

SUPER CROP SAFE LIMITED

-: REGISTERED OFFICE :-

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



ANNUAL REPORT
2004-2005



SUPER CROP SAFE LIMITED

NOTICE

Notice is hereby given that the next Annual General Meeting of the Members of SUPER CROP SAFE LIMITED will be held on 17th September, 2005 at 11.00 A.M. at the registered office of the Company at C-1/290, G.I.D.C Estate, Phase I, Naroda, Ahmedabad - 382 330 to transact the following business, with or without modifications.

ORDINARY BUSINESS :-

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2005 and the Profit and Loss Accounts for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Nitinbhai I. Patel, who retires by rotation but being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Piyushbhai K. Patel, who retires by rotation but being eligible offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution :

RESOLVED THAT approval be and is hereby given for delisting of Equity Shares of the company from Ahmedabad Stock Exchange in terms of Securities and Exchange Board of India (De--listing of Securities) Guidelines, 2003 and relevant rules and regulations.

FURTHER RESOLVED THAT Shri Ishwarbhai B. Patel, Chairman & Managing Director and Shri Nitin I. Patel, Executive Director of the company be and is hereby severally authorised to do all such acts and deeds and take such action as may be necessary in this regard.

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

Date : 13/08/2005

By Order of the Board of Directors
FOR , SUPER CROP SAFE LIMITED

CHAIRMAN & MANAGING DIRECTOR



SUPER CROP SAFE LIMITED

NOTES :-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The proxy form, duly stamped and executed, should reach the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 15.09.2005 to 17.09.2005 (Both days inclusive) and 17.09.2005 will be the Record Date for updating the records of the shareholders of the company.
4. Members are requested to quote Folio Numbers in all their Correspondence.
5. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital with Pin Code of the Post Office.
6. Members are requested to bring their Copy of the Annual Report to the meeting, as the same will not be circulated there at.
7. Members are requested to bring with them the attendance slip and hand it over at the entrance duly signed by them.
8. Explanatory statement u/s 173 of The Companies Act, 1956, is enclosed.

ANNEXTURE TO NOTICE :

Explanatory Statement pursuant to section 173 of the Companies Act, 1956

ITEM NO. 5

At present the Equity Shares of the company are listed at Ahmedabad and Bombay stock Exchanges but hardly any transaction takes place at the Ahmedabad stock Exchange. Moreover the company is required to pay listing fees to both the Stock Exchanges which is expensive. Recently the Securities and Exchange Board of India has announced guidelines according to which the company may keep listing with Bombay Stock Exchange or National Stock Exchange and listing with regional or other stock exchanges is not obligatory. In view of negligible trading volume and also to save expenses of listing fees and other expenses, the Board has decided to delist the Equity Shares from Ahmedabad Stock Exchange, subject to the approval of the members.

The Directors, therefore, recommend this special resolution for your approval.

None of the Directors is concerned or interested in the above resolution.

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By Order of the Board of Directors
FOR , SUPER CROP SAFE LIMITED

CHAIRMAN & MANAGING DIRECTOR

Date : 13/08/2005



SUPER CROP SAFE LIMITED

BOARD OF DIRECTORS

Shri Ishwarbhai B. Patel	Chairman & Managing Director
Shri Ambalal B. Patel	Executive Director
Shri Nitinbhai I. Patel	Executive Director
Shri Piyushbhai K. Patel	Director
Shri U. K. Sachaniya	Director
Shri N. R. Krishna	Director

AUDITORS

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

BANKERS

Vijaya Bank
Bank of Punjab Limited
State Bank of Saurashtra
Canara Bank

REGISTRARS & SHARE TRANSFER AGENTS

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

FACTORY

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

REGISTERED OFFICE

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

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SUPER CROP SAFE LIMITED

DIRECTOR'S REPORT

To,
Dear Members,

Your Directors have pleasure in submitting their Annual Report together with the Audited Statement of accounts for the year ended 31st March 2005.

FINANCIAL RESULTS :-

The financial results are as under :	<u>2004-05 (Rs.)</u>	<u>2003-04 (Rs.)</u>
Profit / (Loss) before Depreciation	10,60,405	11,50,829
Less: Depreciation	10,23,234	10,52,807
Profit / (Loss) before Taxation	1,37,171	98,022
Less: Deferred Tax	54,073	22,678
Net Profit / (Loss) after Depreciation & Deferred Tax	<u>1,91,244</u>	<u>1,20,700</u>

OPERATIONS :-

During the year under report, the sales of the company have increased to Rs. 3,05,17,314 (Previous Year : Rs. 2,33,60,604). The company has also earned gross profit (before depreciation and taxation) of Rs. 10,60,405/- (Previous year Rs. 11,50,829/-) Thus the company has maintained earning of profit during the current year also.

It is felt that good monsoons during the current season will have positive effect on the working of the Company. Moreover, economical steps are taken at various levels to reduce the expenses. The Company has started manufacturing of Technical Grade Pesticides, which has good demand in the market and sales of the Company will also be increased. This new product will help to improve the financial position of the Company.

DIVIDEND:-

With a view to strengthen the financial position of the company your Directors do not recommend any dividend for the year.

FIXED DEPOSIT :-

The Company has not accepted any deposit to which the provisions of Sec. 58-A of the Companies Act, 1956 are applicable.

PARTICULARS REGARDING EMPLOYEES :-

There are no employees who are in receipt of remuneration exceeding the limit specified under section 217 2(a) of the Companies Act, 1956.



SUPER CROP SAFE LIMITED

POLLUTION AND ENERGY CONSERVATION ETC :-

Pursuant to section 217 (1) (e) of the Companies Act, 1956 the information required in respect of pollution and energy conservation is given in the Annexure enclosed to this report.

The income from foreign exchange or expenditure in foreign exchange is nil.

DIRECTORS RESPONSIBILITIES STATEMENT :-

The Board of Directors of the Company confirms:

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed and there has been no material departures;
- ii. that the selected accounting policies were applied consistently and the Directors made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2005 and of the profit of the company for the year ended on that date;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. that the annual accounts have been prepared on a going concern basis.

DIRECTORS :-

In accordance with the Articles of Association of the Company, Shri Nitinbhai I. Patel and Shri Piyushbhai K. Patel, directors of the Company retire by rotation but being eligible offer themselves for reappointment. You are requested to appoint the director in their place.

DEMATERIALISATION OF SHARES :-

To provide better and smooth service to the shareholders, the company's Equity shares are now available for dematerialisation in electronic form in the Depository System operated by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd.(CDSL).

In order to avail this services, shareholders are requested to dematerialise the shares in the electronic form quickly.

CORPORATE GOVERNANCE :-

As required under the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, the report of Corporate Governance and the Certificate of the Auditors of the Company in respect of compliance thereof are appended hereto and forms part of this report.

**SUPER CROP SAFE LIMITED****INSURANCE :-**

The property of the Company is adequately insured against various perils.

AUDITORS :-

You are requested appoint auditors from the conclusion of the ensuing Annual General Meeting to the conclusion of next Annual General Meeting and fix their remuneration. The present Auditors M/s. Parimal S. Shah & Co. are eligible for reappointment.

APPRECIATION :-

The Board places on record its appreciation of the sincere and devoted services rendered by all the employees and the continued support and confidence of the customers. The Board also expresses their sincere thanks to the Banks and all other well wishers for their timely support.

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FOR SUPER CROP SAFE LIMITED**FOR AND ON BEHALF OF THE BOARD****ISHWARBHAI B. PATEL****CHAIRMAN & MANAGING DIRECTOR**

Date : 13/08/2005



SUPER CROP SAFE LIMITED

ANNEXURE TO THE DIRECTORS REPORT FOR THE YEAR 2004-2005

FORM A (See Rule 2)

(Disclosure of Particulars with respect to conservation of energy)

1. Electricity	<u>As on 31-03-2005</u>	<u>As on 31-03-2004</u>
[A] Purchased Units	67582	46190
Total Amounts	Rs. 382965	Rs. 282432
Rate / Units	Rs. 5.67	Rs. 6.11
[B] Own generation	Nil	Nil

2. Consumption per unit of Production :-

Electricity : In view of varied nature of products and packs, compilation of accurate consumption per unit of products is not feasible.

FORM B (See Rule 2)

- A. Research and Development:
The Company has no separate R & D department.
- B. Absorption of technology: N.A.
- C. Foreign Exchange earnings and outgo.

[i] Earnings	:	Nil	Nil
[ii] Outgo on A/c of Foreign Travelling		Nil	Nil



SUPER CROP SAFE LIMITED

CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement with the Stock Exchanges, a report on corporate Governance practiced in Company is given below:

MANDATORY REQUIREMENTS:

1. Company's philosophy on code of Governance :-

The company believes in adopting the best corporate governance practices and protecting the rights and interest of the shareholders. They have the right to have complete information about the Directors and Management and their interests in the company as well as governance practices followed by them. Towards this end, the company is making extensive disclosures from time to time.

The company has introduced the section on Corporate Governance and the practice will be continued in future also. All mandatory requirements of Corporate Governance, as applicable, are being complied with.

2. Boards of Directors :-

Composition

The Boards composition is in conformity with the provisions of the Companies Act, 1956 and the Listing Agreement. The present strength of the Board is 6 Directors (3 Executive & 3 non-executive).

The current composition of the Board (as on 13th August'2005) is as follows:

Sr. No.	Name of Director	Category of Director	No. of Directorship in other Public Ltd. Cos.	Chairman/ Director in other Public Ltd. Cos.
1.	Shri I. B. Patel	Executive	-----	-----
2.	Shri A.B. Patel	Executive	-----	-----
3.	Shri N. I. Patel	Executive	-----	-----
4.	Shri P. K. Patel	Non-Executive	-----	-----
5.	Shri N. R. Krishna	Non-Executive	-----	-----
6.	Shri U. K. Sachaniya	Non-Executive	-----	-----

Number and dates of Board meeting held

The Board met five times during the year on 30.04.2004, 31.07.2004, 06.08.2004, 30.10.2004 and 31.01.2005. Notice of the meetings with agenda and necessary details were sent to the directors in time.



SUPER CROP SAFE LIMITED

Attendance details of Directors at the Board Meetings and the last AGM

Sr. No.	Name of Director	No. of Board Meetings attended	Attendance at the last AGM
1.	Shri I. B. Patel	5	Yes
2.	Shri A.B. Patel	5	Yes
3.	Shri N. I. Patel	5	Yes
4.	Shri P. K. Patel	5	Yes
5.	Shri N. R. Krishna	5	Yes
6.	Shri U. K. Sachaniya	5	Yes

Directors to be appointed / reappointed

Shri N. I. Patel and Shri P. K. Patel, retire by rotation at the ensuing Annual General Meeting. They being eligible, offer themselves for reappointment.

The detailed particulars of the above two Directors are as under:

Name of Director	Shri N. I. Patel	Shri P. K. Patel
Date of Birth	24.10.1971	28.02.1944
Date of Appointment	02.09.1991	02.09.1991
Expertise in specific functional areas	Business	Business
Qualifications	Higher Secondary Education	DME
List of Companies in which directorship is held as on 31.03.2005	NIL	NIL
Chairman/Member of the Committee of other Companies as on 31.03.2005	NIL	NIL

3. Audit Committee :-

The company has constituted the AUDIT COMMITTEE consisting of the following three Non-Executive Directors :

1. Shri P. K. Patel
2. Shri N. R. Krishna
3. Shri U. K. Sachaniya

Shri P. K. Patel, is the Chairman of the AUDIT COMMITTEE. The Committee met on 28.04.2004, 29.07.2004, 28.10.2004 and 29.01.2005 for perusing the financial position of the Company. Necessary information was supplied to the AUDIT COMMITTEE from time to time.