



ANNUAL REPORT

2015-2016



Super Crop Safe Limited



Ishwarbhai B. Patel
Chairman & Managing Director



RATINGS

CRISIL MSE*2

**Financial Strength
HIGH**

**Operating Performance
HIGHEST**

Indicates 'High Credit
worthiness in relation
to other MSEs'

Report Date **Valid Till**
July 14, 2016 July 13, 2017

CHAIRMAN'S STATEMENT

Dear Shareholders,

It gives me immense pleasure in addressing this communication to you, particularly considering the fact that the financial year 2015-16 in a way is a land mark year for your company considering the fact that your Company has surpassed the sales figure of Rs. 72 crores and also considering the fact that we are being considered as Serious Long Term Player in the national market of Agro Chemicals.

Let me share with you certain important developments which I feel are strategic in terms of charting the course of the future growth trajectory of your Company. Thus first and foremost, your Company has continued its strong march of further consolidating its position as leading quality supplier of high quality agro chemicals country wide with our presence being in eight states in brand products and in other states in bulk formulations. Thus most of the major companies in this industry are our customers or suppliers. It is heartening to mention that notwithstanding the continuation of a relatively depressed economic growth scenario in the major markets of the country and overseas, we have actually achieved a positive growth through a growth in the market share and geographical extension of our market reach which is now practically in major parts of the country.

However, more heartening is the fact that the endeavour that we began in the marketing and production around 8 years ago and continued till date has now gathered momentum and in the years to this will be a major growth driver on sustained basis. In financial year 2015-16 we have achieved 14.04% which has come through increased sales in the different levels of customer in wide spread geographical area. Today your company is servicing major agrochemicals companies in domestic and export markets. Several new opportunities are under development. Thus, the medium to long term growth prospects are indeed bright.

Through a strong and dedicated team your Company has demonstrated a proven capability profile of finding cost effective and innovative solutions for the customers and this process will continue on a consistent basis in the years to come; which will eventually help your company in achieving its vision of becoming a one of the National leader in this niche business of agrochemicals.

I gratefully acknowledge the un-stinted support of all the Board Members and Senior Managerial Personnel, the Staff Members and Workers and each and every member of SCSL family for their untiring efforts in making the Company what it is today. I cannot forget our customers, vendors and suppliers for reposing strong confidence in the Company. I also acknowledge the kind co-operation and support of bankers. Last but not the least, I sincerely once again thanks all the stake holders for supporting the encouraging in Company's endeavour.

Ishwarbhai B. Patel
CMD & CEO



CORPORATE IDENTITY

ABOUT THE COMPANY

Super Crop Safe Ltd incorporated in **1987** (as **Super Crop Safe Pvt Ltd**) with its registered office in the City of Ahmedabad. Consequently, company got converted into Limited Company as on 20.03.1992 and its name changed to **"Super Crop Safe Ltd"**, In the year 1995, Company come with IPO and consequently listed its Equity Shares on BSE.

AGRI-INPUT

The Company is engaged in manufacturing of various types of agro chemicals. Under agro chemicals, Company manufactures technical grade pesticides & formulations of Insecticides, Fungicides and Weedicides.

Super Crop Safe Ltd is one of the leading Agrochemical companies in Medium size business with a presence in 9 states with distributors, retailers and marketing persons.

PRODUCTS

Super Crop Safe Ltd is engaged in the production of agro chemicals. Under agro chemicals, company manufactures a broad spectrum of technical grade pesticides and formulations of insecticides, fungicides & weedicides for crop protections. At present company is supplying more than 80 products in the market under various brand names, company is also offering biological and herbal products. Super Crop Safe Ltd has introduced VAM Bio fertiliser under brand name **"SUPER GOLD"** which increases root strength of plant and increases productivity and prosperity of farmer.

PLANT & OFFICES

The company's registered and corporate office is located in Ahmadabad. Manufacturing unit and Bio-Division of Company is located at Himmatpur (Bilodra), Tal: Mansa, Dist: Gandhinagar. Sales branches of the Company are located in the state of Punjab, Haryana, Rajasthan, Madhya Pradesh and Maharashtra.



FORWARD LOOKING STATEMENT

In this Annual Report we have disclosed forward looking information to enable investor to comprehend our products and take informed investment decisions. This report and other statement written and oral that we periodically make, contain forward - looking statements that set out anticipated results based on the management's plan and assumptions. We have tried, wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward - looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risk, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publically update any forward-looking statements, whether as a result of new information, future events or otherwise.

KEY HIGHLIGHTS OF FY 2015-16

Total net revenue increased by **14.04%** to **Rs. 7,21,723 thousand** in 2015-16 from **Rs. 6,32,860 thousand** in 2014-15, due to volume expansion of key existing product, increased contribution from new products and customer base in corporate and retail market.

The EBITDA for the year grew to **Rs. 30,594 thousand** from **Rs. 20,092 thousand** in 2014-15 an increase of **52.27% YoY**. PAT margin strengthen by **206.32%** in 2015-16 over 2014-15.

The earnings per share (EPS) for the year stood at **Rs. 2.08**, an increase of **202.02%** compared to **Rs. 0.69** per share in the previous year.

The debt-equity ratio significantly improved to **0.58** as on March 31, 2016 against **0.81** as on March 31, 2015 owing to increase in net worth coupled with significant reduction in long term borrowing.

The Company invested **Rs. 10,472 thousand** in fixed assets, increasing production capabilities.

The Company introduced new products **VAM Bio Fertilizer** during the year under review – **“SUPER GOLD”**, a bio fertilizer with valid licenses under concerned laws.

PERFORMANCE BY NUMBERS

**NET REVENUE
UP BY
14.04%**



**PAT MARGIN
UP BY
206.32%**



**EBIT
UP BY
82.16%**



**CAPEX
AT
RS. 10472**



**PROPOSED
DIVIDEND
UP BY
36.07%**

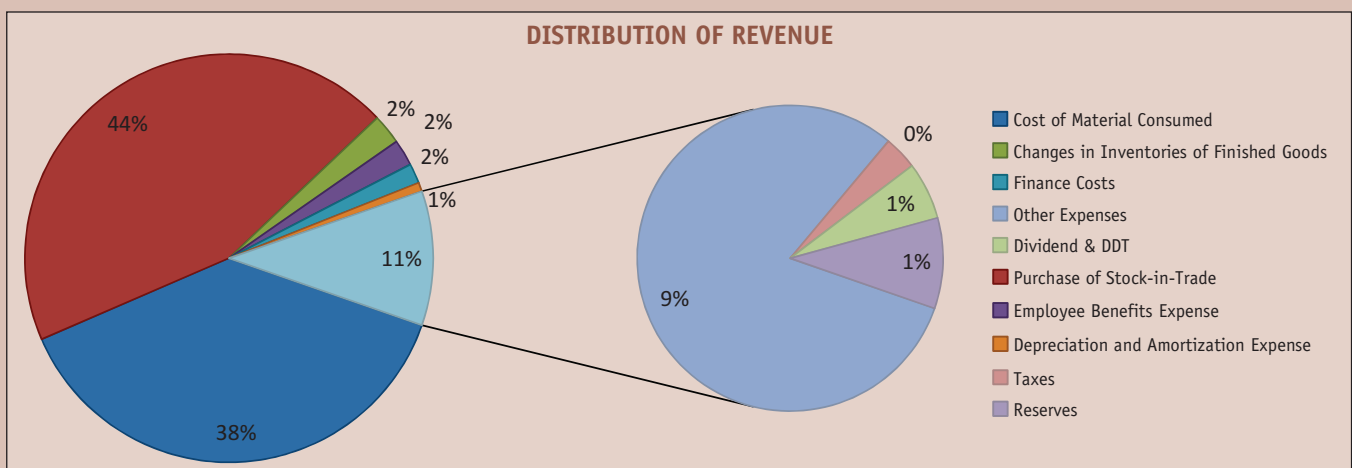
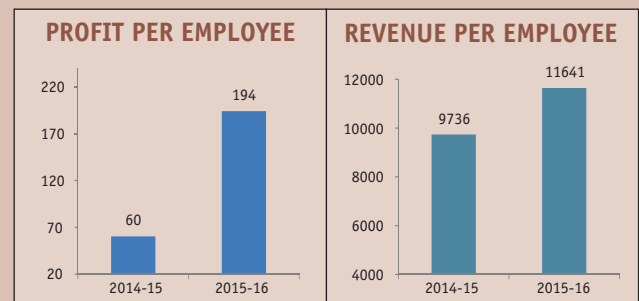
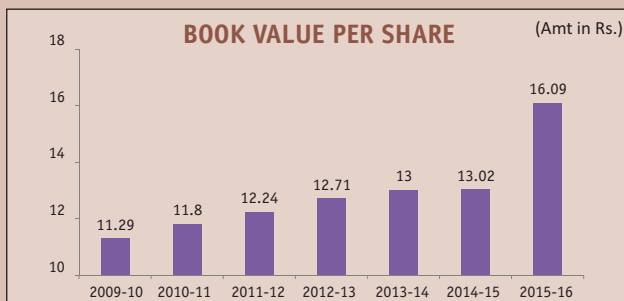
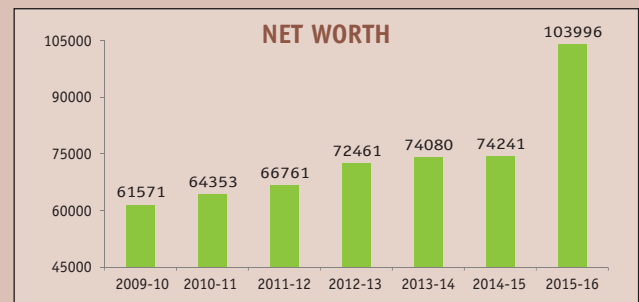
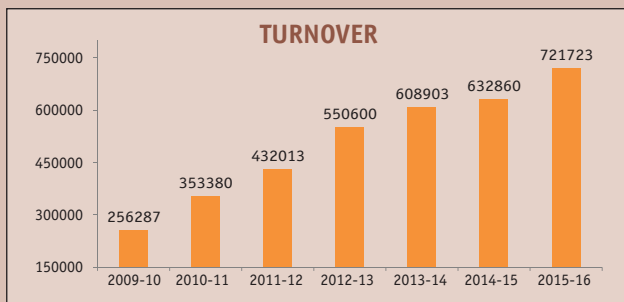




FINANCIAL HIGHLIGHTS AND KEY INDICATORS

(Amount Rs. In Thousand)

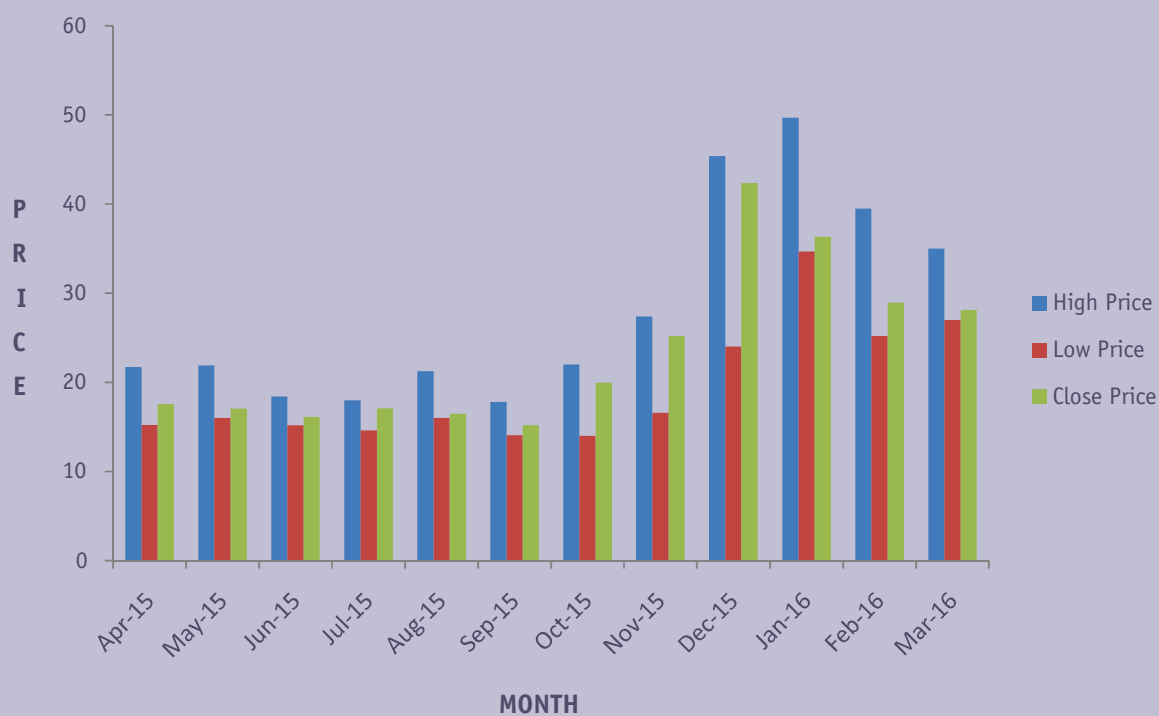
Year	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
Turnover	721723	632860	608903	550600	432013	353380
Earning Before Depariciation and Tax (EBDT)	19877	11266	12497	11888	12839	11343
Depreciation	5131	6114	4403	3851	3430	2929
Profit After Tax	12023	3925	4953	8037	5559	5952
Equity Dividend	3878	2850	2850	2850	2727	2727
Earning Per Share (Amt in Rs.)	2.08	0.69	0.87	0.84	1.02	1.09
Reserves and Surplus	39357	17365	17204	15585	12338	9949
Net Worth	103996	74241	74080	72461	66761	64353
Gross Fixed Assets	80018	69940	66255	48985	48992	40064
Net Fixed Assets	39697	34432	36407	25201	25885	20389
Share Price	28.1	17.6	14.7	18.65	18.6	19
Number of Share	6464	5700	5700	5700	5455	5455
Market Capitalisation	181636	100320	83790	106305	101457	103639
Book Value Per Share (amt in Rs.)	16.09	13.02	13	12.71	12.24	11.8



STOCK DATA: MONTHLY EQUITY SHARE PRICE DATA ON BSE FOR THE FINANCIAL YEAR 2015-16

Month	High Price	Low Price	Close Price	No.of Shares
Apr-15	21.75	15.25	17.55	14637
May-15	21.9	16	17.05	27422
Jun-15	18.4	15.2	16.1	17923
Jul-15	18	14.6	17.1	30161
Aug-15	21.25	16	16.5	56190
Sep-15	17.8	14.1	15.2	20151
Oct-15	22	14	19.95	73298
Nov-15	27.4	16.6	25.2	929391
Dec-15	45.4	24	42.35	1077589
Jan-16	49.7	34.65	36.35	432371
Feb-16	39.5	25.2	28.95	141024
Mar-16	35	27	28.1	234959

SHARE PRICE MOVEMENT





COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Ishwarbhai B. Patel	<i>Chairman & Managing Director, CEO</i>
Shri Ambalal B. Patel	<i>Executive Director</i>
Shri Nitinbhai I. Patel	<i>Executive Director, CFO</i>
Shri Piyushbhai K. Patel	<i>Non Executive Independent Director</i>
Shri N. R. Krishna	<i>Non Executive Independent Director</i>
Smt. Kalpanaben J Pandya	<i>Non Executive Independent Director</i>

AUDITORS

Parimal S. Shah & Co.,
Chartered Accountants
104-105/B, Anand Chambers,
Near Old High Court Rly. Crossing,
Behind Hindustan Garage,
Ahmedabad - 9.

BANKERS

HDFC Bank Ltd.
State Bank of India

REGISTRARS & SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (W),
Mumbai - 400 078.

FACTORY

Survey No.: 864
At & Post : Himmatpura (Bilodra)
Ta : Mansa, Dist : Gandhinagar.

REGISTERED OFFICE

C-1/290, G.I.D.C. Estate,
Phase I, Naroda, Ahmedabad - 382 330.

CIN

L24231GJ1987PLC009392

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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Company will be held on Friday, 30th September, 2016 at 11.00 a.m. at the Registered Office of the Company at C-1/290, GIDC Estate, Phase I, Naroda, Ahmedabad 382 330 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Nitinbhai I Patel (DIN: 00206561), who retires by rotation and being eligible offers himself for re- appointment.
4. To appoint a Director in place of Mr. Ambalal Baldevdas Patel (DIN: 00206520), who, retires by rotation and being eligible offers himself for re- appointment.
5. To consider and if thought fit, to pass with or without modification/s, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the ordinary resolution passed by the Members at the Annual General Meeting of the Company and the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), the Appointment of M/s Parimal S. Shah & Co., Chartered Accountants having Firm's Registration No. 107591W as the Statutory Auditors of the Company for the Financial year ending 31st March, 2016, at such remuneration as may be approved by the Board of Directors of the company, be and is hereby ratified."

SPECIAL BUSINESS:

6. Preferential Issue and Allotment of Equity Shares

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read with the rules made there under, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), various rules, circulars, press notes, clarification issued by Foreign Investment Promotion Board ("FIPB"), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI") ("SEBI Regulations"), the Reserve Bank of India ("RBI") and the stock exchange where the shares of the Company are listed ("Stock Exchanges") and enabling provisions of the Memorandum and Articles of Association of Super Crop Safe Limited ("Company") and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of FIPB, SEBI, the Stock Exchange and other appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot up to 11,15,000 equity shares of face value of Re. 10/- each ("Equity Shares") fully paid up, for cash, at such price (including premium) being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis, so that the total value of the number of Equity Shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations aggregates to not more than Rs 7,80,50,000 (Rupees Seven Crore Eighty Lacs Fifty Thousand only) for cash to Strategic Investor, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares is August 31, 2016 which is the date falling 30 days prior to the date of this Annual General Meeting and the floor price so calculated is Rs. 68.70. (Rupees Sixty Eight and Paise Seventy only).

RESOLVED FURTHER THAT the equity shares to be allotted to the Investor pursuant to the aforesaid preferential allotment shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re. 10/- each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.



RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions Chapter VII of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investor, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

7. Preferential Issue of Warrants

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015 as amended ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Agreement entered into by the Company with the Stock Exchanges under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches, up to 3,00,000 Warrant of a face value of Rs. 70/- each to Prospective Investors, by way of a Preferential Issue, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that each such Warrant shall entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of Rs. 10 of the Company (the "Equity Share"), at a minimum exercise price of Rs. 70/- (including a premium of Rs. 60/-) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations ("Issue Price").

RESOLVED FURTHER THAT the convertible Warrants shall be issued and allotted by the Company to the above-mentioned Investors, inter alia, subject to the following:

- The Convertible Warrants shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The Warrants shall be convertible at the option of the investor warrant holders at any time within a period of 18 months from the date of allotment of warrants.
- The warrant holders shall, on the date of allotment pay an amount equivalent to at least 25% of the total consideration per warrant.
- Two equal instalment of 25 per cent of the Issue Price shall be payable by the warrant holder(s) on 31st December, 2016, 31st March, 2017 respectively and the balance 25 per cent of the Issue Price shall be payable by the warrant holder(s) upon exercise



of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares. However in case of early conversion of the warrants at any time before the expiry of 18 months, entire amount of value of warrant should have been paid up fully.

- The lock in of the shares acquired by exercise of conversion of warrants shall be subject to SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be August 31, 2016, being the date 30 days prior to the date of this Annual General Meeting scheduled to be held on September 30, 2016.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants / Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

8. Enhancement Of Authorised Share Capital:

In order to strengthen its presence in the market, during the previous year(s), Super Crop Safe Limited ("**Company**") established the business activities with the some borrowed funds. There was need for more working capital funds for the growth of its existing activities therefore in order to respond to various opportunities for the further growth of the business by increase in customer base of the Company and acquisition of capital asset for the Company, it is proposing to raise capital by allotment of shares on a preferential basis, subject to approval of the members of the Company in their ensuing General Meeting. The matter was considered and thereafter the following resolution was passed.

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs. 8,00,00,000 (Rupees Eight Crore Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Hundred Lacs) Equity Shares of Rs. 10/- each by creation of additional 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares".

9. Alteration Of Capital Clause Contained In The Memorandum Of Association:

Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in clause V of the Memorandum of Association of the company, need to be altered, subject to approval of the members of the Company in their ensuing General Meeting. The matter was considered and thereafter the following resolution was passed:

"RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

- V "The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Hundred Lacs) Equity Shares of Rs. 10/- each".

By Order of the Board of Directors

Ishwarbhai I Patel
Chairman

Place : Ahmedabad
Date : 01/09/2016

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as may be applicable.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from September 24, 2016 to September 30, 2016 (both days inclusive). Dividend for the year ended March 31, 2016, at the rate of Rs. 0.60/- per fully paid-up equity share of Rs. 10/- each if declared at the Meeting,
 - (i) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Transfer Agent on or before September 23, 2016; and
 - (ii) Whose names appear as Beneficial Owners in the list of Beneficial Owners on September 23, 2016 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
3. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against the respective depository accounts will be used by the Company for payment of the dividend. The company or its Registrar cannot act on any request received directly from the shareholders, holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the shareholders.
4. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share transfer agents, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Details under Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent in the permitted mode.
9. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.supercropsafe.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
10. Members holding shares in physical mode may also send the request to the Company or its Registrar by letter or by email at Ahmedabad@linkintime.co.in to receive the soft copy of the Annual Report by email instead of hard copy. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
11. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.
13. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, as per Section 125 of the Companies Act, 2013, transferred to the Investor Education and Protection Fund established by the Central Government pursuant to the provisions of the Investor Education and Protection Fund.
14. GREEN INITIATIVE:
The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the



registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

15. All documents referred to the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days except Sunday and public holidays between 11.00 a.m. to 1.00 p.m. up to and including the date of Annual General Meeting of the Company.

16. INSTRUCTIONS FOR e-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e –voting facility which will enable the members to exercise their rights to vote at the ensuing Annual General Meeting (AGM) by electronics means. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 27th September, 2016 (9.00 a.m.) and ends on 29th September, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a) For CDSL : 16 digits beneficiary ID,
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Sticker indicated in the PAN / Sequence field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN (160628003) for the relevant SUPER CROP SAFE LIMITED on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- The e-Voting period commences on 27th September, 2016 (9.00 a.m.) and ends on 29th September, 2016 (5.00 p.m.). During these period shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on cut-off date of 23rd September, 2016 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- PCS Ashish C. Doshi of M/s SPANJ & ASSOCIATES, Practising Company Secretaries FCS 3544; CP No: 2356 of T/F, Anison Building, 3rd Floor, State Bank of India Lane, Swastik Soc., Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- The results declared along with the scrutinizer's report shall be placed on the Company's website www.supercropsafe.com and on the website of CDSL <https://www.evotingindia.com> within two working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

Company's Details

: SUPER CROP SAFE LIMITED
C-1/290, G.I.D.C Estate, Phase I, Naroda, Ahmedabad 382 330 Gujarat, India
CIN : L24231GJ1987PLC009392
E-mail ID : super_crop_safe@yahoo.com

Registrar and Transfer Agent : LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078

E-Voting Agency

: Central Depository Services (India) Limited
E-mail ID : helpdesk.evoting@cdslindia.com

Scrutinizer

: CS Ashish Doshi
SPANJ & ASSOCIATES
Practising Company Secretaries
TF/1, Anison Building, SBI Lane, Nr. Stadium Circle C. G. Road, Ahmedabad-380 009
E-mail ID : csdoshiac@gmail.com

**ANNEXURE TO NOTICE**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 the following statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting

**IN RESPECT OF RESOLUTIONS SET OUT AT ITEM NO. 6
PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES**

In order to strengthen its presence in the market, during the previous year(s), Super Crop Safe Limited ("Company") established the business activities with the some borrowed funds. To reduce cost of borrowed funds, and for requirements of more working capital funds for the growth of its existing activities in order to respond to various opportunities for the further growth of the business by increase in customer base of the Company and acquisition of capital assets for the company, it is proposing to raise capital by allotment of shares on a preferential basis and said funds will also be utilised for general corporate purposes.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution to Strategic Investors, which shall result in issuance of up to 11,15,000 further equity shares of the Company, on a preferential basis, resulting in an inflow of up to Rs. 7,80,50,000 (Rupees Seven Crore Eighty Lacs Fifty Thousand only) to the Company in accordance with the terms and nature of the Equity Shares to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations and Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Strategic Investors. Since the proposed Special Resolution would result in issue of Equity Shares of the Company to Strategic Investors of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The Equity Shares allotted would be listed on BSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

i. The Objects of the issue through preferential offer:

To reduce cost of borrowed funds, and for requirements of more working capital funds for the growth of its existing activities in order to respond to various opportunities for the further growth of the business by increase in customer base of the Company and acquisition of capital assets for the company, it is proposing to raise capital by allotment of shares on a preferential basis and said funds will also be utilised for general corporate purposes.

ii. The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

None of the promoters, directors or Key Management Personnel of the Company intends to apply/subscribe to the equity shares offered under the present preferential issue.

iii. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as August 31, 2016 i.e. the date falling 30 days prior to the date of this Annual General Meeting to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

iv. Pricing of Preferential Issue:

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the Regulations.

Since the Company is listed on BSE Limited, the trading volume of Equity Shares of the Company on stock exchange will be considered to determine the highest trading volume for computation of issue price.

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, within the time stipulated under the Regulations, the Equity Shares allotted to Promoters, Promoter Groups and Strategic Investors shall continue to be locked in till the time such amounts are paid by them.

**v. Identity of the proposed allottees:**

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

Identity Of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-Issue Holding	No Of Equity Shares To Be Allotted	Issue Price (INR) Of Equity Shares	Post-Issue Holding	% Post-Issue Holding
Hetalkumar Pravinbhai Desai	Hetalkumar Pravinbhai Desai	Non-Promoter	11300	150000	Rs. 70/-	161300	2.13
Jesal Manish Ajmera	Jesal Manish Ajmera	Non-Promoter	0	100000	Rs. 70/-	100000	1.32
Dhruv Alpesh Ajmera	Dhruv Alpesh Ajmera	Non-Promoter	0	100000	Rs. 70/-	100000	1.32
Naynaben Rajendrakumar Patel	Naynaben Rajendrakumar Patel	Non-Promoter	0	75000	Rs. 70/-	75000	0.99
Indira Pravinbhai Brahmhatt	Indira Pravinbhai Brahmhatt	Non-Promoter	0	55000	Rs. 70/-	55000	0.73
Alpesh Girishbhai Patel Girishbhai Jashbhai Patel	Alpesh Girishbhai Patel Girishbhai Jashbhai Patel	Non-Promoter	0	40000	Rs. 70/-	40000	0.53
Bhavesb Chandubhai Patel	Bhavesb Chandubhai Patel	Non-Promoter	0	40000	Rs. 70/-	40000	0.53
Sunil Vinodchandra Patel	Sunil Vinodchandra Patel	Non-Promoter	0	40000	Rs. 70/-	40000	0.53
Kaushal Chandulal Patel	Kaushal Chandulal Patel	Non-Promoter	40239	40000	Rs. 70/-	80239	0.53
Vaishali Jignesh Kanakia	Vaishali Jignesh Kanakia	Non-Promoter	0	30000	Rs. 70/-	30000	0.40
Murli Nirbhayram Thaker	Murli Nirbhayram Thaker	Non-Promoter	0	30000	Rs. 70/-	30000	0.40
Jagruti Atul Khimani	Jagruti Atul Khimani	Non – Promoter	0	30000	Rs. 70/-	30000	0.40
Neha P Ranwani	Neha P Ranwani	Non-Promoter	0	25000	Rs. 70/-	25000	0.33
Patel Snehal Dilipkumar	Patel Snehal Dilipkumar	Non-Promoter	0	25000	Rs. 70/-	25000	0.33
Dharmendra Jayantilal Desai	Dharmendra Jayantilal Desai	Non-Promoter	0	20000	Rs. 70/-	20000	0.26
Girishbhai Jashbhai Patel	Girishbhai Jashbhai Patel	Non-Promoter	0	20000	Rs. 70/-	20000	0.26
Jignesh Jayantilal Desai Hansaben Jayantilal Desai	Jignesh Jayantilal Desai Hansaben Jayantilal Desai	Non-Promoter	0	20000	Rs. 70/-	20000	0.26



Identity Of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-Issue Holding	No Of Equity Shares To Be Allotted	Issue Price (INR) Of Equity Shares	Post-Issue Holding	% Post-Issue Holding
Vasantben Arvindbhai Bapotra	Vasantben Arvindbhai Bapotra	Non-Promoter	0	20000	Rs. 70/-	20000	0.26
Bhavna Manoj Dand	Bhavna Manoj Dand	Non-Promoter	0	20000	Rs. 70/-	20000	0.26
Patel Pratik Vinodchandra	Patel Pratik Vinodchandra	Non-Promoter	75000	20000	Rs. 70/-	95000	0.26
Amratbhai Bechardas Patel	Amratbhai Bechardas Patel	Non-Promoter	0	20000	Rs. 70/-	20000	0.26
Manekji Nenshi Dand	Manekji Nenshi Dand	Non – Promoter	0	15000	Rs. 70/-	15000	0.20
Anjali Bhavesh Boriya	Anjali Bhavesh Boriya	Non – Promoter	0	10000	Rs. 70/-	10000	0.13
Jaymin Bipinchandra Patel	Jaymin Bipinchandra Patel	Non – Promoter	0	10000	Rs. 70/-	10000	0.13
Neepa Arpitkumar Shah Arpit Vipinchandra Shah	Neepa Arpitkumar Shah Arpit Vipinchandra Shah	Non – Promoter	0	10000	Rs. 70/-	10000	0.13
Patel Hetalben J	Patel Hetalben J	Non – Promoter	0	10000	Rs. 70/-	10000	0.13
Patel Neel Jayminkumar	Patel Neel Jayminkumar	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Vipinchandra Pranlal Shah Arpit Vipinchandra Shah	Vipinchandra Pranlal Shah Arpit Vipinchandra Shah	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Sagar Mohit Shah	Sagar Mohit Shah	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Satyaprakash Ramshiv Sharma	Satyaprakash Ramshiv Sharma	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Anjana B Jain	Anjana B Jain	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Reema Patel	Reema Patel	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Sunita Narendra Gandhi	Sunita Narendra Gandhi	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Harit D Desai	Harit D Desai	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Sheetal Sandeep Brahmhatt	Sheetal Sandeep Brahmhatt	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Reema Hareshkumar Jagwani	Reema Hareshkumar Jagwani	Non - Promoter	5000	10000	Rs. 70/-	15000	0.20
Kiran Gobindram Jagwani	Kiran Gobindram Jagwani	Non - Promoter	3000	10000	Rs. 70/-	13000	0.17
Jiya Manojkumar Jagwani	Jiya Manojkumar Jagwani	Non - Promoter	6900	10000	Rs. 70/-	16900	0.22
Hetal Utpal Patel	Hetal Utpal Patel	Non - Promoter	0	10000	Rs. 70/-	10000	0.13
Patel Bhagwatiben Ambalal Patel Ambalal Keshavlal	Patel Bhagwatiben Ambalal Patel Ambalal Keshavlal	Non - Promoter	0	10000	Rs. 70/-	10000	0.13

**vi. Particulars of the Proposed Allottee:**

The proposed allottee and Strategic Investors as disclosed in the tale shown above in para V.

vii. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters' holding :				
	1 Indian :				
	Individual	2738501	42.3661	2738501	36.1332
	Bodies Corporate	0	0	0	0
	Sub Total	2738501	42.3661	2738501	36.1332
	2 Foreign Promoters	0	0	0	0
	Sub Total (A)	2738501	42.3661	2738501	36.1332
B	Non-Promoters' holding :				
	1 Institutional Investors	12027	0.1861	12027	0.1587
	2 Non-Institution :				
	Private Corporate Bodies	342901	5.3049	342901	4.5244
	Directors and Relatives	1083	0.0168	1083	0.0143
	Indian Public (Including HUF)	3267700	50.5530	4382700	57.8277
	Others (Including NRIs)	101688	1.5731	101688	1.3417
	Sub Total(B)	3725399	57.6339	4840399	63.8668
	GRAND TOTAL	6463900	100.0000	7578900	100.0000

viii. Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Annual General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

ix. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

x. Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee, up to 11,15,000 Equity shares of face value of Re. 10/- each aggregating up to Rs. 7,80,50,000 (Rupees Seven crores Eighty Lacs Fifty Thousand only), in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the Regulations.

xi. Auditors certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days (excluding Saturday and Sunday) up to the date of the meeting.

xii. Lock in period:

The proposed allotment shall be subject to lock-in as per requirements of the SEBI (ICDR) Regulations.



xiii. The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believe that the proposed Preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolutions.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Corporate Office of the Company during 11:00 A.M. to 1:00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

**IN RESPECT OF RESOLUTIONS SET OUT AT ITEM NO. 7
PREFERENTIAL ISSUE OF WARRANTS**

In order to strengthen its presence in the market, during the previous year(s), Super Crop Safe Limited ("Company") established the business activities with the some borrowed funds. To reduce cost of borrowed funds, and for requirements of more working capital funds for the growth of its existing activities in order to respond to various opportunities for the further growth of the business by increase in customer base of the Company and acquisition of capital assets for the company, it is proposing to raise capital by allotment of convertible Warrants on a preferential basis and said funds will also be utilised for general corporate purposes.

Consent of the shareholders is sought for issuing the convertible warrants as stated in the resolution to Promoters and Promoter Groups which shall result in issuance of up to 3,00,000 convertible warrants of the Company of Rs. 70/- , on a preferential basis, resulting into aggregate investment of Rs. 2,10,00,000 (Rupees Two Crore and Ten Lakh only) to the Company in accordance with the terms and nature of the Equity Shares to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations and Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Promoters and Promoter Groups. Since the proposed Special Resolution would result in issue of Equity Shares of the Company Promoters and Promoter Groups of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The Equity Shares allotted would be listed on BSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

Issue of 300000 Warrants by way of a Preferential Issue to Promoters, at an issue price of 70.00 per Warrant, subject to approval by the Members at the proposed Annual General Meeting.

The other disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

i. The Objects of the issue through preferential offer:

To reduce cost of borrowed funds, and for requirements of more working capital funds for the growth of its existing activities in order to respond to various opportunities for the further growth of the business by increase in customer base of the Company and acquisition of capital assets for the company, it is proposing to raise capital by allotment of shares on a preferential basis and said funds will also be utilised for general corporate purposes.

ii. The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

Mr. Ambalal Baldevdas Patel Promoter of the Company has proposed to subscribe, to all the Warrants under the Preferential Issue. Letter(s) of intent from the aforesaid proposed allottee agreeing to subscribe to the offer has been received. In the event, any of the Equity Shares remaining unsubscribed by the aforesaid proposed allottee, for any reason whatsoever, the same will be offered and allotted by the Board at its absolute discretion to any other person / entity / investor within the same category / class, on the same terms and conditions.

iii. Relevant Date:

Relevant date and pricing of the issue: In accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be August 31, 2016, being the date 30 days prior to the date of this Annual General Meeting to be held on September 30, 2016. The price so calculated is Rs. 68.70 (Rupees Sixty Eight and Paise Seventy only) per Equity Share. The issue price of each Warrant is fixed at 70.00 (Rupees Seventy only).



The Relevant Date as per the Regulations for the determination of issue price of the Warrant convertible into equity shares pursuant to the aforesaid preferential allotment is fixed as August 31, 2016 i.e. the date falling 30 days prior to the date of this Annual General Meeting to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

iv. Pricing of Preferential Issue:

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the Regulations.

Since the Company is listed on BSE Limited, the trading volume of Equity Shares of the Company on stock exchange will be considered to determine the highest trading volume for computation of issue price.

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, within the time stipulated under the Regulations, the Equity Shares allotted to Promoters, Promoter Groups and Strategic Investors shall continue to be locked in till the time such amounts are paid by them.

v. Identity of the proposed allottees:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

Identity Of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-Issue Holding	No of Equity Shares To Be Allotted	Issue Price (INR) Of Equity Shares	Post-Issue Holding	% Post-Issue Holding
Ambalal Baldevdas Patel	Ambalal Baldevdas Patel	Promoter	404900	3,00,000	Rs. 70/-	704900	8.9467

vi. Particulars of the Proposed Allottee:

The proposed allottee, Promoters and Promoter Groups as disclosed in the table shown above in para V.

vii. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters' holding :				
	1 Indian :				
	Individual	2738501	42.3661	3038501	38.5650
	Bodies Corporate	0	0	0	0
	Sub Total	2738501	42.3661	3038501	38.5650
	2 Foreign Promoters	0	0	0	0
	Sub Total (A)	2738501	42.3661	3038501	38.5650
B	Non-Promoters' holding :				
	1 Institutional Investors	12027	0.1861	12027	0.1527
	2 Non-Institution :				
	Private Corporate Bodies	342901	5.3049	342901	4.3521
	Directors and Relatives	1083	0.0168	1083	0.0138
	Indian Public (Including HUF)	3267700	50.5530	4382700	55.6258
	Others (Including NRIs)	101688	1.5731	101688	1.2906
	Sub Total(B)	3725399	57.6339	4840399	61.4350
	GRAND TOTAL	6463900	100.00	7878900	100.00



viii. Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of Warrant convertible into equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Annual General Meeting or in the event allotment of Warrant convertible into equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

ix. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

x. Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee, up to 3,00,000 Equity shares of face value of Re. 10/- each aggregating up to Rs.2,10,00,000 (Rupees Two crores Ten Lacs), in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the Regulations.

xi. Auditors certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days (excluding Saturday and Sunday) up to the date of the meeting.

xii. Lock in period:

The proposed allotment shall be subject to lock-in as per requirements of the SEBI (ICDR) Regulations.

xiii. General:

- i) An amount equivalent to 25 per cent of the issue price of the Equity Shares shall be payable at the time of subscription of Warrants.
- ii) The warrant holders shall, on the date of allotment pay an amount equivalent to at least 25% of the total consideration per warrant.
- iii) Two equal instalment of 25 per cent of the Issue Price shall be payable by the warrant holder(s) on 31st December, 2016, 31st March, 2017 respectively and the balance 25 per cent of the Issue Price shall be payable by the warrant holder(s) upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares. However in case of early conversion of the warrants at any time before the expiry of 18 months, entire amount of value of warrant should have been paid up fully.
- iv) The holder of Warrants will be entitled to apply for and be allotted, in one or more tranches, 1 (one) Equity Share of of the Company per warrant at any time after the date of allotment thereof but on or before March 31, 2018.
- v) In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- vi) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one Equity Share per warrant by appropriating towards Equity Share capital and the balance amount paid against each warrant, towards the securities premium.
- vii) The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.
- viii) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- ix) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

xiv. The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

The Board at its meeting held on September 01, 2016 has approved the issue and allotment of Equity Shares / Warrants on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.



Shri Ambalal Baldevdas Patel, Executive Director, along with his relatives being Promoters of the Company may be deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

xv. The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believe that the proposed Preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

Shri Ambalal Baldevdas Patel, Executive Director, along with his relatives being Promoters of the Company may be deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Corporate Office of the Company during 11:00 A.M. to 1:00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

IN RESPECT OF RESOLUTIONS SET OUT AT SL. NO. 8 AND 9

ENHANCEMENT OF AUTHORISED SHARE CAPITAL & ALTERATION OF CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION

Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Hundred Lacs) Equity Shares of Rs. 10/- each by creation of additional 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each.

The Board of Directors of the Company in their meeting held on 01st September, 2016 subject to requisite approvals and consents resolved to offer equity shares on Preferential Basis. In view of the proposed Preferential Issue, the Authorised Share Capital of the Company needs to be increased from Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Hundred Lacs) Equity Shares of Rs. 10/- each by creation of additional 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company, need to be altered as indicated in Resolution No.8 & 9 respectively contained in the Notice convening the AGM.

Your Directors recommend the Resolutions set out at Sl. Nos. 8 & 9 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

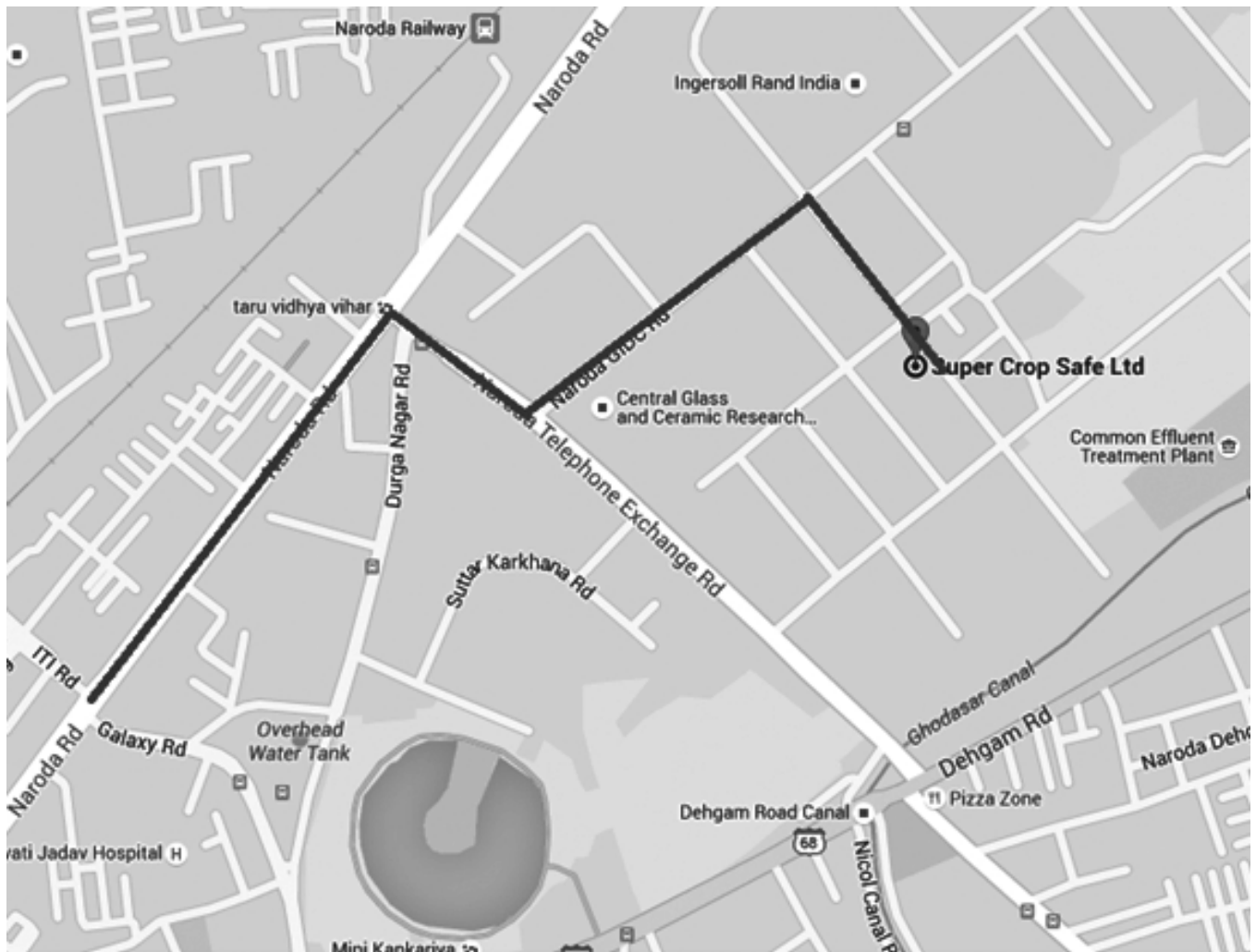
A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days (excluding Saturday and Sunday) from the date hereof up to the date of the Meeting.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND DIRECTORS APPOINTED SINCE LAST A.G.M

Particulars	Mr. Nitinbhai Ishwarbhai Patel	Mr. Ambalal Baldevdas Patel
Date of Birth	10/10/1971	01/01/1950
Appointed on	02/09/1991	15/12/1994
Qualifications	Under Graduate	Under Graduate
Expertise in Specific Functional Areas	Business	Business
Directorships held in other Public Companies (excluding foreign companies)	No	No
Membership/ Chairmanship of Committees across public Companies	No	No
Shareholding	293800	404900



ROUTE MAP OF THE AGM VENUE



**DIRECTORS' REPORT**

To

The Members,

Your Directors are pleased to present the 29th Annual Report together with the audited accounts of the Company for the year ended on **31st March, 2016**. The summarized financial results for the year ended 31st March, 2016 are as under:

Financial Results:**(Amount Rs. In Thousand)**

<i>Particulars</i>	<i>Financial Year 2015-16</i>	<i>Financial Year 2014-15</i>
Profit / (Loss) before Depreciation	19,877	11,266
Less: Depreciation	5,131	6,114
Profit / (Loss) before Taxation	14,746	5,152
Less: Deferred Tax	(264)	(366)
Less: Current Tax	2,986	1,592
Net Profit / (Loss) after Depreciation & Tax	12,023	3,925
General Reserve	7,355	161
Dividend on equity shares	3,878	2,850
Tax on Dividend	790	570

Operations:

During the year under report, the Company continued to reach the new heights in sales and profit as well. Sales of the Company have increased to Rs. 7,21,722/- thousand (Previous Year Rs. 6,32,860/- thousand) which shows encouraging growth in total revenue and speaks about the efficient working of the Company.

The Company has started Bio Division and introduced two new products under this division, which are commercially launched during the year.

Total Income from Operations increased from Rs. 6,32,860 thousand to Rs. 7,21,722 thousand in FY 2015-16 increased by 14.04%

EBDIT increased from Rs. 20,092 thousand to Rs. 30,594 thousand in FY 2015-16 increased by 52.27%.

PBT increase from Rs. 5,152 thousand to Rs. 14,746 thousand in FY 2015-16 increased by 186.22%.

PAT increase from Rs. 3,925 thousand to Rs. 12,023 thousand in FY 2015-16 increased by 206.32%.

Members are aware that changes were introduced by your directors in marketing strategy a few years back and since then performance of the Company is improving, which have resulted in strengthening the financial position of the Company. The encouraging results are before you. Your Company has done very well even during the global depression in the country and overseas market.

Dividend

Your Directors have recommended dividend of Rs. 0.60 per Equity Share for the current financial year (Previous year Rs. 0.50), amounting to Rs. 4,668/- thousand (inclusive of tax Rs. 790 thousand), Previous year Rs. 3,420/- thousand (inclusive of tax Rs. 570 thousand). Those members whose names are registered on the Register of Members on 23rd September, 2016, will be entitled to dividend.

In respect of shares held in the dematerialized form, the dividend will be paid to the members whose names are furnished by NSDL and CDSL, as beneficiary owners.

Change in the Nature of Business:

There has been no change in the nature of the business during the financial year 2015-16.

Transfer to Reserves

The Company has transferred Rs. 7,355/- thousand from Profit & Loss Account to General Reserve.

Deposits:

The Company has not accepted any Deposits from the public and it is therefore not required to comply with the requirement under the Companies (Accounts) Rules, 2014.

Industrial Relations

The relationship with the workmen and staff remained cordial and harmonious during the year and the management received full cooperation from the employees.

During the year, extensive training and developmental activities were undertaken, both in-house and out-bound for the employees. Various efficiency and quality improvement initiatives, including some functional and behavioural training programs were undertaken. The total number of employees as on 31st March 2016 was 62.

**Change in Share Capital:**

During the financial year 2015-16, Company has increased Authorised Share Capital from Rs. 65,000/- (thousand) to Rs. 80,000/- (thousand). Company has also increased its paid up share capital by issuing 8,00,000 Equity Shares on Preferential basis to the promoter and non – promoter group and with the approval of Board, Company has forfeited 36,100 Equity Shares.

Disclosure regarding Issue of Equity Shares with Different Rights:

The Company has not issued any equity shares with differential voting rights during the Financial year and it is therefore not required to make disclosures specified in Rule 4 (4) of Companies (Share Capital and Debenture) Rules, 2014.

Disclosure regarding issue of Sweat Equity Shares:

The Company has not issued any Sweat Equity Shares during the financial year and it is therefore not required to make disclosures specified in Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014.

Disclosure regarding issue of Employee Stock Option:

The Company has not issued any shares under Employee Stock Option Scheme during the financial year and it is therefore not required to make disclosures specified in Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014.

Extract of Annual Return:

The Extract of Annual return in form no MGT – 9 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 as on the financial year ended on March 31, 2016 is annexed herewith as **Annexure – I** to this report.

Number of Meetings of the Board of Directors and Audit Committee:

A calendar of Meetings was prepared and circulated in advance to the Directors.

During the year under review Seven Board Meetings were held on 10th April, 2015, 30th May, 2015, 31st July, 2015, 30th October, 2015, 26th December, 2015, 08th February, 2016 and 13th February, 2016 respectively and one Independent Directors' meeting was held on 13th February, 2016 and Five Audit Committee Meetings were convened on 10th April, 2015, 30th May, 2015, 31st July, 2015, 30th October, 2015, 08th February, 2016 respectively. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Particulars of Loan, Guarantees and Investment:

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement (Please refer to Note to the financial statement).

Particulars of Contracts or Arrangements with Related Parties

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis.

Your attention is drawn to the Related Party disclosures set out in Note no. 31 of the Notes forming part of the Account.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

Particulars relating to conservation of Energy, Technology Absorption, Foreign exchange earnings and outgo, are given separately in the Annexure hereto and form part of this report as **Annexure – II**.

Material changes and commitments affecting the financial position of the Company:

There are no material changes and commitments affecting financial position of the Company which have occurred between the end of financial year and date of report.

Subsidiaries, Joint Ventures and Associate Companies:

During the year under review, Company does not have any subsidiary Company and none of the companies has become or ceased to be Company's subsidiaries, joint ventures or associate companies.

Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies:

During the year under review, none of the companies have become or ceased to be Company's subsidiaries, joint ventures or associate companies, therefore Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies is not required to be given.

Directors:

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Nitinbhai I Patel (DIN: 00206561) and Mr. Ambalal Baldevdas Patel (DIN: 00206520), Directors will retire by rotation at the ensuing AGM, and being eligible, offer themselves for re-appointment in accordance with the provisions of the Companies Act, 2013.



The brief resume of the Directors being appointed/ reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

The Directors recommend their appointment/re-appointment at the ensuing AGM.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

Key Managerial Personnel:

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Ishwarbhai Baldevdas Patel : Managing Director
 Mr. Ambalal Baldevdas Patel : Whole Time Director
 Mr. Nitinkumar Ishwarbhai Patel : Whole Time Director
 Mr. Ishwarbhai Baldevdas Patel : CEO
 Mr. Nitinkumar Ishwarbhai Patel : CFO
 Ms. Hiral M Patel : Company Secretary

During the year under review there was an appointment of Ms. Hiral M Patel as Company Secretary in the office as KMP and Cessation of Ms. Ruchita C Chopra as Company Secretary.

Declaration by Independent Director:

As per the requirements of the Companies Act, 2013, the Company being a listed Company require to appoint independent Directors. Therefore requirement for obtaining Declaration by the Independent Directors pursuant to section 149 (6) Companies Act, 2013 is applicable to the Company.

List of the Independent directors:

- 1) Mr. Radhakrishna Naraparaju
- 2) Mr. Piyushkumar Krishnaprasad Patel
- 3) Ms. Kalpanaben Jigneshbhai Pandya

The Independent Directors have submitted the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub section (6) and Regulation 16(b) of the SEBI (LODR) 2015.

Directors' Responsibility Statement:

In accordance with the provisions of Section 134 (3) (c) read with section 134 (5) of the Companies Act, 2013, the Board of Directors states:

- 1) that in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 2) that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date.
- 3) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) that the annual financial statements have been prepared on a going concern basis;
- 5) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- 6) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Particulars of Employees:

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

Managerial Remuneration:

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is attached herewith as **Annexure – III**.



Details Of Significant And Material Orders Passed By The Regulators Or Courts Or Tribunals Impacting The Going Concern Status And Company's Operations In Future:

The Company has not received any significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in Future.

Insurance

The Company has taken adequate insurance to cover the risks to its people, plants and machineries, buildings and other assets, profit and third parties.

Risk Management Policy:

The Company has taken sufficient insurance for the properties against risks of fire, strike, riot and earthquake. All the Assets of the Company including Inventories, Buildings, Machinery is adequately insured.

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either / or, value to shareholders, ability of Company to achieve objectives, ability to implement business strategies, the manner in which the Company operates and reputation as "Risks". Further such Risks are categorized in to Strategic Risks, Operating Risks & Regulatory Risks. A detailed exercise is carried out to identify, evaluate, manage and monitoring all the three types of risks. A Risk Management Committee has been constituted to oversee the risk management process in the Company required under Section 134 (3) (n) of the Companies Act, 2013 and read with SEBI (LODR) Regulations, 2015.

Annual Performance Evaluation:

In compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation was carried out as under:

Board:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the Committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Individual Directors:

(a) Independent Directors:

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like preparedness, participation, value addition, focus on governance and communication. The Board was of the unanimous view that each independent director was a reputed professional and brought his / her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.

(b) Non-Independent Directors:

The performance of each of the non-independent directors (including the Chairperson) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included transparency, business leadership, people leadership, focus on governance, communication, preparedness, participation and value addition. The Independent Directors and the Board were of the unanimous view that each of the non independent directors was providing good business and people leadership.

Corporate Social Responsibility:

Under Section 135 of the Companies Act, 2013 the provision of Corporate Social Responsibility is not applicable to the Company for the financial year 2015-16.

Audit Committee:

The Company has constituted the audit committee as per requirement of section 177 of the Companies Act, 2013 read with rule (6) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 being a Listed Company.

Stakeholders Relationship Committee:

The Company has constituted the Stakeholders Relationship Committee as per requirement of Section 178(5) of the Act, and Regulations 20 of the Listing Regulations being a Listed Company. The Committee inter alia, looks into redressing the grievances of the Security holders of the Company viz. non-receipt of transferred shares and non- receipt of dividend, among others. During 2015-2016, meeting of the Stakeholders' Relationship Committee was held on 20th April, 2015, 22nd April, 2015, 03rd December, 2015 and 08th February, 2016 and the same was attended by all the members of the Committee.



Vigil Mechanism:

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

Nomination and Remuneration Committee:

The Company has constituted Nomination and Remuneration Committee pursuant to section 178 of the Companies Act, 2013 read with rule (6) of the Companies (Meetings of Board and its Powers) Rules, 2014 being a Listed Company The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

Board Evaluation:

Pursuant to Section 134 (3) (p) of the Companies Act, 2013 read with rule 8 (4) of the Companies (Accounts) Rules, 2014 and the Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

Corporate Governance & Management Discussion and Analysis:

Provision of clause 49 relating to Corporate Governance and Management Discussion & Analysis are not applicable to the Company vide SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 and therefore, Corporate Governance report is not forming part of the Annual Report.

Disclosures under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2015-16, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31 March, 2016.

Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s SPANJ & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure -IV**".

Statutory Auditors:

At the Annual General Meeting held on September 11, 2014, M/s. Parimal S. Shah & Co., Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the financial year 2016-17. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Parimal S. Shah & Co., Chartered Accountants as Statutory auditors of the Company, is placed for ratification by the shareholders.

The Auditor's Report for fiscal 2016 does not contain any qualification, reservation or adverse remark.

Cost Auditor:

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014 is not applicable to the Company for the year under review.

Internal Financial Control System:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Auditor places Internal Audit reports before the Board of Directors.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant Audit observations and corrective actions thereon are presented before the Board.

Auditors Report:

As regards the comments made in the Auditor's Report, the Board is of the opinion that they are self-explanatory and does not warrant further clarification.

Acknowledgement:

Your directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

For SUPER CROP SAFE LIMITED

ISHWARBHAI B. PATEL
Chairman & Managing Director
[DIN: 00206389]

NITINKUMAR I. PATEL
Director
[DIN: 00206561]

Date: 30/05/2016



FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and
rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1. CIN	L24231GJ1987PLC009392
2. Registration Date	09/02/1987
3. Name of the Company	SUPER CROP SAFE LIMITED
4. Category/Sub-category of the Company	Company Limited by shares Indian Non-Government Company
5. Address of the Registered office & contact details	C-1/290, GIDC Estate, Phase-I, Naroda, Ahmedabad, Gujarat - 382330
6. Whether listed Company	Yes (BSE)
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai, Maharashtra, 400078 Tel No.: 022-25946970-78,25963838,25960320

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

SL No	Name & Description of main products / services	NIC Code of the Product /service	% to total turnover of the Company
1	Agro Chemicals	99611720	100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Not Applicable

Sl No	Name & Address of the Company	CIN/GLN	CONCERN	% OF SHARES HELD BY COMPANY	APPLICABLE SECTION
1	-	-	-	-	-


IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
a. Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 31-March-2015]				No of Shares held at the end of the year [As on 31-March-2016]				% Change during this year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2520414	0	2520414	44.2178	2487836	0	2487836	38.4882	-5.7296
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	2520414	0	2520414	44.2178	2487836	0	2487836	38.4882	-5.7296
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2520414	0	2520414	44.2178	2487836	0	2487836	38.4882	-5.7296
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	509989	0	509989	8.9472	114221	0	114221	1.7671	-7.1801
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1068081	505015	1573096	27.5982	1117471	454515	1571986	24.3195	-3.2787
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	903802	77600	981402	17.2176	886517	877100	1763617	27.2841	10.0665
c) Others (specify)									
HUF	0	0	0	0	138126	0	138126	2.1369	2.1369
Non Resident Indians	8811	0	8811	0.1546	11080	0	11080	0.1714	0.0168
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	106288	0	106288	1.8647	377034	0	377034	5.8329	3.9682
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B) (2):-	256971	582615	3179586	55.7822	2644449	1331615	3976064	61.5118	5.7296
Total Public Shareholding (B)=(B)(1)+(B)(2)	256971	582615	3179586	55.7822	2644449	1331615	3976064	61.5118	5.7296
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5117385	582615	5700000	100.0000	5132285	1331615	6463900	100.0000	


B) Shareholding of Promoter-

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 1 st April, 2015			Shareholding at the end of the year 31 st March, 2016			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Ambalal B Patel	404900	7.10	0	404900	6.26	0	-0.84
2	Nitin I Patel	293800	5.15	0	293800	4.55	0	-0.61
3	Ishwarbhai B Patel	278892	4.89	0	278892	4.31	0	-0.58
4	Bhogilal A Patel	261000	4.58	0	261000	4.04	0	-0.54
5	Ambaben I Patel	256127	4.49	0	256127	3.96	0	-0.53
6	Satish I Patel	246000	4.32	0	496000	7.67	0	3.35
7	Radhaben A Patel	233700	4.10	0	233700	3.62	0	-0.48
8	Palakben S Patel	169200	2.97	0	169200	2.62	0	-0.35
9	Nirupaben B Patel	158700	2.79	0	158700	2.46	0	-0.33
10	Ashaben N Patel	102500	1.80	0	102500	1.59	0	-0.21
11	Bhupendra A Patel	62665	1.10	0	62665	0.97	0	-0.13
12	Kumudben I Patel	8849	0.16	0	8849	0.14	0	-0.02
13	Jyotsnaben A Patel	8554	0.15	0	8554	0.13	0	-0.02
14	Ritaben Bhogilal Patel	30298	0.53	0	2894	0.04	0	-0.49
15	Nishant Nitinbhai Patel	5229	0.09	0	55	0.0009	0	-0.0908
	Total	2520414	44.22		2737836	42.36		-1.86

C) Change in Promoters' Shareholding (please specify, if there is no change)

MGT-9 IV.(iii) Change in Promoters Shareholding							
Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year-2016	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES HELD	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	Ambalal B Patel						
	At the beginning of the year	404900	7.1035				
	Date wise Increase / Decrease						
	At the end of the Year					404900	6.2640
2	Nitin I Patel						
	At the beginning of the year	293800	5.1544				
	Date wise Increase / Decrease						
	At the end of the Year					293800	4.5452
3	Ishwarbhai B Patel						
	At the beginning of the year	278892	4.8928				
	Date wise Increase / Decrease						
	At the end of the Year					278892	4.3146



MGT-9 IV.(iii) Change in Promoters Shareholding							
Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year-2016	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES HELD	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY
4	Bhogilal A Patel						
	At the beginning of the year	261000	4.5789				
	Date wise Increase / Decrease						
	At the end of the Year					261000	4.0348
5	Ambaben I Patel						
	At the beginning of the year	256127	4.4935				
	Date wise Increase / Decrease						
	At the end of the Year					256127	3.9624
6	Satish I Patel						
	At the beginning of the year	246000	4.3158				
	Date wise Increase / Decrease			8 February 2016	250000	496000	7.6733
	At the end of the Year					496000	7.6733
7	Radhaben A Patel						
	At the beginning of the year	233700	4.1000				
	Date wise Increase / Decrease						
	At the end of the Year					233700	3.6155
8	Palakben S Patel						
	At the beginning of the year	169200	2.9684				
	Date wise Increase / Decrease						
	At the end of the Year					169200	2.6176
9	Nirupaben B Patel						
	At the beginning of the year	158700	2.7842				
	Date wise Increase / Decrease						
	At the end of the Year					158700	2.4552
10	Ashaben N Patel						
	At the beginning of the year	102500	1.7982				
	Date wise Increase / Decrease						
	At the end of the Year					102500	1.5857
11	Bhupendra A Patel						
	At the beginning of the year	62665	1.0994				
	Date wise Increase / Decrease						
	At the end of the Year					62665	0.9695
12	Ritaben Bhogilal Patel	30298	0.5315			30298	0.5315
	Transfer			03 Apr 2015	-25	30273	0.4683
	Transfer			17 Apr 2015	-536	29737	0.4600
	Transfer			24 Apr 2015	1250	30987	0.4794
	Transfer			01 May 2015	-415	30572	0.4730
	Transfer			08 May 2015	8653	39225	0.6068
	Transfer			22 May 2015	-50	39175	0.6061



MGT-9 IV.(iii) Change in Promoters Shareholding							
Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year-2016	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES HELD	NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY
	Transfer			29 May 2015	50	39225	0.6068
	Transfer			19 Jun 2015	120	39345	0.6087
	Transfer			17 Jul 2015	-152	39193	0.6063
	Transfer			24 Jul 2015	-235	38958	0.6027
	Transfer			07 Aug 2015	-625	38333	0.5930
	Transfer			14 Aug 2015	-50	38283	0.5923
	Transfer			21 Aug 2015	-100	38183	0.5907
	Transfer			28 Aug 2015	250	38433	0.5946
	Transfer			04 Sep 2015	-50	38383	0.5938
	Transfer			11 Sep 2015	-75	38308	0.5926
	Transfer			18 Sep 2015	1000	39308	0.6081
	Transfer			25 Sep 2015	120	39428	0.6100
	Transfer			09 Oct 2015	-2008	37420	0.5789
	Transfer			16 Oct 2015	-225	37195	0.5754
	Transfer			30 Oct 2015	-5687	31508	0.4874
	Transfer			06 Nov 2015	-100	31408	0.4859
	Transfer			13 Nov 2015	-535	30873	0.4776
	Transfer			20 Nov 2015	-12374	18499	0.2862
	Transfer			27 Nov 2015	-141	18358	0.2840
	Transfer			11 Dec 2015	-1212	17146	0.2653
	Transfer			18 Dec 2015	-252	16894	0.2614
	Transfer			25 Dec 2015	-14000	2894	0.0448
	At the end of the Year					2894	0.0448
13	Kumudben I Patel						
	At the beginning of the year	8849	0.1552				
	Date wise Increase / Decrease						
	At the end of the Year					8849	0.1369
14	Jyotsnaben A Patel						
	At the beginning of the year	8554	0.1501				
	Date wise Increase / Decrease						
	At the end of the Year					8554	0.1323
15	Nishant Nitinbhai Patel	5229	0.0917			5229	0.0917
	Transfer			10 Apr 2015	-326	4903	0.0759
	Transfer			24 Apr 2015	-6	4897	0.0758
	Transfer			08 May 2015	910	5807	0.0898
	Transfer			15 May 2015	50	5857	0.0906
	Transfer			11 Sep 2015	143	6000	0.0928
	Transfer			23 Oct 2015	-251	5749	0.0889
	Transfer			04 Mar 2016	-5694	55	0.0009
	At the end of the year					55	0.0009



**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

MGT-9 IV (iv) Shareholding Pattern of top ten Shareholders							
Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year-2016	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES HELD	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	Sykes & Ray Equities (I) Ltd.	0	0.0000			0	0.0000
	Transfer			06 Nov 2015	700	700	0.0108
	Transfer			20 Nov 2015	34509	35209	0.5447
	Transfer			27 Nov 2015	49427	84636	1.3094
	Transfer			04 Dec 2015	100128	184764	2.8584
	Transfer			11 Dec 2015	1755	186519	2.8855
	Transfer			18 Dec 2015	18500	205019	3.1718
	Transfer			25 Dec 2015	22690	227709	3.5228
	Transfer			31 Dec 2015	155239	382948	5.9244
	Transfer			01 Jan 2016	2900	385848	5.9693
	Transfer			08 Jan 2016	27500	413348	6.3947
	Transfer			15 Jan 2016	(17164)	396184	6.1292
	Transfer			22 Jan 2016	5847	402031	6.2196
	Transfer			29 Jan 2016	(6816)	395215	6.1142
	Transfer			05 Feb 2016	(5906)	389309	6.0228
	Transfer			04 Mar 2016	(9336)	379973	5.8784
	Transfer			25 Mar 2016	6380	386353	5.9771
	Transfer			31 Mar 2016	(50551)	335802	5.1950
	At the end of the Year					335802	5.1950
2	Dilipbhai Rasiklal Patel	0	0.0000			0	0.0000
	Preferential Allotment			08 Feb 2016	150000	150000	2.3206
	At the end of the Year					150000	2.3206
3	Nilshbhai B Patel	10426	0.1613		10426	0.1613	
	Preferential Allotment			08 Feb 2016	125000	125000	1.9338
	At the end of the Year				125000		1.9338
4	Patel Pratik Vinodchandra	0	0.0000			0	0.0000
	Preferential Allotment			08 Feb 2016	75000	75000	1.1603
	At the end of the Year					75000	1.1603
5	Chetan Kantilal Mehta	0	0.00			131464	2.3064
	Transfer			27 Nov 2015	25000	25000	0.3868
	Transfer			04 Dec 2015	25000	50000	0.7735
	Transfer			31 Mar 2016	46342	96342	1.4905
	At the end of the Year					73171	1.1320



MGT-9 IV (iv) Shareholding Pattern of top ten Shareholders							
Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year-2016	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES HELD	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
6	Rameshwar Nath Pandey	32198	0.4981			32198	0.4981
	Transfer			15 May 2015	500	32698	0.5059
	Transfer			25 Sep 2015	32698	65396	1.0117
	Transfer			30 Sep 2015	(32698)	32698	0.5059
	Transfer			06 Nov 2015	1690	34388	0.5320
	Transfer			27 Nov 2015	7976	42364	0.6554
	Transfer			04 Dec 2015	5904	48268	0.7467
	Transfer			25 Dec 2015	(6000)	42268	0.6539
	Transfer			05 Feb 2016	2536	44804	0.6931
	Transfer			19 Feb 2016	7559	52363	0.8101
	Transfer			26 Feb 2016	1500	53863	0.8333
	Transfer			25 Mar 2016	30	53893	0.8338
	At the end of the Year					53893	0.8338
7	Reena Mehta	52217	0.8078			52217	0.8078
	Transfer			25 Sep 2015	52217	104434	1.6156
	Transfer			30 Sep 2015	(52217)	52217	0.8078
	At the end of the Year					52217	0.8078
8	Sona Sanghvi	50000	0.7735			50000	0.7735
	Transfer			25 Sep 2015	50000	100000	1.5471
	Transfer			30 Sep 2015	(50000)	50000	0.7735
	At the end of the Year					50000	0.7735
9	Patel Renuka	46625	0.7213			46625	0.7213
	Transfer			25 Sep 2015	46625	93250	1.4426
	Transfer			30 Sep 2015	(46625)	46625	0.7213
	At the end of the Year					46625	0.7213
10	Kirti Keshavlal Patel	41900	0.6482			41900	0.6482
	At the end of the Year					41900	0.6482
11	Websmith India Private Limited	172875	2.6745			172875	2.6745
	Transfer			27 Nov 2015	(126973)	45902	0.7101
	Transfer			25 Dec 2015	(34123)	11779	0.1822
	Transfer			18 Mar 2016	(1070)	10709	0.1657
	At the end of the Year					10709	0.1657
12	Chartered Logistics Ltd	132388	2.0481			132388	2.0481
	Transfer			27 Nov 2015	(132388)	0	0.0000
	At the end of the Year					0	0.0000
13	Chartered Motors Private Ltd	121615	1.8814			121615	1.8814
	Transfer			27 Nov 2015	(121615)	0	0.0000
	At the end of the Year					0	0.0000



MGT-9 IV (iv) Shareholding Pattern of top ten Shareholders							
Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2015		Transactions during the year		Cumulative Shareholding at the end of the year-2016	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES HELD	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
14	BMA Wealth Creators Ltd.	59659	0.9230			59659	0.9230
	Transfer			10 Apr 2015	(65)	59594	0.9220
	Transfer			22 May 2015	1	59595	0.9220
	Transfer			20 Nov 2015	(24300)	35295	0.5460
	Transfer			04 Dec 2015	(34594)	701	0.0108
	Transfer			11 Dec 2015	25	726	0.0112
	Transfer			18 Dec 2015	(525)	201	0.0031
	Transfer			25 Dec 2015	(151)	50	0.0008
	Transfer			31 Dec 2015	201	251	0.0039
	Transfer			08 Jan 2016	(250)	1	0.0000
	At the end of the Year					1	0.0000
15	Nisha Kanubhai Makwana	56689	0.8770			56689	0.8770
	Transfer			14 Aug 2015	2280	58969	0.9123
	Transfer			21 Aug 2015	2607	61576	0.9526
	Transfer			18 Sep 2015	3601	65177	1.0083
	Transfer			25 Sep 2015	65177	130354	2.0166
	Transfer			30 Sep 2015	(65177)	65177	1.0083
	Transfer			25 Dec 2015	(7556)	57621	0.8914
	Transfer			15 Jan 2016	(14852)	42769	0.6617
	Transfer			22 Jan 2016	2500	45269	0.7003
	Transfer			12 Feb 2016	(8344)	36925	0.5712
	Transfer			26 Feb 2016	(2200)	34725	0.5372
	At the end of the Year					34725	0.5372
16	Arpana Lodha	46853	0.7248			46853	0.7248
	Transfer			25 Sep 2015	46853	93706	1.4497
	Transfer			30 Sep 2015	(46853)	46853	0.7248
	Transfer			20 Nov 2015	(37695)	9158	0.1417
	Transfer			04 Dec 2015	(9158)	0	0.0000
	At the end of the Year					0	0.0000
17	Tapan Jain	43690	0.6759			43690	0.6759
	Transfer			25 Sep 2015	43690	87380	1.3518
	Transfer			30 Sep 2015	(43690)	43690	0.6759
	Transfer			20 Nov 2015	(6000)	37690	0.5831
	Transfer			25 Dec 2015	(12000)	25690	0.3974
	Transfer			31 Dec 2015	(5000)	20690	0.3201
	At the end of the Year					0690	0.3201


E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	AMBALAL B PATEL	404900	7.1035	404900	6.2640
	AT THE END OF THE YEAR			404900	6.2640
2	NITIN I PATEL	293800	5.1544	293800	4.5452
	AT THE END OF THE YEAR			293800	4.5452
3	ISHWARBHAI B PATEL	278892	4.8928	278892	4.3146
	AT THE END OF THE YEAR			278892	4.3146
4	KALPANABEN J PANDYA	583	0.0100	583	0.0090
	AT THE END OF THE YEAR			583	0.0090
5	PIYUSHKUMAR K PATEL	500	0.0077	500	0.0077
				500	0.0077

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount Rs. In thousand)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	65,288			65,288
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	65,288			65,288
Change in Indebtedness during the financial year				
* Addition	1,561			1,561
* Reduction	5326			5,326
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	61,523			61,523
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	61,523			61,523

**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:****(Amount Rs. In thousand)**

Sr. No.	Particulars of Remuneration	Name of MD / WTD/Manager		Total Amount
		Ishwarbhai B. Patel (MD & CEO)	Nitin I. Patel (WTD & CFO)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	984	972	1,956
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	984	972	1,956
	Ceiling as per the Act			4,200

#ceiling limit calculated as per Section II of Part II of Schedule V of the Companies Act, 2013

B. Remuneration to other directors Not Applicable

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-


C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
(Amount Rs. In thousand)

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS (Ruchita Chopra upto 30/10/2015)	CS (Hiral Patel w.e.f. 01/11/2015)	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	79	87	166
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify...			
5	Others, please specify			
	Total	79	87	166

**Details of salary of CEO & CFO are disclosed in point A mentioned herein above.*

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	----	----	----	----	----
Punishment	----	----	----	----	----
Compounding	----	----	----	----	----
B. DIRECTORS					
Penalty	----	----	----	----	----
Punishment	----	----	----	----	----
Compounding	----	----	----	----	----
C. OTHER OFFICERS IN DEFAULT					
Penalty	----	----	----	----	----
Punishment	----	----	----	----	----
Compounding	----	----	----	----	----


(A) Conservation of energy-

- (i) The steps taken or impact on conservation of energy;
1. Proper preventive maintenance of all machines including utilities.
 2. Maintained/provided insulation to hot/cold pipelines effectively in the entire plant.
 3. All energy conservation measures taken previously are being continued.
 4. Conversion of old technology (DC) in certain finishing machines to new technology (AC) to reduce energy consumption as well as improve productivity.
 5. Optimum utilization of cooling towers at Compressors by close monitoring.
 6. Installation of capacitors to optimize power factor.
 7. Prevention of Steam, Water & Air leakage.
 8. Installation of energy efficient motors in fan motors.

(ii) **Total energy consumption and energy consumption per unit of production;**

Particulars	2015-16	2014-15
Purchase Units	152120	137950
Total Amount	1116	1069
Rate/ units	7.34	7.74

(B) Technology absorption-

Following initiatives were taken by the Company towards the technology absorption, adaptation and innovation:

1. The process technology of Spirulina and Mycorrhizal Bio Fertilizer are developed by in-house R&D team was successfully implemented at plant level. Regular production of these products was undertaken with desired quality and efficiency.
2. The technologies of three new formulation products were commercialized for launch in domestic markets.
3. The quality of many actives and formulation products were improved and the process implemented in the plant.

(C) Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as given below:

Particulars	Financial Year 2015-16	Financial Year 2014-15
Earning in Foreign Currencies	Nil	Nil
Expenditure in foreign Currency	Rs. 11,473	Rs. 3,053



Statement of particulars under Sections 134 (3)(g) and 197 (12) of the Companies Act, 2013 *

Particulars	Status																								
i) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	<table><tr><th colspan="3">Number of times</th></tr><tr><th></th><th>if total remuneration of the Director is considered</th><th>if total remuneration of the Director excluding variable pay and commission is considered</th></tr><tr><td>I B Patel</td><td>0.16</td><td>0.16</td></tr><tr><td>N I Patel</td><td>0.16</td><td>0.16</td></tr></table>	Number of times				if total remuneration of the Director is considered	if total remuneration of the Director excluding variable pay and commission is considered	I B Patel	0.16	0.16	N I Patel	0.16	0.16												
Number of times																									
	if total remuneration of the Director is considered	if total remuneration of the Director excluding variable pay and commission is considered																							
I B Patel	0.16	0.16																							
N I Patel	0.16	0.16																							
ii) Percentage increase in remuneration of each of the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year	There were no changes in the Remuneration of Directors, CEO, CFO, Company Secretary or the Manager of the Company.																								
iii) Percentage increase in the median remuneration of employees in the financial year	7.12%																								
iv) Number of permanent employees on the rolls of Company	62																								
v) Explanation on the relationship between average increase in remuneration and Company performance	During 2015-16, sales increased by 14.03% from Rs. 6,32,860 thousand to Rs. 7,21,723 thousand, PBT increased from Rs. 5152 thousand to Rs. 14746 thousand and PAT increase by 207.70% from Rs. 3925 thousand to Rs. 12023 thousand. Average increase in aggregate remuneration was 5.40 %. Apart from the Company performance, other factors like inflation and market factors contributed to the increase in remuneration.																								
vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	<p align="right">(Amount Rs. In thousand)</p> <table><tr><th></th><th>2014-15</th><th>2015-16</th><th>% increase / decrease</th></tr><tr><td>Sales</td><td>6,32,860</td><td>7,21,723</td><td>14.03%</td></tr><tr><td>PBT</td><td>5152</td><td>14746</td><td>182.70%</td></tr><tr><td>Remuneration</td><td>2122</td><td>2122</td><td>0</td></tr></table>		2014-15	2015-16	% increase / decrease	Sales	6,32,860	7,21,723	14.03%	PBT	5152	14746	182.70%	Remuneration	2122	2122	0								
	2014-15	2015-16	% increase / decrease																						
Sales	6,32,860	7,21,723	14.03%																						
PBT	5152	14746	182.70%																						
Remuneration	2122	2122	0																						
vii) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year	During 2015-16, market capitalisation increased from Rs. 100320 thousand to Rs. 181636 thousand. Price earnings ratio increased from 0.69 to 2.08. As compared to last public offer price of Rs. 10 in 1995, the market price was Rs. 28.10 as on March 31, 2016.																								
viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase for Key Managerial Personnel was nil and for other employees was about 5.40%. There is no increase in remuneration of Key Managerial Personnel.																								
ix) Comparison of the remuneration of each Key Managerial Personnel against the performance of the Company	During 2015-16, sales grew by 14.03%, PBT by 182.70% and the remuneration of KMPs increased by NIL%. <p align="right">(Amount in thousand Rs.)</p> <table><tr><th colspan="4">Remuneration</th></tr><tr><th></th><th>2014-15</th><th>2015-16</th><th>% increase / decrease</th></tr><tr><td>I B Patel</td><td>984</td><td>984</td><td>NIL</td></tr><tr><td>N I Patel</td><td>972</td><td>972</td><td>NIL</td></tr><tr><td>Ruchita Chopra</td><td>-</td><td>79</td><td>NIL</td></tr><tr><td>Hiral Patel</td><td>-</td><td>87</td><td>NIL</td></tr></table>	Remuneration					2014-15	2015-16	% increase / decrease	I B Patel	984	984	NIL	N I Patel	972	972	NIL	Ruchita Chopra	-	79	NIL	Hiral Patel	-	87	NIL
Remuneration																									
	2014-15	2015-16	% increase / decrease																						
I B Patel	984	984	NIL																						
N I Patel	972	972	NIL																						
Ruchita Chopra	-	79	NIL																						
Hiral Patel	-	87	NIL																						
x) Key parameters for any variable component of remuneration availed by the Directors	Not applicable																								
xi) Ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year	Mr. Ashok Bhavsar, Rs. 1,253/- thousand (Previous year Rs. 863/- thousand)																								
xii) Affirmation that the remuneration is as per the Remuneration Policy of the Company	It is affirmed that the remuneration is as per the Remuneration Policy of the Company																								

* Read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2016



**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members
SUPER CROP SAFE LIMITED
Regd. Off: C-1/290, GIDC ESTATE,
NARODA,
AHMEDABAD – 382330 (Gujarat)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUPER CROP SAFE LIMITED** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure I for the financial year ended on March 31, 2016 according to the provisions of:

- i) The Companies Act, 2013 (Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

We further report that having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof, on test check basis, the Company has adequate compliance management system in relation to the other sector specific laws identified by the management as applicable specifically to the Company broadly covering Laws relating to pesticides and fertilizer Industries.

However, it was informed that there were no instances requiring compliance with the provisions of the laws indicated at para (iv) & point (d) to (h) of para (v) mentioned hereinabove during the period under review.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Ltd and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;



During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under the laws and regulations applicable to the Company as referred hereinabove and verification of documents and records on test check basis.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

We further report that

there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that

during the audit period the Company has increased authorized share capital of the Company to Rs. 8 Crores comprising of 80,00,000 Equity share of Rs. 10 each and has issued 8,00,000 equity shares of Rs. 10 each at a premium of Rs. 18 per share to strategic investors and a promoter of the Company by passing shareholders resolution on 20/01/2016 and securities were listed on Bombay Stock Exchange. Apart from this, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place : Ahmedabad

Date : 01/09/2016

Signature:

Name of Company Secretary: Ashish C. Doshi
Partner
SPANJ & ASSOCIATES
Company Secretaries
Membership No: 3544
C. O. P. No: 2356

This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.



ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under viz.
 - Register of Directors & KMP
 - Register of Directors' Shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members
 - Periodical BENPOS, Registers of DEMAT/REMAT and records made available from RTA
5. Agenda papers relating to the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and 184 of the Companies Act, 2013.
7. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the period under report.
8. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the period under report.
9. Communications/ Letters issued to and acknowledgements received from the Independent directors for their appointment.
10. Various policies framed by the Company from time to time as required under the Companies Act as well as listing agreement/SEBI Regulations.

ANNEXURE - II

To,
The Members
SUPER CROP SAFE LIMITED
Regd. Off: C-1/290, GIDC ESTATE,
NARODA,
AHMEDABAD – 382330 (Gujarat)

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2016

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad

Date : 01/09/2016

Signature:

Name of Company Secretary: Ashish C. Doshi
Partner
SPANJ & ASSOCIATES
Company Secretaries
Membership No: 3544
C. O. P. No: 2356



MANAGEMENT DISCUSSION & ANALYSIS

ECONOMIC OVERVIEW

In 2015, global economic activity remained subdued, with world output slowing down further to 3.1%. Emerging markets and developing economies grew 4%, a year-on-year deceleration for the fifth consecutive year. Steep falls in oil prices, continued weakness in commodity prices, a slowdown in China and deep recessions in some large emerging market economies more than offset strong growth in India and some of the Asian economies.

Indian economy registered a decent growth with GDP growing at 7.6% vs. growth of 7.3% in FY 2015. Almost all sectors of the Indian economy have showcased a pick-up in activity in FY 2016. The growth is expected to continue in the year 2016-17 with pick up in industrial growth, easing inflation. The agriculture growth is also expected due to good monsoon season all over the country.

INDIAN AGROCHEMICALS INDUSTRY

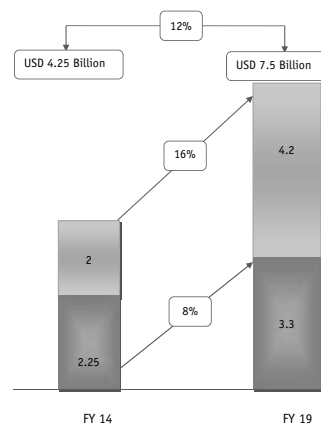
At 180 million hectares, India holds the second largest agricultural land holdings in the world.

Agricultural GDP has increased at a rate of 3% between 1980 & 2012 which makes India the third largest agricultural producer by value right behind China & the United States. With more than half the population dependent on agriculture as the chief source of income, the agricultural sector is yet to realize its full potential in terms of bringing in efficiencies along the value chain- increasing yields, processing & exports. The contribution of the agricultural sector to the GDP is a mere 13.9%. India relies on old methods for farming such as supplanting mechanization with manual labor and farm animals- the levels of mechanization stand at 40-45% as opposed to levels as high as 95% in the US.

Crop protection chemicals will also play a major role in the new phase of Second Green Revolution. The role of crop protection chemicals is not limited to protection; they help in yield enhancement as well. Use of crop protection chemicals can increase crop productivity by 25-50%, by mitigating crop loss due to pest attacks. It is estimated that almost 25% of world's agricultural production is lost due to postharvest pest attacks. Thus, crop protection chemicals are also very essential to ensure food and nutritional security.

Indian Agrochemical Market overview

The Indian crop protection industry is estimated to be USD 4.25 billion in FY14 and is expected to grow at a CAGR of 12% to reach USD 7.5 billion by FY19. Exports currently constitute almost 50% of Indian crop protection industry and are expected to grow at a CAGR of 16% to reach USD 4.2 billion by FY19, resulting in 60% share in Indian crop protection industry. Domestic market on the other hand would grow at 8% CAGR, as it is predominantly monsoon dependent, to reach USD 3.3 billion by FY19. Globally, India is fourth largest producer of crop protection chemicals, after United States, Japan and China. The crop protection companies in India can be categorized into three types –Multi-National, Indian including public sector companies and small sector units.



Increasing Pest Attacks:

The total number of pests attacking major crops has increased significantly from 1940s. For instance, the number of pests which are harmful for crops such as rice has increased from 10 to 17 whereas for wheat have increased from 2 to 19 respectively. The increased damage to crops from pests and subsequent losses poses a serious threat to food security and further increases the importance of agrochemicals.

Crop	1940		At Present	
	Total Pests	Serious Pests	Total Pests	Serious Pests
Rice	35	10	240	17
Wheat	20	2	100	19
Sugarcane	28	2	240	43
Groundnut	10	4	100	12
Mustard	10	4	38	12
Pulses	35	6	250	34

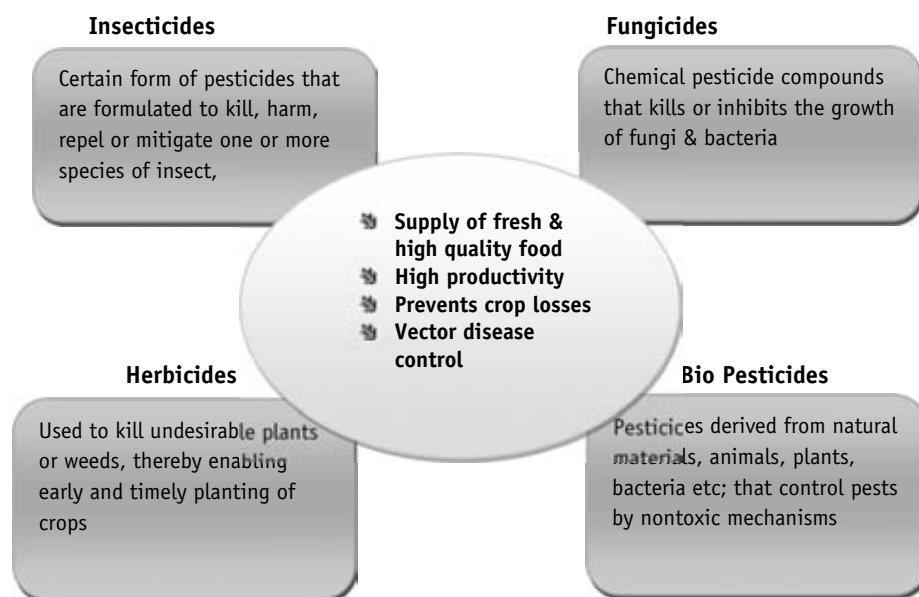
With strong structural drivers in place, India's crop protection sector is poised for a solid growth in the future years. While insecticides' is the largest product category in India, cotton and paddy are the major consumers of crop protection products accounting for 50% and 18%, respectively. Fruits and vegetables also account for a substantial share of 14%. Cotton, which is grown on just over 5% of cropped area, consumes about 50% of the pesticides, while Rice that is grown over 22% of the cropped area uses 18%.

Improved cost to benefit ratios along with higher farm produce prices, pests developing resistance to older products and increase in market penetration will be the driving factors for the Indian crop protection industry.

Some of the other demand drivers are:

- Growing urbanization and infrastructure creation are affecting the availability of cultivable land. Large portion of gross cultivated area is declining, resulting in greater need to improve yield per hectare.
Crop losses due to inadequate pesticide use.
- Higher minimum support price translated into higher farmer incomes, enabling them to invest in superior farm practices.
- Lower productivity in India and lower per capita consumption of pesticide.

Agrochemicals –Beneficial to Protect the Agricultural Produce



Industry structure and Competitive landscape

The Indian crop protection industry is dominated by generic products with more than 80% of molecules being non-patented. This results in very low entry barriers for the industry. Hence, strong distribution network, appropriate pricing, brand recall and dealer margins are some of the critical factors for companies to succeed. Crop protection chemicals are manufactured as technical grades and converted into formulations for agricultural use.

The Indian Agrochemical value chain comprises of technical grade manufacturers, formulators producing the end products, distributors and end use customers. According to the Pesticide Monitoring Unit, GOI, there are about 125 technical grade manufacturers, including about 10 multinationals, more than 800 formulators and over 145,000 distributors in India. More than 60 technical grade pesticides are being manufactured indigenously.

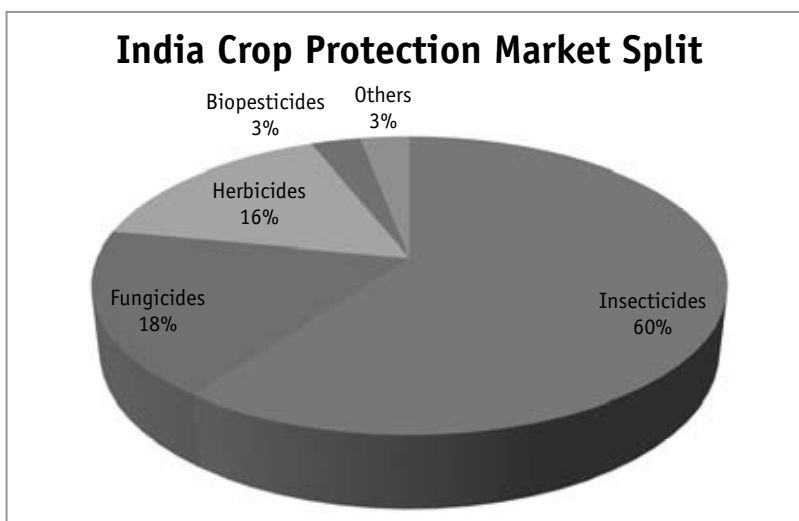
Distribution of domestic crop protection market by Product category

The Indian crop protection market is dominated by Insecticides, which form almost 60% of domestic crop protection chemicals market. The major applications are found in rice and cotton crops. Fungicides and Herbicides are the largest growing segments accounting for 18% and 16% respectively of total crop protection chemicals market respectively. As the weeds grow in damp and warm weather and die in cold seasons, the sale of herbicides is seasonal. Rice and wheat crops are the major application areas for herbicides. Increasing labor costs and labor shortage are key growth drivers for herbicides.

The fungicides find application in fruits, vegetables and rice. The key growth drivers for fungicides include a shift in agriculture from cash crops to fruits and vegetables and government support for exports of fruits and vegetables. Bio-pesticides include all biological materials organisms, which can be used to control pests. Currently bio- pesticides constitute only 3% of Indian crop protection market; however there are significant growth opportunities for this product segment due to increasing concerns of safety and toxicity of pesticides, stringent regulations and government support.



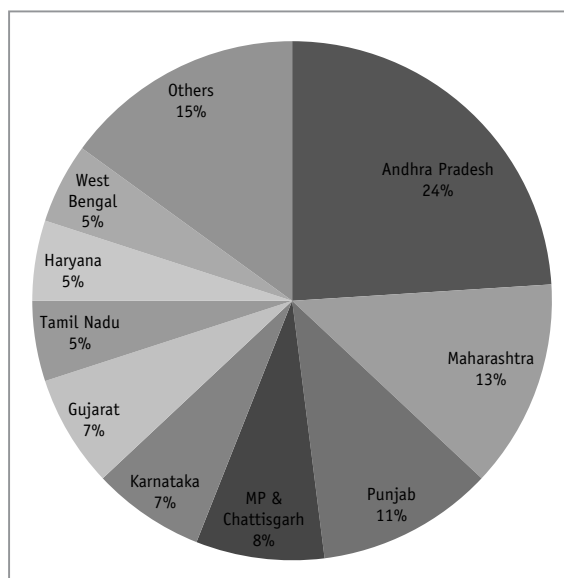
Indian Crop Protection Market split



Major crop protection products

Segment	Major Products	Main Application
Insecticides	Acephate, Monocrotophos, Permethrin	Cotton, Rice
Fungicides	Mancozeb, Copper Oxychloride, Thiram	Fruits, Vegetables, Rice
Herbicides	Glyphosate, 2,4,D, Pendimethalin	Rice, Wheat
Bio-Pesticides	Spinosyns, Neem based	Rice, Maize, Tobacco
Others	Zinc Phosphate, Aluminium Phosphide	Stored Products

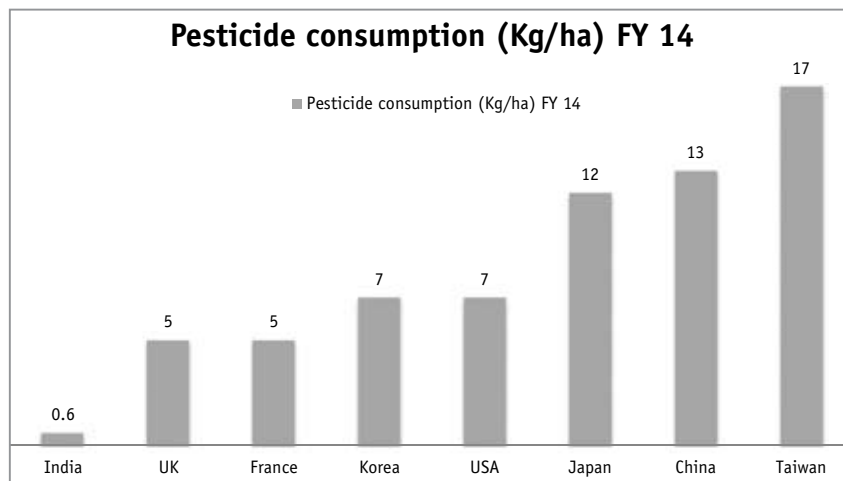
State wise agrochemical consumption



Growth in herbicides and fungicides: Labor shortage, rising labor costs and growth in GM crops has led to growth in the use of herbicides. The herbicide consumption in India stands at 0.35 USD billion in FY14 and is expected to grow at a CAGR of 15% over the next five years to reach ~0.8 USD billion by FY19. On the other hand the fungicide industry in India has grown due to the growth in Indian horticulture industry, which has grown at a CAGR of 7.5% over the last five years.



Low consumption of pesticides in India: The per hectare consumption of pesticides in India is amongst the lowest in the world and currently stands at 0.6 kg/ha against 5-7 kg/ha in the UK and at almost 20-30 times ~ 13 kg/ha in China . In order to increase yield and ensure food security for its enormous population agrochemicals penetration in India is bound to go up.



Overview of Super Crop Safe Ltd

Super Crop Safe Ltd enjoys the unique distinction of having strong brand equity in agrochemicals and Bio fertilizers. Built on a foundation of trust and respect for quality product are increasingly recognizing the mutual benefit of distributors and farmers working with your Company.

Domestic agri-inputs focusses on developing strong brands backed by quality supply for the Indian market. These are high performance, high potential, early stage products, which Super Crop Safe Ltd enjoys early entry benefits.

The domestic agri-inputs operation has shown consistent growth over the past few years and all this was possible with continuous farmer connect initiatives, strong and extensive distribution capabilities and professional marketing team with experience and straightforward and transparent dealings with all stakeholders.

BIO DIVISION "DREAM OF HEALTHY PEOPLE AND HEALTHY CROP"

We are glad to introduce our Shareholders to our new division under which Company has introduced **two new products** in the market:

1. SUPERLINAA (Spirulina) for Human



2. SUPER GOLD (Mycorrhizal Bio Fertilizer) for Crop



Bio Division is professionally managed and after months of **R&D and testing** Company has introduced these two products in the market.

SUPERLINAA complete food for Human:

SUPERLINAA is only Nutrient Supplement which is complete food as per **WHO**. SUPERLINAA is considered as the best food by many international organisations and institutions and considered as **"THE BEST FOOD FOR THE FUTURE"**.

SUPER GOLD is licensed product for which production from root level to formulation is developed in Bio Division, which is done by only few Companies in India. It increases roots in crops and increases reach of roots to absorb more fertilizers and water which remains untouched otherwise. Use of this product will reduce the use of chemical fertilizers and water that will result in low cost farming to Indian farmers.

Both these products are developed in Bio Division and commercial production has already started in **F.Y. 2015-16**. Both the products are exempt from **Excise** and **VAT**.



■ FUTURE PLAN:

The Company is planning to increase production capacity of **SUPERLINAA** up to 1 MT per month by end of this year.

For **SUPER GOLD** the Company has ample production capacity to cater up to **2000 MT** of **SUPER GOLD** Granule.

Use of **SUPERLINAA** and **SUPER GOLD** will improve health of human being and land.

■ MYCORIZA OVERVIEW:

Mycorrhiza (**VAM**); an important component of soil life and soil chemistry, responsible for nutrient mineralization, solubilisation particularly (**P, Zn, Fe, Mg, Mn, Mo, Cu Etc...**) transportis developed as Granule, Powder and Liquid Bio – Fertilizer for sustainable agriculture, horticulture and plantation.

Mycorrhiza (**VAM**) increases **10 – 100** fold roots potential to absorb the nutrient from rhizosphere and imparts natural defense against various pathogens. It reduces the use of chemical fertilizer up to **50%** and enhances the yield up to **40%** of plants.

A consortium of natural companion species of **Glomus** developed and being produced by nurse culture approach.

OutLook

The agrochemical industry has seen structural changes on the back of relative increase in purchasing power of the farmer largely and to a certain extent on account of enhanced farm dynamics. The cost benefit of usage of pesticides has improved with continual increase in MSPs and the changing food habits of the rising middle class. Higher labour cost has also given boost to agrochemical consumption in the country. As a result, agrochemical industry has witnessed sustained growth in the last decade, driven by volume growth as well as change in product mix followed by pricing growth. The Government of India, together with several private players continues to take incremental efforts to push higher penetration of agri-inputs in India.

Within agrochemicals, fungicides and herbicides are expected to show healthy growth on the back of increased acreage under horticulture, rising horticulture produce prices and emergence of organised retail (largely used in fruits and vegetables).

Given the moderation in the environment overall, the outlook for your Company's agri-inputs business in FY 2016-2017 looks cautiously optimistic and performance would reflect continued growth momentum although at a controlled pace. The key factors that would drive sustained growth include pattern and distribution of the upcoming annual monsoon rainfall together with upsides from products launched in the past few years. This growth would be further propelled with the introduction of **1-2 new products** each year, which would have distinctive competitive advantage over the target molecules.

In addition, your Company will strengthen and expand its reach into new underdeveloped markets and crop segments which will further improve prospects going forward. Institutional tie-ups with the Corporate, for supply of agrochemicals have also started yielding fruits and will contribute to growth.

Industrial Relations and Human Resources

Your Company considers people as its biggest assets and "Believing in People" is at the heart of its human resource strategy. Lot of efforts are put in talent management, strong performance management, learning and training initiatives in order to ensure that your Company consistently develops inspiring strong and credible leadership.

Your Company believes that people perform to the best of their abilities if they feel a sense of ownership. Consequently, the Company has strengthened the working environment to make it inclusive, progressive and flexible and promoting an excellence-driven culture. The Company reinforced its vision, mission and values among employees.

The Company fosters a performance-driven and merit-linked remunerative environment. It acknowledges the contributions of performers, preparing them for more challenging roles. The Company organised training programmes covering technical, behavioural, safety issues, code of conduct, product training and other needs.

The Company continued to recruit scientific, technical and managerial personnel (graduates and postgraduates) of experience in the field of agrochemical industry. A structured development programme, aligned to business needs, helped groom fresh hires into prospective leaders. As on March 31, 2016, the total employee strength stood at 62 and industrial relations remained cordial.

**INDEPENDENT AUDITORS' REPORT****TO THE MEMBERS OF SUPER CROP SAFE LIMITED****Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **SUPER CROP SAFE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- (d) In our opinion, **subject to G and O of Significant policies, the** aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, Parimal S Shah & Co
Chartered Accountants
(FRN: 107591W)

(Parimal S Shah)
Proprietor

Membership No. 038507

Place : Ahmedabad
Date : 30.05.2016

**ANNEXURE A TO THE AUDITOR'S REPORT**

1. a) The Company has maintained proper records to show full particulars including quantitative details and situations of fixed assets.
- b) As per information given to us, the fixed assets of the Company have been physically verified by the management during the year and no material discrepancies were noticed by the management on such verification.
- c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except land situated at Himatpura admeasuring 10,421 sq. mtrs amounting to Rs. 32,00,000. As explained to us, said land being agriculture land is held in the name of a Director who is a farmer.
2. a) As per information and explanations given to us, physical verification of finished goods, stores, spare parts and raw materials have been conducted by the management at the reasonable intervals.
- b) No material discrepancies were noticed.
3. The Company has not granted any secured or unsecured loan to the companies, firms, limited liability partnership or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
4. The Company has not any transactions in the nature of loans, investments, guarantees and security as per the provisions of section 185 and 186 of the companies Act, 2013. Therefore paragraph 3(iv) of the Order is not applicable to the Company.
5. According to the information and explanation given to us, the Company has not accepted any deposits from the public. Therefore paragraph 3(v) of the Order is not applicable to the Company.
6. According to the information and explanation given to us, maintenance of the cost records prescribed by the Central Government under section 148(1)(d) of the Companies Act, 2013 is not applicable. Therefore paragraph 3(vi) of the Order is not applicable to the Company.
7. a) According to the records of the Company undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues except provident fund and income tax have been generally regularly deposited with the appropriate authorities. Following undisputed amounts were payable in respect of the aforesaid dues which were outstanding as at 31st March, 2016 for a period of more than six months from the date those become payable:

Name of the Statute	Nature of Dues	Amount (Rs in thousand)	Period to which the Amount relates	Due Date	Date of Payment	Remarks, if any
Income Tax	Advance Tax	354	A.Y. 2016-17	15.06.2016	-	Unpaid
Income Tax	Advance Tax	708	A.Y. 2016-17	15.09.2016	-	Unpaid
Total		1062				

- b) According to information and explanations given to us, following statutory dues have not been deposited as on March 31, 2016 on account of disputes:

Sr No.	Name of Statute	Nature of Dues	Amount (Rs)	Period for which amount relates	Forum where dispute is pending
1	Central Sales Tax Act, 1956	CST/VAT	405809	FY 2009-10	Dy Commissioner of Commercial Tax Appeal-2
2	Central Sales Tax Act, 1956	CST/VAT	520009	FY 2010-11	Dy Commissioner of Commercial Tax Appeal-2
	TOTAL		925818		

8. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings to financial institutions, bank, government or debenture holders.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and the term loans during the period. Therefore paragraph 3(ix) of the Order is not applicable to the Company.



10. According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to companies Act.
12. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
13. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment during the year under review and requirement of section 42 of the companies Act 2013 have been complied with and the amount raised have been used for the purposes for which funds were raised.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.

For, Parimal S Shah & Co
Chartered Accountants
(FRN: 107591W)

(Parimal S Shah)
Proprietor

Membership No. 038507

Place : Ahmedabad
Date : 30.05.2016

**ANNEXURE - B TO THE AUDITORS' REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SUPER CROP SAFE LIMITED** ("the Company") as of 31 March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Parimal S Shah & Co
Chartered Accountants
(FRN: 107591W)

(Parimal S Shah)
Proprietor
Membership No. 038507

Place : Ahmedabad
Date : 30.05.2016

**BALANCE SHEET AS AT 31ST MARCH 2016****(Amount Rs. in Thousand)**

Particulars	Note No	As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	64,639	56,876
Reserves and Surplus	2	39,357	17,365
Non-Current Liabilities			
Long-Term Borrowings	3	3,352	4,453
Deferred Tax Liability (Net)	4	274	538
Current Liabilities			
Short-Term Borrowings	5	56,887	55,326
Trade Payables	6	97,133	107,129
Other Current Liabilities	7	32,297	35,534
Short-Term Provisions	8	9,524	7,811
TOTAL		303,464	285,031
ASSETS			
Non-current assets			
<i>Fixed assets</i>			
(i) Tangible assets	9	39,697	34,432
Non-Current Investments		2	20
Long Term Loans and Advances- Security Deposits		357	351
Current assets			
Inventories	10	84,858	112,284
Trade Receivables	11	164,361	127,560
Cash and Cash Equivalents	12	4,958	4,244
Short-Term Loans and Advances	13	8,958	6,141
Other Current Assets- Preferential Issue Expenses to the Extent not W/o		273	0
Significant Accounting Policies The accompanying notes are an integral part of Financial Statements	1 to 32		
TOTAL		303,464	285,031

As per our report of the even date attached

For, **Parimal S. Shah & Co.**
Chartered Accountants**[P. S. Shah]**
ProprietorPlace : Ahmedabad
Date : 30.05.2016

For and on behalf of the Board

Mr. Ishwarbhai B. Patel Chairman & Managing Director**Mr. Nitin I Patel** Executive Director**Ms. Hiral Patel** Company SecretaryPlace : Ahmedabad
Date : 30.05.2016

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016**

(Amount Rs. in Thousand)

Particulars	Note No	2015-16	2014-15
INCOME			
Revenue From Operations	14	721,723	632,860
Other Income	15	54	2,304
Total Revenue		721,777	635,164
EXPENSES			
Cost of Materials Consumed	16	275,592	252,909
Purchases of Stock-in-Trade		320,673	318,783
Changes in Inventories of Finished Goods	17	17,140	(24,121)
Employee Benefits Expense	18	15,159	14,758
Finance Costs	19	11,267	9,553
Depreciation and Amortization Expense	9	5,131	6,114
Other Expenses	20	62,070	52,016
Total Expenses		707,032	630,013
Profit Before Tax		14,746	5,152
Tax Expense:			
(1) Current Tax		(2,986)	(1,592)
(2) Deferred Tax		264	366
Profit/(Loss) For The Period		12,023	3,925
Earning Per Equity Share			
(1) Basic		2.08	0.69
(2) Diluted		2.08	0.69

Significant Accounting Policies

The accompanying notes are an integral part of Financial Statements

1 to 32

As per our report of the even date attached

For, **Parimal S. Shah & Co.**

Chartered Accountants

[P. S. Shah]

Proprietor

Place : Ahmedabad

Date : 30.05.2016

For and on behalf of the Board

Mr. Ishwarbhai B. Patel Chairman & Managing Director**Mr. Nitin I Patel** Executive Director**Ms. Hiral Patel** Company Secretary

Place : Ahmedabad

Date : 30.05.2016

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31ST, 2016**

(Amount Rs. in Thousand)

Particulars	2015-16	2014-15
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxes	14746	5152
Depreciation	5131	6114
Preferential Allotment Exps W/o	30	0
(Profit)/Loss on sale of Assets	35	-49
Interest Income	-89	-2031
Interest Expense	10717	8826
Operating Profit Before Working Capital Changes	30569	18012
Adjusted for changes in inventories	27426	-40242
Trade & Other Receivable	-39623	-3606
Trade Payable & other liabilities	-9802	38466
Cash Generated from Operations	8569	12630
Direct Tax Paid	-1490	-2899
NET CASH FLOW FROM OPERATION ACTIVITIES	7079	9731
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-10472	-4555
Sale of Fixed Assets	42	125
Purchase/ Sale of Investment	18	0
NET CASH FLOW FROM INVESTMENT ACTIVITIES	-10412	-4430
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / Repayment from / of borrowings :-		
Issue of Equity Shares (Calls in arrears)	7763	0
Forfeiture of Equity Shares		
Equity Share Premium	14400	0
Proceeds from borrowings	-3764	7754
Dividend paid including Corporate Dividend Tax	-3420	-3334
Preferential Issue Expenses	-303	
Interest Income	89	2031
Interest Paid	-10717	-8826
NET CASH USED IN FINANCING ACTIVITIES	4048	-2375
NET CHANGES IN CASH AND CASH EQUIVALENTS (A + B + C)	715	2925
CASH & CASH EQUIVALENTS-OPENING BALANCE	4244	1319
CASH & CASH EQUIVALENTS-CLOSING BALANCE	4959	4244

Notes:

- The above Cash Flow Statement has been prepared under the Indirect Method as set in the Accounting Standard-3 on Cash Flow Statements issued by the institute of Chartered Accountant of India.
- Cash & Cash equivalent of Rs. 4,959 thousand as on 31st March, 2016, comprises of balances with Scheduled Banks in Current A/cs and deposit a/cs Rs. 1301 thousand and cash on hand Rs. 3,658 thousand.
- Figures of previous year have been regrouped wherever necessary to conform to the current year's figures.

As per our report of the even date attached

For, **Parimal S. Shah & Co.**
Chartered Accountants**[P. S. Shah]**
ProprietorPlace : Ahmedabad
Date : 30.05.2016

For and on behalf of the Board

Mr. Ishwarbhai B. Patel Chairman & Managing Director**Mr. Nitin I Patel** Executive Director**Ms. Hiral Patel** Company SecretaryPlace : Ahmedabad
Date : 30.05.2016

**SIGNIFICANT ACCOUNTING POLICIES****A. ACCOUNTING CONCEPTS :**

The Company follows the mercantile system of Accounting and recognises income and expenditure on accrual basis except gratuity and leave salary.

B. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS :

The Financial statements of the Company have been prepared under historical cost convention and in accordance with the generally accepted accounting principles and provisions of the Companies Act, 2013.

The Company has ascertained its operating cycle as 12 months for the purpose classification of current /non-current assets and liabilities.

C. FIXED ASSETS :

- (a) Fixed assets are stated at cost including all direct costs and net of recoverable taxes, accumulated depreciation.
- (b) Capital Work in Progress is carried at cost, comprising of direct cost, attributable interest and related incidental expenditure.

D. DEPRECIATION :

Depreciation on Fixed Asset is provided on written down value method over the useful lives of assets as prescribed under part C of Schedule II of the Companies Act, 2013.

E. INVESTMENTS :

Investments are stated at cost of acquisition.

F. INVENTORIES :

Inventories of Finished Goods are valued at Cost Price or Net Realisable value whichever is less and Raw Materials and Packing Materials are valued at Cost Price

G. EMPLOYEES' BENEFITS :**(a) Short Term Employees Benefits**

Short Term Employees Benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account of the year/period in which the related services are rendered.

(b) Post-Employment Benefits**(i) Provident Fund- Defined Contribution Plan:**

The Company contributes monthly at a determined rate. These contributions are remitted to the Employees' Provident Fund Organisation, India for this purpose and are charged to Profit and Loss Account on accrual basis.

(ii) Gratuity & Leave Encashment is accounted on cash basis.**H. EXCISE AND CUSTOMS DUTY :**

Excise Duty in respect of finished goods lying in factory premises are provided for and included in the valuation of inventory.

I. CENVAT/VALUE ADDED TAX:

CENVAT/Value Added Tax Benefit is accounted for by reducing the cost of the materials/fixed assets/services.

J. REVENUE RECOGNITION:

- a. Sales are exclusive of VAT and net of excise duty, rebate, and discounts. As per the Company policy inter branch transfer are treated as Sales and purchases.
- b. Revenue in respect of leakage/ shortage/ insurance and other claims is recognized only when these claims are accepted. Revenue from services rendered is recognized as & when services are performed. Revenue from use by others of Enterprise Resources - Rent income is accounted for on accrual basis.

**SIGNIFICANT ACCOUNTING POLICIES****K. RECEIVABLES:**

Receivables are classified as good, recoverable and doubtful on the basis of appraisal by the management.

L. INTANGIBLE ASSETS:

Expenditure on research is expensed as and when incurred in the statement of profit and loss. Development cost, if any, of capital nature and probable to generate future economic benefit are recognized as an intangible asset.

M. PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed, if any, in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

N. BORROWING COSTS:

Borrowing costs that are attributable to acquisition or construction of qualifying assets are capitalized as part of cost of such assets; all other borrowing costs are recognized as an expense in the period in which those are incurred.

O. IMPAIRMENT OF ASSETS:

The Company has not any process, at each balance sheet date, to assess impairment in any of its assets.

P. TAXES ON INCOME:

Provision for current tax is made as per the provisions of Income Tax Act, 1961.

Deferred Tax resulting from "Timing Differences" between taxable income and accounting income is accounted for using the tax rates and laws prevailing on balance sheet date.

The Deferred Tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

Q. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction or that approximates the actual rates at the date of the transaction. Foreign currency monetary assets and liabilities are translated at the year end rates. The difference between the rates prevailing on the date of transaction and on the date of settlement as also on transaction of monetary items at the end of year is recognized, as the case may be, as income or expense for the period.

R. EARNING PER SHARE

Basic earning per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****NOTE : 1: SHARE CAPITAL****(Amount Rs. in Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
AUTHORISED SHARE CAPITAL		
80,00,000 Equity Shares of Rs.10.00 each (Previous year 65,00,000 Equity Shares)	80,000	65,000
Total	80,000	65,000
ISSUED SUBSCRIBED & PAID - UP SHARE CAPITAL		
64,63,900 Equity Shares of Rs. 10.00 each issued & Called up (Previous year 57,00,000 Equity Shares)	64,639	57,000
Less: Calls Unpaid-Others (Previous year 36100 Equity Shares)	0	-124
Total	64,639	56,876

Shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March, 2016	As at 31st March, 2015
Satishbhai I Patel		
No. of Shares	496,000	246,000
Percentage of share holding	7.67%	4.32%
Ambalal Baldevdas Patel		
No. of Shares	404,900	404,900
Percentage of share holding	6.26%	7.10%
Sykes & Ray Equities (I) Ltd		
No. of Shares	335,802	0
Percentage of share holding	5.20%	0.00%
Nitinbhai I Patel		
No. of Shares	293,800	293,800
Percentage of share holding	4.55%	5.15%

The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2016	As at 31st March, 2015
Equity Shares at the beginning of the year	5,700,000	5,700,000
Add: Shares issued on preferential basis	800,000	0
Less: Forfeited Shares	36,100	0
Equity Shares at the end of the year	6,463,900	5,700,000

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****NOTE : 2 : RESERVES & SURPLUS****(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Securities Premium Reserve		
As per Last Balance Sheet	2,620	2,620
Add: Securities premium credited on share issue	14,400	0
	17,020	2,620
General Reserve		
As per Last Balance Sheet	14,745	14,585
Add: Transferred from Profit & Loss Account	7,355	161
	22,101	14,745
Share Forfeiture Account		
As per Last Balance Sheet	0	0
Add: Transferred from Profit & Loss Account	237	0
	237	0
Profit & Loss account		
As per Last Balance Sheet	0	0
Add: Profit for the year	12,023	3,925
Less: Appropriations :		
Adjustment relating to Fixed Assets (refer Note-22)	0	345
Proposed Dividend on Equity Shares	3,878	2,850
Dividend Distribution Tax	790	570
Transferred to General Reserve	7,355	161
Total	39,357	17,365

NOTE : 3 : LONG TERM BORROWINGS**(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured		
Term Loan from Bank	3,352	4,453
1. Term Loan from HDFC bank is secured by hypothecation of Plant & Machinery and Colateral security of Land & Building located at Survey No. 864, Himatpura (Bilodra), Ta: Mansa, Dist: Gandhinagar.		
2. Vehicle loans against hypothecation of vehicles itself from HDFC Bank		
Total	3,352	4,453

Particulars	2017-18
HDFC Bank Term Loan (WCTL) (Rate of Int 12.75% p.a.)	1,284
Total	1,284

NOTE : 4 : DEFERRED TAX LIABILITY (NET)**(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Related to Fixed Assets :		
As per Last Balance Sheet	538	904
Timing difference on account of difference between book and tax depreciation	-264	-366
Total	274	538

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****NOTE : 5 : SHORT TERM BORROWINGS****(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured - Working Capital Loans		
From Banks	56,887	55,326
Working capital loans are secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, book debts and equitable mortgage on Land & Building located at Survey No. 864, Himatpura (Bilodra), Ta: Mansa, Dist: Gandhinagar.		
Total	56,887	55,326

NOTE : 6 : TRADE PAYABLES**(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade Payables	97,133	107,129
Total	97,133	107,129

NOTE : 7 : OTHER CURRENT LIABILITIES**(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Current Maturities of Long-Term Debt from Bank	1,284	5,509
Statutory Liabilities	9,696	1,650
Unclaimed Dividends	1,051	809
Other Payables	20,266	27,566
Total	32,297	35,534

NOTE : 8 : SHORT TERM PROVISIONS**(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2015	As at 31st March, 2014
Provision for Employee Benefits	2,410	3,235
Provision for Dividend	3,878	2,850
Provision for Dividend Tax	790	570
Provision for Audit Fees	86	56
Provision for Taxation	2,360	1,100
Total	9,524	7,811



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

NOTE : 9 : FIXED ASSETS

Sr. No.	PARTICULARS	GROSS BLOCK (COST)				DEPRECIATION					NET BLOCK	
		As on 01/04/2015	Addition During Year	Sales/ Deletion During Year	Total As On 31/03/2016	Up To 01/04/2014	Provided During Year	Written Off During Year	W/o from Op Balance	Total As On 31/03/2016	As on 31/03/2016	As on 31/03/2015
1	Land	3607	0	0	3607	0	0	0	0	0	3607	3607
2	Office Building HMT	964	0	0	964	593	18	0	0	611	353	371
3	Guest House Building HMT	297	25	0	321	100	24	0	0	124	197	196
4	Factory Building	13553	3141	0	16694	5385	716	0	0	6101	10592	8168
5	Plant & Machinery	39295	7183	0	46478	23583	2788	0	0	26371	20106	15712
6	Vehicles	9430	0	-395	9035	3819	1280	-318	0	4782	4253	5611
7	Furniture & Fixtures	551	44	0	596	340	65	0	0	405	190	211
8	Computer	1148	73	0	1221	971	128	0	0	1099	122	177
9	Office Equipments	385	0	0	385	245	41	0	0	286	99	140
10	Mobile	102	7	0	109	87	7	0	0	93	15	15
11	Laboratory Equipments	608	0	0	608	384	63	0	0	447	161	224
	Total	69940	10472	-395	80018	35508	5131	-318	0	40320	39697	34432
	Previous Year	66260	4555	-870	69945	29848	6114	-794	345	35513	36407	25196

NOTE : 10 : INVENTORIES

(Amount Rs. In Thousand)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Inventories : (In case of finished goods valuation at lower of cost or net realisable value. Others at cost price.)		
Finished Goods	37,989	55,129
Raw Material	33,130	46,021
Packing Material	13,740	11,134
Total	84,858	112,284

NOTE : 11 : TRADE RECEIVABLES

(Amount Rs. In Thousand)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Outstanding for a period exceeding six months from the date they were due for payment:		
- unsecured considered good	26,666	25,521
- unsecured considered doubtful	1,274	1,710
Less: Provision for doubtful debts	0	0
Others :		
- unsecured considered good	136,421	100,329
- unsecured considered doubtful	0	0
Less: Provision for doubtful debts	0	0
Total	164,361	127,560

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****NOTE : 12 : CASH AND CASH EQUIVALENTS****(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Balances with banks	-1,089	-319
Balance with Banks -unclaimed dividend	1,051	809
Cash on hand	3,658	2,167
Fixed Deposits	1,338	1,586
Fixed deposits with banks are with maturities of less than one year and are held as margin against LC issued by the bank.		
Total	4,958	4,244

NOTE : 13 : SHORT TERM LOANS AND ADVANCES**(Amount Rs. In Thousand)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Advances recoverable in cash or kind or for value to be received	7,891	3,580
Balance with Central Excise and VAT Authorities, etc	1,067	2,561
Total	8,958	6,141

NOTE : 14 : REVENUE FROM OPERATIONS**(Amount Rs. In Thousand)**

Particulars	2015-16	2014-15
Sale of Products	769,251	673,147
Less: Excise Duty Recovered	-47,528	-40,287
Total	721,723	632,860

NOTE : 15 : OTHER INCOME**(Amount Rs. In Thousand)**

Particulars	2015-16	2014-15
Interest Income *	89	2,031
Agriculture Income	0	224
Profit on Sale of asset	-35	49
Total	54	2,304

*Interest income comprises of Rs. 89,163 on Fixed deposits with bank as margin money.

NOTE : 16 : COST OF MATERIALS CONSUMED**(Amount Rs. In Thousand)**

Particulars	2015-16	2014-15
Raw Material Consumed		
Opening Stock	46,021	33,551
Add : Purchase	262,701	265,380
	308,722	298,930
Less : Closing Stock	-33,130	-46,021
Total	275,592	252,909

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****NOTE : 17 : CHANGES IN INVENTORIES OF FINISHED GOODS****(Amount Rs. In Thousand)**

Particulars	2015-16	2014-15
Opening Stock	55,129	31,008
Closing Stock	37,989	55,129
Total	17,140	-24,121

NOTE : 18 : EMPLOYEE BENEFITS EXPENSE**(Amount Rs. In Thousand)**

Particulars	2015-16	2014-15
Salaries and Wages	12,783	12,595
Bonus	1,075	1,044
Contribution to Provident Fund and Pension Funds	893	775
Staff Welfare Expenses	408	343
Total	15,159	14,758

NOTE : 19 : FINANCE COSTS**(Amount Rs. In Thousand)**

Particulars	2015-16	2014-15
Interest Expense	10,717	8,826
Other Financial Charges	754	673
Foreign Exchange Fluctuation Gain/loss	-204	54
Total	11,267	9,553

NOTE : 20 : OTHER EXPENSES**(Amount Rs. In Thousand)**

Particulars	2015-16	2014-15
MANUFACTURING EXPENSES		
Packing Material Consumed	27,934	21,337
Freight Inward Expense	2,382	1,936
Factory Expense	1,147	820
Power and fuel	1,901	1,335
Duties & Taxes	778	840
Repairs & Maintenance to Plant & Machinery	589	451
Repairs & Maintenance to buildings	2	203
Repairs & Maintenance to Others	71	87
Administrative & Selling Expenses		
Selling & Distribution Expenses	19,664	18,809
Administrative Expenses	1,638	1,731
Legal & Professional Expenses	2,073	908
Directors' Remuneration	1,956	1,956
Rent	1,439	1,172
Insurance	379	376
Auditor's Remuneration	86	56
Preferential Allotment Exps W/o	30	0
Total	62,070	52,016

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****21 Company's Overview:**

Super Crop Safe Limited ("The Company") was incorporated on 9th February, 1987 vide Corporate Identification No: L24231GJ1987PLC009392 under the Companies Act, 1956. The Company is engaged in the business of manufacturing and trading of agro-chemicals.

22 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

23 As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

Particulars	Current Year	Previous Year
Employer's Contribution to Provident Fund	273.14	237.13
Employer's Contribution to Pension Scheme	620.22	537.99

24 All Sundry Debits & Credits are as per books of account and are subject to confirmation by concerned parties. In the absence of information available with the Company regarding status of the suppliers being Micro, small and Medium Enterprise, we are unable to furnish details as per section 22 of MSMED Act, 2006 for dues included in Trade Payables, if any.

25 Directors' Remuneration

Particulars	Current Year	Previous Year
To Managing Director and Other Directors	1956.00	1956.00
Company contribution to P.F	16.50	16.50

The Company is advised that the computation of net profit under section 197 of the Companies Act 2013 need not be made, since no commission is paid / payable to any director for the year ended 31st March, 2016.

26 AUDITORS REMUNERATION:

Particulars	Current Year	Previous Year
Audit Fees	60.00	40.00
Taxation Matters	15.00	10.00
27 Value of imports on CIF basis		
Raw Material	11473.10	3053.35
28 Earnings in foreign currency during the year	Nil	Nil
29 Expenditure in foreign currency incurred during the year		
For Purchase of Raw Material	\$ 173.25	\$ 50.97

30 As the Company's business activity falls within a single segment viz. Pesticides, the disclosure requirements of **Accounting Standard (AS) 17-Segment reporting** issued by the Institute of Chartered Accountants of India is not applicable.

31 RELATED PARTY DISCLOSURES:**1. LIST OF RELATED PARTIES AND RELATIONS:**

<u>Name of Related Party</u>	<u>Nature of Relationship</u>
Ishwarbhai B. Patel	Managing Director
Nitin I Patel	Director
Bhupendra A. Patel	Son of a Director
Gopinath Packaging	Controlling int. by directors' relative
Super Industries	Controlling int. by director
Pioneer Pesticides Ind	Controlling int. by directors' relative
VIP Industries	Controlling int. by directors' relative
Gopinath Plastic Packaging	Controlling int. by directors' relative

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016****2. TRANSACTIONS WITH RELATED PARTIES:**

Name of Related Party	Nature of transaction	Year Ended 31st March, 2016		Year Ended 31st March, 2015	
		Amount of transactions	Amount Outstanding	Amount of transactions	Amount Outstanding
Ishwarbhai B. Patel	Remuneration	984.00	71.42	984.00	78.81
Nitin I Patel	Remuneration	972.00	76.86	972.00	79.00
Bhupendra A Patel	Salary & Allowances	142.11	20.66	142.11	20.66
Super Industries	Purchase	40547.27	149.82	24,925.09	4,784.61
	Rent	144.00		144.00	
	Sales	28037.50		16,810.08	
Pioneer Pesticides Industries	Purchase	24973.44	6342.60	13,675.25	4,989.89
	Sales	21692.95		11,157.14	
VIP Industries	Purchase	5154.32	2054.88	2,242.52	NIL
	Sales	20620.20		4,495.12	
Gopinath Packaging	Purchase	3279.74	3031.48	4,685.53	3,124.64
	Legal & Prof. Fees	138.18		82.12	
	Sales	257.26		NIL	
Gopinath Plastic Packaging	Purchase	79.87	1615.95	1,842.59	1,816.08

32 EARNINGS PER SHARE:

Particulars	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Profit/(Loss) attributable to Shareholders:		
- Before exceptional items (Rs. in thousand)	12,023.23	3,925.38
- After exceptional items (Rs. in thousand)	12,023.23	3,925.38
Basic/Weighted average number of Equity Shares outstanding during year	57,90,804	57,00,000
Nominal Value of Equity Shares (Rs.)	10	10
Basic / Diluted earning per share		
- Before exceptional items	2.08	0.69
- After exceptional items	2.08	0.69

As per our report of the even date attached

For, **Parimal S. Shah & Co.**
Chartered Accountants**[P. S. Shah]**
ProprietorPlace : Ahmedabad
Date : 30.05.2016

For and on behalf of the Board

Mr. Ishwarbhai B. Patel Chairman & Managing Director**Mr. Nitin I Patel** Executive Director**Ms. Hiral Patel** Company SecretaryPlace : Ahmedabad
Date : 30.05.2016

**SUPER CROP SAFE LIMITED**

Registered Office : C-1/290, G.I.D.C. Estate, Phase - I, Naroda, Ahmedabad-382 330.

FORM No. MGT-11 - PROXY FORM

[(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No./Client ID No. : _____

I/We, being a Member/Member[s] holding _____ shares of the Super Crop Safe Limited, hereby appoint:

1. Name _____ E- mail ID _____

Address _____ Signature _____ or failing him/her

2. Name _____ E- mail ID _____

Address _____ Signature _____ or failing him/her

as my / our Proxy to attend vote on a [poll] for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 11.00 a.m. at the Registered Office of the Company at C-1/290, GIDC Estate, Phase I, Naroda, Ahmedabad 382 330 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1.	Adoption of Audited financial statements of the Company for the year ended March 31, 2016 together with the Report of the Board of Directors and the Auditors thereon.		
2.	Dividend on Equity Shares for the Financial Year 2015-16.		
3.	Re-appointment of Mr.Nitinbhai Ishwarbhai Patel (DIN: 00206561), a Director retiring by rotation.		
4.	Re-appointment of Mr. Ambalal Baldevdas Patel (DIN: 00206520), a Director retiring by rotation.		
5.	Ratification of Appointment of Statutory Auditors.		
6.	Preferential Issue and allotment of Equity Shares		
7.	Preferential Issue and allotment of Convertible Warrants		
8.	Enhancement of Authorised Share Capital from Rs. 8 Crores to Rs. 10 Crores		
9.	Alteration of Capital clause contained in the Memorandum of Association		

Signed this _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxyholder[s] _____

Signature(s) Shareholder(s)

Affix
Re. 1/-
Revenue
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SUPER CROP SAFE LIMITED

Registered Office : C-1/290, G.I.D.C. Estate, Phase - I, Naroda, Ahmedabad-382 330.

ATTENDANCE SLIP

(To be handed over, duly filled in, at the entrance of the Meeting Place)

Name of the attending Member/Proxy (in block letters) :**Member's Folio No.** :**No. of Shares held** :**Date of AGM** : 30th September, 2016**Place** : C-1/290, GIDC Estate, Phase-1 Naroda, Ahmedabad - 382 330.**Time** : 11.00 A.M.I hereby record my presence at the Annual General Meeting on 30th September, 2016.

Date :

Member's/Proxy's Signature

**Form No. MGT-12****Polling Paper**

**[Pursuant to section 109(5) of the Companies Act, 2013 and
Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]**

Name of the Company: SUPER CROP SAFE LIMITED

Regd. Office: C-1/290, GIDC Estate, Phase I, Naroda, Ahmedabad 382 330

Tel. No. : 079-22823907, Website: www.supercropsafe.com, CIN: L24231GJ1987PLC009392

Annual General Meeting of the Company held on Friday, 30th September, 2016 at 11.00 a.m. at the Registered Office of the Company at C-1/290, GIDC Estate, Phase I, Naroda, Ahmedabad 382 330.

BALLOT FORM

Sr. No.	Particulars	Details
1.	Name of the First named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share Equity Shares	

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

ITEM No.		No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
1.	Adoption of Audited financial statements of the Company for the year ended March 31, 2016 together with the Report of the Board of Directors and the Auditors thereon.			
2.	Dividend on Equity Shares for the Financial Year 2015-16.			
3.	Re-appointment of Mr.Nitinbhai Ishwarbhai Patel (DIN: 00206561), a Director retiring by rotation.			
4.	Re-appointment of Mr. Ambalal Baldevdas Patel (DIN: 00206520), a Director retiring by rotation.			
5.	Ratification of Appointment of Statutory Auditors.			
6.	Preferential Issue and allotment of Equity Shares			
7.	Preferential Issue and allotment of Convertible Warrants			
8.	Enhancement of Authorised Share Capital from Rs. 8 Crores to Rs. 10 Crores			
9.	Alteration of Capital clause contained in the Memorandum of Association			

Place :

Date :

Signature of the Shareholder

Note: Please read the instructions carefully before exercising your vote.



INSTRUCTIONS:

- 1) This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
- 2) A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
- 4) The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer Mr. Ashish Doshi, of M/s SPANJ & Associates, Practising Company Secretary, (Membership No. 3544) at the Registered Office of the Company on or before the date of the AGM. Alternatively, the Ballot can also be deposited in the box to be made available at the venue during the AGM.
- 2) The Ballot Form should be signed by the member as per the specimen signature registered with the Company / Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
- 4) Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 23rd September, 2016 as per the register of members of the Company.
- 6) A member may request for a duplicate Ballot Form, if so required.
- 7) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.
- 8) The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 9) The results declared along with the Scrutinizer's report, shall be placed on the Company's website : www.supercropsafe.com within two working days of the passing of the resolutions at the AGM of the Company to be held on 30th September, 2016, and shall be communicated to BSE Limited, where the shares of the Company are listed.

Factory Layout



APPRECIATIONS AND AWARDS

Over the years, Company's efforts have earned following prestigious awards.



UDYOG RATNA AWARD

From The Institute of Economic Studies, New Delhi.

WASTE MINIMIZATION

From National Productivity Council, New Delhi.



GOLD STAR AWARD

From National Institute of Economic Development, New Delhi.

RAJIV GANDHI EXCELLENCE AWARD

From Institute of Economic Studies, New Delhi.





Super Crop Safe Limited

BIO DIVISION

A Complete Organic Food for Human

A single cell organism with a spiral physical configuration that comes from the blue green freshwater algae.

Superlinaa is a superfood with a remarkable ability to synthesize concentrated food efficiently. It is loaded with 60% highly digestible protein. A low-calorie with an excellent amount of chlorophyll, vitamins, essential minerals, amino acids, antioxidants, polysaccharide including a high concentration of omega 6 fatty acids.





Super Crop Safe Limited

BIO DIVISION

A Complete Food for Plant

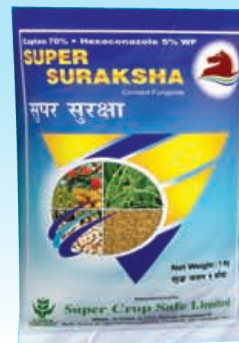
Mycorrhiza is a Greek word, which means root fungus (Myco=fungal+rhiza=roots).

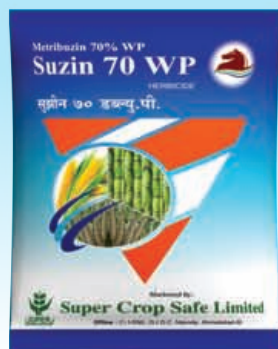
Super Gold VAM is a Mycorrhizal root inoculants which contains different Vesicular Arbuscular Mycorrhiza (VAM) fungal propagules developed and commercialized by Super Crop Safe Ltd, Ahmedabad.

VAM is world's strongest Mycorrhiza which forms association with root of more than 90% of angiospermic plant (Crops) species.

In this symbiotic association, the plant provides the sugar to the fungus they need to grow (since fungi cannot make their own food (sugar)), and the fungi provides the plants nutrients, particularly phosphorus (P) and other micronutrients, like zinc, calcium, iron, magnesium, manganese (Zn, Ca, Fe, Mg, Mn, Mo, Cu etc).







Super Crop Safe Limited



Super Crop Safe Limited

If not delivered return to :

● **REGISTERED OFFICE** ●

C-1/290, GIDC Estate, Pase-I, Naroda, Ahmedabad - 382 330. (GUJARAT) Phone No. : 079-22823907 Mobile : 9824169514

● E-mail : super_crop_safe@yahoo.com ● Investor Grievance E-mail : super_investor_grievance@yahoo.in

Website : www.supercropsafe.com

