

SUPER CROP SAFE LIMITED

-: REGISTERED OFFICE :-

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



ANNUAL REPORT 2008-2009

CERTIFIED TRUE COPY
For, Super Crop Safe Ltd.

[Signature]
Managing Director/Directo



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 19th September, 2009 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, 2009 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 Ambalal B. Patel, who retires by rotation but being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri N. R. Krishna, 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 though fit, to pass the following resolution as an Ordinary RESOLUTION, with or without modifications.

RESOLVED THAT Shri Kaushal C. Patel, who was appointed by the Board as an Additional Director w. e. f. 12th January, 2009, and who holds office upto the date of the forthcoming Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. To consider and if though fit, to pass the following resolution as a SPECIAL RESOLUTION, with or without modifications:

RESOLVED THAT subject to the approval of the Central Government, if necessary, and in accordance with the relevant provisions of The Companies Act, 1956 and also as per the Articles of Association of the company, the remuneration by way of Salary of Shri Nitin I. Patel, Executive Director of the Company, be increased to Rs. 21,500/- per month with effect from 1st April, 2009, and the other terms and conditions continue to remain the same.

Registered Office:

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

Date : 29th June, 2009

BY ORDER OF THE BOARD OF DIRECTORS
For, SUPER CROP SAFE LIMITED

(ISHWARBHAI B. PATEL)
CHAIRMAN & MANAGING DIRECTOR

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For, Super Crop Safe Ltd.



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. Explanatory statement as required under section 173 of the Companies Act, 1956, which forms part of this notice, is annexed hereto.
3. 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 16-09-2009 to 19-09-2009(both days inclusive) and 19 the September,2009 will be the date for updating the records of the shareholders of the company.
5. Members are requested to quote Folio Numbers in all their Correspondence.
6. 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.
7. Member are requested to bring their Copy of the Annual Report to the meeting as the same will not be circulated there at.
8. Member are requested to bring with them the attendance slip and hand it over at the entrance duly signed by them.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT,1956

ITEM NO. 5- SPECIAL RESOLUTION

Shri Kaushal C. patel was appointed by the Board as an Additional Director with effect From 12th January,2009

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SUPER CROP SAFE LIMITED

He is a graduate in commerce and possesses good experience in marketing. He has over 10 years experience in the field of pesticides marketing. His appointment as a Director is in the interest of the company.

A notice has been received from some shareholders proposing his candidature as a Director of the company. The Board recommends his appointment.

None of the directors is concerned or interested in this resolution.

If you think proper, you are requested to appoint him as a Director of the Company.

ITEM NO.6 - SPECIAL RESOLUTION

This resolution pertains to increase in the remuneration by way of salary of Shri Nitin I. Patel, Executive Director. The Executive Director is expert in his field and he has played important role in the progress and prosperity of the company. He is well qualified and possesses specialized knowledge and experience in the job entrusted to him. He has been discharging his duties skillfully and successfully.

Looking to the salary paid to the officers of his category in other companies, the remuneration paid to him is quite less. As such the Board of Directors have passed necessary resolution for increase in his salary, subject to your approval of members, to increase his salary as stated in the resolution which is just and reasonable.

Shri Nitin I. Patel is concerned and/ or interested in the above resolution to the extent of the remuneration that will be receiving and Shri Ishwarbhai B. Patel is interested as his relative.

None of the other Directors are interested in this resolution.

The special resolution is recommended for your approval.

Registered Office:

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

Date : 29th June, 2009

BY ORDER OF THE BOARD OF DIRECTORS
For, SUPER CROP SAFE LIMITED

(ISHWARBHAI B. PATEL)
CHAIRMAN & MANAGING DIRECTOR
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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
Shri Kaushal C. Patel	Director

AUDITORS

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

BANKERS

State Bank of India
ICICI Bank Limited
Canara Bank
Centurion Bank of Punjab Limited
HDFC Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS

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

FACTORY

Survey No.: 864
At & Post : 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 2009.

FINANCIAL RESULTS :-

The working results of the company for the year under report are as follows :-

	<u>2008-09 (Rs.)</u>	<u>2007-08 (Rs.)</u>
Profit / (Loss) before Depreciation	1,10,72,581	17,79,241
Less: Depreciation	10,29,334	9,57,877
Profit / (Loss) before Taxation	1,00,43,247	8,21,364
Add : Deferred Tax	(36,879)	1,23,408
Prior Prepaid adjustment	00	3,36,460
Fringe benefit Tax	(33,628)	(32,025)
Less : Current Tax	12,23,970	00
Net Profit / (Loss) after Depreciation & Deferred Tax	87,48,770	12,49,207

OPERATIONS :-

During the year under report, Sales of the company have increased from Rs. 7,74,60,797/- to Rs. 20,23,12,204, which shows growth by about 260%. This increase in sales is due to the changes effected by your directors in marketing strategy. Retail sales have been reduced and concentration is focused on Bulk operations. Exports through Merchant Exporters have also increased considerably. The encouraging results are before you. Your company has done very well even during the global depression in the country and overseas market. It is felt that good monsoons during the current season will have positive effect on the working of the company and demand for agro chemical goods will be increased.

DIVIDEND:-

With a view to plough back the profits for the 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.

FIXED DEPOSIT :-

The Company has not accepted any deposit to which the provisions of Section 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.

**DISCLOSURE OF PARTICULARS :**

Particulars relating to conservation of Energy, Technology Absorption, Foreign exchange earnings and outgo pursuant to Section 217 (1) (e) of the Companies Act, 1956, are given separately in the Annexure hereto and form part of this report.

DIRECTORS RESPONSIBILITIES STATEMENT :-

The Board of Directors of the Company confirms:

- i. that in the preparation of the annual accounts, the applicable accounting standards have 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 the end of the year under report 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.

DEMATERIALIZATION OF SHARES :-

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

Share holders are, therefore requested to demat their shares in the electronic form at the earliest.

CORPORATE GOVERNANCE :-

Your company believes in transparent management and hence as required under the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, the report on Corporate Governance and the certificate of auditors of the company in respect of compliance thereof are appended here to and form part of this report.

DIRECTORS :-

In accordance with the Articles of Association of the company, Shri Ambalal B. Patel and Shri N. R. Krishna, directors of the company retire by rotation but being eligible offer themselves for reappointment. You are requested to appoint the directors in their place. During the year under report, Shri Kaushal C. Patel was appointed as an Additional Director who holds this

**SUPER CROP SAFE LIMITED**

office up to the forthcoming Annual General Meeting. A notice has been received from some shareholders proposing his candidature as a Director of the company. The Board recommends his appointment.

AUDITORS :-

You are requested to 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. is 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.

REGISTERED OFFICE :-

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

FOR SUPER CROP SAFE LIMITED**FOR AND ON BEHALF OF THE BOARD**

Report  junction.com

CHAIRMAN & MANAGING DIRECTOR

Date : 29/07/2009

CERTIFIED TRUE COPY/**For, Super Crop Safe Ltd.**


Managing Director/Director



SUPER CROP SAFE LIMITED

ANNEXURE TO THE DIRECTORS REPORT FOR THE YEAR 2008-2009

FORM A (See Rule 2)

(Disclosure of Particulars with respect to conservation of energy)

1. <u>Electricity</u>	<u>As on 31-03-2009</u>	<u>As on 31-03-2008</u>
[A] Purchased Units	72060	79290
Total Amounts	434151	Rs. 443746
Rate / Units	6.03	Rs. 5.60
[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. Your company is fully compliant with all its provisions.

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 29th June 2009) 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 Kaushal C. Patel	Non-Executive	-----	-----

Number and dates of Board meeting held

The Board met six times during the year on 30.04.2008, 14.07.2008, 13.10.2008, and 12.01.2009. Notice of the meetings with agenda and necessary details were sent to the directors in time.