



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 20th September, 2010 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, 2010 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 Ishwarbhai B. Patel, who retires by rotation but being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Kaushal C. 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 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. 23,000/- per month with effect from 1st April, 2010, 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 : 3rd May, 2010

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

**(ISHWARBHAI B. PATEL)
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. 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 15-09-2010 to 20-09-2010(both days inclusive) and 20th the September, 2010 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 distributed 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

This resolution pertains to increase in the remuneration by way of salary of Shri Nitin I. Patel, Executive Director. The Executive Director is rendering useful service and he has played important role in the progress and prosperity of the Company. He is well qualified and having specialized knowledge and experience of the business. He has been discharging his duties skillfully and successfully.

As such the Board of Directors have passed necessary resolution for marginal increase in his salary, subject to approval of members.

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

None of the other Directors is 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.

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

Date : 03rd May,2010

(ISHWARBHAI B. PATEL)
CHAIRMAN & MANAGING DIRECTOR



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 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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DIRECTOR'S REPORT

To,
Dear Members,

Your Directors have pleasure in submitting their Annual Report together with the Audited Statements of accounts for the year ended 31st March 2010.

FINANCIAL RESULTS :-

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

	<u>2009-10 (Rs.)</u>	<u>2008-09 (Rs.)</u>
Profit / (Loss) before Depreciation	77,54,557	1,10,72,581
Less: Depreciation	20,61,430	10,29,334
Profit / (Loss) before Taxation	56,93,127	1,00,43,247
Add : Deferred Tax	(54,205)	(36,879)
Prior Prepaid adjustment	00	00
Fringe benefit Tax	00	(33,628)
Extra Ordinary Item	2,00,000	00
Less : Current Tax	17,12,177	12,23,970
Net Profit / (Loss) after Depreciation & Deferred Tax	41,26,745	87,48,770

OPERATIONS :-

During the year under report, Sales of the company have increased from Rs. 20,23,12,204/- to Rs. 27,09,59,231/- which shows growth by about 34%. This increase in sales is due to the changes effected by your directors in marketing strategy. Retail sales have been increased 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 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.

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.

DEMATERIALISATION 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 Ishwarbhai B. Patel and Shri Kaushal C. Patel, directors of the company retire by rotation but being eligible offer themselves for reappointment. You are requested to appoint the directors in their place.



SUPER CROP SAFE LIMITED

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

ISHWARBHAI B. PATEL

CHAIRMAN & MANAGING DIRECTOR

Date : 03/05/2010

**ANNEXURE TO THE DIRECTORS REPORT FOR THE YEAR 2009-2010****FORM A (See Rule 2)**

(Disclosure of Particulars with respect to conservation of energy)

1. <u>Electricity</u>	<u>As on 31-03-2010</u>	<u>As on 31-03-2009</u>
[A] Purchased Units	82390	72060
Total Amounts	547631	434151
Rate / Units	6.65	6.03
[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

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. Board 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 3rd May 2010) 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 20.04.2009, 29.06.2009, 20.07.2009, 12.10.2009, 11.01.2010 and 15.02.2010. Notice of the meetings with agenda and necessary details were sent to the directors in time.

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	6	Yes
2.	Shri A.B. Patel	6	Yes
3.	Shri N. I. Patel	6	Yes
4.	Shri P. K. Patel	6	Yes
5.	Shri N. R. Krishna	6	Yes
6.	Shri Kaushal C. Patel	6	Yes

Directors to be appointed / reappointed

Shri Ishwarbhai B. Patel and Shri Kaushal C. 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 Ishwarbhai B. Patel	Shri Kaushal C. Patel
Date of Birth	03-04-1945	05-07-1978
Date of Appointment	09-02-1987	12-01-2009
Expertise in specific functional areas	Business	Business
Qualifications	Under Graduate	B.Com.
List of Companies in which directorship is held as on 31.03.2010	NIL	NIL
Chairman/Member of the Committee of other Companies as on 31.03.2010	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 Kaushal C. Patel

Shri P. K. Patel, is the Chairman of the AUDIT COMMITTEE. The Committee met on 17.04.2009, 25.06.2009, 17.07.2009, 09.10.2009 and 08.01.2010 for perusing the financial position of the Company. Necessary information was supplied to the AUDIT COMMITTEE from time to time. The details of attendance by member of Audit committee are as follows.

Sr. No.	Name of Director	No. of Meetings Held	No. of Meeting Attended
1.	Shri P. K. Patel	5	5
2.	Shri N. R. Krishna	5	5
3.	Shri Kaushal C. Patel	5	5

4. **Remuneration Committee :-**

The Company has constituted a remuneration committee, consisting of the following Directors (1) Shri P. K. Patel (2) Shri N. R. Krishna (3) Shri Kaushal C. Patel. The Board determines the Remuneration of the Executive Directors subject to the approval of the members. The details of payment of Remuneration to the directors are given below :

Name of the Director	Relationship with other Directors	Total Remuneration paid during the year	No. of Board meetings held /attended.	
Shri I. B. Patel	Brother of Shri A. B. Patel Father of Shri N. I. Patel	---	6	6
Shri A. B. Patel	Brother of Shri I. B. Patel	---	6	6
Shri N. I. Patel	Son of Shri I. B. Patel	2,58,000.00	6	6
Shri P. K. Patel	Independent	---	6	6
Shri N. R. Krishna	Independent	---	6	6
Shri Kaushal C. Patel	Independent	---	6	6

The Company has not granted any loan nor paid any commission to its Directors during the year. Your company has followed all relevant accounting standard while preparing the financial statements.

5. **CEO / CFO Certification :-**

The Managing Director has certified to the Board that he has reviewed financial statements and the cash flow statement for the year and that to the best of his knowledge and belief :

- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
- these statements together present a true & fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are to the best of his knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

6. **Disclosures :-**

The Company purchased finished goods from time to time from M/s. Super Industries M/s. Gopinath Packaging, M/s. VIP Industires & M/s. Pioneer Pesticides Industries in which Directors are interested. The transactions were not against the interest of the Company.