



SUPER CROP SAFE LIMITED

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

NOTICE

Notice is hereby given that an 1st of 2015-16 Extraordinary General Meeting of the members of Super Crop Safe Limited will be held on Wednesday, 20th January 2016 at 11:00 AM at Registered Office of the Company at C-1/290, GIDC Estate, Naroda, Ahmedabad – 382 330 to transact the following special business:

SPECIAL BUSINESS:

Item No. 1

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 thereunder, 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 exchanges 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 Exchanges 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 16,00,000 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 4.48 Crores (Rupees Four Crore Forty Eight Lacs) for cash to Promoters, Promoter Groups and Strategic Investors, 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 December 21, 2015 which is the date falling 30 days prior to the date of this Extraordinary General Meeting and the floor price so calculated is Rs. 27.59. (Rupees Twenty Seven and Paise Fifty Nine only).

RESOLVED FURTHER THAT the equity shares to be allotted to the Investor pursuant to the aforesaid preferential allotment shall rank *pari-passu* 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.”

Item No. 2

ENHANCEMENT OF AUTHORISED SHARE CAPITAL:

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 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. 6,50,00,000 (Rupees Six Crore Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- each to Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each by creation of additional 15,00,000 (Fifteen Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.”

Item No. 3

ALTERATION OF CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

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 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder 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. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each.

**By order of the Board of Directors
For SUPER CROP SAFE LIMITED**

Place : Ahmedabad
Date : December 26, 2015

**Hiral Manharbhai Patel
Company Secretary**

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (“**Companies Act**”), setting out the material facts concerning each item of special business to be transacted at a general meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. 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 applicable.
3. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decided for the purpose, being January 14, 2016, may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act.
4. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form 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 Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. In compliance with the provisions of Sections 108 and other applicable provisions of the Companies Act, read with the Companies (Management and Administration) Rules, 2014 (“**Companies Management Rules**”) and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (“**CDSL**”) for facilitating e-voting to enable the Members to cast their votes. E-voting is optional. The facility for voting, through ballot or polling paper shall also be made available at the meeting and members who have not already cast their vote by e-voting shall be able to exercise their vote at the meeting. Members who have already cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
8. **Process for members opting for e-voting**
In terms of the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies Management Rules and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in this notice through electronic voting system, to members holding equity shares as on January 14, 2016 being the Cut-off date (Cut-off date for the purpose of Rule 20(3) (vii) of the Companies Management Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by CDSL.
The instructions for e-voting are as under:
 - i. The voting period begins on 16th January, 2016 (9.00 a.m.) and ends on 19th January, 2016 (5.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th January, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders
- iv. Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 10 digits of the sequence number in the PAN Field. The Sequence Number is printed on address sticker.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN 151224005 along with SUPER CROP SAFE LIMITED on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
9. 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.
10. The Scrutinizer shall, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, within a period not exceeding three working days from the conclusion of the e-voting period, forthwith to the Chairman /or a person authorized by the Chairman in writing of the Company.

11. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.supercropsafe.com) and on the website of CDSL <https://www.evotingindia.com> within two working days of passing of the resolutions at the Extraordinary General Meeting of the Company to be held on January 20, 2016 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
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078

E-Voting Agency : Central Depository Services (India) Limited

E-mail ID : helpdesk.evoting@cdslindia.com

Scrutinizer : CS AshishDoshi of M/s SPANJ & ASSOCIATES
Practising Company Secretaries

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 Extraordinary General Meeting No.1 of 2015-16

IN RESPECT OF RESOLUTIONS SET OUT AT ITEM NO.1

PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES

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 in terms of introduction of new products and increase customer base the Company is proposing to raise capital by allotment of shares on a preferential basis.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution to Promoters, Promoter Groups and Strategic Investors, which shall result in issuance of up to 16,00,000 further equity shares of the Company, on a preferential basis, resulting in an inflow of up to Rs. 4.48 Crores to the Company in accordance with the terms and nature of the Equity Shares to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations and Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Promoters, Promoter Groups and Strategic Investors. Since the proposed Special Resolution would result in issue of Equity Shares of the Company Promoters, Promoter Groups and Strategic Investors of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The Equity Shares allotted would be listed on BSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("**Regulations**"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

i. The Objects of the issue through preferential offer:

To reduce cost of borrowed funds, and for requirements of more working capital funds for the growth of its existing activities in order to respond to various opportunities for the further growth of the business in terms of introduction of new products and increase customer base the Company is proposing to raise capital by allotment of shares on a preferential basis and said funds will also be utilised for general corporate purposes.

ii. The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

Except Mr. Satish Patel, Director/promoter of the company who will be subscribing to the Equity shares in the present preferential issue, none of the promoters, directors or Key Management Personnel of the company intends to apply/subscribe to the equity shares offered under the present preferential issue.

iii. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as December 21, 2015 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

iv. Pricing of Preferential Issue:

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the Regulations.

Since the Company is listed on BSE Limited, the trading volume of Equity Shares of the Company on stock exchange will be considered to determine the highest trading volume for computation of issue price.

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, within the time stipulated under the Regulations, the Equity Shares allotted to Promoters, Promoter Groups and Strategic Investors shall continue to be locked in till the time such amounts are paid by them.

v. Identity of the proposed allottees:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

Identity Of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-Issue Holding	No Of Equity Shares To Be Allotted	Issue Price (INR) Of Equity Shares	Post-Issue Holding	% Post-Issue Holding
Satish I Patel	Satish I Patel	Promoter	246000	250000	28	496000	6.79%
Eastman Equities Partners Pvt Ltd	Amit Pandya	Strategic Investor	0	800000	28	800000	10.96%
Vijyaben Bhupendrakumar Patel	Vijyaben Bhupendrakumar Patel	Strategic Investor	0	20000	28	20000	0.27
Patel Bhupendrakumar P HUF	Patel Bhuperakumar P	Strategic Investor	0	20000	28	20000	0.27
Patel Kiritkumar P HUF	Patel Kiritkumar P	Strategic Investor	0	20000	28	20000	0.27
Bhupendrakumar Parsottamdas Patel	Bhupendrakumar Parsottamdas Patel	Strategic Investor	0	20000	28	20000	0.27
Parvatiben Parsottamdas Patel	Parvatiben Parsottamdas Patel	Strategic Investor	0	20000	28	20000	0.27
Harsh Bhupendrakumar Patel	Harsh Bhupendrakumar Patel	Strategic Investor	0	20000	28	20000	0.27
Nilamben Kiritkumar Patel	Nilamben Kiritkumar Patel	Strategic Investor	0	20000	28	20000	0.27
Kiritkumar Parsottamdas Patel	Kiritkumar Parsottamdas Patel	Strategic Investor	0	20000	28	20000	0.27
Atulkumar K Patel HUF	Atulkumar K Patel	Strategic Investor	0	20000	28	20000	0.27
Chirag Kiritbhai Patel HUF	Chirag Kiritbhai Patel	Strategic Investor	0	20000	28	20000	0.27
Dilipkumar Rasiklal Patel	Dilipkumar Rasiklal Patel	Strategic Investor	0	150000	28	150000	2.05
Nileshkumar Bhagwandas Patel	Nileshkumar Bhagwandas Patel	Strategic Investor	10426	125000	28	135426	1.86%
Patel Pratik Vinodchandra	Patel Pratik Vinodchandra	Strategic Investor	0	75000	28	75000	1.03%

vi. Particulars of the Proposed Allottee:

The proposed allottee, Promoters, Promoter Groups and Strategic Investors as disclosed in the table shown above in para V.

vii. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding :				
1	Indian :				
	Individual	24,87,781	43.92	27,37,781	37.69
	Bodies Corporate	—	—	—	—
	Sub Total	24,87,781	43.92	27,37,781	37.69
2	Foreign Promoters	—	—	—	—
	Sub Total (A)	24,87,781	43.92	27,37,781	37.69
B	Non-Promoters' holding :				
1	Institutional Investors	—	—	—	—
2	Non-Institution :				
	Private Corporate Bodies	1,10,515	1.95	9,10,515	12.53
	Directors and Relatives	583	0.01	583	0.01
	Indian Public (Including HUF)	25,09,206	44.31	30,59,206	42.12
	Others (Including NRIs)	5,55,815	9.81	5,55,815	7.65
	Sub Total(B)	31,76,119	56.08	45,26,119	62.31
	GRAND TOTAL	56,63,900	100.00	72,63,900	100.00

viii. Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

ix. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

x. Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee, up to 16,00,000 Equity shares of face value of Re. 10/- each aggregating up to Rs. 4.48 Crores (Rupees Four crores Forty Eight Lacs), in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the Regulations.

xi. Auditors certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days (excluding Saturday and Sunday) up to the date of the meeting.

xii. Lock in period:

The proposed allotment shall be subject to lock-in as per requirements of the SEBI (ICDR) Regulations.

xiii. The Company has not made any preferential issue of securities during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believe that the proposed Preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolutions except Mr. Satish Patel who will be allotted shares in the proposed preferential allotment and Mr. Ishawarbhay B. Patel, and Mr. Nitin I. Patel. Directors and Mrs. Ambabai I. Patel and Mrs. Palakben S. Patel, his relatives who are falling within the category of promoter and promoter groups to the extent of shares held by any of them in the Company. And they shall be deemed to be concerned or interested in the proposed Resolution, by reason of their being part of the Promoter Group.

Apart from the above, no other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed Resolution, except to the extent of shares held by any of them in the Company.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Corporate Office of the Company during 11:00 A.M. to 1:00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

IN RESPECT OF RESOLUTIONS SET OUT AT SL. NO. 2 AND 3

ENHANCEMENT OF AUTHORISED SHARE CAPITAL & ALTERATION OF CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION

Rs. 6,50,00,000 (Rupees Six Crore Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- each to Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each by creation of additional 15,00,000 (Fifteen Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 6,50,00,000 (Rupees Six Crore Fifty Lacs Only) divided into divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- each .

The Board of Directors of the Company in their meeting held on 26th December, 2015 subject to requisite approvals and consents resolved to offer equity shares on Preferential Basis. In view of the proposed Preferential Issue, the Authorised Share Capital of the Company needs to be increased from Rs. 6,50,00,000 (Rupees Six Crore Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- each to Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- each by creation of additional 15,00,000 (Fifteen Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

Consequent to the increase of Authroised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company, need to be altered as indicated in Resolution No.2&3 respectively contained in the Notice convening the EGM.

Your Directors recommend the Resolutions set out at Sl. Nos. 2 & 3 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days (excluding Saturday and Sunday) from the date hereof upto the date of the Meeting.

**By order of the Board of Directors
For SUPER CROP SAFE LIMITED**

Place : Ahmedabad
Date : December 26, 2015

**Hiral Manharbhay Patel
Company Secretary**



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 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] _____ 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 _____

as my / our Proxy to attend vote on a [poll] for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 20th January, 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 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1.	Preferential Issue and allotment of Equity Shares		
2.	Enhancement of Authorised Share Capital from Rs. 6.5 Crores to Rs. 8 Crores		
3.	Alteration of Capital clause contained in the Memorandum of Association		

Signed this _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxyholder[s] _____

Affix
Re. 1/-
Revenue
Stamp

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 EOGM : 20th January, 2016

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

Time : 11.00 A.M.

I hereby record my presence at the Extra Ordinary General Meeting on 20th January, 2016.

Date :

Member's/Proxy's Signature

If Undelivered please return to :



SUPER CROP SAFE LIMITED

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