Offer Price to the Public Shareholders of the Target Company is in accordance with SEBI Takeover Regulations and is fair and reasonable as on the PA date. IDC also draws attention of Public Shareholders to the share price being close to the Offer Price on a couple of days after the PA date. The Public Shareholders may, therefore, independently evaluate the Offer and take an informed decision.
Summary of reasons for recommendation	• The Offer Price is higher than the volume weighted average market price of the Equity Shares for a period of 60 trading days immediately preceding the PA date computed in accordance with Regulation 8(2) of the SEBI Takeover Regulations and it represents a premium of 9.1%. • The IDC has sought external professional advice from Price Waterhouse & Co LLP, Chartered Accountants, who have analysed and reported vide their report to IDC dated August 19, 2016 that the Offer Price as on the PA date is fair and reasonable, from a financial point of view. • Based on the PA, DPS and the external professional advice, the IDC is of the opinion that the Offer Price offered to the Public Shareholders of the Target Company is in line with the SEBI Takeover Regulations.

3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations. There has been no competitive bid to the Offer.
4. The LoF was dispatched by Friday, August 19, 2016, to the Public Shareholders of the Target Company holding Equity Shares as on the Identified Date, i.e. Wednesday, August 10, 2016.
5. Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement of this Offer" at page 38 of the LoF in relation to *inter alia* the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein. Please note that a copy of the LoF (including Form of Acceptance-cum-Acknowledgment) is also available on SEBI's website (http://www.sebi.gov.in) during the Tendering Period and shareholders can also apply by downloading such forms from SEBI's website. Further, in case of non-receipt/ non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
   a. In case of Equity Shares held in physical form: Public Shareholders holding Equity Shares in physical form may participate in the Offer, by approaching their broker and providing the following details - Name(s) and address(s) of sole/joint holder(s) (if any), number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, self-attested PAN card copy (in case of joint holders, PAN card copy of all the transferors), self-attested copy of address proof, original share certificate(s), original broker contract note of a registered broker (in case of unregistered shareholders), and valid share transfer form(s). The broker has to deliver the physical share certificate and other relevant documents along with the Transaction Registration Slip to the Registrar and Transfer Agent ("**RTA**") by registered post, speed post, courier or hand delivery. Physical share certificates and other relevant documents will have to reach RTA within 2 days of bidding by broker and not later than 2 days from the date of Closure of the Tendering Period.
   b. In case of Equity Shares held in dematerialized form: Public Shareholders holding Equity Shares in dematerialized form may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in the Offer. Public Shareholders holding Equity Shares in dematerialized form are not required to fill any Form of Acceptance-cum-Acknowledgment.
6. In terms of Regulation 16(1) of the SEBI Takeover Regulations, the DLoF was submitted to SEBI on June 17, 2016. We have received the final observations in terms of Regulation 16(4) of the SEBI Takeover Regulations from SEBI vide letter dated August 10, 2016, which have been incorporated in the LoF.
7. **Details regarding the status of the statutory and other approvals**: As disclosed in the LoF, the current status of the approvals required under anti-trust laws of Colombia and Tanzania is as follows:
   a. approvals under anti-trust laws of Colombia. The PAC has accordingly filed a notification dated June 10, 2016 with the relevant authority on the proposed transaction under the Share Purchase Agreement. The PAC has received an acknowledgement of the notification, without any indication of the authority's intent to subject the proposed transactions to substantive review, dated June 22, 2016, from the relevant authority and the PAC believes that the clearance under the Colombian competition law has been obtained. Please note that under the said law, the authority does have up to a period of five years to challenge the transaction if it considers that the definition of the market under the notification was not accurate and thus the combined market share in question was above a certain threshold, though this authority has been exercised only in a minority of cases;
   b. approvals under anti-trust laws of Tanzania or a written confirmation from the relevant government authorities under the anti-trust laws of Tanzania, allowing the PAC, and/or its affiliates (including the Acquirer) to purchase the Sale Shares from the Selling Shareholders, subject to conditions specified by such relevant government authority of Tanzania, as may be acceptable to the PAC. The PAC has filed an application dated June 7, 2016 with the relevant authority of Tanzania for granting approval to the proposed transaction under the Share Purchase Agreement. The PAC has received a letter dated June 17, 2016 from the relevant authority in Tanzania pursuant to which the PAC has been informed that the proposed transaction under the Share Purchase Agreement will be required to be examined under the applicable competition laws of Tanzania, and the consummation of the proposed transaction under the Share Purchase Agreement is prohibited for a period of 90 days from the date of the aforesaid letter dated June 17, 2016 (or for a longer period as deemed appropriate by the relevant authority), unless the approval from the authorities is received during the aforementioned period which the PAC expects to receive from the relevant authority in Tanzania in due course; and

   In addition to the above, as disclosed in the LoF, the approval of the RBI is required to be obtained by the Selling Shareholder 1 for transfer of 21,616 Equity Shares held by Anshul Amrish Bhatia and 81,830 Equity Shares held by Dilipsinh Bhatia, each a NRI, to the PAC, pursuant to and in accordance with the Share Purchase Agreement and the Selling Shareholder 1 has filed an application with the RBI on July 1, 2016. The RBI, vide letter bearing number FED.CO.FID. No. 1918/10.21.379/2016-17 dated August 22, 2016, has conveyed its no-objection to the transfer of the Equity Shares held by Anshul Amrish Bhatia and Dilipsinh Bhatia to the PAC, subject to certain conditions mentioned in the aforesaid letter from the RBI. The above shall be deemed to be incorporated into paragraph 1.3 of sub Part (B) (Risks relating to this Offer) of the Risk Factors and paragraph 6.17.1 (c) (Statutory & Other Approvals) of the LoF.

   In case any other statutory approvals are required by the Acquirer and/or the PAC at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer and/or the PAC shall make the necessary applications for such statutory approvals.
8. **Revised Schedule of Activities**: In terms of the tentative schedule of activity communicated by way of the DLoF, the Public Shareholders of the Target Company are requested to note the following revisions related to the schedule of activity:

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER

Activity	Original Day and Date	Revised Day and Date
Date of the PA	Sunday, June 05, 2016	Sunday, June 05, 2016
Date of publishing the DPS	Friday, June 10, 2016	Friday, June 10, 2016
Filing of the Draft Letter of Offer with SEBI	Friday, June 17, 2016	Friday, June 17, 2016
Last date for public announcement of a competing offer(s)	Friday, July 01, 2016	Friday, July 01, 2016
Last date for receipt of comments from SEBI on the DLoF (in the event, SEBI has not sought clarifications or additional information from the Manager to the Offer)	Monday, July 11, 2016	Wednesday, August 10, 2016
Identified Date*	Wednesday, July 13, 2016	Wednesday, August 10, 2016
Date by which Letter of Offer will be dispatched to the Public Shareholders as of the Identified Date	Wednesday, July 20, 2016	Friday, August 19, 2016
Last date for upward revision of Offer Price and/or Offer Size	Friday, July 22, 2016	Tuesday, August 23, 2016
Last date by which the recommendation of the committee of independent directors of the Target Company will be published	Monday, July 25, 2016	Wednesday, August 24, 2016
Date of public announcement for opening of the Offer in the newspapers where the DPS has been published	Tuesday, July 26, 2016	Thursday, August 25, 2016
Date of commencement of the Tendering Period (Offer opening date)	Wednesday, July 27, 2016	Friday, August 26, 2016
Date of expiry of the Tendering Period (Offer closing date)	Tuesday, August 09, 2016	Friday, September 09, 2016
Last date of communicating rejection/acceptance and payment of consideration for accepted Equity Shares and/or share certificate(s)/ demat delivery instruction for rejected Equity Shares will be dispatched/issued	Thursday, August 25, 2016	Monday, September 26, 2016
Last Date of publication of Post Offer Public Announcement	Thursday, September 01, 2016	Monday, October 03, 2016
Last date for submission of the final report with SEBI	Thursday, September 01, 2016	Monday, October 03, 2016

**Date falling on the 10th Working Day prior to the commencement of the Tendering Period. Identified date is only for the purpose of determining the Public Shareholders of the Target Company to whom this Letter of Offer shall be mailed. It is clarified that all the Public Shareholders (as defined below), registered or unregistered, of the Target Company who own Equity Shares are eligible to participate in this Offer at any time during the Tendering Period.*

9. There have been no material changes in relation to the Offer since the date of the PA, save and except as disclosed in the DPS and the LoF.
10. The Acquirer, PAC and their respective directors accept full responsibility for the information contained in this Pre-Offer Advertisement and also for the obligations of the Acquirer and PAC laid down in the SEBI Takeover Regulations.
11. A copy of this Pre-Offer Advertisement is expected to be available on the SEBI website at http://www.sebi.gov.in.

FOR THE ATTENTION OF PUBLIC SHAREHOLDERS

SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 has provided guidelines on the mechanism for acquisition of shares through the stock exchange pursuant to, inter alia, tender-offers under SEBI Takeover Regulations, to facilitate tendering of shares by the shareholders and settlement of the same through the stock exchange mechanism. Accordingly, this Offer is being carried out through the stock exchange mechanism (in the form of a separate acquisition window provided by BSE, being the designated stock exchange), and hence would be subject to payment of securities transaction tax. For further details, Public Shareholders are requested to refer to Section VII titled "Procedure for Acceptance and Settlement of this Offer" on page 41 of the LoF.

ISSUED BY THE MANAGER TO THE OFFER

ICICI Securities

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@icicisecurities.com; **Website:** www.icicisecurities.com
Contact Person: Mr. Ayush Jain/Mr. Ujjaval Kumar; **SEBI Registration Number:** INM000011179

FOR AND ON BEHALF OF

ACQUIRER	PAC
SUMITOMO CHEMICAL INDIAPRIVATE LIMITED Moti Mahal, 7th Floor, 195, Jamshedji Tata Road, Churchgate, Mumbai - 400 020, Maharashtra, India **Tel.:** +91 22 2289 2610; **Fax:** +91 22 2289 2600; **Place:** Mumbai, India	**SUMITOMO CHEMICAL COMPANY, LIMITED** 27-1, Shinkawa, 2-chome, Chuo-ku, Tokyo, Japan **Tel.:** +813 5543 5500; **Fax:** +813 5543 5901 **Place:** Tokyo, Japan

Date: August 24, 2016

PRESSMAN

Size: 20(w) x 50(h)