



32nd ANNUAL REPORT

2018-2019

CREATING VALUE

SUPER CROP SAFE LIMITED

Creating value

Super Crop Safe utilizes its unique process and skills to develop differentiated organic solutions which contributed the value addition to the entire Agro-Chemical Industry through innovation. We are putting rigorous efforts to cultivate a cultural and a dynamic prosperous environment reflecting our vision for healthy crops and economy of farmers. Consistent with this approach, we are dedicated towards achieving business sustainability, to our relationships with local communities. Company is simultaneously working on the pollution control as we shifted our focus from generic pesticides to bio-based fertilizer and innovative pesticides

6,442

(₹ in Lakh)
Revenue

861

(₹ in Lakh)
EBITDA

**Performance
Highlights:
2018-19**

545

(₹ in Lakh)
PAT

15.70%

ROE

3,470

(₹ in Lakh)
Net Worth

0.004

Debt to Equity

22.08%

ROCE

Table Of Content

Corporate Overview

Corporate identity	4
Facts & Figure	6
Key Performance Indicators	7
Milestone	8
Awards & Certifications	10
Geographical Presence	12
Farmer Campaign	13
Board Of Directors	14
Corporate Information	15
Why Super Crop Safe?	17
Product Portfolio	20
Financial Summary	22
Production Facility	24
Chairman's Letter	26

Statutory Reports

Management Discussion & Analysis	28
Director's Report	34
Report on Corporate Governance	66

Financial Statements

Independent Auditor's Report	86
Balance Sheet	94
Statement of Profit & Loss	95
Cash Flow Statement	96
Notes on Financial Statements	100

Shareholder's Information

Attendance Slip	127
Proxy Form	127
Ballot Paper	129
Notice	131

Caution regarding forward-looking statements

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans 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 realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions.

CORPORATE IDENTITY

About Us

Super Crop focuses on complex solutions in the field of Agrochemicals through channelising the collective strength of more than 90 employees. We currently produce multiple products. The state-of-the-art facility has integrated process development with in-house R&D capabilities. We maintain an active research presence which has a dedicated team of scientists and chemists. With a focus on high-growth products and niche markets, Super Crop Safe manages a portfolio of more than 100 products. Strong technical capabilities in the areas of R&D, brand building and strong distribution presence in India help us chart a differentiated path for stakeholder's value creation.

Values

Integrity in business

Creating friendly environment at work place

Understanding farmers need for cost effective agri-inputs

Catering customers with quality of supplies for value



Augmentation of sustainable solution for agriculture and its early incorporation in product basket



High return for investors of the industry



Holistic diversification for sustainable business development



To be one of the popular leader in the Agrochemical industry by providing time tested agri-solutions to farmers



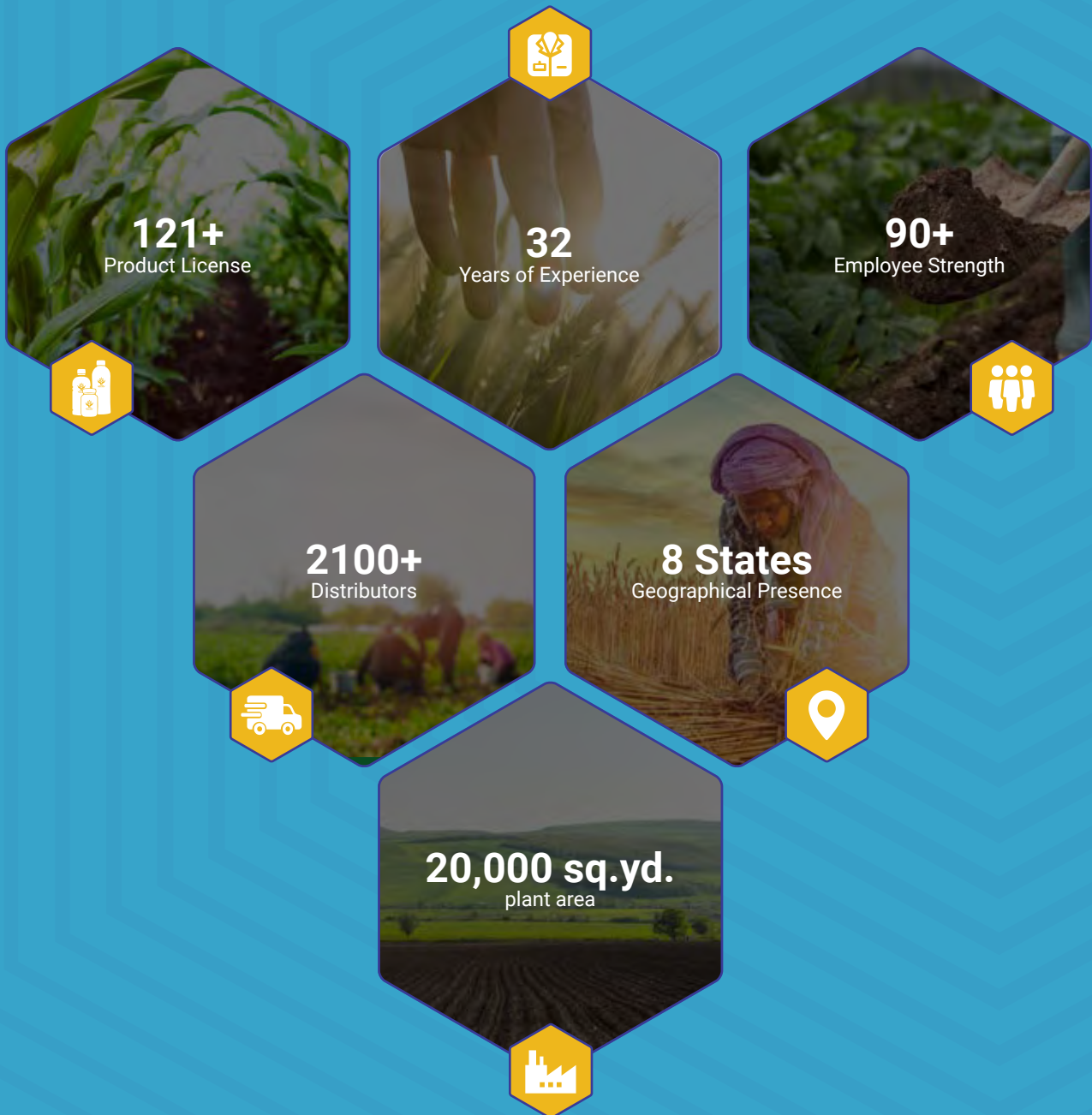
Healthy Crops & Economy of Farmers



Employee satisfaction

Mission & Vision

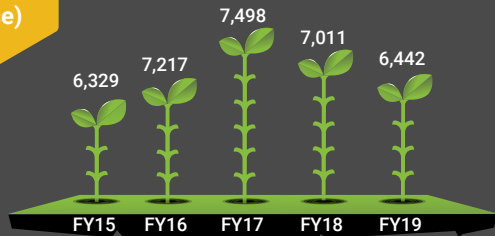
Facts & Figure



Key Performance Indicators

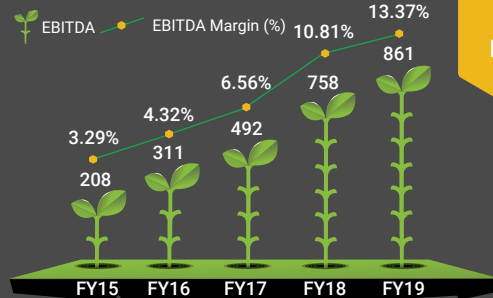
Revenue (Net of excise)

(₹ in Lakh)



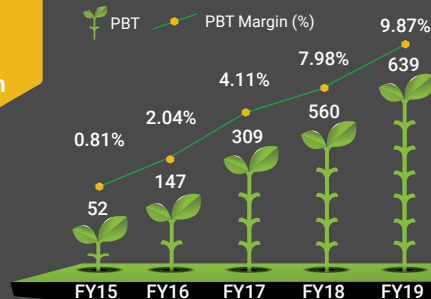
(₹ in Lakh)

EBITDA and EBITDA Margin



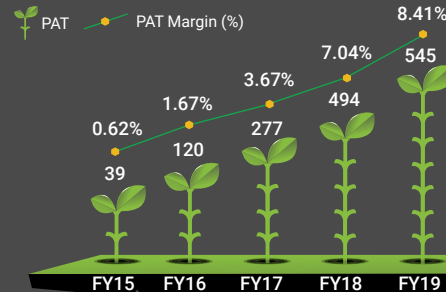
PBT and PBT Margin

(₹ in Lakh)

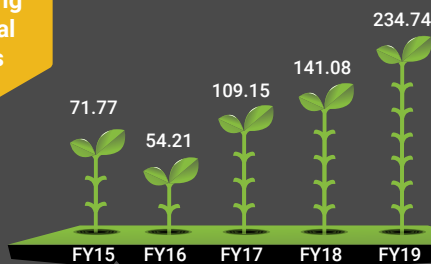


(₹ in Lakh)

PAT and PAT Margin

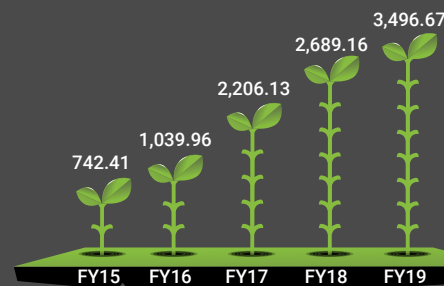


Working Capital Days

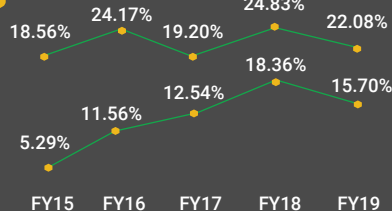


(₹ in Lakh)

Net Worth

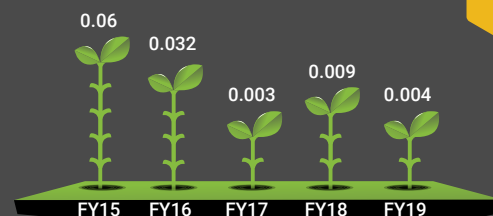


ROE (%) & ROCE (%)

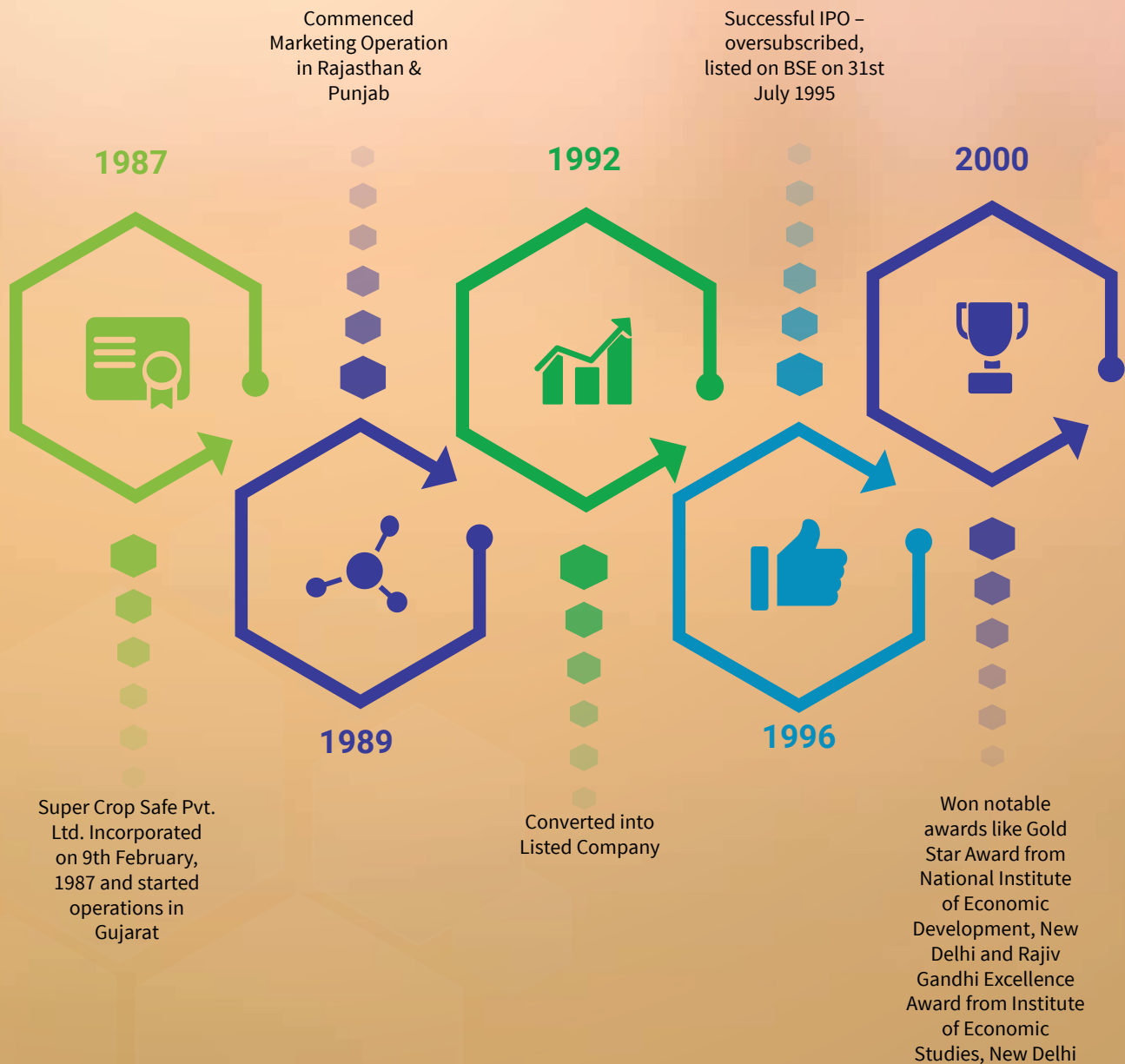


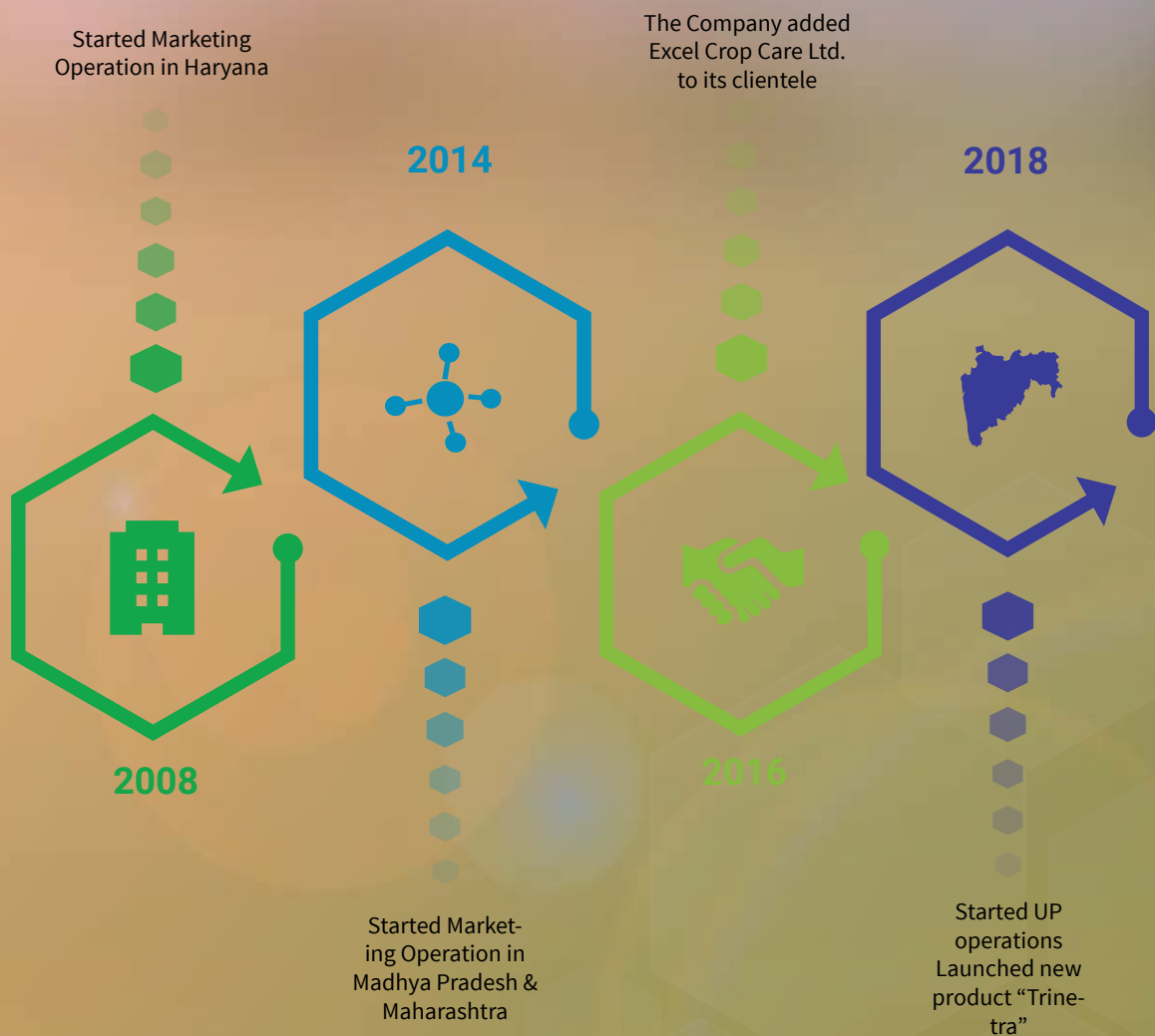
(in times)

Debt to Equity



Milestone





Awards & Certifications





Udyog Ratna Award
from the Institute of
Economic Studies, New
Delhi.



Gold Star Award from Na-
tional Institute of Economic
Development, New Delhi.

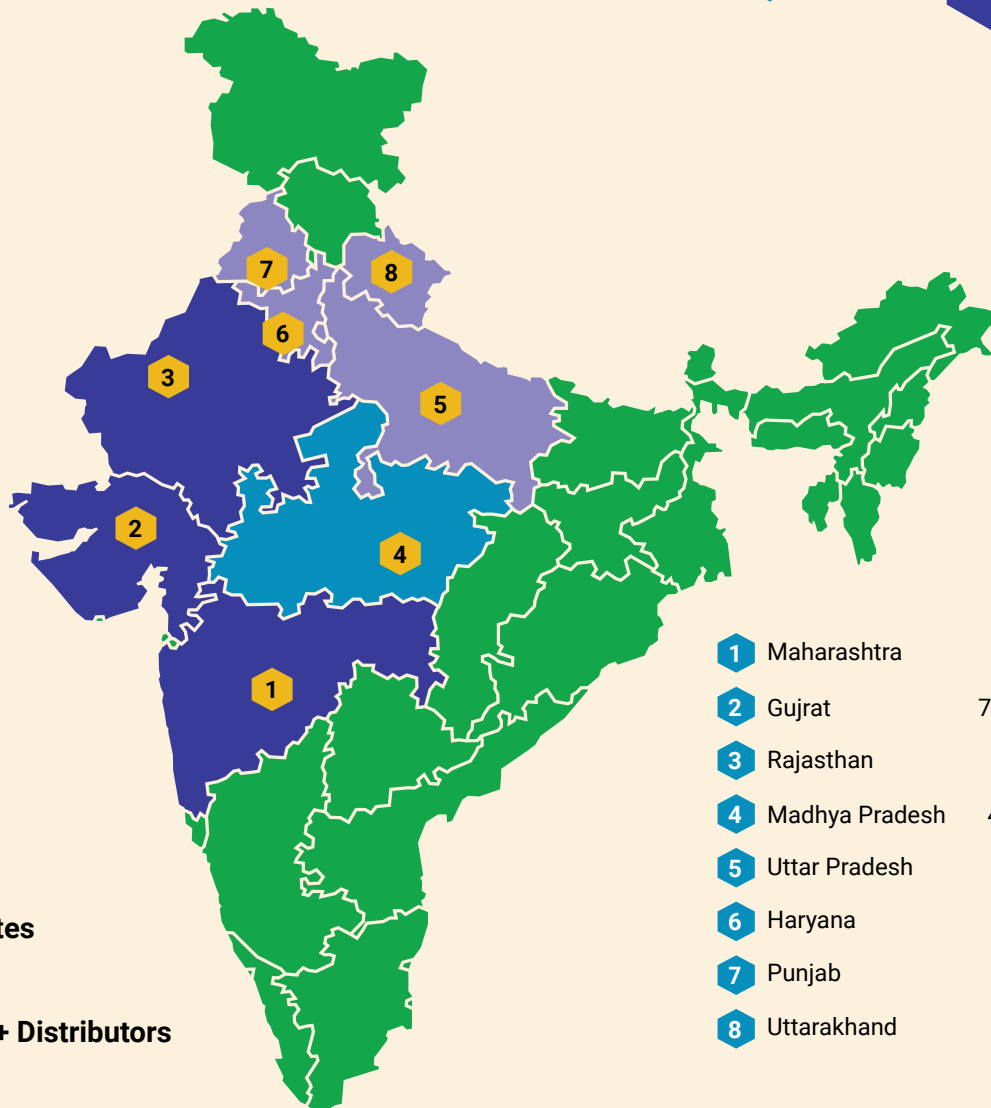
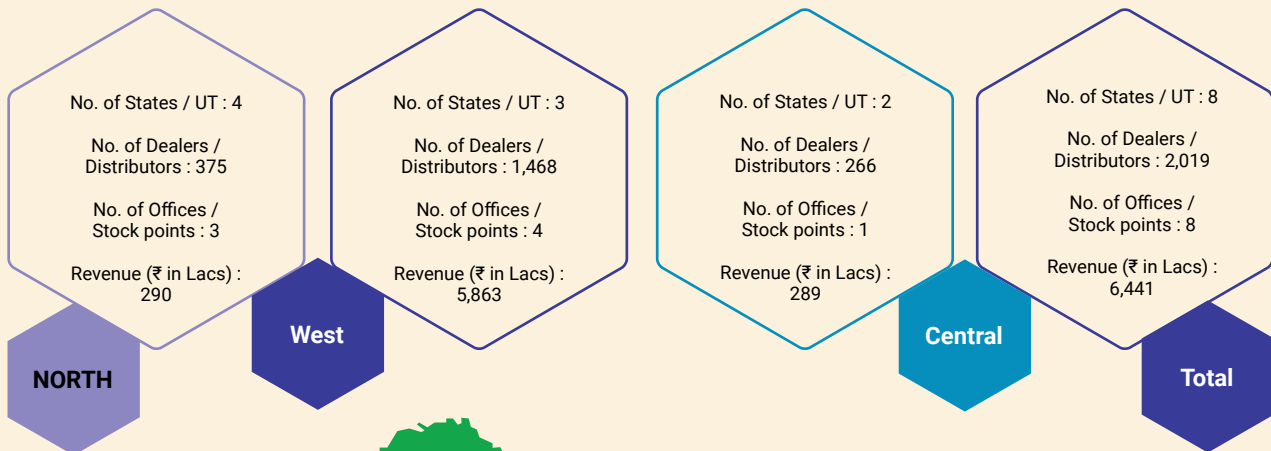


Waste Minimization
from National Pro-
ductivity Council, New
Delhi.



Rajiv Gandhi Excellence
Award from Institute of
Economic Studies, New
Delhi.

Geographical Presence



1	Maharashtra	7.61%
2	Gujrat	75.44%
3	Rajasthan	7.97%
4	Madhya Pradesh	4.48%
5	Uttar Pradesh	2.04%
6	Haryana	0.99%
7	Punjab	1.48%
8	Uttarakhand	



8 States



2100+ Distributors

Farmer Campaign



Board of Directors



Mr. Ishwarbhai Patel
Chairman

Ishwarbhai B. Patel is the promoter-director of the company and looks after the major decision regarding policy matters and new development in the Company. He has experience of more than 40 years in the industry.



Mr. Nitin Patel
Managing Director

Nitinbhai I. Patel is the Managing Director & CFO since 1991 and looks after Marketing and Purchase department. He is having more than 25 years of experience in the industry.



Mr. Ambalal Patel
Executive Director

Ambalal Patel is the Executive Director and looks after plant and production department in the Company. He has experience of more than 30 years in the Industry.



Mr. Piyushkumar Patel
Non Executive Independent Director

Piyushkumar Patel is the Non-Executive Independent Director is a member of committees of the board since 1991 and looks after regulatory guidelines of SEBI in the Company. He is an Industrialist with more than 45 years of experience in the Industry.



Ms. Kalapanaben Pandya
Non Executive Independent Director

Kalpanaben Jigneshbhai Pandya is the Non- Executive Independent Director since 2014. She owns expertise in the field of accounting and is having more than 30 years of experience in the Industry.



Mr. N. R. Krishna
Non Executive Independent Director

Radhakrishna Naraparaju is the Non-Executive Independent Director is a member of committees of the board and looks after regulatory requirements. He owns expertise in the field of marketing and is having more than 25 years of experience in the Industry. He is associated with the Company since 1991.

Leadership Team



Mr. Kamlesh Patel
Vice-President Operations



Dr. Sahay
Head-Research & Development



Ms. Hiral Patel
Company Secretary

Corporate Information

BOARD OF DIRECTORS

Shri Ishwarbhai B. Patel

Chairman & CEO

Shri Ambalal B. Patel

Executive Director

Shri Nitinbhai I. Patel

Managing Director, CFO

Shri Piyushbhai K. Patel

Non Executive Independent Director

Shri N. R. Krishna

Non Executive Independent Director

Smt. Kalpanaben J Pandya

Non Executive Independent Director

AUDITORS

Naresh J. Patel & Co.
Chartered Accountants
804, Mauryansh Elanza,
B/s. Parekhs Hospital,
Shyamal Cross Roads, Satellite,
Ahmedabad-380015

BANKERS

State Bank of India
HDFC Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS

LINK INTIME INDIA PRIVATE LIMITED
5th floor, 506 to 508,
Amarnath Business Centre - I (ABC - I),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Navarangpura, Ahmedabad - 380009.
E-mail ID: enotices@linkintime.co.in

PLANTS

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



Growth Drivers



Shift focus from generic pesticides to bio fertilizers & innovative pesticides



Focus on R&D for innovating new formulations with high margins



Tap new geographies and spread distribution network out reach



Strengthen knowledge based team for early achievement of goals

Why Super Crop Safe?



Strong Research & Development team



Consistent growing revenue and margin numbers



Management experience of more than 32 years



Extensive range of product portfolio



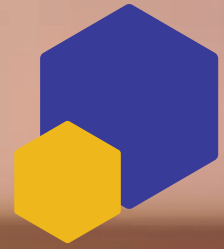
Strong market hold and increasing out reach



Successful track record of product launch and its market penetration

Research and Development

SUCROSA is slowly paving the ways of its unique USP based strategy to categorised the best among the similar nice by adding value through its in-house research and development. Soil health and Plant health is the guiding principle of good crop produce. We have focused our research on Plant Insect Interaction and by applying algorithms for research analysis and with further experimental R & D in this area. We are exploring to diversify and entered to produce Nutraceuticals too. We have launched





We have focused to launch Environment friendly & Sustainable new molecules; a combination of two or three molecules and natural poly molecular with inculcation of Nano-Biotechnology. A strategic R & D is in progress to release / launch as per market need.



Super Gold

a Mycorrhiza VAM Product (reducing 50% of Phosphoric fertilizer application), which is now proving its strength among the Farmers in different states.



Bora Gold

Boronated Sulphur Granular (Sulphur 80% (Min) + Boron 1.2% (min))



Z-Cross

Zinc Oxide Suspension concentrate 39.5% Zn a micronutrient Fertilizer.



triNETRA

a polyherbal formulations to control sucking pest and bacterial & fungal pathogens. The biotic signals produces PLANTIBODY in crops for defence.

Product Portfolio



Product Name
ACEPHATE IMIDA
Brand Name
Super Lion



Product Name
Azoxi manco
Brand Name
MIG-71



Product Name
Imazethapyr
Brand Name
Super Shoot



Product Name
AZOXY TEBU
Brand Name
Escort



Product Name
CLASSIC GOLD 3D BOX
Brand Name
Classic Gold



Product Name
EMA 5 SG
Brand Name
Sumectin



Product Name
EMA EC
Brand Name
Sumectin



Product Name
THIO LAMBDA
Brand Name
Artica



Product Name
THIO
Brand Name
Super Tara



Product Name
IMIDA 305
Brand Name
Sumida 30.5



Product Name
NIVIN VAM DOL
Brand Name
Nivin S-3



Product Name
LAMBDA CS
Brand Name
Spider 49



Product Name
SUPER GOLD LIQUID
Brand Name
Super Gold



Product Name
SUPER 90 DOL
Brand Name
Super 90



Product Name
Insecticide
Brand Name
Target



Product Name
TEBU SULPHUR
Brand Name
Kranti



Product Name
TEBU EC
Brand Name
Super Tebu



Product Name
Thio fs
Brand Name
Super Coat FS

Financial Summary

(₹ In Lakhs)

INCOME	2018-19	2017-18	2016-17	2015-16	2014-15
Revenue From Operations (Net of excise)	6,442	7,011	7,498	7,217	6,329
EBITDA (including other income)	861	758	492	311	208
Depreciation	84	76	61	51	61
EBIT	777	682	431	260	147
Finance Charge	139	122	122	113	96
Profit Before Tax & Exceptional Items	639	560	309	147	52
Profit before tax	639	560	309	147	52
Tax	94	66	33	(27)	(12)
Profit After Tax including minority (PAT)	545	494	277	120	39
Profit After Tax and Allocation of Minority Interest	545	494	277	120	39
Paid up Capital-Equity	790	785	755	646	596
Reserves & Surplus	2,679	1,904	1,451	394	174
Shareholders fund	3,469	2,689	2,206	1,040	742
Long-term Borrowings (including current maturities)	12	24	8	34	45
Short Term Unsecured Borrowings	1,321	1,197	874	569	553
Total Debt	1333	1,221	882	603	598
Tangible Fixed Assets (Property, Plant and Equipment) (net)*	670	624	538	397	344
Net Worth	3,469	2,689	2,206	1,040	742

Growth Indicators	2018-19	2017-18	2016-17	2015-16	2014-15
Net Sales	(8%)	(7%)	4%	14%	4%
EBITDA	14%	54%	58%	50%	(1%)
EBIT	14%	58%	66%	77%	(12%)
PAT	10%	78%	130%	206%	(21%)

Key Operating Ratio	2018-19	2017-18	2016-17	2015-16	2014-15
EBITDA Margin	13%	11%	7%	4%	3%
EBIT Margin	12%	10%	6%	4%	2%
PAT Margin	8%	7%	4%	2%	1%

Financial Leverage	2018-19	2017-18	2016-17	2015-16	2014-15
Net Debt/Equity	0.004	0.009	0.003	0.032	0.060
Interest Coverage	5.61	5.57	3.54	2.31	1.54
Debt/EBDAT	1.84	1.92	2.38	3.03	5.31

Return Ratios	2018-19	2017-18	2016-17	2015-16	2014-15
ROE	16%	18%	13%	12%	5%
ROCE	22%	17%	14%	16%	9%

Other Ratios	2018-19	2017-18	2016-17	2015-16	2014-15
Turnover to Tangible Assets (Net)	10	11	14	18	18
Book Value/Share (Rs.)	8.78	6.85	5.84	3.22	2.61
EPS (Basic)	1.38	1.28	0.79	0.42	0.14
EPS (Diluted)	1.38	1.28	0.78	0.42	0.14

Production Facility

Himatpura (Bilodra), Gujarat

**Liquid
Formulation**

10,000 KL
per Annum

**Dust
Formulation**

10,000
MT per Annum

**Granule
Formulation**

7,000
MT
per Annum

**Technical
Grade**

3,000
MT
per Annum

Chairman's Letter

I am pleased to share that in FY 18-19, we achieved our goals for long-term success and ensured sustainable results. Even though the year was marked with economic challenges, like GST implementation, trade wars, outflow of FII funds, and various other macroeconomic reasons. However, your company took all the right steps to make sure that our performance was not impacted by the hurdles we faced. The monsoon was not good this year, as a result of which the entire Gujarat and parts of Maharashtra, Madhya Pradesh, and Rajasthan were affected. Nevertheless, the company remained determined to defy the odds and succeed, which is evident from our performance this year.

Super Crop generated 75% of the total revenue from Gujarat, 8% Maharashtra, whereas other states contributed the remaining revenue. The company is now planning to acquire land for setting up a technical grade plant for captive use and for sale in the market. The application has been submitted to the relevant authorities and we are awaiting their permission, after which the development work will begin immediately.

According to India Brand Equity Foundation report, the Indian agrochemicals market is anticipated to be valued at USD 6.3 billion by the year 2020. The production of agrochemicals has increased at a CAGR of 4.3% during FY14-15, and 2.9% in FY18-19. The improvement in agrochemical exports has been due to the country's abilities to manufacture at a low cost, having availability of technically trained manpower, overcapacity, seasonal domestic demand, strong presence in generic pesticide manufacturing, and better price realization on a global level.

The government which has secured a nation-wide mandate has increased focus on creating opportunities in the agrochemical sector. The finance minister, in the interim budget 2019, mentioned that the government is emphasising the growth of organic food to ensure self-sufficiency and productivity by the use of bio-fertilizers. They have also decided to spend INR 70,000 crore, i.e. INR 6,000 annually per farmer, and two instalments have already been credited. This is a move to boost the agrochemical and agricultural sector. Constant efforts are being made to remove low margin products and increase high margin ones in our

portfolio, so as to improve the EBIDTA and PAT in the future. The Government of India is motivating farmers to depend on modern techniques by reducing the usage of urea and harmful pesticides while putting more focus innovative products which promote crop growth and better income.

In the agriculture sector, our newly launched products have garnered appreciation from the farmers. I feel immense pride in informing you that Trinetra, Super Gold, and other environmentally-safe products launched under the pesticide division have received positive responses in the market and are consistently generating good sales.

Nutraceutical segment is blooming in India, with the population concerned about their health. This segment includes both high and low margin products, and the demand for our nutraceutical products will increase significantly in the coming years. With all the required certifications, namely HACCP, FSSAI, and GMP, we are ready to enter this market. Our line of products will include Spirulina, an energy drink which has all the necessary permissions and is in the final stage of development.

In the next 2-3 years, the company is looking to increase the share of bio-division to 50%. Bio-division products are manufactured with the guidance of our R&D, and every product has high margin so this segment will contribute to improvement in total sales. As a result, the growth will accelerate and it will be evident in the company's annual profit and sales. With Supergold and triNetra, the company will be able to gain a strong foothold in the bio-fertilizer segment, giving a good impetus to the company.

Revenue from operation decreased from Rs.7,010.82 lakhs in FY 2017-18 to Rs. 6441.99 lakhs in FY 2018-19 due to change in the business strategy that resulted in an increment of the EBIDTA and PAT by 13.63% and 10.31% respectively.

We are working hard constantly to expand all over India and present our products to a larger audience. Currently we are in more than eight states with 2100+ distributors in the North, West, and Central zones.

**Ishwarbhai Patel**

Chairman,
Super Crop Safe Limited

***We are striking a balance
between nutritious crops and
sustainable environment***

By concentrating on entering new geographies, and launching 3-4 high margin and high demand products every year, the company is looking to improve its margin. The focus is also on increasing the distributor network from 2100 to at least 4000 by the year 2020.

I would like to extend my sincere gratitude to all our stakeholders and the Board Members, whose confidence and faith in the management has kept Super Crop going well all these years. The same will be required for years to come for realising our vision and ensuring the growth of the industry.

Management Discussion and Analysis

Global economic overview

Experts suggest that the world economy will grow at a consistent pace of 3 per cent in 2019 and 2020. Within the developing economies, the East and South Asian regions are on the course of sustainable growth, while numerous commodity-exporting countries are experiencing a slow yet steady recovery. There is a rise in the number of short-term risks, with the possibility of severely disrupting the economic activity and cause serious long-term damage. These factors include rising trade disputes, undercurrent of cross-country tensions and economic stress and volatility.

However, economic growth was fast-paced in more than half the world's countries in 2017 and 2018. The developed countries grew at a rate of 2.2 per cent in both years, and the growth rates in many countries came close to their potential. The unemployment rates dropped in several economies too, which presents a positive economic atmosphere. This recovery is also noticeable in commodity exporting countries, especially fuel exporters, although the issue of volatile prices is still a challenge for them. The result of a sharp drop in the commodity markets during 2014-15 also remains to be tackled to maintain fiscal and external balances. As a result, such countries have been left with large levels of debt.

Since the beginning of 2018, the increase in the global industrial production and merchandise trade has been seen a hit. This is quite apparent in intermediate goods sectors and trade-intensive capital. Throughout 2018, there were trade tensions between the world's largest economies, with a rise in the number of disputes which were raised under the dispute settlement mechanism of the World Trade Organization. Decisions by the United States, which included increasing import tariffs, have given rise to retaliations and its counter-measures. As a result, the global trade has lost its momentum, although measures are being taken and subsidies are being granted to avoid direct negative impacts on United States and China.

The extreme weather events have led to climate risks, which are getting increasingly terrifying with each passing year. In the last six years, more than half of the extreme weather events have been credited to climate change. The impact is severe on developed and developing countries, as there the risk of long-term damage is very high. In numerous emerging economies, the financial market conditions took a hit as investors were losing confidence.

(Source: World Economic Situation and Prospects 2019, United Nations)

Nations like Brazil, India, and the Russian Federation had to experience a slump in equity markets and the fall of domestic currencies. What drove the majority of portfolio investment trends in these regions was the reversal of foreign portfolio flows.

The trade tensions deeply influenced business confidence over the world. As a result, the financial market worsened and the conditions have become uptight for the emerging markets. Due to global demand, even advanced economies had to bear the brunt of the escalated trade tensions. After the signalling of a better monetary policy by the US Federal Reserve, the global condition is much better in 2019.

As a result, the worldwide growth is expected to slow down to 3.3 percent in 2019, from 3.6 percent in 2018. However, the same for 2020 is anticipated to be 3.3 percent. In many regions, especially Africa, Latin America, South Asia, and the Caribbean, around the world, private consumption is still the largest contributor to growth. The global inflation is still moderate, but there is a slight improvement in many countries. The oil-importing countries had to face inflationary pressures due to the increase in oil prices. On the other hand, the currency depreciation against the US dollar had put pressure on the imported prices of many countries.

Indian economic overview

The Indian economy is one of the fastest growing economy in the world. Experts project the development of the country to accelerate over the years. However, the pace appeared to be slow in 2018-19. The reasons behind this slump are said to be tepid increase in fixed investment, a decline in the growth of private consumption, and muted exports. On the supply side, the challenge is boosting the growth of agricultural sector and sustaining the growth of the industry.

The GDP of India is said to have increased at 7.2 per cent in the year 2017-18, and by 7 per cent in 2018-19. The host of improvement in the economic scenario has brought numerous investments in various sectors of the economy. The M&A activity in the country is said to be USD 129.4 billion in 2018, while both venture capital (VC) and private equity (PE) have reached USD 20.5 billion.

(Source: <https://www.ibef.org>)

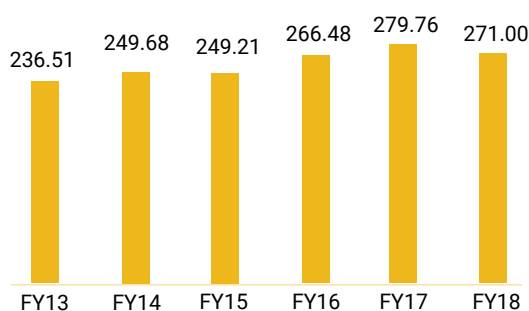
The Foreign Direct Investment (FDI) equity inflows stand at USD 44.35 billion for FY 2018-19. The total expenditure for the upcoming financial year 2019-20 is expected to be 2,784,200 crore INR (USD 391.53 billion).

The government aims to focus on faster implementation of its policies, and thanks to important economic policies on the line the infrastructure development will be worth appreciation. India's recent budget has shown the government's vision to balance growth and fiscal prudence. The budget has been aimed at supporting needy farmers, financially challenged workers in the unorganised sector, salaried employees, and to keep pushing for improving the social and physical infrastructure.

Agricultural sector

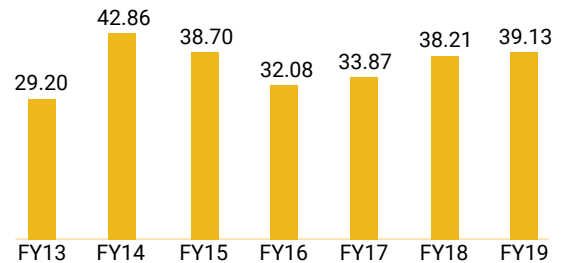
Agriculture is the main source of livelihood for around 58 per cent of the Indian population. Consequently, the country ranks second in the worldwide production of fruits and vegetables, and is one of the leading exporters of bananas and mangoes. This sector is the backbone of the Indian economy, as it employs more than half of the nation's population and contributes 15 per cent to the national GDP.

Gross Value Added by Agriculture and Allied sectors (US\$ billion) at Constant 2011-12 prices



In 2017, India was the ninth largest agricultural explorer. The Government of India approved The Agriculture Export Policy, 2018 in December 2018. The policy is aimed at increasing the country agricultural exports to USD 60 billion by 2022 and USD 100 billion in the following years with the help of a stable trade policy regime. According to the Union Budget 2019-20, Rs 140,763.97 crore (USD 1.95 trillion) was allocated to the Ministry of Agriculture. The government is also looking to increase the earning of farmers by two times by the year 2022.

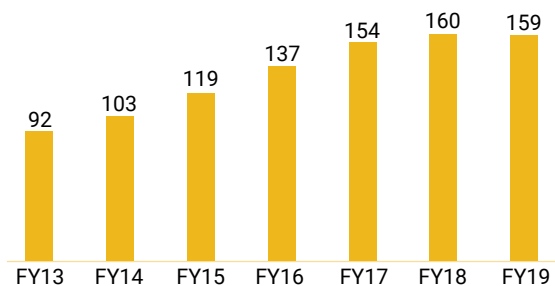
Agricultural exports from India (US\$ billion)



The agriculture sector has been provided institutional credit of Rs 11.11 trillion (US\$ 159 billion) for 2018-19, whereas credit disbursal target of Rs 10 trillion (155.16 billion) was met for 2017-18. The government has also planned to improve the average income of a farmer from Rs 96,703 (USD 1,505) in 2015-16 to Rs 219,724 (USD 3,420) by 2022-23.



Credit to Agriculture & Allied Activities (outstanding) (US\$ billion)



(Source: <https://www.ibef.org>)

For farming equipment, India is known to be one of the largest manufacturers. Nearly one-third of the global tractor production is done in India. Also, the country has the largest agricultural area with 11 per cent share of the total arable land. The arable land resources in the country are the 10th largest in the world, and the nation has 46 of the 60 known soil types.

India has the 10th largest land that is suitable for growing crops with 20 agri-climate regions and all 15 major type of climates of the world. The country also possesses 46 to 60 soil types. The Government of India has announced a many projects in the agricultural sector like Pradhanmantri Gram Sinchai Yojna with the aim of optimum utilisation of water to achieve the goal "Per Drop More Crop".

Two major agricultural seasons in India: Kharif and Rabi, Kharif season is from April to September whereas Rabi season is from October to March.



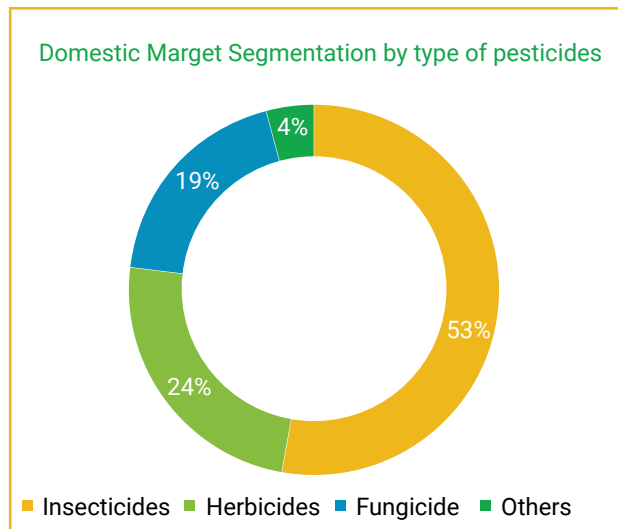
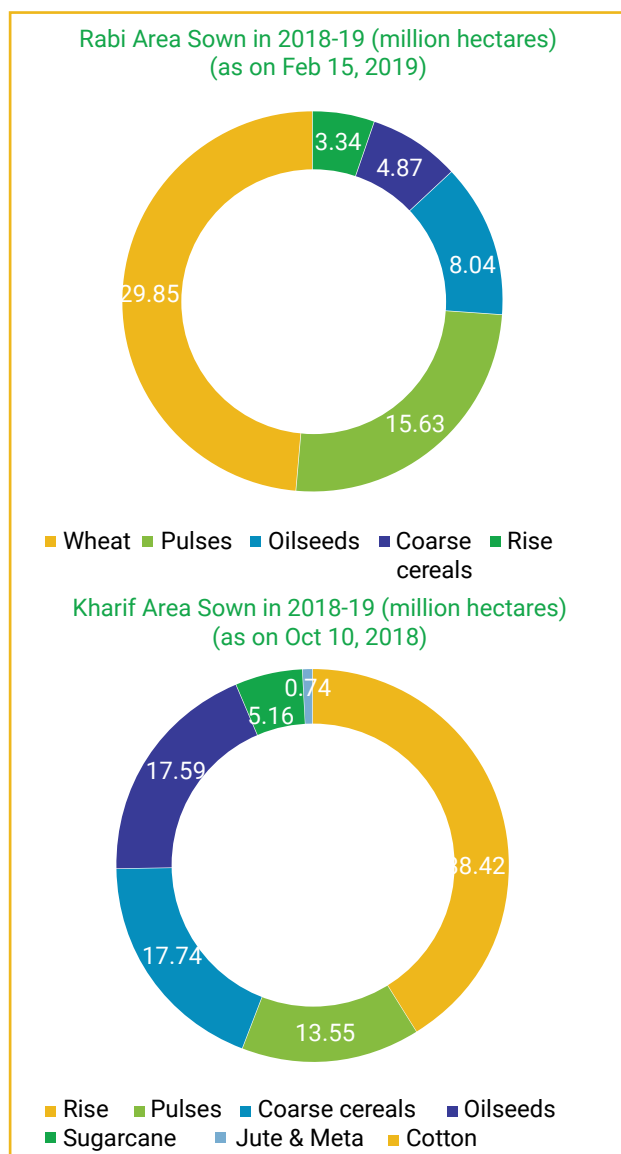
Indian Agrochemicals Industry

Being the world's 4th largest producer of agrochemicals after United States, Japan, and China, India is also the 13th largest exporter of pesticides. Following is the segmentation of the Indian Agrochemical Market:

Insecticides: Controls insects and pests, which are known to reduce crop yield and quality.

Fungicides: Prevents and cures fungal plant diseases.

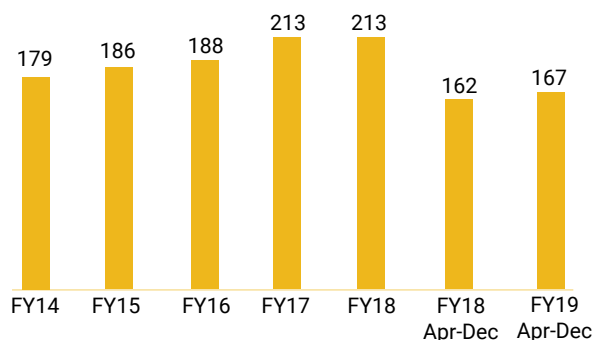
Herbicides: Prevents and reduces weeds, which are known to hamper crop growth and harvest.



In India, the production capacity of agrochemical companies is around 292 (000' MT). The production of agrochemicals has grown during FY14-18 at a CAGR of 4.3%. In the FY-18-19, the production has increased by 2.9%. As the population of India increases, there has been a rise in the production of crops. Food grain production has increased at a CAGR of 1.8% and the production of horticulture has been at a CAGR of 3% during FY14-18. Apparently, the country's agrochemical consumption is one of the lowest in the world.

(Source: www.ibef.org, www.careratings.com)

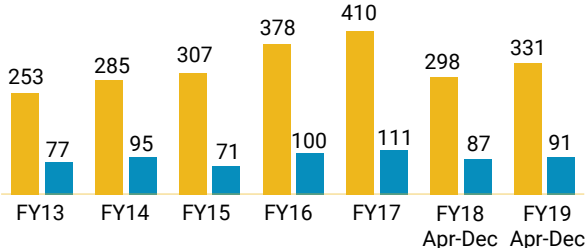
Production of Agrochemicals (000'Tonnes)



Trade data

India is the 13th largest exporter of disinfectants and pesticides in the world, and a net exporter of agrochemicals. The agrochemical exports have improved, thanks to the country's low manufacturing cost, availability of technically trained manpower, overcapacity, better price realization on a global level, seasonal domestic demand, and strong presence in generic pesticide manufacturing. India imports agrochemicals largely from China (55%), USA (11%), Germany (6%), and Israel (5%). China also provides most of the raw materials required for manufacturing agrochemicals.

Exports and Imports of Agrochemicals (000'Tonnes)

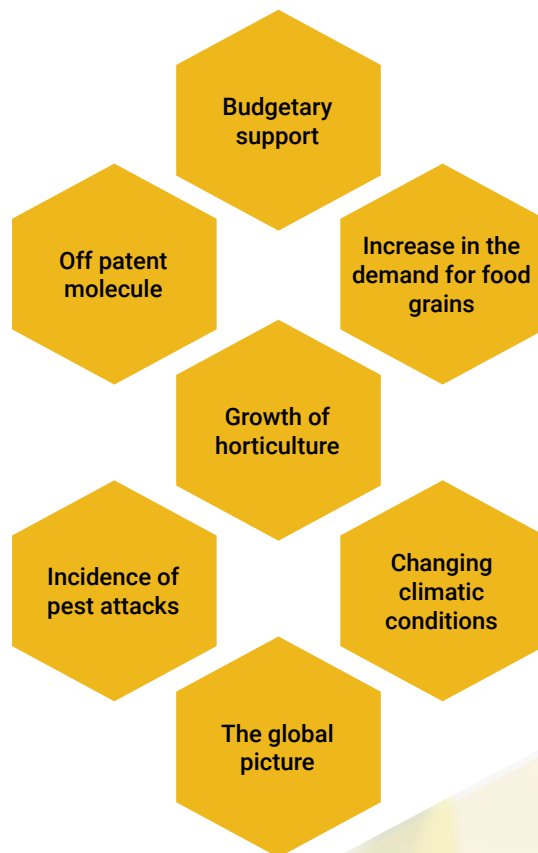


The top three producers of agrochemicals in the world are United States, Japan and China. Also, China is the largest agrochemical raw material producer in the world, as it provides nearly 90% of the global technical raw material. In the last few years, numerous agrochemical companies

(Source: www.careratings.com)

in the global market have merged or acquired businesses so as to counter the fluctuations in currencies, smoothen their operations, and crop prices which had serious impact on the sales and profit margins.

The variables which play a crucial role in driving growth in this sector are as follows:



The macro environment for the agrochemical industry will continue to be positive and will be spearheaded by strong fundamental growth, better export opportunities, rising domestic demand, product launches, better partnerships with other countries, and deals with innovators around the world for the production of new products to explore products which are going off-patent.

Company Overview

Super Crop Safe Limited is one of the most popular companies in the agrochemical industry. It is present in more than eight states and has more than 2000 distributors. Started with a vision of crop protection around the world, the company began foraying into the manufacturing of various agrochemicals, like pesticides and insecticides. Today, the organization manufactures technical grade pesticides and many formulations of fungicides, insecticides, and weedicides for the protection of crops, biological, and herbal products.

The company markets its products through a distribution network in many states including Rajasthan, Gujarat, Haryana, Punjab, Maharashtra, Madhya Pradesh, and Chhattisgarh. Incorporated in 1987 and based in Ahmedabad, the company also export through merchant exporters. The company has valid CIB registrations for 10 Technical Grade Pesticides, and more than 111 variations of weedicides, insecticides, fungicides, and bio products, for domestic sales and exports.

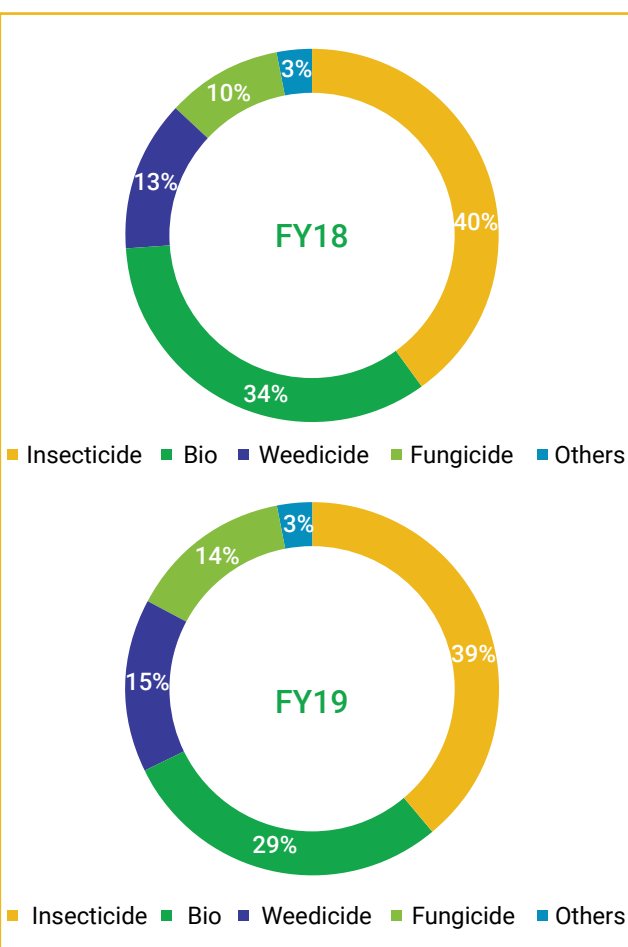
The aim for the future is to shift focus from the manufacturing of various formulations to the production of innovative pesticides and bio-fertilizers with the help of a professional team and effective research and development. This will pave the path for sustainable success, and maintaining a balance between environmental protection and economic growth.

Research and Development

SUCROSA is slowly paving the ways of its unique USP based strategy to categorise the best among the similar niche by adding value through its in-house research and development. Soil health and Plant health is the guiding principle of good crop produce. We have focused our research on Plant Insect Interaction by applying algorithms for research analysis and further experimental R & D in this arena. We have isolated microbes from soil for the solubilisation of potash, zinc, manganese and iron; purified it and now mass producing to strengthen the capacity of mycorrhizal formulation Super Gold one of its kind. A special formulation of Super Gold for Tea plantation is in progress.

We are exploring to diversify and entered to produce Nutraceuticals. Our team have experimented on evaluation of growth on different types of stress during the growth phase of Spirulina culture in raceway pond. A cost effective downward processing is being developed. Various formulation of energy drink is under standardization

Business Division performance



In FY 19 Bio-Fertilizer division contributed around 29% in the overall revenue in comparison to 34% last year. On the similar lines Insecticide, weedicide, Fungicide have contributed around 39%, 15% and 14% respectively.

Particulars	FY19	FY18
Gujarat	75.44%	76.35%
Maharashtra	7.61%	8.43%
Haryana	0.99%	6.95%
Madhya Pradesh	4.48%	3.21%
Punjab	1.48%	2.80%
Rajasthan	7.97%	1.74%
Chhattisgarh	-	0.36%
Uttar Pradesh	2.04%	0.15%
Uttarakhand		

The Company again generated highest revenue in FY 19 from Gujarat state which is approx. 76% of the total revenue. Apart from Gujarat in the list of top contributors, Maharashtra, Haryana, Madhya Pradesh, Punjab and Rajasthan shared the rest of the part in revenue respectively.

Financial Analysis

Particulars	FY19	FY18	Y-o-Y (%)
Revenue from Operations	6441.99	7010.82	-8.11%
Expenses	5835.97	6454.59	-9.58%
Profit from Operations before Other Income, Finance Costs and Exceptional Item	744.66	678.68	9.72%
Other Income	32.83	3.67	794.55%
Profit from ordinary activities before Finance Costs and Exceptional Item	777.49	682.35	13.94%
Finance costs	138.64	122.45	13.22%
Profit from ordinary activities before exceptional item and tax	638.85	559.90	14.10%
Exceptional item	0.00	0.00	
Profit from ordinary activities before tax	638.85	559.59	14.10%
Tax	94.26	66.22	42.34%
Net Profit for the period	544.59	493.68	10.31%

Revenue from Operations:

Your Company's revenue from operations on consolidated basis decreased to Rs. 6441.99 Lakh in FY19 from Rs.7010.82 Lakh in FY18, a growth rate of (- 8.11%).

Financial Costs:

Financial costs increased to around Rs 138.64 Lakh in FY19 from Rs.122.45 Lakh in FY18, an increase of 13.22%.

Profit :

Consolidated EBIDTA (Earnings before interest, depreciation, tax and amortization including other income) during FY19 was Rs 861.29 Lakh as compared to Rs.757.99 Lakh during FY18. Profit before exceptional item and tax stood at Rs. 638.85 Lakh during FY19 as against Rs. 559.90 Lakh in the previous year. Profit after tax stood at Rs. 544.59 Lakh during FY19 as compared to Rs. 493.68 Lakh during the FY18.

Other Income:

Other income for FY19 is Rs. 32.83 Lakh as compared to Rs. 3.67 Lakh in FY18

Depreciation & Amortization:

Depreciation & Amortization charge for the FY19 higher by 10.79% at Rs. 83.80 Lakh as compared to Rs. 75.64 Lakh in the previous year. Increase in depreciation and amortization supported by Tangible assets (Plant and machinery) as well as Intangible assets.

Net Worth, Capital employed and Returns

The Net Worth of the shareholders stood at Rs. 3469.67 Lakh as at March 31, 2019. Return on Capital Employed (ROCE) for the year 2018-19 is 22.08 % as compared to 24.83% in the previous year.

Cash Equivalents:

Cash and Equivalents in FY19 stood at Rs. 31.66 Lakh against 37.12 Lakh in FY18.

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the 32nd Annual Report together with the audited accounts of the company for the year ended on 31st March, 2019. The summarized financial results for the year ended 31st March, 2019 are as under:

FINANCIAL RESULTS

Particulars	(Amount ₹ In Lakhs)	
	Financial Year 2018-19	Financial Year 2017-18
Profit / (Loss) before Depreciation	722.65	635.54
Less: Depreciation	83.81	75.64
Profit / (Loss) before Taxation	638.84	559.90
Less: Deferred Tax	(6.67)	0.85
Less: Current Tax	(87.59)	(67.07)
Net Profit / (Loss) after Depreciation & Tax	544.58	493.69
General Reserve	1,271.01	771.01

OPERATIONS

During the year under report, the company continued to reach the new heights profit despite of decline in sales. Sales of the company have decreased to ₹ 6,441.99 Lakh (Previous Year ₹ 7,010.82 Lakh) which shows encouraging growth in total revenue and speaks about the efficient working of the company.

Revenues

Total Income from Operations decreased by ₹ 539.67 lakh from ₹ 7,014.49 lakh to ₹ 6,474.82 lakh in FY 2018-19, decreased by 7.69% (In Accordance with the Indian Accounting Standards - 18 on revenue and Schedule III of the Companies Act, 2013, unlike excise duties, levies like GST, VAT etc. are not part of the Revenue. Accordingly the figures are not strictly relatable previous year figures.).

Profits

Earnings before Depreciation Interest and Taxes (EBDIT) has increased by ₹ 103.31 from ₹ 757.99 to ₹ 861.30 in FY 2018-19, increased by 13.63%.

Profit before Tax (PBT) increase by ₹ 78.94 Lakh from ₹ 559.90 Lakh to ₹ 638.84 Lakh in FY 2018-19, increased by 14.10%.

Profit after Tax (PAT) increase by ₹ 50.90 lakh from ₹ 493.69 Lakh to ₹ 544.58 Lakh in FY 2018-19, increased by 10.31%.

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 depression in the country and overseas market.

DIVIDEND

With a view to plough back the profits for better working of the company, your Directors do not recommend any Dividend for the year. This will also result in strong capital base of the Company.

TRANSFER TO RESERVES

The company has transferred ₹ 500.00 Lakh from Profit & Loss Account to General Reserve.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 124 and 125 of the Companies Act, 2013 ("The Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. The Company had also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven consecutive years or

more. Accordingly, the Company has transferred such unpaid or unclaimed dividends and corresponding shares up to the Dividend for the Financial Year ended 31 March 2012.

In light of the aforesaid provisions, the Company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for 7 consecutive years, of the Company, Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF during FY 2019 are as follows:

Financial year	Amount of unclaimed dividend transferred (In ₹ lakh)	Number of shares transferred
2012	1.85 Lakh	1,24,652
TOTAL	1.85 Lakh	1,24,652

Members/claimants whose shares, unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

The Company will be transferring the Final Dividend and corresponding shares for the Financial Year ended 31 March 2012 on or before 29 October 2019. Members are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said Fund. Due dates for Transfer of Unclaimed Dividend to IEPF are provided in the Report on Corporate Governance.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on our website at www.supercropsafe.com. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of the business during the financial year 2018-19.

DEPOSITS

The Company has not accepted any Deposits, within the meaning of section 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the year under review, hence it is not required to comply with the requirement under the Companies (Accounts) Rules, 2014.

CHANGE IN SHARE CAPITAL

During the year 2018-19, the Company has issued 2,80,000 Equity Shares and 6,90,000 Convertible Warrants in the month of June, 2018 on Preferential basis to promoter and non-promoter group shareholders.

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, 2019 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 17th April, 2018, 30th May, 2018, 15th June, 2018, 08th August, 2018, 13th November, 2018, 31st December, 2018 and 12th February, 2019 respectively and one Independent Directors' meeting was held on 12th February, 2019 and Four Audit Committee Meetings were convened on 30th May, 2018, 08th August, 2018, 13th November, 2018 and 12th February, 2019 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

Pursuant to provision of Section 188 of the Companies Act, 2013 all the related party transactions entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Accordingly, information in form AOC-2 is not annexed.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

Your attention is drawn to the Related Party disclosures set out in Note no 33 of the Notes forming of the Account.

ISO AND OTHER CERTIFICATION

The Company's manufacturing facilities at Himatpura (Bilodra), Ta. Mansa, Dist: Gandhinagar continue to be certified to the latest version of ISO 9001:2015, ISO 14001:2015, HACCP and GMP by leading International Certification Company. The Company is also holding valid FSSAI, Organic Certificate and GPCB consents from Government authorities. These certifications indicate our commitment in meeting in a sustainable manner Global Quality, Environment, Health, and Safety Standards.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A statement highlighting details of the conservation of energy, technology absorption, and foreign exchange earnings and outgo, in accordance with section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 is annexed hereto 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 require to be given.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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.

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.

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

During the year under review there was no change (appointment or cessation) in the office of any KMP.

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 (Listing Obligation and Disclosure Requirements) Regulations, 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 that:

- 1) in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 2) 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, 2019 and of the profit of the Company for the year ended on that date.
- 3) 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) the annual financial statements have been prepared on a going concern basis;
- 5) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- 6) Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INDUSTRIAL RELATIONS

Our employees are the most valuable assets of the Company. We encourage innovation, meritocracy and the pursuit of excellence. The human resource development function of the Company is guided by a spirit of corporate team building and dedication towards strengthening the Company's systems thereby improving efficiencies and registering growth. All personnel continue to have a healthy, cordial and harmonious approach in problem solving and enhancing Company value at all levels. Despite uncertain economic conditions, the enthusiasm and unstinting efforts of the employees have enabled the Company to maintain leadership in its business areas. 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, 2019 was 90.

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 Company believes its employees are its biggest assets and aligns its compensation and benefits towards rewarding employees in line with its Rewards policy. The Company focuses on being market aligned as well as differentiate basis performance to drive a high performance culture.

The Company believes that by means of the variable pay plan the Company is able to link a portion of compensation to the individual and business performance which creates a strong positive reinforcement. It also ensures that the employees of the Company are rewarded only when the shareholders' goals are met. The Company's variable pay plan, therefore, links the variable pay to both – individual performance and business results such as sales growth and operating profits.

The company believes in balancing the competitiveness of pay as well as sustainability of the associated costs for the organization. The salary increases for this year were aimed at maintaining the pay competitiveness with market as well as performance of the Company.

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 and Directors, 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.

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, and Machinery are 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.

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

- 1) **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 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.

- 2) **Non-Independent Directors:** The performance of each of the non-independent directors (including the Chairman) 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 Section 135 (1) is applicable to the company, about formation of Corporate Social Responsibility Committee for the financial year 2018-19.

During the year under review, as per Section 135 (1) of the Companies Act, 2013, Company constituted a CSR Committee. The Committee looks after implementation and monitoring of the CSR policy are in compliance with CSR objectives and CSR policy of the Company.

The Committee comprises of Mr. Nitin I Patel as the Chairman, Mr. Ishwarbhai B Patel and Ms. Kalpanaben J Pandya as the other two members. During the Financial Year 2018-2019, the Committee met for two times on 30th May, 2018 and 12th February, 2019 and the same was attended by all the members of the Committee.

The committee finalized a policy for the purpose of activities to be carried out for CSR and decided to explore the proper channel through which the activities can be carried out and necessary amount could be spent. During the year, the company is require to spent ₹ 6.81 Lakh towards CSR. Company has finalized 1.38 Lakh. However, the company could not finalize the proper NGO/Trusts/Authorities for spending CSR Amount of ₹ 5.43 Lakh during the year.

The Annual Report on our CSR Activities is appended as **Annexure -IV** to the Board Report.

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.

During the year under review, the board has accepted all recommendations of audit committee and accordingly no disclosure is required to be made in respect of non-acceptance of any recommendation of the audit committee by the Board.

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 comprises of Ms. Kalpanaben J Pandya as the Chairperson, an Independent Director, Mr. Ishwarbhai B Patel and Mr. Nitin I Patel as the other two members.

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 the Financial Year 2018-2019, the Committee met for four times on 30th May, 2018, 08th August, 2018, 13th November, 2018 and 12th February, 2019 and the same was attended by all the members of the Committee.

VIGIL MECHANISM

As per provisions of section 177(9) of the Act read with regulation 22(1) of Listing Regulations, the Company is required to establish an effective vigil mechanism for directors and employees to report genuine concerns. The Company has a policy for prevention, detection and investigation of frauds and protection of whistleblowers ("Whistleblower Policy") in place. Detailed policy for Whistle blower is available at www.supercropsafe.com.

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 Committee comprises of all independent directors, Ms. Kalpanaben J Pandya as the Chairperson, Mr. Piyush K Patel and Mr. N. R. Krishna as the other two members.

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. During the year under review there are One meeting of the Committee Members held on 07th August 2018.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS

Your Company has put in place governance practices as prevalent globally. The Corporate Governance Report and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report.

ENVIRONMENTAL HEALTH, SAFETY AND PROTECTION

The Company gives highest importance to Health, Safety and Environment, and encourages and promotes safety awareness in true letter and spirit as an integral part of its work culture.

Process Safety Management is an integral part of all changes taking place in the process. Onsite emergency plans have been reviewed and updated by all divisions. Periodic mock drills are conducted at various divisions and reports indicate improved preparedness of employees.

To further strengthen the safety of overall operations and to promote a positive safety culture and transparency, your Company has introduced site specific Behavioural Based Safety process at all its manufacturing locations and substantially invested for the improvement of process safety.

Apart from employees, the contractors and workmen are also given exhaustive training on safety, first-aid and fire-fighting. A green belt in and around the factory premises has been maintained to enhance eco-friendliness.

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 there under. During the year, no complaint with allegations of sexual harassment was received by the Company and hence no complaints remain pending as of 31 March, 2019.

STATUTORY AUDITORS

At the Annual General Meeting held on September 25, 2017, M/s. Naresh J. Patel & Co., Chartered Accountants (Firm Registration No. 123227W), were appointed as statutory auditors of the Company, to hold office till the conclusion of the Annual General Meeting to be held in financial year 2021-22 (35th AGM). 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 appointment of M/s Naresh J. Patel & Co., Chartered Accountants as Statutory Auditor of the Company, is placed for ratification by the shareholders"

The Auditor's Report for fiscal 2019 does not contain any qualification, reservation or adverse remark.

AUDITORS REPORT

The observations made by the auditors in their report read with the relevant notes as given in the notes to the financial statements for the year ended 31st March 2019 are self-explanatory and are devoid of any reservation, qualification or adverse remarks.

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 -V".

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 CONTROL SYSTEM AND ADEQUACY

The Company has established and maintained adequate internal control framework in line with the Internal Financial Controls ("IFC") requirement within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013 including 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).

The Company has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorised use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

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.

Audit Committee of the Board of Directors regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reason for changes in accounting policies and practices, if any. 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.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the Financial Year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

INFORMATION ON COMPANY'S SHARE PERFORMANCE

The market capitalisation of the Company has decreased by 20.47 % (₹ 93.48 Cr) against March 31, 2018 (₹117.54 Cr). EPS as on March 31, 2019 stands at ₹ 1.38 against ₹ 1.28 as on closing date of last Financial Year. The PE ratio as on March 31, 2019 stands at 17.14 against 23.40 as on closing date of last Financial Year.

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. We also thank our customers, vendors, dealers, investors and business partners for their continued support during the year which made the Company grow successfully. We also place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, co-operation and support.

For, SUPER CROP SAFE LIMITED

Date: 13/08/2019

ISHWARBHAI B. PATEL

Chairman

[DIN: 00206389]

NITINKUMAR I. PATEL

Managing Director

[DIN: 00206561]

Annexure - I

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

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, 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., 5th floor, 506 to 508 Amarnath Business Centre - I -(ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Elliabridge, Ahmedabad – 380009 Tel No.: 079-26465179

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Agro Chemicals	99611720	100%
2			

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

SN	Name and Address of the company	CIN/GNL	HOLDING/ SUBSIDIARY/ ASSOCIATES	% of shares held	Applicable Section
1	-	-	-	-	-

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
-1) Indian									
a) Individual/ HUF	15189255	0	15189255	38.7042	15223905	0	15223905	38.5176	-0.1866
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):-	15189255	0	15189255	38.7042	15223905	0	15223905	38.5176	-0.1866
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)	15189255	0	15189255	38.7042	15223905	0	15223905	38.5176	-0.1866
B. Public Shareholding									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt-s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others -specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total -B)-1):-	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Central Government/ State Government-s)/ President of India									
Central Government / State Government-s)	0	0	0	0.00	94757	0	94757	0.2397	0.2397
Sub-total -B)-2):-	0	0	0	0.00	94757	0	94757	0.2397	0.2397
3. Non-Institutions									
a) Bodies Corp.									
i) Indian	1491573	0	1491573	3.8007	388158	0	388158	0.9821	-2.8186
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹1 lakh	8354393	1919075	10273468	26.1781	9542916	1566595	11109511	28.1079	1.9298
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	10081827	176000	10257827	26.1383	10007126	176000	10183126	25.7641	-0.3742
c) Others -specify)	0	0	0	0.00	0	0	0	0.00	0.00
HUF	1052884	0	1052884	2.6829	1196083	0	1196083	3.0262	0.3433
Non Resident Indians	153368	0	153368	0.3908	232901	0	232901	0.5892	0.1984
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	826125	0	826125	2.1051	1096059	0	1096059	2.7731	0.6680
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total -B)-3):-	21960170	2095075	24055245	61.2896	22463243	1742595	24205838	61.2426	-0.047
Total Public Shareholding -B)-1)+ -B)-2)+ -B)-3)	21960170	2095075	24055245	61.2896	22558000	1742595	24300595	61.4824	0.1928
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total -A+B+C)	37149425	2095075	39244500	100.00	37781905	1742595	39524500	100.00	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	No. of Shares held at the beginning of the year[As on 31-March-2018]			No. of Shares held at the end of the year[As on 31-March-2019]			% 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	3524500	8.9809	0.00	3524500	8.9173	0.00	-0.0636
2	Satish I Patel	2480000	6.3194	0.00	2480000	6.2746	0.00	-0.0448
3	Nitin I Patel	1469000	3.7432	0.00	1469000	3.7167	0.00	-0.0265
4	Ishwarbhai B Patel	1394460	3.5533	0.00	1394460	3.5281	0.00	-0.0252
5	Bhogilal A Patel	1305000	3.3253	0.00	1305000	3.3017	0.00	-0.0236
6	Ambaben I Patel	1280635	3.2632	0.00	1280635	3.2401	0.00	-0.0231
7	Radhaben A Patel	1168500	2.9775	0.00	1168500	2.9564	0.00	-0.0211
8	Nirupaben B Patel	1106825	2.8203	0.00	1106825	2.8004	0.00	-0.0199
9	Palakben S Patel	846000	2.1557	0.00	846000	2.1404	0.00	-0.0153
10	Ashaben N Patel	512500	1.3059	0.00	512500	1.2967	0.00	-0.0092
11	Kumudben I Patel	44245	0.1127	0.00	44245	0.1119	0.00	-0.0008
12	Jyotsnaben A Patel	42770	0.1090	0.00	42770	0.1082	0.00	-0.0008
13	Ritaben Bhogilal Patel	13820	0.0352	0.00	13820	0.0350	0.00	-0.0002
14	Nishant Nitinbhai Patel	1000	0.0025	0.00	35650	0.0902	0.00	0.0877
	Total	15189255	38.7042	0.00	15223905	38.5176	0.00	-0.1866

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 [As on 31-March-2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31-March-2019]	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	Ambalal B Patel						
	At the beginning of the year	3524500	8.9809				
	At the end of the Year					3524500	8.9173
2	Satish I Patel						
	At the beginning of the year	2480000	6.3194				
	At the end of the Year					2480000	6.2746

MGT-9 IV.-iii) Change in Promoters Shareholding

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 31-March-2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31-March-2019]	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
3	Nitin I Patel						
	At the beginning of the year	1469000	3.7432				
	At the end of the Year					1469000	3.7167
4	Ishwarbhai B Patel						
	At the beginning of the year	1394460	3.5533				
	At the end of the Year					1394460	3.5281
5	Bhogilal A Patel						
	At the beginning of the year	1305000	3.3253				
	At the end of the Year					1305000	3.3017
6	Ambaben I Patel						
	At the beginning of the year	1280635	3.2632				
	At the end of the Year					1280635	3.2401
7	Radhaben A Patel						
	At the beginning of the year	1168500	2.9775				
	At the end of the Year					1168500	2.9564
8	Nirupaben B Patel						
	At the beginning of the year	1106825	2.8203				
	At the end of the Year					1106825	2.8004
9	Palakben S Patel						
	At the beginning of the year	846000	2.1557				
	At the end of the Year					846000	2.1404
10	Ashaben N Patel						
	At the beginning of the year	512500	1.3059				
	At the end of the Year					512500	1.2967
11	Kumudben I Patel						

MGT-9 IV.-iii) Change in Promoters Shareholding

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 31-March-2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31-March-2019]	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	At the beginning of the year	44245	0.1127				
	At the end of the Year					44245	0.1119
12	Jyotsnaben A Patel						
	At the beginning of the year	42770	0.1090				
	At the end of the Year					42770	0.1082
13	Ritaben Bhogilal Patel						
	At the beginning of the year	13820	0.0352				
	Transfer			02 Nov 2018	2600	16420	0.0415
	Transfer			09 Nov 2018	100	16520	0.0418
	Transfer			18 Jan 2019	-150	16370	0.0414
	Transfer			25 Jan 2019	150	16520	0.0418
	Transfer			08 Mar 2019	-500	16020	0.0405
	Transfer			22 Mar 2019	-2000	14020	0.0355
	At the end of the Year					14020	0.0355
14	Nishant Nitinbhai Patel						
	At the beginning of the year	1000	0.0025				
	Transfer			28 Dec 2018	-850	150	0.0004
	Transfer			15 Mar 2019	25500	25650	0.0649
	Transfer			22 Mar 2019	10000	35650	0.0902
	At the end of the Year					35650	0.0902

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

MGT-9 IV. Shareholding Pattern of Top Ten Shareholders							
Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 31-March-2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31-March-2019]	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	HETAL CHETAN MEHTA	1570000	4.0006				
	Transfer			12 Oct 2018	-12847	1557153	3.9397
	Transfer			19 Oct 2018	-51401	1505752	3.8097
	Transfer			26 Oct 2018	-5752	1500000	3.7951
	Transfer			16 Nov 2018	-475000	1025000	2.5933
	Transfer			14 Dec 2018	-135000	890000	2.2518
	Transfer			21 Dec 2018	-136000	754000	1.9077
	Transfer			08 Feb 2019	-52550	701450	1.7747
	Transfer			15 Feb 2019	-20000	681450	1.7241
	Transfer			29 Mar 2019	400000	1081450	2.7362
	AT THE END OF THE YEAR					1081450	2.7362
2	SYKES & RAY EQUITIES -I) LTD.	386413	0.9846				
	Transfer			06 Apr 2018	371505	757918	1.9313
	Transfer			13 Apr 2018	-24819	733099	1.8680
	Transfer			20 Apr 2018	17805	750904	1.9134
	Transfer			27 Apr 2018	23580	774484	1.9735
	Transfer			04 May 2018	1100	775584	1.9763
	Transfer			11 May 2018	20000	795584	2.0272
	Transfer			18 May 2018	13270	808854	2.0611
	Transfer			25 May 2018	32000	840854	2.1426
	Transfer			01 Jun 2018	148295	989149	2.5205
	Transfer			08 Jun 2018	25921	1015070	2.5865
	Transfer			15 Jun 2018	8108	1023178	2.5887
	Transfer			30 Jun 2018	39588	1062766	2.6889
	Transfer			06 Jul 2018	15982	1078748	2.7293
	Transfer			13 Jul 2018	-24949	1053799	2.6662
	Transfer			20 Jul 2018	-788	1053011	2.6642

MGT-9 IV. Shareholding Pattern of Top Ten Shareholders

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 31-March-2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31-March-2019]	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			03 Aug 2018	29512	1082523	2.7389
	Transfer			10 Aug 2018	-102469	980054	2.4796
	Transfer			17 Aug 2018	-34250	945804	2.3930
	Transfer			24 Aug 2018	33454	979258	2.4776
	Transfer			31 Aug 2018	-5177	974081	2.4645
	Transfer			07 Sep 2018	-4115	969966	2.4541
	Transfer			14 Sep 2018	-246970	722996	1.8292
	Transfer			21 Sep 2018	-18775	704221	1.7817
	Transfer			29 Sep 2018	-19865	684356	1.7315
	Transfer			05 Oct 2018	-544826	139530	0.3530
	Transfer			12 Oct 2018	250	139780	0.3537
	Transfer			19 Oct 2018	-19000	120780	0.3056
	Transfer			26 Oct 2018	-120680	100	0.0003
	Transfer			02 Nov 2018	25000	25100	0.0635
	Transfer			09 Nov 2018	90500	115600	0.2925
	Transfer			16 Nov 2018	417500	533100	1.3488
	Transfer			23 Nov 2018	-58000	475100	1.2020
	Transfer			14 Dec 2018	166500	641600	1.6233
	Transfer			21 Dec 2018	-67807	573793	1.4517
	Transfer			28 Dec 2018	-10000	563793	1.4264
	Transfer			31 Dec 2018	3650	567443	1.4357
	Transfer			04 Jan 2019	102508	669951	1.6950
	Transfer			11 Jan 2019	-19350	650601	1.6461
	Transfer			18 Jan 2019	-8944	641657	1.6234
	Transfer			25 Jan 2019	-115212	526445	1.3319
	Transfer			01 Feb 2019	-32497	493948	1.2497
	Transfer			08 Feb 2019	27675	521623	1.3197
	Transfer			15 Feb 2019	-32700	488923	1.2370
	Transfer			01 Mar 2019	57875	546798	1.3834
	Transfer			08 Mar 2019	1510	548308	1.3873
	Transfer			15 Mar 2019	461380	1009688	2.5546

MGT-9 IV. Shareholding Pattern of Top Ten Shareholders

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 31-March-2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31-March-2019]	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			22 Mar 2019	103464	1113152	2.8164
	Transfer			29 Mar 2019	-196031	917121	2.3204
	Transfer			30 Mar 2019	-80000	837121	2.1180
	AT THE END OF THE YEAR					837121	2.1180
3	ASHISH KISHOR AJMERA	425000	1.0830				
	Transfer			13 Apr 2018	-246029	178971	0.4560
	Transfer			20 Apr 2018	425000	603971	1.5390
	AT THE END OF THE YEAR					603971	1.5281
4	PATEL PRATIK VINODCHANDRA	475000	1.2104				
	AT THE END OF THE YEAR					475000	1.2018
5	KAUSHAL CHANDUBHAI PATEL	401195	1.0223				
	AT THE END OF THE YEAR					401195	1.0151
6	HETALKUMAR PRAVINBHAI DESAI	750000	1.9111				
	Transfer			20 Apr 2018	-350000	400000	1.0193
	AT THE END OF THE YEAR					400000	1.0120
7	DHRUV ALPESH AJMERA	500000	1.2741				
	Transfer			29 Mar 2019	-100000	400000	1.0120
	AT THE END OF THE YEAR					400000	1.0120
8	JESAL MANISH AJMERA	500000	1.2741				
	Transfer			29 Mar 2019	-100000	400000	1.0120

MGT-9 IV. Shareholding Pattern of Top Ten Shareholders

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 31-March-2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31-March-2019]	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	AT THE END OF THE YEAR					400000	1.0120
9	NILESHBHAI B PATEL	417130	1.0629				
	Transfer			13 Apr 2018	-2500	414630	1.0565
	Transfer			11 May 2018	-12500	402130	1.0247
	Transfer			15 Feb 2019	-20000	382130	0.9668
	Transfer			22 Feb 2019	-17130	365000	0.9235
	Transfer			01 Mar 2019	-2870	362130	0.9162
	Transfer			08 Mar 2019	-10000	352130	0.8909
	AT THE END OF THE YEAR					352130	0.8909
10	PATEL VINOD CHANDRA	156250	0.3981				
	Transfer			27 Apr 2018	22900	179150	0.4565
	Transfer			18 May 2018	17	179167	0.4533
	Transfer			13 Jul 2018	100000	279167	0.7063
	AT THE END OF THE YEAR					279167	0.7063
11	INTERNATIONAL FINANCIAL SERVICES LTD.	1200000	3.0578				
	Transfer			04 May 2018	-8429	1191571	3.0363
	Transfer			01 Jun 2018	108429	1300000	3.3126
	Transfer			06 Jul 2018	69046	1369046	3.4638
	Transfer			29 Sep 2018	-50000	1319046	3.3373
	Transfer			14 Dec 2018	-13000	1306046	3.3044
	Transfer			21 Dec 2018	-7500	1298546	3.2854
	Transfer			08 Mar 2019	-50000	1248546	3.1589
	Transfer			15 Mar 2019	-845000	403546	1.0210
	Transfer			22 Mar 2019	-403546	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

E) Shareholding of Directors and Key Managerial Personnel:

SN	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	3524500	8.9809	3524500	8.9173
	AT THE END OF THE YEAR			3524500	8.9173
2	NITIN I PATEL	1469000	3.7432	1469000	3.7167
	AT THE END OF THE YEAR			1469000	3.7167
3	ISHWARBHAI B PATEL	1394460	3.5533	1394460	3.5281
	AT THE END OF THE YEAR			1394460	3.5281
4	KALPANABEN J PANDYA	2915	0.0074	2915	0.0074
	AT THE END OF THE YEAR			2915	0.0074
5	PIYUSHKUMAR K PATEL	2500	0.0064	2500	0.0063
	AT THE END OF THE YEAR			2500	0.0063

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

(Amount ₹ In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1228.90	0	0	1228.90
ii) Interest due but not paid				
iii) Interest accrued but not due				
(Total -i+ii+iii)	1228.90	0	0	1228.90
Change in Indebtedness during the financial year				
* Addition	139.46	0	0	139.46
* Reduction	10.87	0	0	10.87
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	1357.48	0	0	1357.48
ii) Interest due but not paid				
iii) Interest accrued but not due				
(Total -i+ii+iii)	1357.48	0	0	1357.48

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

(Amount ₹ In Lakhs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Ishwarbhai B. Patel - W.T.D)	Nitin I. Patel - M.D.)	
1	Gross salary			
	-a) Salary as per provisions contained in section 17-1) of the Income-tax Act, 1961	12.00	12.00	24.00
	-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)	12.00	12.00	24.00
	Ceiling as per the Act	42.00		

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

B. Remuneration to other directors: Nil, Not Applicable

SN.	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/WTB

(Amount ₹ In Lakhs)

SN	Particulars of Remuneration	Key Managerial Personnel	
		CS Hiral Patel	Total
1	Gross salary		
	a) Salary as per provisions contained in section 17-1) of the Income-tax Act, 1961	3.18	3.18
	b) Value of perquisites u/s 17-2) of Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17-3) of Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify	-	-
	Total	3.18	3.18

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

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil, 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	-----	-----	-----	-----	-----

Annexure - II

(A) Conservation of energy-

(i) The steps taken or impact on conservation of energy;

1. During the year the Company has installed upgraded automatic and semi automatic machineries for formulation of various products so as to reduce energy consumption and human labour.
2. Proper preventive maintenance of all machines including utilities.
3. Maintained/provided insulation to hot/cold pipelines effectively in the entire plant.
4. All energy conservation measures taken previously are being continued.
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.

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

(Amount ₹ In Lakhs)

Particulars	2018-19	2017-18
Purchase Units	147434	131760
Total Amount	11.54	10.70
Rate/ units	7.83	8.12

(B) Technology absorption-

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

1. The process technology of Spirulina, Mycorrhizal Bio Fertilizer and Trinetra developed by in-house R&D team were successfully implemented at plant level earlier. After successful launch of these products on feedback of users and distributors new formulations are developed during the year and commercialized at plant level to achieve desired quality and efficiency. The R&D team has made research work in existing formulations of the Company to reduce the cost of production and better results in the field to benefit the farmers at large.
2. The technologies of Six new formulation of pesticides products were commercialized for launch in domestic markets. These products are less toxic and eco-friendly as residues will not be left on land or agriculture produces. To achieve the vision of the Government to reduce usage of highly toxic chemicals in agriculture and to preserve the quality of land, the Company has taken new registrations every year and is removing highly toxic products from its product range.
3. The quality of many actives and formulation products were improved and the process implemented in the plant. The Company has installed new machineries for high quality of products to meet its demands in the market.

(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 is as given below:

Particulars	Financial Year 2018-19	Financial Year 2017-18
Earning in Foreign Currencies	Nil	Nil
Expenditure in foreign Currency	Nil	₹ 112.81 Lakh

Annexure - III

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

Particulars	Status																		
	Number of times																		
i) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year		if total remuneration of the Director is considered	if total remuneration of the Director excluding variable pay and commission is considered																
	I B Patel	6.28	6.28																
	N I Patel	6.28	6.28																
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 was rise in salary of Company Secretary by 13.95%.																		
iii) Percentage increase in the median remuneration of employees in the financial year	2.34%																		
iv) Number of permanent employees on the rolls of Company	90																		
v) Explanation on the relationship between average increase in remuneration and Company performance	<p>During 2018-19, revenue from operations declined by 8.11% from ₹ 7010.82 Lakh to ₹ 6441.99 Lakh. In Accordance with the Indian Accounting Standards - 18 on revenue and Schedule III of the Companies Act, 2013, unlike excise duties, levies like GST, VAT etc. are not part of the Revenue. Accordingly the figures are not strictly relatable previous year figures.), PBT increased 14.10% from ₹ 559.90 Lakh to ₹ 638.84 Lakh and PAT increase by 10.31% from ₹ 493.69 Lakh to ₹ 544.58 Lakh.</p> <p>Average increase in aggregate remuneration was 9.65%.</p> <p>Apart from the Company performance, other factors like inflation and market factors contributed to the increase in remuneration.</p>																		
vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	<p>(Amount ₹ In Lakhs)</p> <table> <tr> <th></th><th>2017-18</th><th>2018-19</th><th>% increase / decrease</th></tr> <tr> <td>Sales</td><td>7010.82</td><td>6441.99</td><td>(8.11)</td></tr> <tr> <td>PBT</td><td>559.90</td><td>638.84</td><td>14.10</td></tr> <tr> <td>Remuneration</td><td>26.86</td><td>27.18</td><td>1.19</td></tr> </table>				2017-18	2018-19	% increase / decrease	Sales	7010.82	6441.99	(8.11)	PBT	559.90	638.84	14.10	Remuneration	26.86	27.18	1.19
	2017-18	2018-19	% increase / decrease																
Sales	7010.82	6441.99	(8.11)																
PBT	559.90	638.84	14.10																
Remuneration	26.86	27.18	1.19																

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	<p>During 2018-19, market capitalisation decreased from ₹ 11753.73 Lakh to ₹ 9347.54 Lakh.</p> <p>Price earnings ratio decreased from 23.40 to 17.14.</p> <p>As compared to last public offer price of ₹ 10/- in 1995, the market price was ₹ 23.65 as on March 31, 2019, after Split of the Face Value of the Equity Shares of the Company from ₹ 10/- each to ₹ 2/- each.</p>																				
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 1.19% and for other employees was about 10.74% -including appointment of new employees).																				
ix) Comparison of the remuneration of each Key Managerial Personnel against the performance of the Company	<p>During 2018-19, sales declined by 8.11% -In Accordance with the Indian Accounting Standards - 18 on revenue and Schedule III of the Companies Act, 2013, unlike excise duties, levies like GST, VAT etc. are not part of the Revenue. Accordingly the figures are not strictly relatable previous year figures.), PBT grew by 10.31% and the remuneration of KMPs increased by 1.19%.</p> <p style="text-align: right;">(Amount ₹ In Lakhs)</p> <table><tr><th></th><th colspan="3">Remuneration</th></tr><tr><th></th><th>2017-18</th><th>2018-19</th><th>% increase / decrease</th></tr><tr><td>I B Patel</td><td>12.00</td><td>12.00</td><td>-</td></tr><tr><td>N I Patel</td><td>12.00</td><td>12.00</td><td>-</td></tr><tr><td>Hiral Patel</td><td>2.86</td><td>3.18</td><td>13.95%</td></tr></table>		Remuneration				2017-18	2018-19	% increase / decrease	I B Patel	12.00	12.00	-	N I Patel	12.00	12.00	-	Hiral Patel	2.86	3.18	13.95%
	Remuneration																				
	2017-18	2018-19	% increase / decrease																		
I B Patel	12.00	12.00	-																		
N I Patel	12.00	12.00	-																		
Hiral Patel	2.86	3.18	13.95%																		
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	There are no such employees																				
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, 2019.

Annexure - IV

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2018-19

1	A brief outline of the Company' CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to CSR Policy and projects or programs.	The CSR Committee decided to spend in several projects relating to Education, Rural Development, Social Empowerment & Welfare, Infrastructure Development, Sustainable Livelihood, Health Care and Education during the year .
2	The Composition of the CSR Committee	1. Mr. Nitin I Patel, Chairman & Director 2. Mr. Ishwarbhai B. Patel, Director and 3. Ms. Kalpanaben J. Pandya, Independent Director
3.	Average net profit of the Company for last three financial year	₹ 340.58 Lakh
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3above)	₹ 6.81 Lakh
5.	Details of CSR spent during the financial year 2018-19	
	(a) Total amount to be spent for the financial year	₹ 6.81 Lakh
	(b) Amount unspent, if any	₹ 5.43 lakh

Manner in which the amount spent during the financial year is detailed below

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING FINANCIAL YEAR 2018-19

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project or activity identified.	Sector in which the project is covered	Project or Program 1)Local area or other 2)Specify the State and district where projects or programs were undertaken	Amount outlay(budget) project or programs wise (In ₹)	Amount spent on the projects or programs Sub-heads: 1.Direct on projects or programs- 2.Overheads: (In ₹)	Cumulative Expenditure upto the reporting period i.e. FY 2018-19 (In ₹)	Amount spent Direct or through implementing Agency.
	Free Medical support for economically weak class	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water	Gujarat	1.00 Lakh	1.00 Lakh	1.00 Lakh	Direct
	For cattle feed and food to poor	Other activity	Gujarat	0.38 Lakh	0.38 Lakh	0.38 Lakh	Direct

For, SUPER CROP SAFE LIMITED

Date: 13/08/2019

ISHWARBHAI B. PATEL

Chairman

[DIN: 00206389]

NITINKUMAR I. PATEL

Managing Director

[DIN: 00206561]

Annexure V

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31STMARCH, 2019
[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
CIN : L24231GJ1987PLC009392
Regd. Off: C-1/290, GIDC Estate, Naroda,
Ahmedabad , Gujarat – 382330

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 CIN : L24231GJ1987PLC009392** (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 31st March, 2019** 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 31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') 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, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 upto 10th September, 2018 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 w.e.f 11th September, 2018.;
- (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; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 upto 10th September, 2018 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 w.e.f 11th September, 2018;

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

We further report that having regard to the compliance system prevailing in the company, due to diverse laws applicable to the sector in which the company operates, it was not feasible to verify the compliance management system relating to sector specific laws and therefore, the same has not been verified and reported.

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

We have been informed that , The BSE Limited has granted , "in-principle Approval" for issue of 2,80,000 equity Shares of ₹ 2/- each to be issued at a price not less than ₹ 34/- to Non-promoters and 6,90,000 warrants convertible into equity Shares of ₹ 2/- each to be issued at a price not less than ₹ 34/- to promoters and non promoters on a preferential basis under Regulation 28 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide letter dated 11th June, 2018.

We have been further informed that ,The BSE Limited has granted "Listing Approval " for listing of 2,80,000 Equity Shares of ₹ 2/- each at a premium of ₹ 32/- per share bearing distinctive numbers from 39244501 to 39524500 issued to non promoters on a preferential basis vide letter dated 05th July, 2018 and "Trading Approval" for trading of 2,80,000 Equity Shares of ₹ 2/- each at a premium of ₹ 32/- per share bearing distinctive numbers from 39244501 to 39524500 issued to non promoters on a preferential basis vide letter dated 10th July, 2018.

We have relied on the report of internal as well as statutory auditors of the Company for compliance system relating to direct tax, indirect tax and other tax laws applicable to the company as the same is not covered under our scope of audit and notes on accounts as well as auditors report are self explanatory. 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. During the period under review the Company has generally complied with the provisions of the Act, Rules,

Regulations, Guidelines, Standards, mentioned hereinabove except the following;

- (A) During the year under review, the company has paid listing fees alongwith with additional fees as per Regulation 14 of Chapter III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to late payment of listing fees to the BSE Limited.
- (B) During the year under review, the website of the company is not fully updated , as per the requirement of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 , however, the Company had assured that necessary details will be updated on website shortly.
- (C) During the year under review, the company has formed CSR Committee and as per section 135 (5) of The companies Act, 2013 the company is required to spend 2% of average net profit of the company made during the three immediately preceding financial years amounting to ₹ 6.81 Lakhs towards Corporate Social Responsibility as per CSR Policy. However it has been noted that the company has Spent only ₹1.38 Lakh towards CSR and not spent remaining amount of ₹ 5.43 Lakh on CSR activities as required under the provisions of The Companies Act, 2013. The company has, as required under the provisions of the companies Act, given necessary clarifications in the directors report showing reasons for short spending of CSR during the year.

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. During the year under review Shri Ishwarbhai B. Patel (DIN: 00206389) resigned as Managing Director of the Company and Shri Nitin I. Patel (DIN: 00206561) appointed as Managing Director of the Company w.e.f 25th September, 2018.

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 of the Company 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. except the following:

- (A) During the period under review, the Shareholders resolution has been passed at the Extra Ordinary General

Place: Ahmedabad

Date: 13th August, 2019

Meeting of the Company held on 23rd May, 2018 for issue of 2,80,000 equity Shares of ₹ 2/- each to be issued at a price not less than ₹ 34/- to Non-promoters on preferential basis.

- (B) During the period under review, the Shareholders resolution has been passed at the Extra Ordinary General Meeting of the Company held on 23rd May, 2018 for issue and allotment of 6,90,000 warrants convertible into equity Shares of ₹ 2/- each to be issued at a price not less than ₹ 34/- to promoters and non promoters on a preferential basis.
- (C) During the period under review, the Company has allotted 2,80,000 Equity Shares of ₹ 2/- each at a premium of ₹ 32/- per share to non promoters on a preferential basis as on 15th June, 2018.

Signature:

Name of practicing C S: Nirali Patel, Partner

SPANJ & ASSOCIATES

Company Secretaries

ACS/FCS No. : F9092

C P No : 10644

Note: 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.

List of documents verified

Annexure - I

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, CSR Committee, Independent Directors, etc along with attendance register held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under.
5. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 and 164 of the Act.
7. Intimations received from Directors under The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
8. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Documents related to payments of dividend made to its Members during the period under report.
11. Communications/ Letters issued to and acknowledgements received from the Independent directors for their appointment.
12. Various policies framed by the Company from time to time as required under the Act as well as the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time.

Annexure - II

To,
The Members

SUPER CROP SAFE LIMITED

CIN : L24231GJ1987PLC009392

Regd. Off: C-1/290, GIDC Estate, Naroda,
Ahmedabad , Gujarat – 382330

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on
31st March, 2019

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: 13th August, 2019

Signature:

Name of practicing C S: Nirali Patel, Partner

SPANJ & ASSOCIATES

Company Secretaries

ACS/FCS No. : F9092

C P No : 10644

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Brief Statement on Company's Philosophy on Code of Governance

The Board follows principles of good governance and emphasizes transparency, integrity and accountability. Good governance practices stem from the value system and philosophy of the Super Crop Safe Limited, we are committed to optimize shareholder returns, governance processes and an entrepreneurial, performance focused, conducive work environment.

The values of the Company i.e. Safety, Respect, Excellence, Courage and One Team in its ways of working, are fundamental drivers of sustainable business performance.

The Board is collectively responsible to ensure that Corporate Governance processes are structured to direct the Company's actions and agents to achieve this purpose, while complying with the Code of Governance. The Company's policies cover aspects such as ethical conduct, care for health, safety and environment; control and finance; commitment to employees and relationships as rooted in the Company's Governance Principles. Key aspects of the Company's Governance processes are:

- ❖ Clear statements of Board processes and the Board's relationship with the Management;
- ❖ A framework of prudent and effective controls which enable risks to be assessed and mitigated;
- ❖ Set the Company's values and standards and ensure that obligations to shareholders and other stakeholders are understood and fulfilled. The Board recognises that in conducting its business, the Company should be responsive to other relevant stakeholders.

- ❖ Review and where appropriate determine the long term strategy and the annual plan for the Company based on proposals made by the Management, for achieving the Company's purpose.

2. Board of Directors

Composition and Category

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors, which is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"). As of the year ended 31 March 2019, the Board consisted of Six (6) Directors comprising of three (3) Executive Directors, three (3) Non-Executive Independent Directors appointed by Super Crop Safe Limited, as provided under the Articles of Association of the Company. The Chairman of the Board is an Executive Director.

Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings and two-third Directors (other than Independent Directors and Nominee Directors) retire by rotation pursuant to the provisions of the Companies Act, 2013. The Executive Directors serve in accordance with the terms of their contract of service with the Company.

Board Independence

Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, all the Non-Executive Independent Directors are independent in terms of Listing Regulations, 2015.

Name of the Director	Designation	Board Meeting during the year		Attendance at Last AGM	Directorship in Listed Companies (including Super Crop Safe Limited)	Memberships of Board Committees (including Super Crop Safe Limited)	
		Held	Attended			Member	Chairperson
Mr. Ishwarbhai B Patel	Chairman, Whole- Time Director and CEO	7	7	Yes	1	2	0
Mr. Nitin I Patel	CFO and Managing Director	7	7	Yes	1	3	1
Mr. Ambalal B Patel	Executive Director	7	7	Yes	1	0	0
Mr. Piyush K Patel	Non-Executive Independent Director	7	5	Yes	1	1	0
Mr. Radhakrishna Naraparaju	Non-Executive Independent Director	7	5	Yes	1	2	0
MS. Kalpanaben J Patel	Non-Executive Independent Director	7	7	Yes	1	4	3

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all public companies in which they are Directors.

Mr. Piyush K Patel (in individual capacity) holds 2,500 Equity Shares of the Company as on 31 March 2019, while Ms. Kalpanaben J Pandya holds 2,925 Equity Shares of the Company as on 31 March 2019. No other Non-Executive Independent Director holds any shares in the Company. The Company has not issued any convertible securities to Non – Executive Independent Director.

Independent Directors' Meeting

During the year, all the three Independent Directors of the Company met separately on 12 February 2019 without the presence of other Directors or Management representatives, to review the performance of Non-Independent Directors, the Board and the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board.

Directors' Induction and Familiarization

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize themselves with the Company's procedures and practices. Periodic presentations are made at the Board and the Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Independent Directors and Executive Directors are issued Letters of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The induction process for Non-Executive, Independent Directors includes interactive sessions with the Management, Business and Functional Heads, visits to markets/plants, etc.

Board Evaluation

The Nomination and Remuneration Committee has specified the criteria for performance evaluation of the Directors, the Board and its Committees. The Board is committed to

evaluating its own performance as a Board and evaluating performance of individual Directors, in order to identify strengths and areas in which it may improve functioning. Further, overall effectiveness of the Board is measured to decide the appointments and re-appointments of Directors. The details of annual Board Evaluation process for Directors have been provided in the Board's Report.

Following are the major criteria applied for performance evaluation –

1. Attendance and contribution at Board and Committee Meetings and application of his/her expertise, leadership qualities and knowledge to give overall strategic direction for enhancing the shareholders' value.
2. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
3. His/her ability to monitor the performance of the Management and satisfy himself/herself with integrity of the financial controls and systems in place, etc.
4. Independent Directors' performance is evaluated also based on his/her help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct and his/her ability to bring an objective view in the evaluation of the performance of the Board and the Management.

3. Committees of the Board

The Board Committees are set up to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board Meetings for noting. The Board has currently established the following Committees:

a) Audit Committee

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose

is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's policies.

The Audit Committee comprises of Three (3) Members – Two (2) Independent Directors viz. Ms. Kalpanaben J Pandya and Mr. N R Krishna and one (1) Executive Director Viz. Mr. Nitin I Patel as Members of the Committee. Ms. Kalpanaben J Pandya is the Chairperson of the Committee.

The terms of reference of the Committee are briefly described below:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of statutory auditors, including cost auditors of the Company;
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the management;
 - iv. Significant adjustments made in financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions; and
 - vii. Modified opinion(s) in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Monitoring and reviewing with the management, the

statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems;
- Formulating the scope, functioning, periodicity and methodology for conducting the internal audit;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;

- Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- Reviewing the following information:

- i. The Management Discussion and Analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses;
- v. Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s); and

- statement of deviations:

- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Meeting of the Audit Committee were held during the Financial Year 2018-19 on 30th May 2018, 8th August 2018, 13th November 2018 and 12th February 2019. Meetings of Audit Committee are also attended by the Managing Director and Chief Executive Officer, Head of Accounts & Finance as permanent invitees. The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

The attendance of each member of the Committee is given below:

Name	Designation	No. of Meetings held	No. of Meetings Attended
Ms. Kalpanaben J Pandya	Chairperson	4	4
Mr.N R Krishna	Member	4	4
Mr. Nitinbhai I Patel	Member	4	4

b) Nomination and Remuneration Committee

In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, 2015, the Nomination and Remuneration Committee ("NRC") has been constituted.

Role (in brief) of the Nomination and Remuneration Committee is as follows:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To devise a policy on Board diversity;
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including:

- the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
- the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
- the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
- the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
- the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
- the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
- the granting, vesting and exercising of options in case of employees who are on long leave; and
- the procedure for cashless exercise of options.

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

As on 31 March 2019, the NRC comprises of 3 (Three) members viz. Ms. Kalpanaben J Pandya, Non – Executive Independent Director, Mr. N R Krishna, Non – Executive Independent Director and Mr. Piyush K Patel, Non-Executive Director. The NRC is chaired by Ms. Kalpanaben J Pandya.

The Company has adopted a Nomination and Remuneration Policy. The Nomination and Remuneration Policy is in compliance with all applicable provisions of the Companies Act, 2013, particularly Section 178 read together with the applicable rules thereto and Regulation 19(4) of Listing Regulations, 2015. The Policy is designed to attract and retain best talent, who has the potential to drive growth and enhance shareholder value, it is essential to adopt comprehensive compensation policy

which is in synchronization with the industry trends. The Nomination and Remuneration Policy is annexed to the Board's Report.

There is one meeting was held on 07th August 2018. The Chairman of the Committee attended the Last Annual General Meeting for the year ended on 31st March 2019.

Remuneration of Directors

• Pecuniary Relationship of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive and Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings and Commission as approved by Members for their invaluable services to the Company.

• Details of Remuneration paid to Directors

The Executive Directors are paid Salary and Bonus. Other Non-Executive Independent Directors do not receive any remuneration or sitting fees.

Details of remuneration of Executive Directors for the Financial Year ended 31 March 2019 is as under:

(Amount ₹ In Lakhs)

SN.	Particulars of Remuneration	Ishwarbhai B. Patel (W.T.D)	Nitin I. Patel (M.D)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.00	12.00
	(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	12.00	12.00

- The agreement with each Whole-time Director and the Managing Director is made for a period of 5 years.
- The appointment of Executive Directors, Key Managerial Personnel, the Management and other employees is by virtue of their employment with the Company and therefore, their terms of employment vis-à-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies of the Company at the relevant point in time.
- Presently, the Company does not have a scheme for grant of stock options to its employees.

c) Stake Holder Relationship Committee

The Stake Holder Relationship Committee comprises of Three (3) Members – One (1) Independent Directors viz. Ms. Kalpanaben J Pandya and Two (2) Executive Director Viz. Mr. Nitin I Patel and Mr. Ishwarbhai B Patel as Members of the Committee. Ms. Kalpanaben J Pandya is the Chairperson of the Committee. Company Secretary & Compliance Officer of the Company, is the Compliance Officer of the Company for redressal of Shareholder's/Investor's complaints.

Role (in brief) of the Stake Holder Relationship Committee is as follows:

- Oversee and review all matters connected with the transfer or transmission of the Company's securities;
- Approve issue of the Company's duplicate share certificates;
- Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer or transmission of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable;
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

Four (4) Committee Meetings were held during the year ended 31 March 2019 on 30th May 2018, 08th August 2018, 13th November 2018 and 12th February 2019. All members attended all the Meetings.

During the Financial Year ended 31 March 2019, no complaints were received from the shareholders.

d) Corporate Social Responsibility committee:

In terms of Section 135(1) of the Companies Act, 2013, the Corporate Social Responsibility Committee ("CSR") has been constituted.

CSR Object:

The main objective of CSR policy is to lay down guidelines for the companies to make CSR as one of the key business process for sustainable development for the Society. It aims at supplementing the role of the Government in enhancing welfare measures of the society based on the immediate and long term social and environmental consequences of their activities. Company will act as a good Corporate Citizen, subscribing to the principles of Global Compact for implementation.

The Company firmly believes that CSR is primarily, the responsibility of the Company in relation to the impact of its decisions and activities on the society and also the environment, through a transparent and ethical behavior which is:

- a. Consistent with sustainable development and welfare of society,
- b. Takes into account the expectations of stakeholders,
- c. In compliance with applicable law, and
- d. Uniformly integrated and practiced throughout the Company.

Scope:

In furtherance of its CSR objects, the following are covered under this Policy:

- a. CSR activities implemented by the Company on its own;
- b. CSR activities of the Company through an external trust/society.

Role of CSR Committee:

- a. The CSR Committee shall monitor the implementation of the CSR Policy and CSR Plan. For this purpose, the CSR Committee shall meet at least once in a year and as and when required.
- b. In discharge of CSR functions of the Company, the CSR Committee shall be directly responsible to the Board for any act that may be required to be done by the CSR Committee in furtherance of its statutory obligations, or as required by the Board.
- c. The CSR Committee shall place before the Board the draft annual report as per the annexure prescribed under the Rules for finalization.

- d. The CSR Committee shall place before the Board a responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with C S R objectives and Policy of the company for inclusion in the Board's Report.
- e. The CSR Committee shall ensure that the CSR Policy and finalized Annual Plan are displayed on the Company's website.
- f. CSR Plan may be revised/modified/amended by the CSR Committee at such intervals as it may deem fit in consultation with Board.
- g. The CSR Committee shall review the Policy from time to time unless such revision is necessitated earlier.

Monitoring:

- i. Monitoring process for CSR Projects shall include the following:
 - Evaluation of Planned progress V/s Actual Progress
 - Actual expenditure V/s expenditure as per Approved Budget
- ii. The Company, in every Financial Year, shall endeavor to spend the feasible amount, which shall not be restricted by the statutory limit of a specified percentage of its average net profits of the immediately preceding three Financial Years. However, the aforementioned expenditure in any Financial Year shall be at least 2% of Company's average Net profits for the three immediately preceding three Financial Years.
- iii. The CSR Committee shall prepare a CSR Annual Plan for the above which shall include:
 - a. Identified CSR Projects
 - b. CSR expenditure
 - c. Implementation Schedules
- iv. Total expenditure in the CSR Annual Plan shall be approved by the Board upon recommendation by the CSR Committee.
- v. In case the Company fails to spend the statutory minimum limit of 2% of Company's average net profits of the immediately preceding three years, in any given financial year, the Board shall specify

the reasons for the same in its Director's Report of respective financial year in terms of clause (o) of sub-section (3) of section 134.

- vi. The CSR Committee shall ensure that major portion of the CSR expenditure in the Annual Plan shall be for the Projects in the Thrust Areas. However, there shall not be any preference given to any particular Thrust Area for budgetary allocation and it shall be made purely as per the identified CSR Projects on need basis.
- vii. Any surplus arising out of the CSR Projects shall not form a part of the business profit of the Company.

Two (2) Committee Meetings were held during the year ended 31st March 2019 on 30th May 2018, and 12th February 2019. All members attended all the Meetings.

4. Affirmation and Disclosure

- There were no materially financial or commercial transaction, between the Company and members of the Management that may have a potential conflict with the interest of the Company at large.
- All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

Code of Conduct

The Company's philosophy on Corporate Governance is built on a rich legacy of fair, transparent and effective governance. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with customers, suppliers, employees, the government and our stakeholders. One of our most valuable assets is the reputation for integrity and fairness. The Code of Conduct is available on the website of the Company www.supercropsafe.com.

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by the Board members and the Management. The Board has adopted the Code of Conduct for the members of the Board and Senior Management Team. The Code provides that the Directors are required to avoid any

interest in contracts entered into by the Company. If such an interest exists, they are required to make adequate disclosures to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and

the Management annually confirm the compliance of the Code of Conduct to the Board. The Code of Conduct for the members of the Board and Senior Management Team is in addition to the Code of Conduct of the Company.

5. General Body Meetings

Location and time of the last three AGMs of the Company

Location	Date	Time	Special Resolution
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	30th September 2016	11.00 A.M.	1. Preferential Issue and Allotment of Equity Shares 2. Preferential Issue of Warrants
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	25th September 2017	11.00 A.M.	1. Re-appointment of Mr Nitinbhai Ishwarbhai Patel (DIN: 00206561), as an Executive Director and whole time Director of the Company 2. Re-Appointment of Mr. Ishwarbhai B. Patel (DIN:00206389) as an Executive Director and Managing Director of the Company
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	23rd May 2018	11.00 A.M.	1. Preferential Issue and Allotment of Equity Shares 2. Preferential Issue of Warrants
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	24th September 2018	11.00 A.M.	1. Resignation of Shri Ishwarbhai B. Patel (Din: 00206389) As Managing Director of the Company but continues as Chairman and Chief Executive Officer of the Company 2. Appointment of Shri Nitin I. Patel (Din: 00206561) as a Managing Director and Chief Financial Officer of the Company

6. Means of Communication with Shareholders

The Company regularly interacts with shareholders through multiple channels of communication such as results' announcements, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as Financial Express Gujarati

and English version. The aforesaid results are also made available on the website of the Company www.supercropsafe.com. The website also displays vital information relating to the Company and its performance and official press releases.

The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through BSE Listing Centre, for dissemination on their respective websites.

7. General Shareholder Information

Thirty Second (32nd) Annual General Meeting

Date: 30th September, 2019

Time: 11:00 a.m.

Venue: C-1/290, GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.

Last Date for Receipt of Proxy Form: 48 hour before the date of AGM

Book Closure Date:

The Register of Members and Share Transfer Books of the Company will remain closed from 24th September

2019 to 30th September 2019 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.

Financial Year

1st April to 31st March: The Company has April to March (period of 12 Months) as financial year.

Tentative calendar of Board Meetings for Financial Year ending 31st March 2020

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the Financial Year ending 31st March 2020 is as follows:

First Quarter Results	Not later than 14th August 2019
Second Quarter/Half Yearly Result	Not later than 14th November 2019
Third Quarter Results	Not later than 14th February 2020
Fourth Quarter/Annual Results	Not later than 30th May 2020

Due Dates for Transfer of Unclaimed Dividend to the Investor Education and Protection Fund (IEPF)

Year	Dividend	Date of Declaration	Due for Transfer to IEPF
2011-12	Final	29th September 2012	29th October 2019
2012-13	Final	28th September 2013	28th October 2020
2013-14	Final	11th September 2014	11th October 2021
2014-15	Final	29th September 2015	29th October 2022
2015-16	Final	30th September 2016	30th October 2023
2016-17	Final	25th September 2017	25th October 2024
2017-18	Final	24th September 2018	24th October 2025

Listing on Stock Exchanges – Equity Shares: BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

Payment of Listing Fees: Annual listing fees for the financial year 2018-19 have been paid by the Company to BSE.

Stock Code:

BSE Limited
ISIN

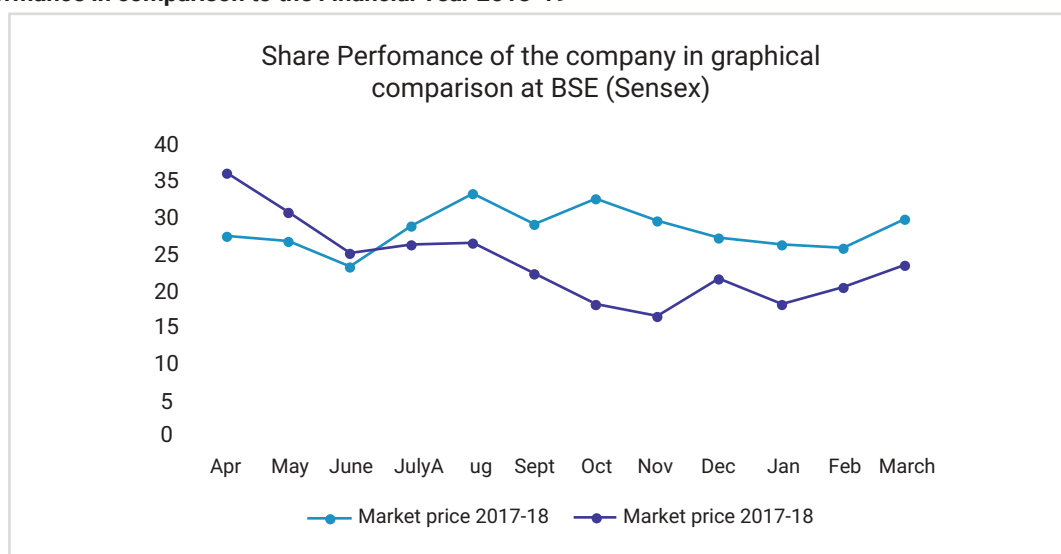
530883
INE366G01022

Market Price Data

Monthly high and low quotation of the equity shares of the Company traded on the BSE during the year ended 31st March 2019

Months	High Price	Low Price
April 2018	37.10	30.15
May 2018	35.40	30.95
June 2018	30.25	24.55
July 2018	26.40	23.25
August 2018	29.05	25.50
September 2018	26.30	22.15
October 2018	23.30	17.90
November 2018	19.05	16.50
December 2018	22.70	16.85
January 2019	21.45	18.00
February 2019	21.40	16.85
March 2019	25.60	20.55

Stock Performance in comparison to the Financial Year 2018-19



Market Price 2017-18	27.63	26.91	23.48	29.01	33.52	29.20	32.74	29.76	27.42	26.50	26.00	29.95
Market Price 2018-19	36.35	31.00	25.30	26.40	26.80	22.50	18.15	16.65	21.65	18.30	20.50	23.65

During the Financial Year ended 31st March 2019, securities of the Company have not been suspended from trading on any of the stock exchanges where they are listed.

The Registrar and Share Transfer Agent of the Company

M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company as on 31st March 2019

Address for Correspondence

(Registrar and Share Transfer Agent)

505-508 Amarnath Business Centre -1 (ABC-1),

Beside Gala Business Centre,

Near St. Xavier's College Corner,

Off. CG Road, Ellisebridge,

Ahmedabad – 380006.

Tel: +91-079-2646 5179

Email: ahmedabad@linkintime.co.in

Share Transfer System

All Shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agents as per the Listing Regulations, 2015. Request for transfer and transmissions are approved by the Share Transfer Agent under the authority granted by the Board. Shares under objection are returned within two weeks.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) within 15 days.

Distribution of Shareholding as on 31st March 2019

SR. NO.	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	3492	52.2051	860446	2.177
2	501	to	1000	1069	15.9815	952210	2.4092
3	1001	to	2000	779	11.646	1275585	3.2273
4	2001	to	3000	408	6.0996	1051285	2.6598
5	3001	to	4000	170	2.5415	618782	1.5656
6	4001	to	5000	221	3.3039	1077336	2.7257
7	5001	to	10000	246	3.6777	1836846	4.6474
8	10001	to	*****	304	4.5448	31852010	80.588
Total				6689	100.0000	39524500	100.0000

Distribution of shareholding by ownership:

Category	Demat Securities	Demat Holders	Physical Securities	Physical Holders	Total Securities	Total Holders	%-Issued Capital
Clearing Members	1096059	65	0	0	1096059	65	2.7731
Other Bodies Corporate	388158	61	0	0	388158	61	0.9821
Government Companies	94757	1	0	0	94757	1	0.2397
Hindu Undivided Family	1196083	174	0	0	1196083	174	3.0262
Non Resident Indians	205068	58	0	0	205068	58	0.5188
Non Resident (Non Repatriable)	27833	21	0	0	27833	21	0.0704

Category	Demat Securities	Demat Holders	Physical Securities	Physical Holders	Total Securities	Total Holders	%-Issued Capital
Public	19550042	5478	1742595	817	21292637	6295	53.8720
Promoters	15223905	14	0	0	15223905	14	38.5176
TOTAL :	37781905	5872	1742595	817	39524500	6689	100

The Company has issued 2,80,000 Equity Shares and 6,90,000 Convertible Warrants of the Company on 15th June 2018 on preferential basis in the year 2018-19 to the promoter and non-promoter group. As on 31st March 2019, about 95.59% of the Paid-up Share Capital of the Company has been dematerialized. The Company does not maintain any demat suspense account and/or unclaimed suspense account.

Credit Ratings:

The Company has not issued any debt instruments and does not have any fixed deposit program or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2019.

During the year under review, your Company has obtained long term rating of MSE2 (Financial Strength High) (Operating Performance Highest) from CRISIL Limited, with a High credit worthiness in relation to other MSEs. The Credit ratings were revised to CRISIL on September 03, 2019, due to subdued scaling up of profits in certain business segments.

Plant Locations: The Company's plant is located at Himmatpura, Ta: Mansa in Gujarat.

8. Other Disclosures Whistle Blower Policy/Vigil Mechanism

1. PREFACE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted Code of Conduct which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

Super Crop Safe Limited (herein after referred as "the Company") being listed company requires to establish a vigil mechanism for directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 in such manner as may be prescribed.

Regulation 22 of the Listing Obligation and Disclosure Requirement Regulation, 2015 between listed companies and the Stock Exchanges, inter alia also provides a

mandatory requirement for all listed companies to devise an effective whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

The company has adopted a Code of Conduct ("the Code") for directors and senior management, which lays down the principles and standards that should govern the action of the company and its employees.

Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the chairman of the Audit Committee of the Company.

2. OBJECTIVE OF THE POLICY

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. A Vigil

(Whistleblower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistleblowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.

4. DEFINITIONS

"Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with guidelines of Listing Obligation and Disclosure Requirements Regulations, 2015 and Companies Act, 2013.

"Board" means the Board of Directors of the Company.

"Company" means the Super Crop Safe Limited.

"Code" means Code of Conduct and Ethics for Directors and Senior Management adopted by Super Crop Safe Limited.

"Employee" means every employee of the Company including Directors in the employment of the Company.

"Protected Disclosure" means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

"Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

"Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistleblowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistleblower the result thereof.

"Whistleblower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. REPORTING OF PROTECTED DISCLOSURES

All employees of the company are eligible to make protected disclosures under the policy in relation to matters concerning the company. The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that employees are empowered to proactively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Protected Disclosures nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used:

- i. For raising grievances related to employees' own career / other personal grievances.
- ii. For raising grievances related to career of other employees / colleagues.
- iii. Grievances arising out of the policies / procedures of the Company and any taken by the superior / management in this respect.

- iv. Grievances related to such other similar issues like (i), (ii) and (iii) hereinabove.

All Protected Disclosures should be reported in writing by the Whistleblower as soon as possible after the Whistleblower becomes aware of the same so as to ensure a clear understanding of the issues raised.

Employees can lodge a Protected Disclosure in one of the following ways:

- i. By sending an email to super_investors_greivance@yahoo.in with the subject "Protected Disclosure under the Whistleblower Policy".
- ii. By sending letter in a closed and secured envelop and super scribed as "Protected Disclosure under the Whistleblower Policy" to the Vigilance and Ethics Officer (as notified from time to time). Letter should either be typed or written in a legible handwriting in English or Hindi or Gujarati.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee / Vigilance and Ethics Officer or, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised not to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer. While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

The Whistleblower's role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Audit Committee.

Although a Whistleblower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

- i. The employee, and/or outside party or parties involved;
- ii. The sector of the Company where it happened (Location, Department, office);
- iii. When did it happen: a date or a period or time;
- iv. Type of concern (what happened);
 - a) Financial reporting;
 - b) Legal matter;
 - c) Management action;
 - d) Employee misconduct; and/or
 - e) Health & safety and environmental issues.
- v. Submit proof or identify where proof can be found, if possible;
- vi. Who to contact for more information, if possible; and/or
- vii. Prior efforts to address the problem, if any.

6. RECEIPT, INVESTIGATION AND DISPOSAL OF PROTECTED DISCLOSURES

On receipt of the Protected Disclosure the Vigilance and Ethics Officer / the Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- i. Brief facts;
- ii. Whether the same Protected Disclosure was raised previously by anyone on the subject, and if so, the outcome thereof;
- iii. Details of actions taken by the Vigilance and Ethics Officer / the Chairman of the Audit Committee processing the complaint
- iv. Findings and recommendations.

The Audit Committee, if deems fit, may call for further information or particulars from complainant.

Investigation

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. He shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard and shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation.

Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistleblower. He has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by him.

Unless there are compelling reasons not to do so, he will be given the opportunity to respond to material findings

contained in the investigation report. No allegation of wrong doing against him shall be considered as maintainable unless there is good evidence in support of the allegation. He has a right to be informed of the outcome of the investigations. If allegations are not sustained, he should be consulted as to whether public disclosure of the investigation results would be in the best interest of him and the Company.

The investigation shall be completed normally within 45 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.

Disposal

If an investigation leads the Vigilance and Ethics Officer to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer shall recommend to the management of the Company to take such disciplinary or corrective action commensurate with the severity of the offence, as he may deem fit. The company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer or The Chairman or Chairman of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

7. PROTECTION

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. Accordingly, the Company prohibits discrimination, retaliation or harassment of any kind against a Whistleblower, who based on his/her reasonable belief that one or more Protected Disclosure has occurred or are, occurring, reports that information. Any employee, who retaliates against a Whistleblower who has raised a Protected Disclosure or Complaint in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any employee, who makes a disclosure in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact. If, for any reason, he/she do not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Vigilance and Ethics Officer or The Chairman of the Audit Committee in exceptional cases. It is imperative that such employee brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

A Whistleblower, who report any violation of the above clause to the Vigilance and Ethics Officer or the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

The company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

The Whistleblower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

8. INVESTIGATORS

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Vigilance and Ethics Officer/ Audit Committee when acting within the course and scope of their investigation.

Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

Investigations will be launched only after a preliminary review which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct, and
- ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

9. DECISION

If an investigation leads the Vigilance and Ethics Officer/ Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Vigilance and Ethics Officer / Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

10. REPORTING

The Vigilance and Ethics Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

11. RETENTION OF DOCUMENTS

The Company shall maintain documentation of all Protected Disclosures or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years or such other period as specified by any other law in force, whichever is more, from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

12. AMENDMENT TO THIS POLICY

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Modification may be necessary, among other reasons, to maintain compliance with

local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

9. Discretionary Requirements

A. The Board

The Chairman of the Board does not maintain a Chairman's office at the Company's expense. However, the Company, from time to time, reimburses the expenses in relation to the Chairman's office in connection with performance of his duties as the Chairman of the Company.

B. Shareholders' Rights – Half yearly results

As the Company's half yearly results are published in an English newspapers having a circulation all over India and in a Gujarati newspaper (having a circulation in Ahmedabad), the same are not sent separately to the shareholders of the Company, but hosted on the website of the Company.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

It is hereby declared that all the Directors and senior management personnel and employees of the Company have affirmed to and complied with the code of conduct as approved and adopted by the Board of Directors.

Place: Ahmednagar
Date: 13/08/2019

For, Super Crop Safe Limited

Nitin I Patel
Managing Director

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
SUPER CROP SAFE LIMITED
 {CIN: L24231GJ1987PLC009392}
 Ahmedabad

We have examined the compliance of conditions of Corporate Governance by **SUPER CROP SAFE LIMITED**, for the year ended **31st March, 2019**, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and representation made by the Management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Moreover, as per information provided by the Company and declarations provided by the Directors, in terms of schedule V, Part C, Clause (10) (i), we further state that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority.

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

Place: Ahmedabad
 Date: 13/08/2019

Signature :
 Name of practicing C S: **Ashish C. Doshi, Partner**
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No. : F3544
C P No : 2356

CEO-CFO CERTIFICATION

To,
The Board of Directors,
Super Crop Safe Limited.

We, the undersigned, in our respective capacities as Managing Director (Chief Executive Officer) and Chief Financial Officer (CFO & Whole time Director) of Super Crop Safe Limited ("the Company"), to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March 2019 and based on our knowledge and belief, we state that:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 - ii. These statements together present a true and fair view of Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - i. significant changes, if any, in the internal control over financial reporting during the year;
 - ii. significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.
- e) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any).
- f) We further declare that all Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the current year.

Nitin I Patel
Managing Director & CFO

Ishwarbhai B Patel
CEO & Whole – Time Director

Super Crop Safe Limited

**Financials for the year ended 31st
March, 2019**

INDEPENDENT AUDITOR'S REPORT

To the members of Super Crop Safe Limited

Report on the Audit of the Standalone Financial Statements

We have audited the standalone financial statements of Super Crop Safe Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [herein to referred as "the financial statements"]

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 Companies Act, 2013 ("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 March 31, 2019, and its profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be key audit matters to be communicated in our report.

Description of key audit Matter	Auditors' Response
1. Evaluation of uncertain tax positions The Company is subject to periodic challenges by local tax authorities on a range of tax matters during the normal course of business including indirect tax matters. These involve significant management judgement to determine the possible outcome of the uncertain tax positions consequently having an impact on related accounting and disclosures in the financial statement.	Our audit approach consisted of obtaining and understanding of key uncertain tax positions and also read and analysed select key correspondences by management for key uncertain tax positions Discussed with appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions and assessed Management's estimate of possible outcome of the disputed cases.

Responsibilities of Management and Those Charged with Governance 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, changes in equity 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. 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the financial statements.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materially and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
 - (d) In our opinion, 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For Naresh J. Patel & Co.
Chartered Accountants
(FRN: 123227W)

Place: Ahmedabad
Date: 30.05.2019

Chintan N. Patel
(Partner)
Membership No: 110741

Annexure A to the Auditor's report

Referred to in Paragraph 1 under 'Report on other Legal & Regulatory Requirements' section of our report to the members of Super Crop Safe Limited of even date.

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As per the 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 the information and explanations given by the management and on the basis of our examination of the records of the company, the title deeds of immovable property are held in the name of company.
- (ii) As per the information and explanations given to us, the management has conducted the physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanation provided to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under section 189 of Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the company and hence not commented upon.

(iv) According to the information and explanation provided to us, the company has no transactions in 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.

(v) According to the information and explanation provided to us, The company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order is not applicable.

(vi) 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.

(vii) (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 Goods and Services Tax, income tax, provident fund 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, 2019 for a period of more than six months from the date those become payable:

Particulars	Amount	Period	Due date	Remarks, if any
TDS (26Q)	1,07,572	April,2018	07.05.2018	Unpaid
	48,081	May,2018	07.06.2018	Unpaid
	63,188	June,2018	07.07.2018	Unpaid
	57,815	July,2018	07.08.2018	Unpaid
	61,368	August,2018	07.09.2018	Unpaid
TDS (24Q)	2,05,109	June,2018	07.07.2018	Unpaid
	1,21,630	July,2018	07.08.2018	Unpaid
	1,22,956	August,2018	07.09.2018	Unpaid
Advance Tax	13,13,809	AY. 2018-19	15.06.2018	Unpaid
	26,27,617	AY. 2018-19	15.09.2018	Unpaid
EPF	2,27,448	April,2018	15.05.2018	Unpaid
	2,26,742	May,2018	15.06.2018	Unpaid
	2,31,150	June,2018	15.07.2018	Unpaid
	2,26,088	July,2018	15.08.2018	Unpaid
	2,31,236	August,2018	15.09.2018	Unpaid

- (viii) In our opinion and according to information and explanation given by the management, the company has not defaulted in repayment of loans or borrowings to the bank or government. There are no dues which are payable to financial institutions. The company did not have any debenture holders during the year.
- (ix) According to the information and explanation given by the management, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) loans during the period. The company has utilized monies raised by way of term loans for the purposes for which they were raised.
- (x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- (xi) 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.
- (xii) In our opinion company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the company and hence not commented upon.
- (xiii) 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.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, 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 purpose for which funds were raised.
- (xv) 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.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

For **Naresh J. Patel & Co.**
Chartered Accountants
(FRN: 123227W)

Chintan N. Patel
(Partner)
Membership No: 110741

Place: Ahmedabad
Date: 30.05.2019

Annexure B to the Auditor's 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, 2019 in conjunction with our audit of the 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 31 March 2019, 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 **Naresh J. Patel & Co.**
Chartered Accountants
(FRN: 123227W)

Place: Ahmedabad
Date: 30.05.2019

Chintan N. Patel
(Partner)
Membership No: 110741

Balance Sheet

As At 31st March 2019

(Amount ₹ in Lakh)			
Particulars	Note No	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	670.48	624.36
(b) Financial Assets			
(i) Investments	4	22.87	21.39
(ii) Other Financial Asset	5	1.18	1.18
(c) Deferred tax Assets (Net)	6	5.55	13.73
(d) Non Current Tax Asset		1.87	1.87
Current assets			
(a) Inventories	7	2,678.81	1,579.87
(b) Financial Assets			
(i) Trade Receivable	8	3,196.95	2941.55
(ii) Cash and cash equivalents	9	31.66	37.12
(iii) Bank balances other than above	10	13.47	13.71
(iv) Other Financial Assets	11	14.97	5.28
(c) Other current assets	12	141.66	111.03
TOTAL		6779.47	5,351.09
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	790.49	784.89
(b) Other Equity	14	2,679.18	1,904.27
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	12.34	23.73
(b) Provisions	16	39.85	34.99
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	1,320.62	1,197.35
(ii) Trade payables		1,382.88	1017.09
(a) Total Outstanding dues of Micro and small enterprises	18	91.81	-
(b) Total Outstanding dues of creditors other than Micro and small enterprises	18	1291.07	1017.09
(ii) Other Financial Liabilities	19	41.70	27.32
(b) Other current liabilities	20	378.50	269.15
(c) Provisions	21	44.49	49.30
(d) Current Tax Liabilities (Net)		89.43	43.00
Significant Accounting Policies	1		
The accompanying notes are an integral part of Financial Statements	2 to 38		
TOTAL		9779.47	5,351.09

As per our report of the even date attached

For, Naresh J Patel & Co.
Chartered Accountants.
FRN.: 123227W

(Chintan Patel)
Partner
M.N.:110741

Place : Ahmedabad
Date : 30.05.2019

For & on Behalf of Board

Shri Ishwarbhai B. Patel
(CEO & CD)

Shri Nitin I. Patel
(CFO & MD)

Hiral Patel
(Company Secretary)

Place : Ahmedabad
Date : 30.05.2019

Statement Of Profit And Loss

For The Year Ended 31St March 2019

(Amount ₹ in Lakh)			
Particulars	Note No	2018-19	2017-18
INCOME			
Revenue From Operations	22	6,441.99	7,010.82
Other Income	23	32.83	3.67
Total Income		6,474.82	7,014.50
EXPENSES			
Cost of Materials Consumed	24	4,621.81	4,382.35
Purchases of Stock-in-Trade		281.12	703.89
Changes in Inventories of Finished Goods, Stock-in-Trade and Work in progress	25	(135.25)	190.89
Employee Benefits Expense	26	262.25	258.39
Excise Duty		0.00	181.34
Finance Costs	27	138.65	122.45
Depreciation and Amortization Expense	3	83.81	75.64
Other Expenses	28	583.60	539.64
Total Expenses		5,835.98	6,454.59
Profit Before Tax		638.84	559.90
Tax Expense:			
(1) Current Tax		(87.59)	(67.07)
(2) Deferred Tax		(6.67)	0.86
Profit/(Loss) For The Period		544.58	493.69
Other Comprehensive Income (Net of Tax)			
Items that will not be reclassified to P&L:			
-Remeasurement of Defined Benefit Plans		5.44	0.62
Income tax relating to Items that will not be reclassified to P&L		(1.51)	(0.19)
Total Comprehensive Income for the year		548.51	494.12
Earning Per Equity Share (in ₹)			
(Face Value of Equity Share ₹ 2/- each)			
(1) Basic		1.38	1.28
(2) Diluted		1.38	1.28
Significant Accounting Policies	1		
The accompanying notes are an integral part of Financial Statements	2 to 38		

As per our report of the even date attached

For, Naresh J Patel & Co.
Chartered Accountants.
FRN.: 123227W

(Chintan Patel)
Partner
M.N.:110741

Place : Ahmedabad
Date : 30.05.2019

For & on Behalf of Board

Shri Ishwarbhai B. Patel
(CEO & CD)

Shri Nitin I. Patel
(CFO & MD)

Hiral Patel
(Company Secretary)

Place : Ahmedabad
Date : 30.05.2019

Cash Flow Statement

For The Year Ended 31st March 2019

PARTICULARS	(Amount ₹ in Lakh)	
	2018-19	2017-18
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxes	638.84	559.90
Depreciation	83.81	75.64
Preferential Allotment Exps W/o	-	-
(Profit)/Loss on sale of Property, Plant and Equipment	(0.00)	3.84
Interest Income	(31.35)	(0.19)
MTM (Gain)/Loss on Investment	(1.48)	(1.37)
Allowance for Doubtful Debts	5.97	5.32
Finance Cost	138.65	122.45
Operating Profit Before Working Capital Changes Adjusted for changes in	834.43	765.59
Inventories	(1,098.94)	(48.74)
Trade & Other Receivable	(303.59)	(887.80)
Trade Payable & other liabilities	480.98	174.45
Cash Generated from Operations	(87.12)	3.49
Direct Tax Paid	(44.02)	(54.37)
NET CASH USED IN OPERATION ACTIVITIES	(131.15)	(50.88)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(130.01)	(171.01)
Sale of Property, Plant and Equipment	0.02	5.48
(Purchase)/ Sale of Investment	-	(0.10)
Interest Income	31.22	0.06
NET CASH USED IN INVESTMENT ACTIVITIES	(98.77)	(165.57)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares (Calls in arrears)	5.60	30.00
Equity Share Premium	89.60	180.00
Issue of Warrant Convertible into Equity Shares	184.45	(157.50)
Proceeds from borrowings	128.58	343.68
Dividend paid including Corporate Dividend Tax	(47.65)	(52.84)
Preferential Issue Expenses Paid	-	-
Finance Cost Paid	(136.13)	(123.44)
NET CASH FLOW FROM FINANCING ACTIVITIES	224.46	219.90
NET CHANGES IN CASH AND CASH EQUIVALENTS	(5.46)	3.45
(A + B + C)		
CASH & CASH EQUIVALENTS-OPENING BALANCE	37.12	33.66
CASH & CASH EQUIVALENTS-CLOSING BALANCE	31.66	37.12

Cash Flow Statement

For The Year Ended 31st March 2019

Notes:

- 1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set in the Accounting Standard (Ind AS-7) Statements of Cash Flow.
- 2 Cash and Cash Equivalents Comprises of

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Cash on hand	31.66	27.63
Balances with Banks:		
Current Accounts	-	9.48
Deposit with bank with maturity less than 3 months	-	-
Cash and Cash Equivalents (Refer Note no 9)	31.66	37.12

- 3 Amendment to Ind AS-7
The amendment to Ind AS 7 Cash Flow Statement requires the entities to provide disclosures that enable users of the financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirements. There is no significant impact on the financial statements due to this amendment.
- 4 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, Naresh J Patel & Co.
Chartered Accountants.
FRN.: 123227W

(Chintan Patel)
Partner
M.N.:110741

Place : Ahmedabad
Date : 30.05.2019

For & on Behalf of Board

Shri Ishwarbhai B. Patel
(CEO & CD)

Shri Nitin I. Patel
(CFO & MD)

Hiral Patel
(Company Secretary)

Place : Ahmedabad
Date : 30.05.2019

Statement of Changes in Equity

For The Year Ended 31st March 2019

A) Equity Share Capital

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Balance at the commencement of the year	784.89	754.89
Shares issued during the year on preferential basis	5.60	-
Shares issued on conversion of Warrants	-	30.00
Balance at the end of the year	790.49	784.89

B) Other Equity

Particulars	(Amount ₹ in Lakh)				
	Securities Premium	Capital Reserve	General Reserves	Money Received against Equity Share Warrants	Retained Earnings
Balance as at 1st April, 2018	1,001.20	2.37	771.01	-	129.70
Additions during the year:					
Profit for the year					544.58
Items of OCI for the year, net of tax-	-	-	-	-	-
Remeasurement benefit of defined benefit plans	-	-	-	-	3.92
Total Comprehensive Income for the Year 2018-19	-	-	-	-	548.51
Additions during the year:					
Transferred from Profit During the year	-	-	500.00	-	(500.00)
Dividend including dividend distribution Tax	-	-	-	-	(47.65)
Issue of Equity Shares/ Share Warrants	89.60	-	-	184.45	-
Balance as at 31st March, 2019	1,090.80	2.37	1,271.01	184.45	130.55

Security premium

The amount received in excess of face value of the equity shares, in relation to issuance of equity, is recognised in Securities Premium Reserve.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to the shareholders.

General reserve

General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Capital reserve

Capital Reserve is profit on forfeited shares is basically profit of a capital nature.

As per our report of the even date attached

For, Naresh J Patel & Co.
Chartered Accountants.
FRN.: 123227W

(Chintan Patel)
Partner
M.N.:110741

Place : Ahmedabad
Date : 30.05.2019

For & on Behalf of Board

Shri Ishwarbhai B. Patel
(CEO & CD)

Shri Nitin I. Patel
(CFO & MD)

Hiral Patel
(Company Secretary)

Place : Ahmedabad
Date : 30.05.2019

Notes on Financial Statements

For The Year Ended 31st March 2019

COMPANY BACKGROUND

Super Crop Safe Limited ("The Company") was incorporated on 9th February, 1987 vide certificate of incorporation no: L24231GJ1987PLC009392 under the Companies Act, 1956. The Company is engaged in the business of manufacturing and trading of Agro Chemicals.

1 Significant Accounting Policies:

1.1 Statement of compliance:

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under section 133 of the Companies Act 2013 read together with the Rules notified there under to the extent applicable and the other relevant provisions of the Act, pronouncements of the regulatory bodies applicable to the company.

1.2 Basis of Preparation of Financial Statements:

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

1.3 Revenue Recognition:

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

a) Sale of Goods

For sale of goods, revenue is recognised when control of the goods has transferred at a point in time i.e. when the goods have been delivered to the specific location (delivery). Following delivery, the customer

Notes on Financial Statements

For The Year Ended 31st March 2019

has full discretion over the responsibility, manner of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Payment is due within 90-120 days. The Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

- (b) Revenue in respect of leakage/shortage/insurance and other claims is recognised only when these claims are accepted. Revenue from rendering of services is recognised when the performance obligation to render the services are completed as per contractually agreed terms.

c) Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

1.4 Employee Benefits:

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income

in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

1.5 Taxation:

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Notes on Financial Statements

For The Year Ended 31st March 2019

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

1.6 Property, plant and equipment:

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Freehold land is not depreciated.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognized so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the written-

down value method over the useful lives of assets as prescribed under part C of schedule II of the Companies Act, 2013.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Capital work in progress is stated at cost less accumulated impairment loss, if any.

1.7 Impairment of Non-Financial assets:

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Notes on Financial Statements

For The Year Ended 31st March 2019

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

1.8 Inventory:

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value after providing for obsolescence, if any.

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, First-in-First-Out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition.

Materials in transit are valued at cost-to-date.

1.9 Provisions and Contingencies :

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its

carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A contingent liability exists when there is a possible but not probable obligation or a present obligation that may, but probably will not; require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

1.10 Financial Instruments

Financial assets and financial liabilities are recognized when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

1.11 Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Notes on Financial Statements

For The Year Ended 31st March 2019

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer para of Impairment of financial assets.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income:

- The asset is held within a business model whose objective is achieved both by collecting Contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognized in profit or loss for FVTOCI debt instruments. For the purposes of recognizing foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortized cost. Thus, the exchange differences on the amortized cost are recognized in profit or loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

For the impairment policy on debt instruments at FVTOCI, refer Para of Impairment of financial assets. All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Other income" line item.

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

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial

Notes on Financial Statements

For The Year Ended 31st March 2019

asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the

financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognized in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to

Notes on Financial Statements

For The Year Ended 31st March 2019

recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

1.12 Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortized cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial

liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

1.13 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 yearend rates. The difference between the rates prevailing on the date of transaction and on the date of settlement as also on transaction Monetary items at the end of year is recognized, as the case may be, as income or expense for the period.

Non-Monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in foreign currency, are transferred using the exchange rates at the date when the fair value is measured.

Notes on Financial Statements

For The Year Ended 31st March 2019

1.14 Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.15 Operating Cycle:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.16 Cash and Cash Equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

1.17 Borrowing Cost

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, up to the date when the assets are ready for their intended use. All other borrowing costs are expensed in the period they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

1.18 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company's primary segment is identified as Agro-chemical segment based on nature of products, risks, returns and the internal business

reporting system and secondary segment is identified based on the geographical location of the customers.

1.19 Earnings Per Share:

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

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

1.20 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS:

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

The areas involving critical estimates or judgments are:

- Estimation of defined benefit obligation (Note 1.4)
- Estimation of Useful life of Property, plant and equipment and intangibles (Note 1.6)
- Estimation of taxes (Note 1.5)
- Estimation of impairment (Note 1.7 & 1.11)
- Estimation of provision and contingent liabilities (Note 1.9)

2. Recent Accounting Pronouncements

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

Notes on Financial Statements

For The Year Ended 31st March 2019

I) Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company intends to adopt these standards from 1 April 2019. Ind AS 116 also requires lessees and lessors to make more extensive disclosures than under Ind AS 17.

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE : 3 : Property, Plant and Equipment

(Amount ₹ in Lakh)

Particulars	Gross Block				Depreciation				Net Block	
	As on 01/04/2018	Addition During year	Sales/ Deletion During year	Total As on 31/03/2019	Up To 01/04/2018	Provided During Year	Sales/ Deletion During year	Total As on 31/03/2019	As on 31/03/2019	As on 31/03/2018
Land	52.93	-	-	52.93	-	-	-	-	52.93	52.93
Office Building HMT	9.64	-	-	9.64	6.45	0.16	-	6.60	3.04	3.20
Guest House Building HMT	3.21	-	-	3.21	1.65	0.17	-	1.82	1.39	1.56
Factory Building	302.88	60.32	-	363.20	79.96	13.14	-	93.11	270.10	222.92
Plant & Machinery	607.93	49.07	-	657.00	360.77	44.01	-	404.79	252.22	247.16
Vehicles	142.02	18.66	(0.35)	160.33	55.72	22.90	(0.33)	78.29	82.04	86.30
Furniture & Fixtures	12.36	0.22	-	12.57	6.36	1.68	-	8.04	4.54	6.00
Office Equipments	8.17	1.68	-	9.85	3.88	1.75	-	5.63	4.22	4.29
Total	1,139.15	129.94	(0.35)	1,268.74	514.79	83.81	(0.33)	598.27	670.48	624.36
Previous Year	999.28	171.01	(31.14)	1,139.15	406.97	75.64	(21.82)	514.79	624.36	538.31

NOTE : 4 : NON-CURRENT INVESTMENTS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Equity Instruments (Unquoted)		
Naroda Ind Co.Op.Bank Ltd - Share	0.02	0.02
Investment in Mutual Funds (Quoted)		
SBI Mutual Fund	22.85	21.37
Total	22.87	21.39

NOTE : 5 : OTHER FINANCIAL ASSET (NON CURRENT)

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Bank Deposit with maturity more than 12 months	1.18	1.18
Total	1.18	1.18

NOTE : 6 : INCOME TAXES

Tax Expenses

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current Tax	87.59	67.07
Deferred Tax	6.67	(0.86)
Total Income Tax Expenses*	94.26	66.22

*(excluding deferred tax benefit on OCI)

Notes on Financial Statements

For The Year Ended 31st March 2019

Reconciliation of tax expenses and the accounting profit multiplied by Tax Rate

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Profit Before Tax	638.84	559.90
Statutory Tax Rate (%)	33.06%	33.06%
Tax at statutory tax rate	211.20	185.12
Tax effect of non-taxable Income	(125.51)	(123.63)
Tax effect of deductible expenses	-	(27.17)
Tax effect of non-deductible expenses	-	30.70
Tax effect of change in deferred tax rate	-	(2.07)
Others	8.57	3.27
Income Tax Expense	94.26	66.22
Effective Tax Rate	14.75%	11.83%

DEFERRED TAX ASSETS (NET)

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Liability		
Property, Plant and Equipment	(12.96)	(5.15)
Fair Value of financial instrument	(0.79)	(0.38)
Deferred Tax Assets		
Expense claimed for tax purpose on payment basis	11.09	10.94
Expenditure not deductible for tax purpose	-	1.64
Allowance for Doubtful Debts	8.21	6.68
Total	5.55	13.73

Movement in deferred tax assets and liabilities For the year ended on March 31, 2019

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2018	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2019
Deferred tax assets/(liabilities)				
Property, Plant and Equipment	(5.15)	(7.81)	-	(12.96)
Fair Value of financial instrument	(0.38)	(0.41)	-	(0.79)
Expense claimed for tax purpose on payment basis	10.94	1.66	(1.51)	11.09
Expenditure not deductible for tax purpose	1.64	(1.64)	-	-
Allowance for Doubtful Debts	6.68	1.54	-	8.21
Total	13.74	(6.67)	(1.51)	5.55

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE : 7 : INVENTORIES

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Finished Goods	627.11	491.86
Raw Material	1,801.80	862.08
Packing Material	249.89	225.93
Total	2,678.81	1,579.87

* Refer note 1.8 for accounting policy on inventory.

NOTE : 8 : TRADE RECEIVABLES

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured considered good	3,196.95	2,941.55
Unsecured considered doubtful	29.52	23.55
Less: Allowance for Doubtful Debts*	(29.52)	(23.55)
Total	3,196.95	2,941.55

* Refer note 30 for movement in allowance for doubtful debt.

NOTE : 9 : CASH AND CASH EQUIVALENTS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with banks	-	9.48
Cash on hand	31.66	27.63
Total	31.66	37.12

NOTE : 13 : SHARE CAPITAL

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Authorised Share Capital		
500,00,000 Equity Shares of ₹ 2/- each (5,00,00,000 Equity Shares of ₹ 2/- each as at 31st March 2018)	1,000.00	1,000.00
Total	1,000.00	1,000.00
Issued and Subscribed Share Capital		

NOTE : 10 : OTHER BANK BALANCES

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance with Banks -unclaimed dividend	13.47	13.71
Total	13.47	13.71

NOTE : 11 : OTHER FINANCIAL ASSETS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advances recoverable in cash for value to be received	14.84	5.15
Accrued Interest	0.13	0.13
Total	14.97	5.28

NOTE : 12 : OTHER CURRENT ASSETS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advances to Staff	7.84	4.21
Prepaid Expenses	4.12	4.73
Advances to Suppliers	49.40	35.60
Balance with Central Excise and VAT Authorities, etc	80.29	66.49
Total	141.66	112.03

Notes on Financial Statements

For The Year Ended 31st March 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018
3,97,05,000 Equity Shares of ₹ 2/-each issued & Called up (Previous year 3,94,25,000 Equity Shares)	794.10	788.50
Paid up Share Capital		
3,95,24,500 Equity Shares of ₹ 2/- each (3,92,44,500 Equity Shares of ₹ 2/- each as at 31st March 2018)	790.49	784.89
(During the year 2,80,000/- Equity Shares of ₹ 2/- each issued on preferential basis at a premium of ₹ 32/- per share. In the year 2017-18 3,00,000/- Equity Shares of ₹ 10/- each issued on preferential basis at a premium of ₹ 60/- per share on conversion of warrants.)		
Total	790.49	784.89

Shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March, 2019	As at 31st March, 2018
Satishbhai I Patel		
No. of Shares	2,480,000	2,480,000
Percentage of share holding	6.27%	6.32%
Ambalal Baldevdas Patel		
No. of Shares	3,524,500	3,524,500
Percentage of share holding	8.92%	8.98%

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

Particulars	As at 31st March, 2019	As at 31st March, 2018
Equity Shares at the beginning of the year	39,244,500	7,548,900
Add: Shares issued on preferential basis/ on Conversion of Warrants	280,000	300,000
Add: Increase in shares on account of subdivision	-	31,395,600
Equity Shares at the end of the year	39,524,500	39,244,500

NOTE : 14 : OTHER EQUITY

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Securities Premium Reserve		
As per Last Balance Sheet	1,001.20	821.20
Add: Securities premium credited on issued of shares	89.60	180.00
	1,090.80	1,001.20
General Reserve		

Notes on Financial Statements

For The Year Ended 31st March 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018
As per Last Balance Sheet	771.01	421.01
Add: Transferred from Retained Earnings	500.00	350.00
	1,271.01	771.01
Capital Reserves		
As per Last Balance Sheet	2.37	2.37
Add: Transferred from Retained Earnings	-	-
	2.37	2.37
Retained Earnings		
As per Last Balance Sheet	130.92	50.83
Add: Profit for the year	544.58	493.69
Less: Appropriations -		
Dividend on Equity Shares	(39.52)	(52.84)
Dividend Distribution Tax	(8.12)	(10.76)
Transferred to General Reserve	(500.00)	(350.00)
	127.85	130.92
Other Comprehensive Income		
As per Last Balance Sheet	(1.22)	(1.65)
During the year	3.92	0.43
	2.70	(1.22)
Money Received Against Equity Share Warrants		
As per Last Balance Sheet	-	157.50
Add: Share Warrants issued during the year	184.45	-
Less: Share Warrants Converted during the year	-	157.50
	184.45	-
Total	2,679.18	1,904.27

NOTE : 15 : BORROWINGS (NON CURRENT)

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured - Term Loan from Bank	12.34	23.73
Total	12.34	23.73

- 31st March 2019 Vehicle loans against hypothecation of vehicles itself from Yes Bank at 8.70% interest rate p.a. repayable in 36 equal monthly installment and HDFC Bank at 8.60% interest rate repayable in 60 equal monthly installment.

- 31st March 2018 Vehicle loans against hypothecation of vehicles itself from Yes Bank at 8.70% interest rate p.a. repayable in 36 equal monthly installment and HDFC Bank at 8.60% interest rate repayable in 60 equal monthly installment.

NOTE : 16 : PROVISIONS (NON CURRENT)

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits (Refer Note 35)	39.85	34.99
Total	39.85	34.99

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE : 17 : BORROWINGS (CURRENT)

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured - Working Capital Loans		
From Banks		
Cash Credit Account	1,251.50	1,197.35
Letter of Credit	69.12	-
(Working capital loans are guaranteed by Executive Directors and 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 Suervey No. 1482 & 1488, Himatpura (Bilodra), Ta: Mansa, Dist: Gandhinagar.)		
Total	1,320.62	1,197.35

NOTE : 18 : TRADE PAYABLES

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Payables		
Due to Micro and Small Enterprises (Refer Note 36)	91.81	-
Due to Others	1,291.07	1,017.09
Total	1,382.88	1,017.09

NOTE : 19 : OTHER FINANCIAL LIABILITIES (CURRENT)

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current Maturities of Long-Term Debt from Bank (Refer Note 15)	24.53	7.82
Unclaimed Dividends	13.47	13.71
Trade Deposits	3.70	5.80
Total	41.70	27.32

NOTE : 20 : OTHER CURRENT LIABILITIES

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory Liabilities	110.33	103.24
Advances from Customers	194.42	138.41
Other Payables	73.75	27.50
Total	378.50	269.15

NOTE : 21 : PROVISIONS (CURRENT)

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits	23.80	36.74
Provision for Dividend Distribution Tax	18.88	10.76
Provision for Audit Fees	1.80	1.80
Total	44.49	49.30

NOTE : 22 : REVENUE FROM OPERATIONS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Sale of Products (Including Excise Duty)	6,441.99	6,965.69
Other Operating Revenues	-	45.13
Total	6,441.99	7,010.82

NOTE : 23 : OTHER INCOME

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Insurance Claim Receivable	-	2.11
Interest Income	31.35	0.19
Gain on Fair Value Changes of Investments classified as FVTPL	1.48	1.37
Profit on Sale of Asset	-	-
Total	32.83	3.67

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE : 24 : COST OF MATERIALS CONSUMED

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Raw Material Consumed		
Opening Stock	1,088.01	831.67
Add : Purchase	5,585.50	4,638.69
	6,673.51	5,470.36
Less : Closing Stock	(2,051.70)	(1,088.01)
Total	4,621.81	4,382.35

NOTE : 25 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK IN PROGRESS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Stock	491.86	682.75
Closing Stock	627.11	491.86
Total	(135.25)	190.89

NOTE : 26 : EMPLOYEE BENEFITS EXPENSE

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Salaries, Wages and Bonus	229.85	227.82
Contribution to Provident Fund and Other Funds	14.26	14.31
Staff Welfare Expenses	7.39	7.10
Gratuity Expense	10.75	9.17
Total	262.25	258.39

NOTE : 27 : FINANCE COSTS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest Expense	123.36	110.81
Other Financial Charges	12.77	12.65
Foreign Exchange Fluctuation Gain/loss	2.52	(1.02)
Total	138.65	122.45

NOTE : 28 : OTHER EXPENSES

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Freight and Forwarding Expense	23.27	26.89
Packing Expense	34.11	21.58
Other Expense	19.26	11.67
Power and fuel	21.71	19.14
Rates & Taxes	50.53	89.40
Repairs & Maintenance to Plant & Machinery	8.95	7.31
Repairs & Maintenance to buildings	2.82	2.90
Repairs & Maintenance to Others	1.92	1.39
Selling & Distribution Expenses	277.55	241.52
Office Maintenance Expenses	14.93	15.68
Vehicle Maintenance Expenses	13.71	12.82
Loss on Sale of Assets (Net)	-	3.84
Legal & Professional Expenses	54.74	32.03
Directors' Remuneration	24.00	24.00
Rent	19.91	18.37
Insurance	7.06	1.66
Payment to Auditors (Refer Note 28(A))	3.15	4.58
Allowance for Doubtful Debts	5.97	4.87
Total	583.60	539.64

NOTE: 28(A) PAYMENT TO AUDITORS

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Audit Fees	3.15	3.15
Taxation Matters	-	0.75
Other Matters	-	0.68
Total	3.15	4.58

In the year 2017-18 Taxation and other Matters payment to auditors was made before being appointed as auditors.

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE: 29: Financial Instruments

Financial Instruments Classification by Category

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019		
	Fair Value through Profit & Loss	Fair Value through Other Comprehensive Income	Amortised Cost
Financial Assets			
Investments	22.87	-	-
Trade Receivable	-	-	3,196.95
Cash and cash equivalents	-	-	31.66
Bank balances other than above	-	-	13.47
Other Financial Assets	-	-	16.15
Financial Liabilities			
Borrowings	-	-	1,332.95
Trade payables	-	-	1,381.68
Other Financial Liabilities	-	-	41.70

Particulars	As at 31st March, 2018		
	Fair Value through Profit & Loss	Fair Value through Other Comprehensive Income	Amortised Cost
Financial Assets			
Investments	21.39	-	-
Trade Receivable	-	-	2,941.55
Cash and cash equivalents	-	-	37.12
Bank balances other than above	-	-	13.71
Other Financial Assets	-	-	6.46
Financial Liabilities			
Borrowings	-	-	1,221.08
Trade payables	-	-	1,017.09
Other Financial Liabilities	-	-	27.32

Notes on Financial Statements

For The Year Ended 31st March 2019

Fair Value Hierarchy

	(Amount ₹ in Lakh)			
	Level 1	Level 2	Level 3	Total
Financial Assets and liabilities measured at fair value 31.03.2019				
Financial Assets				
FVTPL	22.87	-	-	22.87
Not Designated as Hedges	22.87	-	-	22.87
Financial Assets and liabilities measured at fair value 31.03.2018				
Financial Assets				
FVTPL	21.39	-	-	21.39
Not Designated as Hedges	21.39	-	-	21.39

Valuation technique used to determine fair value:

Specific valuation techniques used to value financial instruments include:

the use of quoted market prices or dealer quotes for similar instruments

Fair Value of Financial Assets & Liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. They are subsequently measured at amortised cost at balance sheet date.

NOTE: 30: Financial Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to.

Credit Risk Management

Company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assesses and maintains an internal credit rating system. Internal credit rating is performed on for each class of financial instruments with different characteristics.

The company is making provision on Trade Receivables based on Expected Credit Loss Model (ECL).

Notes on Financial Statements

For The Year Ended 31st March 2019

Reconciliation of loss allowance provision

(Amount ₹ in Lakh)

Reconciliation of Loss Allowance	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	23.55	19.13
Changes due to purchase/realisation of asset	5.97	4.87
Write off Bad Debts	-	(0.45)
Closing Balance (As reported in Note 8)	29.52	23.55

Ageing (Days)	0-90	91-180	181-365	>365
Percentage of Provision	0.10%	0.25%	0.50%	2.5%

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Company in accordance with practice and limits set by the Company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities (31.03.2019)

(Amount ₹ in Lakh)

Financial Liabilities	Within 12 months	After 12 months
Non-Derivative		
Borrowings	1,320.62	12.34
Trade Payables	1,381.68	-
Other Financial Liabilities	41.70	-

Maturities of financial liabilities (31.03.2018)

(Amount ₹ in Lakh)

Financial Liabilities	Within 12 months	After 12 months
Non-Derivative		
Borrowings	1,197.35	23.73
Trade Payables	1,017.09	-
Other Financial Liabilities	27.32	-
Derivative	-	-

Market Risk Management

Foreign Currency Risk

'Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not operate internationally and is not exposed to foreign exchange risk.

Price Risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Notes on Financial Statements

For The Year Ended 31st March 2019

Sensitivity

Particulars	(Amount ₹ in Lakh)			
	Impact on PBT		Impact on other Components of Equity	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Increase in Value of Investments measured at FVTPL by 5%	1.14	1.07	-	-
Decrease in Value of Investments measured at FVTPL by 5%	(1.14)	(1.07)	-	-

Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March 2019 and 31 March 2018, the Company's borrowings at variable rate were mainly denominated in INR. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Variable Rate borrowings	1,288.36	1,228.90

At the end of reporting period the Company had the following variable rate borrowings

Particulars	(Amount ₹ in Lakh)					
	As at 31st March, 2019			As at 31st March, 2018		
	Average Interest Rate	Balance	%of Total Loan	Average Interest Rate	Balance	%of Total Loan
Bank Cash Credit Loans	10.25%	1,251.50	96.99%	9.25%	1,197.35	97.43%
Bank Term Loans	8.81%	36.86	3.01%	8.63%	31.54	2.57%
Net Exposure	-	1,288.36	100.00%	-	1,228.90	100.00%

Sensitivity Analysis

Particulars	(Amount ₹ in Lakh)			
	Impact on PBT		Impact on other Components of Equity	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
Interest Rate increase by 100 basis points	(12.08)	(12.00)	-	-

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE: 31: Capital Management

The Company's objectives when managing capital are to

safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet).

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Net Debt	1,325.82	1,191.78
Total Equity	3,469.67	2,689.16
Debt Equity Ratio	0.38	0.44

Dividends recognized as distributed to owners

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Final Dividend	39.52	52.84
-Details per share	0.50	0.70
Interim Dividend		
-Details per share	-	-

NOTE: 32: Segment information

In line with Ind AS 108 operating segments and basis of the review of operations being done by the senior management, the operations of the group falls under Agro Chemicals business which is considered to be the only reportable segment by the management. The Company is principally engaged in a single business segment viz., "Agro-Chemicals" which is also the major revenue generating product.

1. Information about Products and Services:

(Amount ₹ in Lakh)

Product/Service	Revenue from the product
Agro Chemicals	₹ 6,441.99 Lakh

2. Information about Geographical Areas:

(Amount ₹ in Lakh)

Geographical Information	Revenues
Within India	₹ 6,441.99 Lakh

Notes on Financial Statements

For The Year Ended 31st March 2019

3. Information about Major Customers:

Revenue from transactions with a single customer exceeds 10 percent or more of entity's revenues with one customers.

NOTE: 33: Related Party Transactions: Give a List of related parties with relationship

(a) List of Related Parties

Name of Related Party	Nature of Relationship
Nitin I. Patel	Managing Director
Ishwarbhai B. Patel	Director
Bhogilal A Patel	Son of a Director
Tushar N Patel	Son of a 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

(b) Key Managerial Personnel Compensation:

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Short term employee benefits	24.00	26.86

(c) Transactions with related Parties

Name of Related Party	Nature of Transaction	(Amount ₹ in Lakh)			
		Year Ended 31st March, 2019		Year Ended 31st March, 2018	
		Amount of transactions	Amount Outstanding	Amount of transactions	Amount Outstanding
Ishwarbhai B. Patel	Remuneration	12.00	-	12.00	1.82
Nitin I Patel	Remuneration	12.00	-	12.00	1.82
Bhogilal A Patel	Salary & Allowances	6.50	-	-	-
Tushar N Patel	Salary & Allowances	2.98	0.46	-	-
Bhupendra A Patel	Salary & Allowances	-	-	1.20	0
Super Industries	Purchase	341.72	366.16	834.79	122.50
	Rent	2.40	-	1.63	-
	Sales	323.68	-	616.88	-
Pioneer Pesticides Industries	Purchase	1,113.25	173.13	835.92	356.82
	Sales	1,063.89	-	1,176.64	-
VIP Industries	Purchase	-	112.17	-	90.89
	Sales	71.00	-	119.18	-
Gopinath Packaging	Purchase	25.93	35.89	49.82	42.68
	Sales	1.90	-	19.39	-

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE: 34: Earnings per Share (in ₹)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Basic EPS		
From Continuing Operations attributable to equity share holders	1.38	1.28
From Discontinuing Operations	-	-
Total Basic EPS attributable to equity Shareholders	1.38	1.28
Diluted EPS		
From Continuing Operations attributable to equity share holders	1.38	1.28
From Discontinuing Operations	-	-
Total Diluted EPS attributable to equity Shareholders	1.38	1.28

Reconciliation of earnings used in calculation of EPS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Basic EPS		
Profit attributable to equity shareholders used in calculation of Basic EPS		
-from continuing operations	544.58	493.69
-from discontinued operations	-	-
Diluted EPS		
Profit from continuing operations attributable to equity shareholders	544.58	493.69
Used in calculation of basic EPS		
Add/less		
Used in calculation of diluted EPS	-	-
Profit from discontinued operation	-	-
Profit attributable to equity holders of the company used in calculating diluted EPS	544.58	493.69

Weighted Average number of shares as denominator

Particulars	As at 31st March, 2019	As at 31st March, 2018
Weighted Average number of shares used in Calculation of Basic EPS	394.66	386.61
Adjustment for calculation of diluted EPS		
Options	-	-
Convertible Warrants	-	-
Weighted Average number of shares and potential equity shares used as denominator in calculation of Diluted EPS	394.66	386.61

Notes on Financial Statements

For The Year Ended 31st March 2019

NOTE: 35: Employee Benefits

Defined Contribution Plan

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Company's Contribution towards Provident Fund	13.63	13.13

Defined Benefits Plan

Gratuity: The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following table sets out the amounts recognised in the company's financial statements based on actuarial valuations being carried out as at 31st March 2019

Balance sheet disclosures

- (a) The amounts disclosed in the balance sheet and the movements in the defined benefit obligation over the period:

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Liability at the beginning of the period	34.99	30.88
Interest Costs	2.74	2.22
Current Service Costs	8.01	6.90
Transfers	-	-
Benefits paid	(0.45)	(4.35)
Actuarial (Gain)/Loss on obligations due to change in		
-Demography	-	-
-Financials	0.15	(2.30)
-Experience	(5.59)	1.68
Liability at the end of the period	39.85	34.99

(b) Movements in the fair value of plan assets

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Fair value of plan assets at the beginning of the period	-	-
Interest Income		
Expected return on plan assets		
Contributions		
Benefits paid		
Fair value of plan assets at the end of the period		

(c) Net liability disclosed above relates to

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Fair value of plan assets at the end of the period		
Liability as at the end of the period	39.85	34.99
Net Liability/Asset	39.85	34.99
Non-Current Portion	39.85	34.99
Current Portion	-	-

(d) Balance Sheet Reconciliation

Particulars	(Amount ₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Opening Net liability	34.99	30.83
-Expenses recognised in the statement of P&L	10.75	9.12
-Expenses recognised in the OCI	(5.44)	(0.62)
-Benefits Paid to employees	(0.45)	(4.35)
Amount recognised in the Balance Sheet	39.85	34.99

Notes on Financial Statements

For The Year Ended 31st March 2019

Profit & Loss Disclosures

(a) Net interest Cost for Current period

(Amount ₹ in Lakh)

Particulars	As at 31st March 2019	As at 31st March 2018
Interest Cost	2.74	2.22
Interest Income	-	-
Net interest Cost	2.74	2.22

(b) Expenses recognised in the profit & loss

(Amount ₹ in Lakh)

Particulars	As at 31st March 2019	As at 31st March 2018
Net Interest Cost	2.74	2.22
Current Service Cost	8.01	6.90
Expenses recognised in the profit & loss	10.75	9.12

(c) Expenses recognised in the Other Comprehensive Income

(Amount ₹ in Lakh)

Particulars	As at 31st March 2019	As at 31st March 2018
Remeasurement		
Expected return on plan assets	-	-
Actuarial (Gain) or Loss	(5.44)	(0.62)
Net (Income) / Expenses recognised in OCI	(5.44)	(0.62)

Sensitivity Analysis

(Amount ₹ in Lakh)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Projected Benefit obligation on current assumptions	34.99	34.99
Data effect of 1% change in Rate of		
-Discounting	(3.48)	(3.20)
-Salary Increase	4.09	3.76
-Employee Turnover	0.02	0.02
Data effect of (-1%) change in Rate of		
-Discounting	4.09	3.77
-Salary Increase	(3.54)	(3.25)
-Employee Turnover	(0.05)	(0.05)

Significant Actuarial Assumptions

Particulars	As at 31st March, 2019	As at 31st March, 2018
Discount Rate	7.79%	7.83%
Rate of return on Plan Assets	-	-
Salary Escalation	7.00%	7.00%
Attrition Rate	2.00%	2.00%

NOTE: 36: Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2018-19, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

Particulars	As at 31st March, 2019	As at 31st March, 2018
a. Principal and interest amount remaining unpaid	91.81	-
b. Interest due thereon remaining unpaid*	-	-
c. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-

Notes on Financial Statements

For The Year Ended 31st March 2019

Particulars	As at 31st March, 2019	As at 31st March, 2018
e. Interest accrued and remaining unpaid	-	-
f. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

* Company has not provided interest on MSME dues as per the terms agreed with supplier.

NOTE: 37: Revenue from Contracts with Customers:

Disaggregated Revenue Information:

Particulars	(Amount ₹ in Lakh)	
	Revenue from the product [Amt. ₹]	
	2018-2019	2017-2018
Types of Product/Service		
Agro Chemicals	6,441.99	7,010.82
Geographical Disaggregation:		
Revenues within India	6,441.99	7,010.82
Timing of revenue recognition wise		
-At a point in time	6,441.99	7,010.82
-Over the period of time	-	-

Contract balances:

The following table provides information about receivables, contracts assets and contract liabilities from contracts with customers:

Particulars	(Amount ₹ in Lakh)	
	AMT. ₹	
	2018-2019	2017-2018
Contract assets		
Trade Receivables	3,196.95	2,941.55
Contract liabilities		
Advances from customers	194.42	138.41

Revenue recognised in relation to contract liabilities

Particulars	(Amount ₹ in Lakh)	
	Contract liabilities	
	2018-2019	2017-2018
Revenue recognised that was included in the contract liability balance at the beginning of the period	124.14	61.57

NOTE: 38: Previous year's figures have been rearranged and reclassified wherever necessary to correspond with the current year.

For, Naresh J Patel & Co.
Chartered Accountants.
FRN.: 123227W

(Chintan Patel)
Partner
M.N.:110741

Place : Ahmedabad
Date : 30.05.2019

For & on Behalf of Board

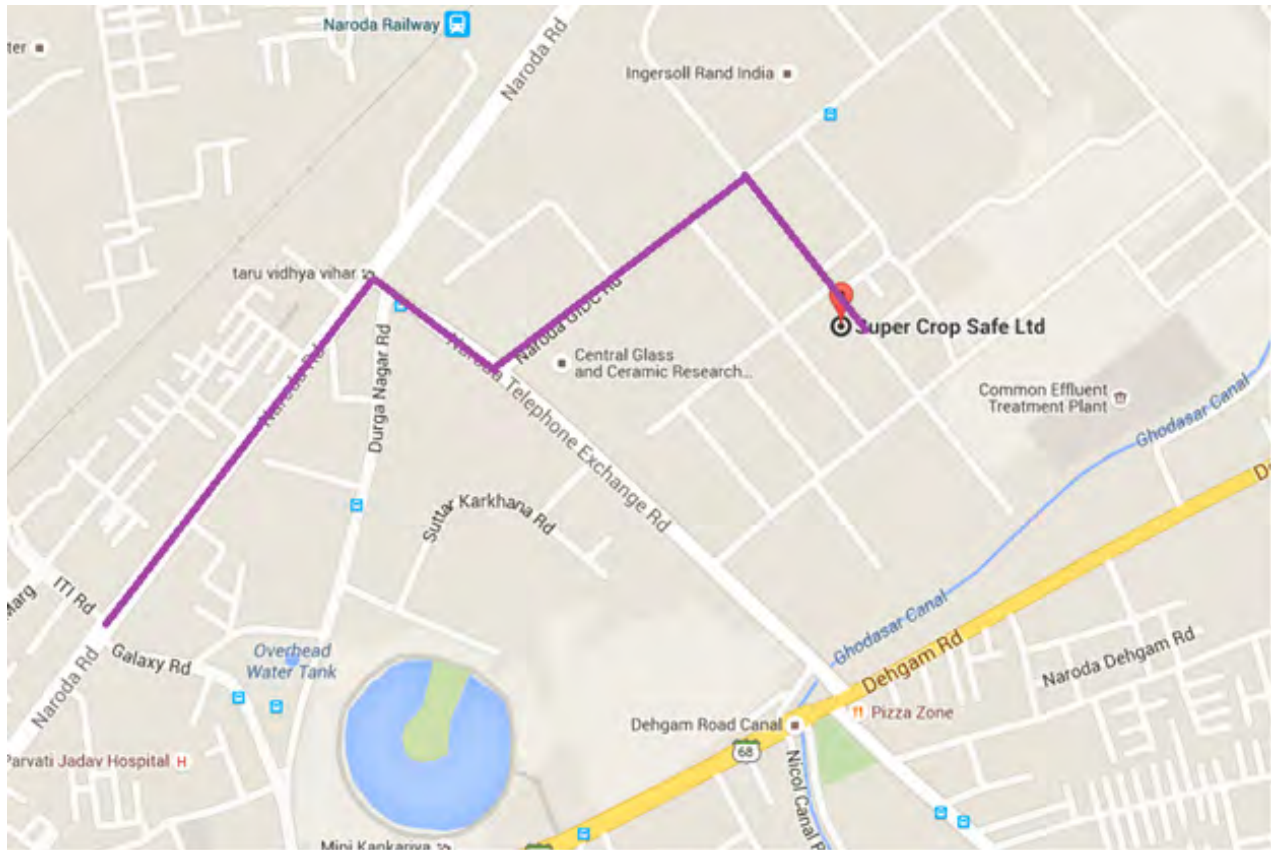
Shri Ishwarbhai B. Patel
(CEO & CD)

Shri Nitin I. Patel
(CFO & MD)

Hiral Patel
(Company Secretary)

Place : Ahmedabad
Date : 30.05.2019

Road Map



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 Monday, 30th September, 2019 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, 2019 together with the Report of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Ishwarbhai Baldevdas Patel (DIN: 00206389), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint a Director in place of Shri Nitin I. Patel (DIN: 00206561), who retires by rotation and being eligible offers himself for re-appointment.		
4.	Ratification Appointment of Statutory Auditors.		
5.	Re - appointment of Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL (DIN: 01051013) as an Independent Director.		
6.	Re - appointment of Mr. RADHAKRISHNA NARAPARAJU (DIN: 00229442) as an Independent Director.		
7.	Re - appointment of Ms. KALPANABEN JIGNESHBHAI PANDYA (DIN: 06945909) as an Independent Director.		

Signed this _____ day of _____, 2019

Signature of the Shareholder: _____

Signature of the Proxy Holder(s): _____

Affix
Revenue
Stamp of
₹1

Signature(s) Shareholder(s)

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, 2019
 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, 2019.
 Date: _____

Member's/Proxy's Signature

THIS PAGE IS INTENTIONALLY KEPT BLANK

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 Monday, 30th September, 2019 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.	Resolutions	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, 2019 together with the Report of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Ishwarbhai Baldevdas Patel (DIN: 00206389), who retires by rotation and being eligible offers himself for re-appointment.			
3.	To appoint a Director in place of Shri Nitin I. Patel (DIN: 00206561), who retires by rotation and being eligible offers himself for re-appointment.			
4.	Ratification Appointment of Statutory Auditors.			
5.	Re - appointment of Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL (DIN: 01051013) as an Independent Director.			
6.	Re - appointment of Mr. RADHAKRISHNA NARAPARAJU (DIN: 00229442) as an Independent Director.			
7.	Re - appointment of Ms. KALPANABEN JIGNESHBHAI PANDYA (DIN: 06945909) as an Independent Director.			

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, Practicing 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, 2019 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, 2019, and shall be communicated to BSE Limited, where the shares of the Company are listed.

THIS PAGE IS INTENTIONALLY KEPT BLANK

NOTICE

NOTICE is hereby given that the **Thirty Second Annual General Meeting** of the members of the Company will be held on Monday, 30th September, 2019 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 receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2019 and the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Ishwarbhai Baldevdas Patel (DIN: 00206389), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Nitin I. Patel (DIN: 00206561), who retires by rotation and being eligible offers himself for re-appointment.
4. 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 Naresh J. Patel & Co., Chartered Accountants having Firm's Registration No. 123227W as the Statutory Auditors of the Company for the Financial year ending 31st March 2019, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified."

SPECIAL BUSINESS:

5. Re-appointment of Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL (DIN: 01051013) as an Independent Director:

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions 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, read with Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL (DIN: 01051013), having consented to accept the appointment, if made, be and is hereby appointed as Non-Executive Independent Director on the Board of the Company, for the second term of 5 (Five) consecutive years with effect from August 09, 2019 to August 09, 2024 (both days inclusive)."

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018") and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL (DIN: 01051013) Non-Executive Independent Director of the Company, has attained the age of 75 (Seventy Five) years in February, 2019, his re-appointment, as a Non-Executive Independent Director of the Company even after attaining the age of 75 years will be considered after requisite approval from shareholders as required in the Amendment Regulations, 2018 is obtained."

6. Re - appointment of Mr. RADHAKRISHNA NARAPARAJU (DIN: 00229442) as an Independent Director:

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions 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, read with Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. RADHAKRISHNA NARAPARAJU (DIN: 00229442), having consented to accept the appointment, if made, be and is hereby appointed as Non-Executive Independent Director on the Board of the Company, for the second term of 5 (Five) consecutive years with effect from August 09, 2019 to August 09, 2024 (both days inclusive)."

7. Re - appointment of Ms. KALPANABEN JIGNESHBHAI PANDYA (DIN: 06945909) as an Independent Director:

To consider and if deemed fit, to give assent or dissent to the following resolution to be passed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions 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, read with Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. KALPANABEN JIGNESHBHAI PANDYA (DIN: 06945909), having consented to accept the appointment, if made, be and is hereby appointed as Non-Executive Independent Director on the Board of the Company, for the second term of 5 (Five) consecutive years with effect from August 09, 2019 to August 09, 2024 (both days inclusive)."

By Order of the Board of Directors

Place: Ahmedabad
Date: 13/08/2019

Ishwarbhai B Patel
Chairman

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, 2019 to September 30, 2019 (both days inclusive). Company does not declare any dividend for the year ended March 31, 2019.
 - (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, 2019; and
 - (ii) Whose names appear as Beneficial Owners in the list of Beneficial Owners on September 23, 2019 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
3. 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., 5th floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad - 380009.
4. 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.
5. 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.

6. 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.
7. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(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 2019 is being sent in the permitted mode.
8. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 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.
9. 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.
10. Members are requested to provide their Client ID and DP ID numbers at the meeting for easy identification.
11. 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.
12. 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.
13. 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 notices/ documents including the Annual Report 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.
14. 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.
15. INSTRUCTIONS FOR e-VOTING:

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" 190208 of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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

- i. The e-Voting period commences on 27th September, 2019 (9.00 a.m.) and ends on 29th September, 2019 (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, 2019 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.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- iii. 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.
- iv. 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.
- v. 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 Link Intime India Private Limited <https://instavote.linkintime.co.in> 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
5th floor, 506 to 508,
Amarnath Business Centre - I (ABC - I),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge,
Ahmedabad - 380009.

E-Voting Agency
Link Intime India Private Limited
E-mail ID: enotices@linkintime.co.in
Phone No. - 022 - 49186000

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. 5

Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL (DIN:01051013) was appointed as a Non-Executive Independent Director of the Company by the members at the General Meeting of the Company held on September 11, 2014 for a period of five consecutive years commencing from August 09, 2014 to August 09, 2019.

As per the provisions of Section 149 of the Companies Act, 2013 and Schedule IV of the Companies Act, 2013 and the rules made there under ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations,

2018, ("Amendment Regulations, 2018"), inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from August 09, 2019 to August 09, 2024 (both days inclusive), who will also attained the age of 75 (seventy five) years on February 28, 2019. Such re-appointment for 5 years even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the AGM.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

In the opinion of the Board, He fulfills the conditions for re-appointment as Independent Director as specified in the Act and Rules made there under and SEBI Listing Regulations and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.

PIYUSHKUMAR KRISHNAPRASAD PATEL as an Independent Director.

A Copy of the draft letter of re-appointment of Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL as an Independent Director of the Company setting out the terms and conditions is available for inspection by the members at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sunday and Public holiday) till the date of this AGM.

Your Board considers that the Company will be benefited by his re-appointment, as his contribution is likely to be immense for valuable experience, knowledge and counsel. The Board recommends this resolution for your approval as Special Resolution.

Except Mr. PIYUSHKUMAR KRISHNAPRASAD PATEL, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

IN RESPECT OF RESOLUTIONS SET OUT AT ITEM NO. 6

Mr. RADHAKRISHNA NARAPARAJU (DIN: 00229442) was appointed as a Non-Executive Independent Director of the Company by the members at the 27th AGM of the Company held on September 11, 2014 for a period of five consecutive years commencing from August 09, 2014 to August 09, 2019.

As per the provisions of Section 149 of the Companies Act, 2013 and Schedule IV of the Companies Act, 2013 and the rules made there under ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. RADHAKRISHNA NARAPARAJU (DIN: 00229442), being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from August 09, 2019 to August 09, 2024 (both days inclusive).

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the AGM.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

In the opinion of the Board, he fulfills the conditions for re-appointment as Independent Director as specified in the Act and Rules made there under and SEBI Listing Regulations and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. RADHAKRISHNA NARAPARAJU as an Independent Director.

Copy of the draft letter for re-appointment of Mr. RADHAKRISHNA NARAPARAJU as an Independent Director of the Company setting out the terms and conditions is available for inspection by the members at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sunday and Public holiday) till the date of this AGM.

Your Board considers that the Company will benefit from Mr. RADHAKRISHNA NARAPARAJU's valuable experience, knowledge and counsel. The Board recommends this resolution for your approval.

Except Mr. RADHAKRISHNA NARAPARAJU, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

IN RESPECT OF RESOLUTIONS SET OUT AT ITEM NO. 7

Ms. KALPANABEN JIGNESHBHAI PANDYA (DIN: 06945909) was appointed as a Non-Executive Independent Director of the Company by the members at the 27th AGM of the Company held on September 11, 2014 for a period of five consecutive years commencing from August 09, 2014 to August 09, 2019.

As per the provisions of Section 149 of the Companies Act, 2013 and Schedule IV of the Companies Act, 2013 and the rules made there under ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. KALPANABEN JIGNESHBHAI PANDYA (DIN: 06945909), being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for the second term of five consecutive years from August 09, 2019 to August 09, 2024 (both days inclusive).

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given his consent to continue to act as Director of the Company, if so appointed by the members. She is not disqualified from being re-appointed as Director in terms of Section 164 of the Act. She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Her appointment as Independent director

would also be towards compliance of provisions of Section 149(1) of the Companies Act, 2013 for having one woman independent director on the Board. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the AGM.

The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

In the opinion of the Board, he fulfills the conditions for re-appointment as Independent Director as specified in the Act and Rules made there under and SEBI Listing Regulations and is independent of the management. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. KALPANABEN JIGNESHBHAI PANDYA as an Independent Director.

Copy of the draft letter for re-appointment of Ms. KALPANABEN JIGNESHBHAI PANDYA as an Independent Director of the Company setting out the terms and conditions is available for inspection by the members at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sunday and Public holiday) till the date of this AGM.

Your Board considers that the Company will benefit from Ms. KALPANABEN JIGNESHBHAI PANDYA's valuable experience, knowledge and counsel. The Board recommends this resolution for your approval.

Except Ms. KALPANABEN JIGNESHBHAI PANDYA, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors

Ishwarbhai B Patel
Chairman

Place : Ahmedabad
Date : 13/08/2019



Super Crop Safe Limited

Registered Office:

C-1/290, G.I.D.C Estate, Phase-I, Naroda, Ahmedabad - 382330, Gujarat - India

Phone: 079-228 23 907 | Mobile: 098241 69514, 097260 22444

Email: super_crop_safe@yahoo.com



Super Crop Safe Limited

Registered Office:

C-1/290, G.I.D.C Estate, Phase-I, Naroda, Ahmedabad - 382330, Gujarat - India

Phone: 079-228 23 907 | Mobile: 098241 69514, 097260 22444

Email: super_crop_safe@yahoo.com

