



ANNUAL REPORT 2015-2016



Super Crop Safe Limited



Ishwarbhai B. Patel
Chairman & Managing Director



RATINGS

CRISIL MSE*2

**Financial Strength
HIGH**

**Operating Performance
HIGHEST**

Indicates 'High Credit
worthiness in relation
to other MSEs'

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

CHAIRMAN'S STATEMENT

Dear Shareholders,

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

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

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

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

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

Ishwarbhai B. Patel
CMD & CEO



CORPORATE IDENTITY

ABOUT THE COMPANY

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

AGRI-INPUT

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

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

PRODUCTS

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

PLANT & OFFICES

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



FORWARD LOOKING STATEMENT

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

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

KEY HIGHLIGHTS OF FY 2015-16

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

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

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

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

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

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

PERFORMANCE BY NUMBERS

**NET REVENUE
UP BY
14.04%**



**PAT MARGIN
UP BY
206.32%**



**EBIT
UP BY
82.16%**



**CAPEX
AT
RS. 10472**



**PROPOSED
DIVIDEND
UP BY
36.07%**

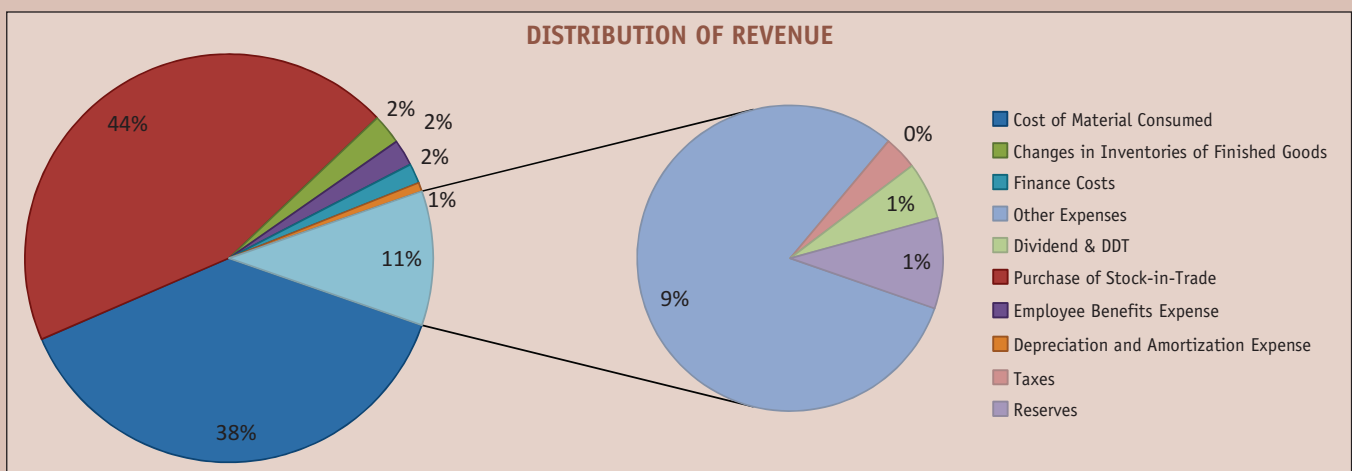
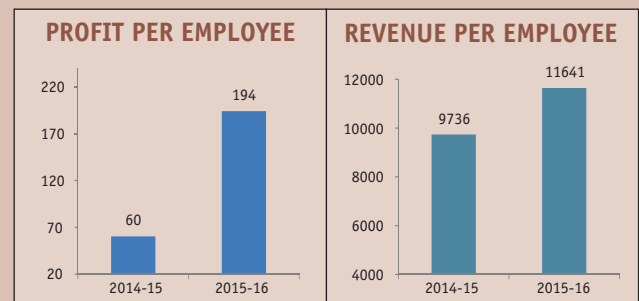
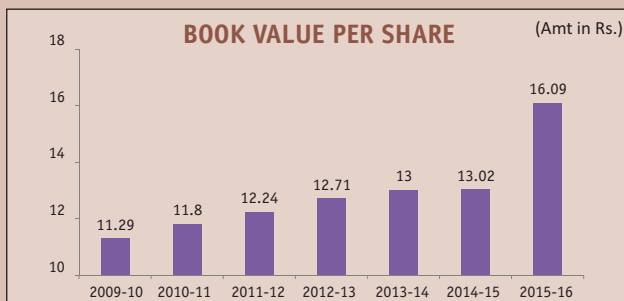
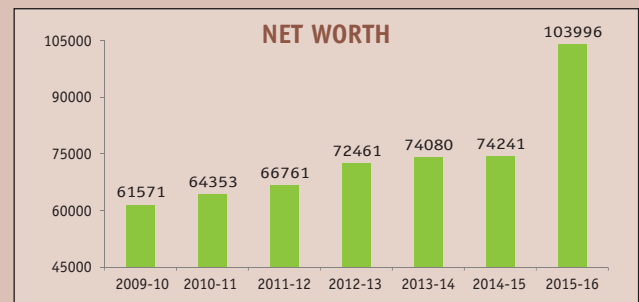
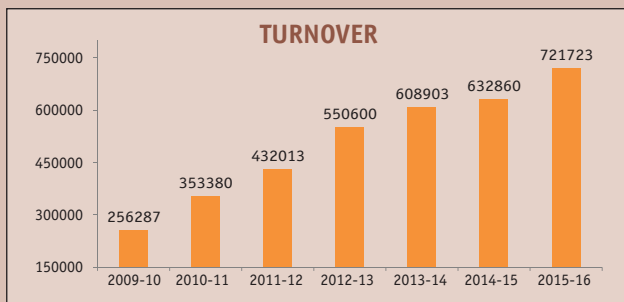




FINANCIAL HIGHLIGHTS AND KEY INDICATORS

(Amount Rs. In Thousand)

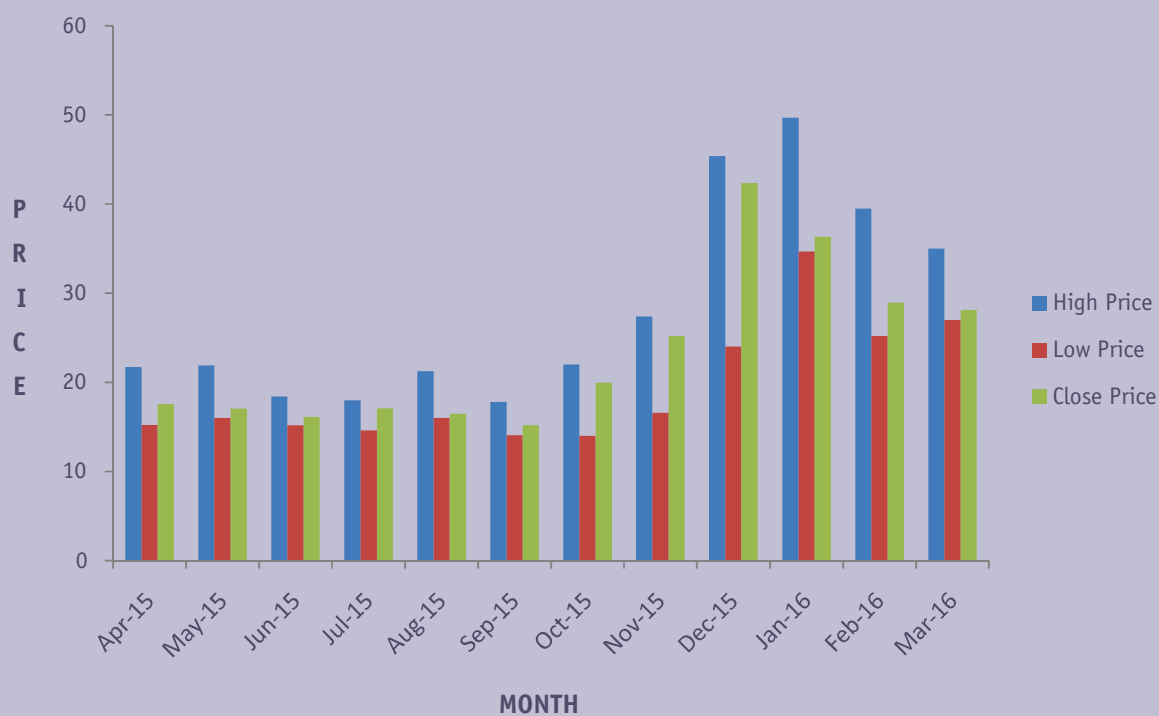
Year	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11
Turnover	721723	632860	608903	550600	432013	353380
Earning Before Depariciation and Tax (EBDT)	19877	11266	12497	11888	12839	11343
Depreciation	5131	6114	4403	3851	3430	2929
Profit After Tax	12023	3925	4953	8037	5559	5952
Equity Dividend	3878	2850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



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

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

SHARE PRICE MOVEMENT



**COMPANY INFORMATION****BOARD OF DIRECTORS**

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

AUDITORS

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

BANKERS

HDFC Bank Ltd.
State Bank of India

REGISTRARS & SHARE TRANSFER AGENTS

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

FACTORY

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

REGISTERED OFFICE

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

CIN

L24231GJ1987PLC009392

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**NOTICE**

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

6. Preferential Issue and Allotment of Equity Shares

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

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

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

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

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



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

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

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

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

7. Preferential Issue of Warrants

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

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

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

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



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

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

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

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

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

8. Enhancement Of Authorised Share Capital:

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

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

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

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

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

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

By Order of the Board of Directors

Ishwarbhai I Patel
Chairman

Place : Ahmedabad
Date : 01/09/2016